

Belvoir Corporate Campus

RZ-2011-LE-008

April 27, 2011

Revised October 17, 2011

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and subject to the Fairfax County Board of Supervisors' (the "Board of Supervisors") approval of the requested rezoning of Fairfax County Tax Map parcels 99-2 ((1)) 8 and 99-2 ((1)) 7A (collectively, the "Property") from the R-1 District to the C-3 District, the property owner and applicant, for themselves and their successors and/or assigns (hereinafter referred to collectively as the "Applicant") hereby proffer that the development of the Property shall be in accordance with the following conditions if, and only if, rezoning RZ-2011-LE-008 (the "Application") is granted. If approved, these proffers ("Proffers") supersede all previous proffers applicable to the Property. In the event that this Application is denied, these Proffers shall be immediately null and void and of no further force and effect.

I. GENERAL

A. Generalized Development Plan. The Property shall be developed in substantial conformance with the Generalized Development Plan Belvoir Corporate Campus (the "Development Plan") dated March 14, 2011, and revised through September 23, 2011, and prepared by Urban Ltd. consisting of 26 sheets.

B. Minor Modifications. Pursuant to Section 18-204(5) of the Fairfax County Zoning Ordinance (the "Zoning Ordinance"), minor modifications may be permitted when necessitated by sound engineering or as necessary as part of final site design or engineering.

II. PROPOSED DEVELOPMENT

A. Proposed Development and Uses. The Applicant shall be permitted to develop up to 200,000 square feet of gross floor area on the Property, along with up to 50,000 square feet of cellar space and surface parking (collectively, the "Proposed Development"), generally as shown on Sheet 4 of the Development Plan. Irrespective of the uses permitted under the C-3 provisions of the Zoning Ordinance, the permitted uses on the Property shall be restricted to the following:

1. Offices (including data centers);
2. Accessory uses and accessory service uses as permitted by Article 10;
3. Eating establishments, limited by the provisions of Sec. 4-305;
4. Child care center and associated outdoor play area, provided that such facility shall be restricted for the exclusive use of children of employees of the office building(s) comprising the Proposed Development;
5. Public uses;

6. Quasi-public athletic fields and related facilities;
7. Mobile and land-based telecommunications facilities (building-mounted only, unless installed to directly serve tenants of the Proposed Development);
8. Telecommunications facilities (building-mounted only, unless installed to directly serve tenants of the Proposed Development);
9. Financial institutions limited to automated teller machines;

B. Building Height. The building height for the Proposed Development shall not exceed the maximum building height of ninety feet (90') as shown on Sheet 2 of the Development Plan. Building height shall be measured in accordance with the provisions of the Zoning Ordinance and shall be exclusive of those structures that are excluded from the maximum height regulations as set forth in Section 2-506 of the Zoning Ordinance. Notwithstanding the foregoing, however, nothing shall preclude the Applicant from constructing the Proposed Development to a lesser building height than that which is represented on the Development Plan.

C. Building Massing. As an alternative to the two-building layout of the Proposed Development shown on Sheet 8 of the Development Plan, the Applicant reserves the right to develop a single building of not more than 200,000 square feet, exclusive of cellar space, as shown on Sheet 11 of the Development Plan. In connection with such alternative design, the Applicant may modify the location of the building entrances and associated loading spaces, provided the percentage of open space on the Property is not reduced. Such design changes shall be shown as part of site plan approval.

D. Cellar Space. The Applicant limits the right to utilize the cellar(s) of buildings in the Proposed Development ("Cellar Space") for only the following uses:

1. Core area used by the building tenants or owners (such as rest rooms, mechanical rooms, electrical rooms, janitor and building maintenance rooms);
2. Specialty areas used by building tenants or owners (such as computer rooms, telecommunications centers, research centers, computer labs, datacenter space, battery rooms, "clean rooms", security tanks, SCIF rooms, bulk storage for documents, paper and office supplies, goods and products of the building tenants or janitorial supplies, libraries, etc.);
3. Child care center;
4. Simultaneous or accessory uses for the building tenants or owners (such as conference rooms, fitness centers, conference centers, employee cafeterias or canteens, employee lounges or classrooms), inclusive of uses permitted for Proffer II.A.2 above; and
5. Financial institutions limited to automated teller machines.

E. Parking. Parking shall be provided in accordance with the parking requirements of Article 11 of the Zoning Ordinance, as determined by the Department of Public Works & Environmental Services ("DPWES"), for the uses within the Proposed Development.

