

PROFFERS

Springfield Metro Center II, LLC and Springfield 6601 LLC

RZ 2011-LE-022

March 28, 2012

Pursuant to Section 15.2-2303(a) Code of Virginia, 1950, as amended, Springfield Metro Center II, LLC and Springfield 6601 LLC, (hereinafter referred to as the "Applicants"), for themselves, successors and assigns in RZ 2011-LE-022, filed for property identified as Tax Map 90-2 ((1)) 56C (part) and 58D and 90-4 ((1)) 11B (part) (hereinafter referred to as the "Application Property") hereby proffer that the development of the Application Property shall be in accordance with the following proffers, provided that the Board of Supervisors approves RZ 2011-LE-022 to rezone the Application Property to the PDC District.

1. CONCEPTUAL/FINAL DEVELOPMENT PLAN

- a. Subject to the provisions of 16-204 of the Fairfax County Zoning Ordinance (hereinafter referred to as the "Zoning Ordinance"), development of the Application Property shall be in substantial conformance with the Conceptual Development Plan/Final Development Plan (CDP/FDP), consisting of twenty-five (25) sheets prepared by Urban, Ltd., dated February 10, 2011 and revised through February 14, 2012.
- b. Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications from the CDP/FDP may be permitted as determined by the Zoning Administrator. The Applicants reserve the right to make minor modifications to the building footprints shown on the CDP/FDP and make other modifications provided that such modifications are in substantial conformance with the CDP/FDP as determined by the Zoning Administrator, and do not increase building height nor decrease the amount and location of open space, limits of clearing and grading, landscaping, or distances to peripheral lot lines as dimensioned on the CDP/FDP.
- c. Notwithstanding that the CDP/FDP is presented on twenty-five (25) sheets and said CDP/FDP is the subject of Proffer 1.a. above, it shall be understood that the CDP shall be limited to the building footprint, location and amount of open space, limits of clearing and grading, location and number of entrances, and the maximum square footage of development. The Applicants have the option to request Final Development Plan Amendments ("FDPAs") for elements other than CDP elements from the Planning Commission for all of, or a portion of, the CDP/FDP in accordance with the provisions set forth in Section 16-402 of the Zoning Ordinance.

- d. Either of the buildings shown on the CDP/FDP may be the subject of a partial and separate Proffered Condition Amendment (PCA) and/or FDPA without joinder and/or consent of the other building owners as determined by the Zoning Administrator pursuant to Paragraph 6 of Section 18-204 of the Zoning Ordinance. Previously approved proffered conditions applicable to buildings that are not the subject of such a PCA or FDPA shall otherwise remain in full force and effect.

2. USES

- a. As shown on the CDP/FDP, the Application Property shall be developed with, office and accessory uses. Development on the Application Property shall include a maximum of 517,600 square feet of gross floor area ("GFA") in total. Accessory uses internal to the buildings may include, but not be limited to, a personal service establishment, sundry shop, banking center, establishment, and fast food restaurant, to support the tenants in each building. Accessory uses shall be designed for tenant use with the intent to minimize midday vehicle trips to and from the Application Property. Among the two (2) buildings proposed with this application and the two (2) buildings proposed in conjunction with PCA 1998-LE-064-2/PCA 2008-LE-015, the Applicants shall provide a minimum of 5,000 square feet of accessory uses. If at time of final site plan submission for the last of the four (4) buildings the Applicants can demonstrate to the satisfaction of the Zoning Administrator that they have made diligent efforts to lease a minimum of 5,000 square feet for accessory uses, and those efforts have been unsuccessful in meeting the minimum square footage required under this proffer, this proffer shall be deemed satisfied and the Applicants shall have no further obligations under this proffer.
- b. Telecommunications facilities (building-mounted only) may be added to the building without necessitating approval of a PCA or FDPA.
- c. Cellar space in each building, if provided, shall include a mix of uses such as the following:
 - i. Unoccupied areas used by the building tenants or owners (such as restrooms, mechanical rooms, electrical rooms, janitor and building maintenance rooms, bulk storage for documents, paper and office supplies, goods and products of the building tenant or janitorial supplies);
 - ii. Specialty areas used by the building tenants or owners (such as computer rooms, battery rooms, "clean rooms," security tanks, SCIF rooms, libraries, etc.) but not to include office space;
 - iii. Simultaneous or accessory uses used by the building tenants or owners (such as conference rooms, conference centers, fitness center, employee

