PROFFERS

PCA C-696-6

July 19, 2006

Pursuant to Section 2-2303(a), *Code of Virginia,* 1950 as amended, and subject to the Board of Supervisors approval of the requested Proffered Condition Amendment on property identified as Tax Map 15-4 ((5)) 3 part, 4 and 5 part (hereinafter referenced to as the "Hotel/Office Property"), the Applicant and owners for themselves, their successors and assigns proffer that development of the Hotel/Office Property shall be subject to approved proffers associated with PCA C-696-4, dated April 26, 2002, and PCA C-696-5, dated February 10, 2006, which shall remain in full force and effect except as amended below. In the event that PCA C-696-6 is denied, these proffer revisions shall immediately be null and void and of no further force and effect.

I. GENERAL

I-1[Revised as follows]

The Property shall be developed in accordance with the combined conceptual development plan amendment/final development plan amendment, prepared by Urban Engineering, consisting of a total of twenty-two (22) sheets, dated February 7, 2006, as revised through July 5, 2006 (the "CDPA/FDPA"). Irrespective of the titles on the CDPA/FDPA, the CDPA/FDPA consists of two development options, either of which the Applicant may elect to implement at its discretion. As one option, the Applicant may develop office uses on Building Sites N, O and P ("Option A"). Option A shall be developed in accordance with CDPA/FDPA sheets one (1) through eight (8) of the CDPA/FDPA. As an option, the Applicant may develop hotel uses on Building Sites N, O and P ("Option B"). Option B shall be developed in accordance with sheets nine (9) through twenty-two (22) of the CDPA/FDPA. The Applicant's decision to implement either Option A or Option B, which shall be defined as occurring at the time of building permit issuance for either development alternative, shall terminate the Applicant's right to implement the other Option.

I-8 [Revised as follows]

a. The architectural elevations and design details shown on Sheet 7 submitted with the CDPA/FDPA, are provided to illustrate the general scale, character, quality, design intent, and organization of the proposed development. The Applicant reserves the right to modify the elevations based on final architectural design. However, the architectural design and building materials of the office buildings and residential buildings shall utilize consistent materials. Building materials shall include one or more of the following: masonry, stone, pre-cast concrete, stucco, metal panels and glass. Exposed permanent facades of parking structures

shall be constructed of either stone, masonry or pre-cast concrete and shall utilize materials consistent with the façades of the associated office buildings and/or residential buildings.

b. If hotel uses are implemented on Building Sites N, O and P, the design of the hotel buildings shall be in general conformance with the style and character of the building elevations shown on Sheet 14 of the CDPA/FDPA. Building materials shall be consistent with the materials described in Proffer 8.a.

III. TRANSPORTATION

III-8 [Revised as follows]

The Applicant shall contribute the sum of $50,000 toward the installation of a traffic signal in the vicinity of the point where the internal public road on the Property makes a ninety degree turn (i.e. the intersection of future Whittier Boulevard and Rock Hill Road), when the signal is warranted by the Virginia Department of Transportation (VDOT), but, in any event, prior to the issuance of the last RUP or Non-RUP for the Property. The Applicant shall submit the warrant study to VDOT prior to site plan approval for the first building located on Building Sites N, O and P. In the event that VDOT determines a signal is not warranted at this general location, the County may, at its discretion, utilize said contribution for other motorized and/or non-motorized, transportation improvements for the area within or adjacent to the boundaries of Land Unit A in the Dulles Suburban Center of the Area III Comprehensive Plan. Using the date of April 29, 2002, as the base date, this contribution shall be adjusted according to the Consumer Price Index.

III-10 [Revised as follows]

The entrances onto the Property from Fox Mill Road and Horse Pen Road shall be in the approximate location shown on the CDPA/FDPA with specific locations as approved by VDOT. The design and construction of each of these entrances will provide for the following improvements to be constructed along the Property's frontages only:
Fox Mill Road (Northern) Entrance

The northern entrance, located facing the Dulles Airport Access Road shall be designed and constructed to include:

- two westbound left turn/deceleration lanes into the Property.
- two westbound thru lanes along the Property's frontage,
- one eastbound right turn/deceleration lane into the Property,
- two eastbound thru lanes along the Property's frontage,
- one right turn/deceleration lane, exiting the Property, onto eastbound Fox Mill Road;
- one right and/or left turn/deceleration lane exiting the Property; and

- a traffic signal, if warranted by VDOT prior to the issuance of the last RUP or Non-RUP for the Property, with a warrant study provided by the Applicant, upon demand by VDOT.

Horse Pen Road (Western) Entrance

The western entrance, facing Dulles Airport, to the Property shall be aligned with the entrance to the development opposite the Property and shall be designed and constructed to include:

- one left turn/deceleration lane into the Property,
- one free-flow right turn/deceleration lane into the Property,
- a double left turn lane, exiting the site onto southbound Horse Pen Road,
- two northbound thru-lanes along the Property's frontage,
- two southbound thru-lanes along the Property's frontage, and
- upon completion of this Horse Pen Road entrance, the Applicant will, without charge or compensation, grant all necessary easements to allow the adjacent owner of parcel 15-2 ((1)) 14, as designated on the Fairfax County Tax Assessment Map (the "Adjacent Owner"), to construct, at the Adjacent Owner's expense, an ingress/egress access between the parcel designated on the Fairfax County Tax Assessment Map as 15-2 ((5)) 5 and said adjacent parcel.