F. Phasing. The Applicant reserves the right to submit a single site plan for the Proposed Development but to develop the Property in phases. The Applicant may be permitted to construct each phase, or portion thereof, in any order/sequence the Applicant determines reasonable based on market conditions, provided such development otherwise is in substantial conformance with the Development Plan and these Proffers.

G. Architecture and Building Materials. The architectural design of the Proposed Development shall be in general conformance with the illustrative elevations shown on Exhibit A attached to these Proffers. Building materials for the Proposed Development shall be selected from among the following: brick, concrete, masonry/stone, aluminum, glass, steel, and pre-cast concrete panels and precast panels with the appearance of brick, provided that final architectural details and accents may include other materials.

H. Secure Campus. The Applicant reserves the right to develop the Property in accordance with the Interagency Security Committee Standards and/or the Unified Facilities Criteria established by the General Services Administration or Department of Defense, respectively. Adherence to these standards may include such things as the provision of a secure perimeter fence, guard booth and truck inspection facility generally as shown on Sheet 10 of the Development Plan, including, as necessary or required, the establishment of an additional entrance(s) to the Property that are restricted to use for security screening only. In connection with the creation/modification of such security measures, the Applicant shall be permitted to adjust the location and spacing of landscaping along Loisdale Road from that shown on Sheet 22 of the GDP without the need to secure approval of an amendment to these Proffers or the GDP.

III. ENVIRONMENTAL.

A. Stormwater Management Program. As part of site plan approval for the Proposed Development, the Applicant shall develop a Stormwater Management Program ("SWM Program") for the Property that shall provide onsite strategies ("SWM Facilities") designed to improve both water quality and water quantity and demonstrates that the Proposed Development will meet applicable Fairfax County requirements for both stormwater quality and stormwater quantity. The SWM Program shall incorporate ponds, Best Management Practices and non-structural stormwater management facilities.

1. Dry Pond(s). In accordance with the standards set forth in the Public Facilities Manual ("PFM"), the Applicant shall construct one or more dry ponds on the Property to capture stormwater runoff resulting from construction of the Proposed Development on the Property, as more particularly shown on Sheet 4 of the Development Plan. The dry pond(s) will be one element of the SWM Facilities and shall be designed to control the two (2) and ten (10) year storms and will incorporate a spillway design flood for the 100-year storm.

2. Vegetated Swale. The Applicant shall create a vegetated swale in the general location shown on Sheet 18 of the Development Plan. The swale shall be designed to capture storm runoff from the parking spaces and drive aisles in the southeastern portion of the Property, as shown as the area labeled "on-site controlled by vegetated swale" on Sheet 18 of the Development Plan, in order to permit transpiration of the runoff before the swale connects with the Dry Pond(s).

3. Bioretention Basin. The Applicant shall create a bioswale in the general location shown on Sheet 18 of the Development Plan. The swale shall be designed to capture storm runoff from the parking spaces and drive aisles in the northwestern portion of the Property, as shown as the area labeled "on-site controlled by bioretention" on Sheet 18 of the Development Plan.

B. Stormwater Maintenance Responsibilities. Prior to site plan approval for the Proposed Development, the Applicant shall execute an agreement with Fairfax County (the "County") in a form satisfactory to the County Attorney (the "SWM Agreement") providing for the perpetual maintenance of all of the SWM Facilities, as applicable. The SWM Agreement shall require the Applicant (and its successors/assigns) to contract with one or more maintenance/management companies to perform regular routine maintenance of the SWM Facilities and to provide a maintenance report annually to the Fairfax County Maintenance and Stormwater Management Division of DPWES. The SWM Agreement also shall 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. Landscaping. Landscaping for the Proposed Development shall be in substantial conformance with Sheet 22 of the Development Plan. As part of the first site plan and all subsequent site plan submissions, the Applicant shall submit to the Urban Forest Management Division ("UFM") of DPWES for review and approval a detailed landscape plan. Such landscape plan(s) shall show a mix of shade and/or ornamental trees consistent with the quality and quantity of plantings and materials shown on Sheet 22 of the Development Plan. Native species shall be used for the proposed tree plantings to the maximum extent possible and as determined practical by UFM. Adjustments to the type and location of vegetation and the design of the plantings shall be permitted in consultation with UFM so long as the final landscape design and planting materials are in substantial conformance with Sheet 22 of the Development Plan as determined by UFM.