cafeterias or canteens, employee lounges or classrooms, banking center, sundry shop).

3. TRANSPORTATION

a. Springfield Center Drive/Frontier Drive Extended

i. Interim Condition. Prior to the issuance of the first Non-Residential Use Permit (Non-RUP) for the Application Property, the Applicants shall construct those improvements along Springfield Center Drive as generally depicted on Sheet 7 of the CDP/FDP in order to provide a continuous connection between Joseph Alexander Drive and the Application Property. This street shall be privately maintained by the Applicants until such time as the ultimate section is constructed as described below.

ii. Ultimate Condition. The ultimate section for Springfield Center Drive/Frontier Drive Extended is depicted on Sheet 25 of the CDP/FDP. This section, as recommended by the Comprehensive Plan, will include four (4) travel lanes, each eleven (11) feet in width, two (2) in each direction, with bicycle lanes five (5) feet in width on both sides of the street, parking lanes eight (8) feet in width on both sides of the street, and eight (8) foot sidewalks on both sides of the street. The section shall transition to be one hundred sixteen (116) feet in width with the alignment as generally shown on Sheet 25 of the CDP/FDP. The ultimate section of Springfield Center Drive/Frontier Drive Extended will be constructed by others. The Applicants shall provide the reservation of right-of-way along the Application Property's frontage as shown on Sheet 24 of the CDP/FDP and described more fully below.

iii. Right-of-Way. The Applicants shall reserve right-of-way on the Application Property for the ultimate section of Springfield Center Drive/Frontier Drive Extended at the time of site plan approval as shown on Sheet 24 of the CDP/FDP. Springfield Center Drive shall transition to a seventy-three (73) foot section that will connect to the Springfield Center Drive Extension to the northwest. The Applicants shall convey the reserved area in fee simple to the Board of Supervisors, without encumbrances, following construction and final street acceptance inspection by Fairfax County and/or Virginia Department of Transportation (VDOT) of the ultimate street section and streetscape improvements or upon demand, whichever occurs first. All right-of-way dedications shall be subject to advanced density credit.

b. Springfield Road Fund Contribution. Prior to the issuance of the first Non-RUP, the Applicants shall contribute \$517,600.00 to the Springfield Area Road Fund to be used to construct transportation improvements within two (2) miles of the Application Property.

- c. Springfield Center Drive/Loisdale Road. Subject to VDOT approval, the Applicants shall restripe Springfield Center Drive to accommodate a left turn lane from westbound Springfield Center Drive to southbound Loisdale Road within the existing pavement and right-of-way.
- d. Future Grid Connection. At time of site plan approval, or upon demand by Fairfax County and/or VDOT, the Applicants shall dedicate thirty-five (35) feet from the centerline of the existing private access road between the Application Property and property identified as Fairfax County Tax Map Reference 90-4 ((1)) 11C ("Parcel 11C"). The Applicants shall construct frontage improvements along the Application Property with the face of curb set thirty (30) feet from the opposing face of curb located along Parcel 11C.
- e. Contributions toward Off-Site Road Improvements
 - i. Loisdale Road. Prior to the issuance of the first Non-RUP for the Application Property, the Applicants shall contribute to the Board of Supervisors a total of thirty-five thousand seven hundred dollars (\$35,700.00) toward the provision of a second westbound left turn lane from Loisdale Road onto southbound Fairfax County Parkway.
 - ii. Fairfax County Parkway. Prior to the issuance of the first Non-RUP for the Application Property, the Applicants shall contribute a total of sixty-thousand eighty-eight dollars (\$60,088.00) toward the provision of an exclusive northbound right turn lane from the Fairfax County Parkway onto eastbound Loisdale Road.
- f. Reallocation of Monetary Contributions