The Horse Pen Road entrance improvements shall be constructed coincident with the development of Building N, as identified on the CDPA/FDPA, or when traffic generation from the Property requires construction of this access point as determined by VDOT and DPWES.

The Applicant shall dedicate and convey, to the Board of Supervisors in fee simple, all lands necessary from the Property for the ultimate improvement of Horse Pen Road and Fox Mill Road as six lane divided roadways along the Property's frontage including such additional right-of-way and ancillary easements that may be necessary as determined by VDOT to accommodate the dual left and free flow right turn lanes proposed herein, and shall make such dedication and conveyance at the time of site plan approval, or upon request by the Fairfax County Board of Supervisors, whichever first occurs.

III-11 [Revised as follows]

a. Prior to site plan approval for any building on the Hotel/Office Property, the Applicant shall provide a warrant study to VDOT for a traffic signal at the intersection of Sunrise Valley Drive and the entrance to the Property (i.e., the intersection of future Whittier Boulevard and Sunrise Valley Drive) to reflect the full build-out of the Property. The warrant study shall include traffic counts for the building located on the property identified among the Fairfax County tax map records as 15-2 ((1)) 14. In the event that VDOT determines a signal is warranted, the Applicant shall design, equip, and install the traffic signal,

including crosswalks and pedestrian countdown signals, as may be approved by VDOT. It is expressly understood that the Applicant is not responsible for any costs of the signal installation attributable to the acquisition of any off-site rights-of- way and/or easements, or completion of utility relocations on property that the Applicant does not control.

b. In the event that VDOT determines a signal is not warranted, the Applicant shall escrow the sum of $200,000.00 with the County that shall be designated for the future installation of a traffic signal at this location, or for other motorized and/or non-motorized, transportation improvements for the area within or adjacent to the boundaries of Land Unit A in the Dulles Suburban Center of the Area III Comprehensive Plan. The Applicant shall provide said monetary contribution prior to the issuance of the last RUP or Non-RUP for the Property. Using the approval date of this proffered condition amendment application as the base date, this contribution shall be adjusted according to the Consumer Price Index.

III-14 [Revised as follows]

a. The designation of transportation coordination duties to be carried out by a designated property manager or transportation coordinator (the "TSM Coordinator") who will have authority to implement the TSM Program. The TSM Coordinator will be assigned prior to the occupancy of more than 250,000 square feet of office and/or hotel gross floor area.

IV. ENVIRONMENTAL

IV -1[Revised as follows]

a. Appropriate measures will be taken to achieve a maximum interior noise level for buildings on the Property of 45 dBA Ldn.

b. If hotel uses are implemented on Buildings Sites N, O and P, the Applicant shall provide the following noise attenuation measures for the hotel buildings:

(i). In order to reduce interior noise to a level of approximately 45 dBA Ldn, facades of the buildings which are projected to be impacted by highway noise having levels above 70 dBA Ldn, shall be constructed with the following acoustical measures:

Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 45. Glazing shall have a laboratory STC rating of at 37 unless glazing constitutes more than 20% of any façade exposed to noise levels above 70 dBA Ldn. If glazing constitutes more than 20% of an exposed façade, then a building shell analysis shall be performed to determine modifications needed to ensure recommended interior noise levels. Doors shall have a laboratory STC rating of at least 28. All surfaces shall be sealed

and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission. Any facades requiring mitigation shall be identified on the site plan.

(ii). Prior to the issuance of building permits, alternative interior noise attenuation measures may be provided subject to the implementation of a refined noise study as reviewed and approved by the Department of Public Works and Environmental Services after consultation with the Department of Planning and Zoning.

[SIGNATURES BEGIN ON NEXT PAGE]

APPLICANT/CONTRACT PURCHASER OF
TAX MAP 15-4 ((5)) 3 PT., 4 AND 5 PT.

OTO DEVELOPMENT LLC

By: James A. Ovenden
Its: Secretary, Treasurer and CFO

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP 15-4 ((5)) 3

MERRYBROOK RUN LP

By: Crimson Development, Inc., its General Partner

By: R. Kevin Dougherty
Its: President

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP 15-4 ((5)) 4

DULLES URBAN OASIS LIMITED
PARTNERSHIP

By: Crimson Development, Inc., its General Partner

By: R. Kevin Dougherty
Its: President

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP 15-4 ((5)) 5

DULLES ROCKHILL PARTNERS LIMITED PARTNERSHIP

By: Crimson Development, Inc., its General Partner

R. Kevin Dougherty

By: R. Kevin Dougherty
Its: President

[SIGNATURES END]