D. Limits of Clearing.

1. The Applicant shall strictly adhere to the Limits of Clearing ("LOC") as shown on Sheet 4 of the Development Plan. However, minor adjustment of the LOC may be made at time of final design and engineering to accommodate the location of proposed utilities, as permitted pursuant to Section 18-204 of the Zoning Ordinance. If such adjustments are needed, the utilities shall be located in the least disruptive manner possible as determined by UFM. The Applicant shall develop and implement a replanting plan, subject to UFM approval, for any areas outside the limits of clearing and grading that must be disturbed to accommodate utilities.

E. Tree Preservation. As part of the first site plan approval for the Proposed Development, and all subsequent site plan approvals, the Applicant shall submit a Tree Conservation Plan to DPWES to reflect the designated Tree Save Areas on the Property that are not to be disturbed during construction of the Proposed Development (the "Tree Conservation Plan"). The Tree Conservation Plan shall adhere to the requirements of the Fairfax County Public Facilities Manual ("PFM"), and the Applicant shall not disturb trees shown on the Tree Conservation Plan as intended to be saved. Notwithstanding the foregoing, the Applicant shall

be permitted to remove trees that are dead, dying or diseased and/or unlikely to survive, as determined in coordination with the UFM division of DPWES.

IV. Green Building Certification

A. LEED Silver. The Applicant shall obtain LEED Silver certification under the U.S. Green Building Council's ("USGBC") Leadership in Energy and Environmental Design (LEED) certification (or other comparable rating system as agreed upon by the Applicant and the County) for each office building constructed on the Property. If the Applicants elects the LEED certification process, then certification shall be under either the most current version of the LEED for New Construction (LEED-NC) or LEED for Core and Shell (LEED-CS) rating systems.

1. LEED-AP. As part of the initial site plan submission for each office building, the Applicant shall include a statement certifying that a LEED-accredited professional (LEED-AP) who is also a professional engineer or architect is a member of the Applicant's design team, and that the LEED-AP has provided direction to incorporate sustainable design elements and innovative technologies into the building's design to facilitate attainment of LEED Silver certification pursuant to this.

2. LEED Checklist. As part of the initial site plan submission and building permit application for each office building, the Applicant shall provide a list of specific credits within the most current version of the LEED-NC or LEED-CS (or other comparable rating system selected by the Applicant as specified above) rating system that the Applicant anticipates incorporating in the design of such building (to the extent known at the time of such application). As part of such submissions, the Applicant's LEED-AP shall provide certification statements confirming that the proposed credits will facilitate the Applicant achieving the minimum number of credits necessary to attain LEED Silver certification of the subject building(s).

3. LEED-AP Certification. Prior to receiving building permit plan approval for each office building, the Applicant's LEED-AP shall provide documentation to the Environment and Development Review Branch of DPZ certifying that the proposed office 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-NC Silver certification, or that the Proposed Development has received LEED-CS precertification documentation at the LEED Silver level from the U.S. Green Building Council. Should the Applicant's LEED-AP certify that the anticipated credits would exceed the LEED Silver certification requirements by at least three (3) points, then the Applicant shall not be required to post a Green Building Escrow (as defined in Proffer IV.B below). Prior to final bond release for the subject building(s), the Applicant shall provide documentation to the Environment and Development Review Branch of DPZ demonstrating the status of attainment of LEED Silver certification from the U.S. Green Building Council for the building(s).

B. LEED Escrow.

1. Posting Escrow. If the Applicant's LEED-AP certifies that the subject office building is not anticipated to exceed LEED Silver certification by at least three (3) points,

then the Applicant shall execute a separate agreement and post a "Green Building Escrow" in the form of cash, a bond or a letter of credit from a financial institute acceptable to DPWES, as defined in the Public Facilities Manual, in the amount of two dollars (\$2)/square foot for the office building that is proposed for certification. This 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 by the U.S. Green Building Council, under the most current version of the LEED-NC rating system, LEED-CS rating system, or other LEED rating system of the U.S. Green Building Council (or comparable rating system agreed upon by the Applicant and the County). The provision to the Environment and Development Review Branch of DPZ of documentation from the U.S. Green Building Council that the building has attained LEED Silver certification will be sufficient to satisfy this commitment.