The Board of Supervisors may elect to reallocate/combine the Applicant's transportation contributions, provided such contributions are used by FCDOT or VDOT for transportation improvement(s) within two (2) miles of the Application Property.
- g. Traffic Signals. Within twelve (12) months after issuance of the first Non-RUP for the Application Property, the Applicants shall submit for VDOT's review and approval, traffic signal warrant studies for the installation of a new signal at the following intersections:
 - (i) Loisdale Road and Springfield Center Drive, and
 - (ii) Loisdale Road and Metropolitan Center Drive

In the event that VDOT determines that a signal is necessary at either or both of these locations, then the Applicants shall design, equip, and install said signals. The Applicants shall be permitted to utilize such funds as may have been previously proffered to the County at either location by others. In the event that

either signal is not deemed warranted within twelve (12) months after the issuance of the first Non-RUP, then the Applicants shall conduct a second warrant study within six (6) months of eighty-five percent (85%) occupancy of the second office building on the Application Property to determine whether a signal or signals are warranted at that time. In the event that neither signal is warranted within six (6) months of eighty-five (85%) occupancy of the second office building, the Applicants shall contribute to the Board of Supervisors a total of fifty thousand dollars (\$50,000.00) toward the provision of a future signal by others at either Loisdale Road and the Springfield Center Drive or Loisdale Road and Metropolitan Center Drive intersections.

- h. Shuttle Bus. A shuttle bus system in the vicinity of the Application Property will operate as outlined in the proffers associated with PCA 1998-LE-064-2/PCA 2008-LE-015. Prior to the issuance of the first Non-RUP for the Application Property, the Applicants shall pay to participate in the existing shuttle bus system on a pro-rata basis.

In the event that public transportation via a connector bus service or some other mode of public transportation is developed which renders provision of shuttle service unnecessary, as determined by Fairfax County Department of Transportation (FCDOT) in consultation with the Lee District Supervisor and the Applicants, then the shuttle bus shall be discontinued. In lieu of the shuttle, the Applicants shall contribute funds on an equitable basis that would otherwise be paid for the shuttle toward operation of a bus circulator system.

- i. Bus Shelter. Prior to issuance of the first Non-RUP for the Application Property, the Applicants shall install a bus shelter along the Application Property's southern frontage as shown on the CDP/FDP, subject to review and approval by VDOT, the Fairfax Connector, FCDOT, and/or WMATA.

4. TRANSPORTATION DEMAND MANAGEMENT

- a. Within 180 days after the issuance of the first building permit for the first office building on the Application Property, the Applicants shall appoint a Transportation Demand Management ("TDM") Coordinator (the "TC"). The TC duties may be assigned to an office property manager, who will implement the TDM strategies described herein. Within 120 days of such appointment, the Applicants, through the TC, shall develop and submit to FCDOT for review, a Transportation Demand Management ("TDM") Plan for the Application Property. The TDM Plan shall be implemented upon issuance of the first Non-RUP for the first building. The goal of the TDM Plan shall be to produce a thirty percent (30%) peak hour reduction in vehicle trips on the entire Application Property based upon the Institute of Transportation Engineers (ITE), 8th Edition, Trip Generation, rates/equations for the applicable uses.