2. Release of Escrow.

a. If the Applicant provides to the Environment and Development Review Branch of DPZ, within one year of issuance of the final non-RUP for the Proposed Development, documentation demonstrating that LEED Silver certification for the building(s) has not been attained but that the building(s) has been determined by the U.S. Green Building Council to fall within three (3) points of attainment of LEED Silver certification, fifty percent (50%) of the Green Building Escrow shall be released to the Applicant; the other fifty percent (50%) shall be released to Fairfax County and will be posted to a fund within the county budget supporting implementation of county environmental initiatives.

b. If the Applicant fails to provide, within one year of issuance of the final non-RUP for the Proposed Development, documentation to the Environment and Development Review Branch of DPZ demonstrating attainment of LEED Silver certification or demonstrating that the building(s) has fallen short of LEED Silver certification by more than three (3) points, the entirety of the Green Building Escrow for the building(s) that is proposed for certification will be released to Fairfax County and will be posted to a fund within the county budget supporting implementation of county environmental initiatives.

c. If the Applicant provides documentation demonstrating, to the satisfaction of the Environment and Development Review Branch of DPZ, that USGBC completion of the review of the LEED certification application has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the time frames set forth in this Proffer IV may be extended as determined appropriate by the Zoning Administrator, and no release of Green Building Escrow funds shall be made to the Applicant or to the County during the extension.

V. SITE DESIGN

A. Streetscape. Streetscape improvements and plantings shall be provided as indicated on the Development Plan. Notwithstanding the foregoing, the Applicant reserves the right, in consultation with UFM, to shift the location of street trees, sidewalks, pedestrian paths and drive aisles to accommodate final architectural design, utilities, and layout considerations.

B. Lighting. All on-site outdoor lighting shall be in conformance with Part 9 of Article 14 of the Zoning Ordinance. Building-mounted security lighting shall utilize full cut-off fixtures with shielding such that the lamp surface is not directly visible. When measured outside the building, interior lighting of the building shall not exceed the Outdoor Lighting Standards of Part 9 of Article 14 of the Zoning Ordinance.

C. Signage. Signage for the Property and the Proposed Development shall be provided in accordance with the requirements of Article 12 of the Zoning Ordinance or pursuant to a special exception approved by the Board of Supervisors in accordance with Section 9-620 of the Zoning Ordinance.

D. Cisterns. The Applicant shall install at least two (2) cisterns on the Property in the general locations shown on Sheet 4 of the Development Plan to capture condensate from the building(s)' cooling systems to be used for underground irrigation purposes. The cisterns shall be sized to hold a minimum 5,000 gallons each and be installed prior to the issuance of the first Non-RUP for the building it serves.

E. Dumpsters, Generators, Cooling Towers. The locations and numbers of the Dumpsters, generators and associated fuel storage and cooling towers shown on the Development Plan are preliminary and may vary or change as a result of final engineering, architectural design and final user/occupant requirements provided the amount of impervious surface is not increased and the amount of open space is not decreased.

VI. TRANSPORTATION IMPROVEMENTS

A. Dedication of Onsite Right-of-Way. As part of the first site plan approval for the Proposed Development or upon written request by Fairfax County and/or the Virginia Department of Transportation ("VDOT"), whichever occurs first, the Applicant shall dedicate and convey in fee simple to the Board of Supervisors all remaining right-of-way on both Loisdale Road and Newington Road not previously dedicated (the "Dedication Areas"), as reflected on Sheet 5 of the Development Plan. Notwithstanding the foregoing, however, upon demonstration by the Applicant that, despite diligent efforts or due to factors beyond the Applicant's control, the required dedications will be or have been delayed (such as the inability to secure necessary permission for utility relocations or VDOT approval for traffic signals) beyond the time set forth in these Proffers, the Zoning Administrator may agree to a later date for dedication of such right-of-way.

B. Acquisition of Offsite Right-of-Way and Easements. The Applicant shall attempt to acquire and, if successful, shall dedicate and convey in fee simple to the Board of Supervisors such off-site right-of-way and easements as are necessary to complete the improvements described herein and shown on Sheet 4 of the Development Plan, including traffic signals. The Applicant shall use its good faith efforts and offer a reasonable fair market value for such rights-of-way and easements.

C. Condemnation. If the Applicant is unable to bring about the dedication by others of the necessary rights-of-way and easements, or to acquire by purchase the rights-of-way or easements at fair market value, as determined by a MAI (Member of the Appraisal Institute)

appraisal, then the Applicant shall request the Board of Supervisors to condemn the necessary land and/or easements. It is understood that the Applicant's request to the Board of Supervisors for condemnation will not be considered until it is forwarded in writing to the Division of Land Acquisition or other appropriate County official, accompanied by (a) plans, plats and profiles showing the necessary right-of-way or grading easements to be acquired, including all associated easements and details of the proposed transportation improvements to be located on said right-of-way property; (b) an independent appraisal of the value of the right-of-way property to be acquired and of all damages to the residue of the affected property; (c) a sixty (60) year title search certificate of the right-of-way property to be acquired; and (d) a letter of credit in an amount equal to the appraised value of the property to be acquired and of all damages to the residue which can be drawn upon by the County. The public improvement plans shall be submitted to FCDOT concurrent with the Applicant's submission of such plans to DPWES. It is also understood that in the event the property owner of the property to be acquired is awarded more than the appraised value of the property in damages to the residue in a condemnation suit, the amount of the award in excess of the letter of credit amount shall be paid to the County by the Applicant within forty-five (45) days of said award. In addition, the Applicant agrees that all reasonable and documented sums expended by the County in acquiring the right-of-way and necessary easements shall be paid to the County by the Applicant within sixty (60) days of written demand.

1. Contribution in Lieu of Construction. In the event the offsite right-of-way and/or easements required for any of the transportation improvements listed in this Proffer and/or delineated on the Development Plan cannot be acquired voluntarily, and the Board of Supervisors elects not to exercise its right of eminent domain, then the Applicant shall, prior to the issuance of the first building permit for the Proposed Development, escrow funds with DPWES in an amount equal to the cost of completing such improvement, including but not limited to the cost of right-of-way acquisition in accordance with these Proffers and utility relocation, as determined by DPWES for use by the Board of Supervisors and/or VDOT to complete such improvement in the future. The Applicant thereafter shall be relieved of its obligation to complete the proffered improvement.

D. Loisdale Road Construction.

1. Construction of a Second Northbound Through Lane. Subject to the acquisition of any necessary off-site right-of-way or easements (although not currently anticipated), and as approved by VDOT, the Applicant shall widen and/or restripe Loisdale Road to accommodate a second (2nd) northbound through lane along the Property's frontage to a location that is approximately 678 feet north of the site entrance (the "Northbound Lane"), as more particularly shown on Sheet 4 of the Development Plan. The Applicant shall construct the Northbound Lane and open it to traffic (but not necessarily have it accepted by VDOT for maintenance) no later than the issuance of the first Non-RUP for the Proposed Development.

2. Construction of a Northbound Deceleration/Right Turn Lane. Subject to the acquisition of any necessary off-site right-of-way or easements and as approved by VDOT, the Applicant shall widen and/or restripe northbound Loisdale Road to accommodate a deceleration/right turn lane from northbound Loisdale Road into the Property (the "Deceleration/Right Turn Lane"), as shown on Sheet 4 of the Development Plan. The Applicant

shall construct the Deceleration/Right Turn Lane and open it to traffic (but not necessarily have it accepted by VDOT for maintenance) no later than the issuance of the first Non-RUP for the Proposed Development.

3. Construction of a Southbound Deceleration/Left Turn Lane. Subject to the acquisition of any necessary off-site right-of-way or easements and as approved by VDOT, the Applicant shall widen/restripe Loisdale Road to accommodate a deceleration/left turn lane from southbound Loisdale Road into the Property (the "Deceleration/Left Turn Lane"), as shown on Sheet 4 of the Development Plan. The Applicant shall construct the Deceleration/Left Turn Lane and open it to traffic (but not necessarily have it accepted by VDOT for maintenance) no later than the issuance of the first Non-RUP for the Proposed Development.

4. Construction of a Raised Median. As part of completing its frontage improvements described in this Proffer VI.D, the Applicant shall install a raised, concrete median on Loisdale Road north of Newington Road in the general location as shown on Sheet 5 of the Development Plan, provided that such median shall only be required if VDOT approves the median and associated road design specifically as set forth on Sheet 5 and without requiring any design waivers, including the eleven foot (11') lane widths along Loisdale Road. The median shall be installed in conjunction with the improvements detailed in Proffers VI.D.1 and VI.D.2 above. In the event either FCDOT or VDOT determine at any time prior to site plan approval that such a median is not necessary or cannot be approved as shown on the Development Plan, then the Applicant shall be relieved of said obligation, and this proffer VI.D.4 shall be null and void.

E. Traffic Signal. At any time as requested by VDOT and/or Fairfax County but no later than final bond release, the Applicant shall conduct and submit a traffic signal warrant study to VDOT for the intersection of Loisdale Road and the Property entrance. Should the traffic signal warrant study conclude, and VDOT concur, that a traffic signal is warranted, then the Applicant shall design and install a traffic signal at the intersection of Loisdale Road and the Property entrance within 180 days of VDOT issuing all permits for the signal.

F. Off-Site Contributions.

1. Fairfax County Parkway. Prior to issuance of the first Non-RUP for the Proposed Development, the Applicant shall contribute to the Board of Supervisors a total of two hundred and forty-three thousand, five hundred forty dollars (\$243,540) for the provision of a second left turn lane from southbound Fairfax County Parkway onto eastbound Loisdale Road, representing the Applicant's pro rata share (27.06%) of the projected cost of such improvement.