- b. The TDM Plan shall consist of, but not limited to, the following elements, unless FCDOT determines that one or more of these elements are unnecessary (other substitute elements may be included upon mutual agreement between the Applicants and FCDOT):
- (i) The TC shall work cooperatively with FCDOT staff to promote opportunities to enhance participation in TDM programs.
 - (ii) Participation in the shuttle bus program as set forth herein.
 - (iii) Metro maps, schedules, forms and ride sharing and other relevant transit option information shall be available to tenants and employees through a common web site, common location, or newsletter to be published at least twice a year.
 - (iv) The Applicants shall provide at least twenty (20) reserved parking spaces for each office building for carpools/vanpools.
 - (v) Secure, weather protected bicycle storage shall be provided in a location convenient to tenants, employees, and visitors.
 - (vi) Actively promote the use of carpooling/vanpooling, the Guaranteed Ride Home Program, Metro-Check, telework and other components of the TDM Plan. The TC will work with staff from the Fairfax County RideSources Program to exchange information. The RideSources Program will maintain a database of registered carpools and vanpools along with origin, designation, and work hours of the registered carpools/vanpools.
 - (vii) Employers will be encouraged to allow flexible work hours for personnel. The exact policy of the implementation of flexible work hours will vary by employer and implementation shall be at their sole discretion.
 - (viii) The Applicants shall provide 300 SmarTrip cards, per building each with a one-time value of \$50.00 to the TDM Coordinator at the time of the issuance of the first tenant Non-RUP for each building. The TC shall distribute the SmarTrip cards to employers to promote the use of mass transit by their employees.
 - (ix) The TC shall administer the on-site sale of fare media with the permission of the relevant transit service providers. Fare media to be sold shall include, but is not limited to VRE, Metrorail, Metrobus, and Fairfax Connector.
 - (x) The TC shall become a member of TAGS.

- (xi) Beginning twelve (12) months after the issuance of the first tenant Non-RUP for the first building on the Application Property, and annually thereafter, the TC shall prepare and submit to FCDOT a report quantifying the use of public transportation, carpooling, vanpooling and other rideshare programs, created under the TDM Plan. Upon completion of each annual report, a copy of said report shall be transmitted to FCDOT.

- c. Beginning with the first year following full occupancy of the second office building on the Application Property and concurrent with that year's annual report, the effectiveness of TDM strategies shall be evaluated using surveys and/or traffic counts, prepared by the TC in cooperation with FCDOT. The TC shall submit to FCDOT the results of these surveys and/or traffic counts in order to determine travel characteristics and whether the required reduction in trips has been achieved. If the peak hour trip reduction goal of thirty percent (30%) has not been achieved as evidenced by the surveys and/or traffic counts, the TC shall meet with FCDOT to review the TDM program for the purpose of identifying additional strategies and programs that may be implemented to assist in achieving the trip reduction goal. The Applicants shall have the benefit of two (2) surveys/counts to evaluate the effectiveness of the implemented TDM strategies. Each of these years shall be considered a "Remedial Cycle." Based on two (2) Remedial Cycles, the Applicants, in consultation with FCDOT, shall determine additional strategies and programs that could be implemented. These additional strategies shall be implemented by the TC for the remainder of the calendar year. If after two (2) Remedial Cycles, the trip reduction goal has not been met, the Applicants shall pay penalties as outlined below. The surveys and/or counts shall be conducted annually and submitted to FCDOT from the year following occupancy of the second office building until achievement of the trip reduction goal for two (2) successive years following.

- d. In the event that the goal of a thirty percent (30%) peak hour reduction in vehicle trips is not met after two (2) Remedial Cycles, the Applicants shall provide a contribution in the amount of two thousand five hundred dollars and 00/100 (\$2,500.00) toward transportation incentives and/or other such measures which will directly reduce vehicle trips associated with the Application Property. An additional two thousand five hundred dollars and 00/100 (\$2,500.00) shall be paid to Fairfax County for congestion management or other transportation improvements/enhancements in the area surrounding the Application Property. Such incentives may include, but not be limited to, the provision of additional SmarTrip cards to employees and additional coordination with employees to promote ridesharing and increased transit use. Said contributions shall be made each year that the goal of a thirty percent (30%) peak hour reduction in vehicle trips is not reached, or for a period of five (5) years following two (2) Remedial Cycles, or until the Applicants and FCDOT agree to readjust the reduction percentage, whichever shall first occur. This TDM goal may be readjusted as described herein without necessitating approval of a proffered condition amendment.

5. PARKING

- a. The Applicants shall provide parking to meet minimum Zoning Ordinance requirements, including parking as may be required for those areas defined as cellar space.
- b. Prior to the issuance of a building permits for the parking garage, the Applicants shall conduct a noise analysis, subject to DPWES and the Environment and Development Review Branch of DPZ review and approval, to determine whether the garage wall facing the RF&P railroad line will reflect noise into the Windsor Park subdivision in excess of Zoning Ordinance standards. If it does, the Applicants shall include recognized noise attenuating materials and/or design in the design and construction of this wall of the garage.
- c. The Applicant shall provide a minimum of one (1) recharging station that serves two (2) parking spaces for electric cars.

6. RECREATION

- a. A minimum of 1,000 square feet of floor space shall be allocated in one or more of the office buildings to provide indoor recreational exercise facilities. If all the space is allocated to one building, this facility shall be available to occupants of both buildings. Such facilities shall include locker room facilities.
- b. At time of building permit application for the first building on either the Application Property or the property subject to PCA 1998-LE-064-2/PCA 2008-LE-015, whichever occur first, the Applicants shall contribute thirty-five thousand dollars (\$35,000.00) to the Fairfax County Park Authority (FCPA) for construction or enhancements at the Lee District Park. At time of building permit application for the second building on either the Application Property or the property subject to PCA 1998-LE-064-2/PCA 2008-LE-015, whichever occurs second, the Applicants shall contribute an additional fifteen thousand dollars (\$15,000.00) to the FCPA for construction or enhancements at the Lee District Park.
- c. Prior to the issuance of the first Non-RUP, the Applicants shall record a public access easement over the common areas in front of the two (2) office buildings on the eastern side of the Application Property.

7. STORMWATER MANAGEMENT/BEST MANAGEMENT PRACTICES

- a. Stormwater management shall be served by an existing off-site pond located on property identified as Fairfax County Tax Map Reference 90-4 ((1)) 11, or as may be approved by DPWES.

- b. Prior to the issuance of the first Non-RUP, the Applicants shall install at least one (1) cistern on the Application Property that will be used for landscaping irrigation.
- c. The Applicants shall implement low impact development techniques on the Application Property to the extent feasible, based on site constraints and infiltration rates. Such techniques, if implemented, may include, but not be limited to, bio-retention, vegetated swales, filter strips, and tree box filters. Should the Applicants implement any of these features in the northeastern portion of the Application Property, the Applicants shall have the ability to adjust the proposed screen walls in this area by ten (10) feet in any direction without necessitating a PCA/FDPA.

8. PEDESTRIAN CONNECTIVITY

The Applicants shall provide pedestrian connections to facilitate pedestrian travel from the Application Property to the Metro Access Road and to the adjacent office buildings that are subject to PCA 1998-LE-064-2/PCA 2008-LE-015, as shown on Sheets 18 and 19 of the CDP/FDP. Pedestrian connections as may be modified from those shown on the CDP/FDP to facilitate pedestrian travel so long as said modifications do not degrade the pedestrian network shown on the CDP/FDP, as determined by the Department of Planning & Zoning.