2. Loisdale Road. Prior to issuance of the first Non-RUP for the Proposed Development, the Applicant shall contribute to the Board of Supervisors a total of twenty-three thousand, one hundred thirty dollars (\$23,130) for the provision of a second left turn lane from westbound Loisdale Road onto southbound Fairfax County Parkway, representing the Applicant's pro rata share (7.71%) of the projected cost of such improvement.

3. Intersection Improvements. Prior to the issuance of the first Non-RUP for the Proposed Development, the Applicant shall contribute to the Board of Supervisors a total of

seventy-five thousand, five hundred sixty-three dollars (\$75,563) to be used for additional intersection improvements at the intersection of the Fairfax County Parkway and Loisdale Road.

4. Aggregated Improvements. As an alternative to Proffer VI.F.1, VI.F.2 and VI.F.3 above, the Board of Supervisors may elect to reallocate/combine the Applicant's contribution amounts for the above-named improvements, provided such moneys are used to construct one or more of such improvements. Any remaining proffered money from the Applicant would then be used by FCDOT or VDOT for other regional transportation improvements located within two (2) miles of the Property.

5. Area Improvements. In the event the County and/or VDOT determines any of the improvements listed in Proffers VI.F.1, VI.F.2 and VI.F.3 above are not needed or if those improvements are fully funded before the applicable contribution becomes due and payable by the Applicant, then such proffered funds may be used by FCDOT or VDOT for other regional transportation improvements located within two (2) miles of the Property.

6. Loisdale Road/Constance Drive Traffic Signal. Prior to final bond release for the Proposed Development, the Applicant shall contribute \$15,000 to the Board of Supervisors to be used to install a traffic signal at the intersection of Constance Drive and Loisdale Road, provided that such contribution shall only be required if VDOT determines that a traffic signal at that location is warranted and that sufficient right-of-way exists to permit the installation of such signal.

7. Traffic Calming Improvements on Newington Road. The Applicant shall contribute ten thousand dollars (\$10,000) to the Board of Supervisors to be used to install traffic calming measures on the portion of Newington Road that is east of and within two (2) miles of the subject Property, which measures may include speed tables, speed bumps, signs, etc. (collectively, the "Traffic Calming Measures"). The Applicant shall make the contribution upon the later to occur of (a) the issuance of the final Non-RUP for the Proposed Development or (b) the date that is sixty (60) days following approval by the Board of Supervisors and VDOT of the Traffic Calming Measures, provided that such approval must occur within five (5) years following issuance of the final Non-RUP for the Proposed Development, after which no contribution shall be required and this Proffer VI.F.6 automatically shall expire.

G. Interparcel Access. In the event (i) the Applicant elects not to develop the Property and Proposed Development as a secure campus as permitted by Proffer II.H herein, and (ii) the Applicant subsequently secures approval to develop the approximately nine (9) acre portion of the Property that abuts Newington Road (currently identified as Tax Map parcel 99-2 ((1)) 8) (the "Undeveloped Area"), then, as part of such future development, the Applicant shall permit construction of an intraparcels vehicular connection from the Proposed Development to the Undeveloped Area, with the final location to be determined at time of site plan for the Undeveloped Area.

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

VII. MULTIMODAL IMPROVEMENTS.

A. Bus Stop Pad. Prior to the issuance of the first Non-RUP for the Proposed Development, and subject to FCDOT and VDOT approval, the Applicant shall install a concrete bus stop pad (the "Bus Pad") in the location as shown on Sheet 4 of the Development Plan for future use by Fairfax County or WMATA. The Applicant shall maintain the Bus Pad, provided the County and/or VDOT grant the Applicant the necessary easements and/or permits for the Applicant to perform such maintenance.

B. Loisdale Road Paved Trail. Prior to the issuance of the first Non-RUP for the Proposed Development, the Applicant shall provide a ten-foot (10') wide, asphalt pedestrian path along the east side of Loisdale Road in the location shown on Sheet 5 of the Development Plan. For the portion of the existing trail located along the frontage of parcel 99-2 ((1)) 8, the Applicant shall repave and, where utilities allow, widen such trail to match the width of the new trail to be constructed in accordance with this Proffer, provided that the Applicant shall have no obligation to relocate any existing utilities in order to widen the trail that currently exists along Loisdale Road.

C. Bicycle Racks. Prior to the issuance of the first Non-RUP for the Proposed Development, the Applicant shall provide a minimum of 42 bike spaces to be consistent with LEED standards. The exact locations of such bike racks shall be determined as part of site plan approval.

D. Shuttle Service. Prior to the issuance of the interior Non-RUP that brings the total development on the Property to more than 150,000 gross square feet, the Applicant shall provide and/or make available van or shuttle service (or its equivalent) between the Property and the Franconia-Springfield Metro Station (the "Metro Station") at a rate of not less than one (1) shuttle every 30 minutes during the hours of 7 a.m. to 9 a.m. and 4 p.m. to 6 p.m. Monday through Friday, excluding Federal holidays. This Proffer VIID may be fulfilled by either making an equivalent financial contribution to a regional circulator system that services the Property during the above-specified hours, such as TAGS, or by providing a private shuttle between the Property and Metro Station, as determined by the Applicant in consultation with FCDOT.

VIII. TRANSPORTATION DEMAND MANAGEMENT.

A. TDM Plan and Goal. This Proffer sets forth a program for a transportation demand management plan (the "TDM Plan") that shall be implemented by the Applicant, its successors and/or assigns to encourage the use of transit, other high-occupant vehicle commuting modes, walking, biking and teleworking, all in order to reduce automobile trips generated by the Proposed Development. TDM strategies, as detailed below, shall be utilized by the Applicant in order to reduce the A.M. and P.M. peak hour trips by a minimum of twenty percent (20%) from the total number of vehicle trips that would be expected from a fully-leased, 200,000-square-foot building (the "Baseline Trips") based on the Institute of Traffic Engineers (ITE) Trip Generation Manual, 8th Edition (the "TDM Goal"). In the event the Applicant constructs less square footage than is permitted for the Proposed Development, then the Baseline Trips shall be calculated as if the full 200,000 square feet of the Proposed Development actually had been

constructed as reflected on the Development Plan. Owners, tenants and employees of the Proposed Development shall be advised of the TDM Goal and the TDM strategies by the PM (hereinafter defined) through the annual dissemination of written materials summarizing the availability of the TDM strategies.

1. Program Manager. Within one hundred and twenty (120) days of the issuance of the first building permit for the Proposed Development, the Applicant shall designate an individual to act as the Program Manager ("PM") for the Property, whose responsibility will be to implement the TDM strategies, with ongoing coordination with FCDOT. The PM duties may be a part of other duties assigned to the individual(s). The Applicant shall notify FCDOT within ten (10) days of the designation and thereafter shall do the same within ten (10) days of any change in such appointment.

2. TDM Plan. In order to meet the TDM Goals set forth in this Proffer, the Applicant shall implement the TDM Plan. A draft copy of this plan shall be provided to FCDOT for review and comment sixty (60) days after notification of the appointment of the PM to FCDOT. Should FCDOT seek modifications to the TDM Plan, the Applicant shall work in good faith with FCDOT and shall amend the TDM Plan as mutually agreed to by the Applicant and FCDOT. If FCDOT does not comment on the TDM Plan within sixty (60) days following its submission, the TDM Plan shall be deemed approved. Once the TDM Plan is approved by FCDOT, the Applicant shall implement the TDM Plan. Because the TDM Plan represents the strategy to be employed by the PM to meet the TDM Goal, the TDM Plan may be amended from time to time, subject to approval of FCDOT, without the requirement to secure a PCA. The TDM Plan and any amendments thereto shall include provisions for the following with respect to the Proposed Development:

a. Requirement that each lease/sublease in the Proposed Development include a requirement for the tenant to disseminate information about transit services available to the Property, including Metro/Fairfax Connector maps, schedules and forms, as well as ride-sharing and other relevant transit options, to employees, subtenants and, as applicable, on-site consultants;

b. Coordination/Assistance with existing/established vanpool and carpool formation programs, including the Fairfax County Department of Transportation Ride Share program, as well as other ride matching services and adjacent office buildings and homeowners associations and established guaranteed ride home programs;

c. Dedicated parking spaces on the Property for vanpools and car-sharing vendors not otherwise addressed herein will be provided at convenient locations so as to encourage vanpool usage and car-sharing;

d. Installation of bicycle racks per Proffer VII.C herein, shower facilities and similar amenities in at least one office building constructed on the Property in order to encourage tenants and employees to use alternate means of transportation to work; and

e. Other programs as may be determined by the PM in consultation with FCDOT.