9. DESIGN

- a. The principal façade building materials for the office buildings shall consist of brick, natural stone, pre-cast concrete, or other masonry finish and glass. In addition, one or two additional accent materials (e.g., stone) may be included. Features, such as canopies and/or awnings, shall be used to identify building entrances. The two (2) buildings shall be designed to include "storefront" type features which may include, but not be limited to, canopies, awnings, and/or other decorative features on the eastern building facades to activate the eastern streetscape. The features shall be installed regardless of whether the eastern facades are used as entrances to the buildings.
- b. The building materials used for the parking garage shall be complementary to those used for the office buildings, of comparable quality, and subdued colors. The Applicants shall install a screen on the northern side of the parking garage adjacent to Springfield Center Drive that will be seasonally covered in vines to enhance the appearance of the garage. Prior to site plan approval, final architectural drawings shall be submitted to the Lee District Supervisor and Planning Commissioner for review for compliance with these proffers.
- c. Development and landscaping of the urban plaza areas in front of the buildings shall be in substantial conformance with the details shown on Sheets 20, 22 and 23 of the CDP/FDP.

- d. The light standards shall feature semi-cutoff shielding for street lights. Lighting standards in the plaza area and in the parking lots shall feature full cut-off shielding.
- e. Low-level lighting, designed to provide for a safe pedestrian pathway to the Metro Access Road, shall be installed along all perimeter sidewalks adjacent to the Application Property and phased with individual building construction.
- f. The design of the buildings shall not preclude future first floor retail.
- g. Prior to site plan approval for the first office building on the Application Property, the Applicants shall submit a coordinated plan for benches, bike racks, and other furniture on the Application Property to the Lee District Supervisor and Planning Commissioner for their review and approval.
- h. Public art may be provided within selected common areas of the Application Property as shown on the CDP/FDP. The selection of public art shall be coordinated with the Lee District Supervisor and Planning Commissioner.

10. SIGNAGE

The Applicants shall provide coordinated and complementary signs to serve the Application Property in accordance with the Zoning Ordinance. Prior to issuance of the first Non-RUP, the Applicants shall submit proposed sign drawings to the Lee District Supervisor and Planning Commissioner for compliance with these proffers. Alternatively, the Applicants may seek approval of a Comprehensive Sign Plan on the Application Property.

11. GREEN BUILDING PRACTICES

- a. The Applicants shall include a U.S. Green Building Council (USGBC) Leadership in Energy and Environmental Design ("LEED") accredited professional as a member of the design team. The LEED accredited professional shall work with the team to incorporate the current version, at the time of Applicants' registration, of LEED design elements into the project. At time of site plan submission, the Applicants shall provide documentation to the Environmental and Development Review Branch of DPZ demonstrating compliance with the commitment to engage such a professional.
- b. The Applicants will include, as part of the site plan submission and building plan submission for any building to be constructed, a list of specific credits within the most current version, at the time of Applicants' registration, of the USGBC's Core and Shell LEED rating system or other LEED rating system determined by the USGBC that the Applicants anticipate attaining. The LEED-accredited professional will provide certification statements at both the time of site plan review and the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED Silver

Core and Shell certification of the project. In addition, prior to site plan approval, the Applicants will designate the Chief of the Environment and Development Review Branch of the Department of Planning and Zoning (DPZ) 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. Prior to the building plan approval, the Applicants will execute a separate agreement and post, for each building, a "Green Building Escrow," in the form of cash, bond, or a Letter of Credit from a financial institution acceptable to DPWES as defined in the Public Facilities Manual, in the amount of \$2.00 per gross square foot for that building. This Green Building Escrow shall be in addition to and separate from other bond or escrow requirements and shall be released upon demonstration of attainment of Silver certification by the USGBC under the most current version at the time of Applicants' registration of LEED Core and Shell rating system or other LEED rating system determined by the USGBC, to be applicable to each building. The provision to the Environment and Development Review Branch of DPZ of documentation from the USGBC that each building has attained LEED Silver Core and Shell certification will be sufficient to satisfy this commitment. If the Applicants fail to provide documentation to the Environmental and Development Review Branch of DPZ demonstrating attainment of LEED Silver Core and Shell certification within one (1) year of issuance of the first Non-RUP for each building, the Green Building Escrow will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.
- d. If the Applicants provide documentation to the Environment and Development Review Branch of DPZ, within one (1) year of issuance of the first Non-RUP for each building, that demonstrates that LEED Silver certification for the particular building in question has not been obtained but the building has been determined by USGBC to fall within three (3) points of attainment of LEED Silver certification, fifty percent (50%) of the Green Building Escrow will be released to the Applicants. The other fifty percent (50%) of the Green Building Escrow will be posted to a fund within the County budget to support implementation of County environmental initiatives.
- e. If the Applicants provide evidence that LEED Silver Core and Shell certification has been delayed through no fault of the Applicants, this proffered time frame shall be extended by the Zoning Administrator, and no release of escrowed funds shall be made to the Applicants or to the County during this extended time frame.
- f. All references to the U.S. Green Building Council shall apply to similar certifying agencies that are created subsequent to approval of this application, provided that

the alternative certifying agency is acceptable to Fairfax County and the Applicants.

12. GEOTECHNICAL

Prior to site plan approval, and in accordance with the provisions of the Public Facilities Manual, the Applicants shall submit a geotechnical study of the Application Property to the Geotechnical Review Board through DPWES and shall incorporate appropriate engineering practices as recommended by the Geotechnical Review Board and DPWES to alleviate potential structural problems, to the satisfaction of DPWES. The recommendations of the Geotechnical Review Board shall be implemented during construction.

13. ADVANCED DENSITY CREDIT

Advanced density credit is reserved consistent with 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.

14. TIMING OF IMPROVEMENTS

Upon demonstration by the Applicants that despite diligent efforts, or due to factors beyond the Applicants' control, the required improvements have been or will be delayed beyond the time set forth in these proffers, the Zoning Administrator may agree to a later date for completion of such improvements.

15. SUCCESSORS AND ASSIGNS

These proffers shall bind and inure to the benefit of the Applicants and their successors or assigns.

16. COUNTERPARTS

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

APPLICANT/TITLE OWNER OF TAX MAP
90-2 ((1)) 58D

SPRINGFIELD 6601 LLC, a Delaware limited liability company

By: Boston Properties Limited Partnership, a Delaware Limited
partnership, its Managing Member

By: Boston Properties Inc., a Delaware Corporation, its General
Partner

A handwritten signature in black ink, appearing to read "Kenneth F. Simmons", is written over a horizontal line.

By: Kenneth F. Simmons

Its: Senior Vice President, Development

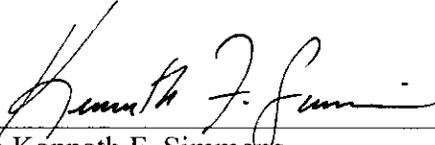
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APPLICANT/TITLE OWNER OF TAX MAP
90-4 ((1)) 11B PT.

SPRINGFIELD METRO CENTER II, LLC, a Delaware limited liability company

By: Boston Properties Limited Partnership, a Delaware Limited partnership, its Managing Member

By: Boston Properties Inc., a Delaware Corporation, its General Partner

A handwritten signature in black ink, appearing to read "Kenneth F. Simmons", written over a horizontal line.

By: Kenneth F. Simmons

Its: Senior Vice President, Development

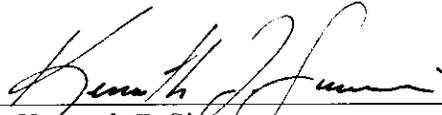
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TITLE OWNER OF TAX MAP 90-2 ((1)) 56C PT.

SPRINGFIELD PARCEL C LLC, a Delaware limited liability company

By: Boston Properties Limited Partnership, a Delaware Limited partnership, its Managing Member

By: Boston Properties Inc., a Delaware Corporation, its General Partner

A handwritten signature in black ink, appearing to read "Kenneth F. Simmons", written over a horizontal line.

By: Kenneth F. Simmons

Its: Senior Vice President, Development

[SIGNATURES END]