B. TDM Account. Concurrent with the designation of the PM, the Applicant shall establish and fund a TDM account (the TDM Account") in the initial amount of Twenty-Five Thousand Dollars (\$25,000). Funds in the TDM Account shall be utilized by the PM each year to implement the TDM strategies, and up to fifty percent (50%) of the TDM Account may be used to pay for the PM's services, provided however that the percentage of the TDM Account used to pay for the PM's services shall not exceed the percentage of time the PM spends implementing the TDM strategies each year. The TDM Account shall be managed by the PM. A line item for further funding of the TDM Account shall be included in each annual operating and maintenance budget for the Property, which amount may not be eliminated as a line item in the budget; nor may the funds held in the TDM Account be utilized for purposes other than to fund implementation of the TDM Plan or to pay the PM. In the event that the TDM Account is drawn upon, then the TDM Account shall be replenished annually until the TDM Account achieves a balance of Twenty-Five Thousand Dollars (\$25,000). The PM shall consult with FCDOT to develop and implement the initial TDM strategies.

C. TDM Monitoring.

1. TDM Survey. Between September and December beginning with the first calendar year following the issuance of the final Non-RUP on the Property, the effectiveness of the TDM Plan shall be evaluated using surveys and/or traffic counts prepared by the PM and as reviewed by FCDOT. All costs exclusive of those of the PM, such as the employment of a traffic consultant, associated with undertaking the traffic study shall be funded outside the TDM Account. The Applicant shall use the results of the surveys and traffic counts to determine if the TDM Goal has been met and shall submit this information to FCDOT for review and approval no later than February 1st of each year. If FCDOT has not responded within sixty (60) days, the survey and count data for that year shall be deemed approved. Similar TDM surveys shall be conducted annually thereafter for an additional two (2) years following the initial survey. Neither the Applicant's tenants nor adjacent property owners shall be notified of the date and time of the surveys and/or traffic counts. If the TDM surveys show that the trip reduction objective is being met after a total of three (3) annual surveys, the Applicant shall proceed with the TDM strategies as implemented and shall provide such surveys as may be requested by FCDOT, but not more often than once every five (5) years thereafter.

IX. MISCELLANEOUS

A. Advanced Density Credit. Advanced density credit is reserved consistent with the provisions of the Fairfax County Zoning Ordinance, for all eligible dedications described herein or as may be required by Fairfax County or VDOT pursuant to the PFM, at the time of site plan approval for the Property.

B. Parks and Recreation. Prior to the issuance of the first building permit for each office building in the Proposed Development, the Applicant shall contribute twelve and one-half cents (\$0.125) per square foot of space in the Proposed Development that is proposed for office uses (up to a total maximum contribution of (twenty-five thousand dollars (\$25,000)) to the Board of Supervisors for transfer to the Fairfax County Park Authority to be used for construction or enhancements at a Fairfax County Park Authority facility in the Lee Magisterial District.

C. Utilities. To the extent possible and as permitted by the applicable utility companies, the Applicant shall place all utilities that exclusively serve the Property underground. Notwithstanding the foregoing, the Applicant shall not be required to relocate or place underground any existing utility lines presently located along the Property's frontage on Loisdale Road to the extent such lines serve properties other than the subject Property. Upon request by the Applicant, the Zoning Administrator may waive/modify the requirement to place utilities underground without approval of a PCA upon a determination that such requirement (a) is infeasible or impractical or (b) would require the Applicant to secure easements or consents from third-parties that, despite having been diligently pursued by the Applicant, are not available.

D. Inflationary Adjustment of Contributed Funds. Any funds contributed for transportation improvements or as contributions to Parks and Recreation shall be subject to annual inflationary adjustments from the date of approval of this rezoning request utilizing the Consumer Price Index-Urban ("CPI-U").

E. 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 shall include within its meaning and shall be binding upon Applicant's successor(s) in interest and/or developer(s) of the site or any portion of the site.

[Signature pages follow]

E. V. HUNTER TRUST DATED NOVEMBER 10, 1986
Title owner of Tax Map #s: 0992-1-007A and 0992-1-0008

By Edith H. Rameika Trustee

Name: Edith H. Rameika

Its: Trustee

LOISDALE 24, LLC,
a Delaware limited liability company and
contract purchaser of Tax Map #s: 0992-1-
007A and 0992-1-0008

By: RP Loisdale Member, LLC,
Its Managing Member

By: Rubenstein Properties Fund, L.P.,
its Member/Manager

By: Rubenstein Properties Fund GP, L.P.,
its General Partner

By: Rubenstein Properties Fund GP, LLC.,
its General Partner

By: 

Name: Eric G. Schiela

Its: Managing Principal