

PROFFER STATEMENT

BOSTON PROPERTIES LIMITED PARTNERSHIP
PCA 85-C-088-07
DPA 85-C-088-5

January 4, 2006
Revised August 15, 2006
Revised February 27, 2007
Revised March 30, 2007
Revised May 8, 2007
Revised May 24, 2007
Revised June 4, 2007

Pursuant to Section 15.2-2303(A), Code of Virginia (1950, as amended) and Section 18-204 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") in this Proffer Condition Amendment ("PCA") and Development Plan Amendment ("DPA") proffers that the development of the parcel under consideration and shown on the Fairfax County Tax Maps as Tax Map reference 017-3-10-0015 ("Block 15" or the "Property"), located in the Reston Town Center Core Area ("Town Center Core Area") will be in accordance with the following conditions if, and only if, PCA 85-C-088-07 and DPA 85-C-088-5 are granted. In the event that this PCA and DPA are not granted, these proffers will immediately be null and void and of no further force and effect, and the proffers previously accepted by the Board of Supervisors with RZ 85-C-088 for the Property, as amended, will remain in effect.

The Applicant reconfirms its commitment to the proffers associated with RZ 85-C-088, as amended (the "Existing Proffers"), except as modified herein. These proffers, if accepted, amend and supplement only those Existing Proffers referenced below:

C. DEVELOPMENT PLAN FOR RZ 85-C-088

1. The Property is located within the Town Center Core Area and will be developed in substantial conformance with the development plan prepared by Urban Ltd., dated November 2, 2004, and revised through May 8, 2007 (the "Development Plan"), consisting of thirteen (13) sheets, of which Sheets 2-5 are described as follows:

- a. Development Plan Amendment for Block 15 (Sheet 2) – The Development Plan Amendment for Block 15 shows the generalized location of the various buildings in the Town Center Core Area; their proposed uses, proposed building heights; and provides an overview of the interrelationship of all the components.
- b. Master Plan (Sheet 3) – The Master Plan shows the generalized location of the various buildings in the Town Center Core Area and their proposed uses and provides an overview of the interrelationship of all of the components.

c. Pedestrian Circulation and Landscape Plan (Sheet 4) – The Pedestrian Circulation and Landscape 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 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.”

d. Right of Way/Traffic Circulation Plan (Sheet 5) – The Urban Core shows the urban grid street pattern that will differentiate the Urban Core from the rest of Reston with its meandering streets.

12. [NEW] Development of Section 91A, Block 15 of Town Center Core Area – In the event that the Applicant elects to construct a building containing more than fifteen (15) stories on Block 15 (the “Block 15 Building”), then Block 15 shall be developed in substantial conformance with the Development Plan, subject to the following additional conditions and restrictions. Should the Applicant develop Block 15 with buildings or structures of fifteen (15) stories or fewer, then development of Block 15 shall not be subject to the requirements of this Proffer 12.

a. Building Height. The maximum building height for the Block 15 Building, including above-grade parking structure(s) and rooftop mechanical penthouses, shall not exceed two hundred, thirty-five feet (235’) above grade, as determined by the Department of Public Works and Environmental Services (“DPWES”).

b. Minor Modifications. In accordance with Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications to the size, dimensions, footprints and location of buildings, parking spaces, garages and sidewalks for Block 15 and shown on the Development Plan may occur as part of final architectural and engineering design.

c. Block 15 Architectural Design and Building Materials. The Applicant shall develop Block 15 in substantial conformance with the building design and elevations shown on the Development Plan and shall utilize exterior materials and designs selected from among the following: brick, aluminum, masonry/stone, steel, split-face block and pre-cast panels. The Applicant shall use commercially reasonable efforts consistent with the Virginia Uniform Statewide Building Code (“VUSBC”) to include in the design of the Block 15 Building at least one stairwell/egress point along the southern frontage along Bluemont Way to provide occupants of the Block 15 Building easier access to the County’s bus transit center located on the south side of Bluemont Way directly across from Block 15. The Applicant also may make other such modifications to the Block 15 Building’s architecture, building materials and design as may be permitted by the Planning Commission as part of its review of the architecture and landscaping for the development pursuant to the Existing Proffers.

d. Storm Water Management. The Applicant may request a waiver of on-site stormwater management and BMP requirements, as the Property is part of the regional storm water management system for the Reston Town Center Study Area. Storm water management and BMP for the Property will be handled offsite in the regional detention

pond created pursuant to that certain "TOWN CENTER STORM WATER MANAGEMENT DETENTION EASEMENT AND MAINTENANCE AGREEMENT," recorded among the land records of Fairfax County at Deed Book 6369, Page 1540, and as such agreement may be amended from time to time. In the event a waiver is not granted, the Applicant shall provide the required on-site stormwater management and BMP facilities as determined by DPWES, provided such facilities are in substantial conformance with these proffers and the Development Plan.

e. Lighting. Parking lot or exterior building lighting located on the Property shall be directed inward and/or downward and designed with shielded fixtures in order to minimize glare onto adjacent properties and in accordance with applicable provisions of the Zoning Ordinance.

f. Reston Parkway Improvements. Prior to the issuance of the first building permit for the Block 15 Building, the Applicant shall contribute One Hundred and Twenty Thousand and No/Dollars (\$120,000.00) to the Board of Supervisors to permit the Board, or its designee, to retain a consultant of its choosing to study and design potential improvements to Reston Parkway between Sunset Hills Road and Baron Cameron Avenue to create a more urban street design and facilitate pedestrian and non-motorized vehicle movements, including existing and potential future pedestrian connections, the potential for on-street parallel parking as a traffic calming measure and other design features as necessary or appropriate. Notwithstanding the foregoing, such funds may be reallocated at the discretion of the Hunter Mill District Supervisor, in consultation with the Fairfax County Department of Transportation ("FCDOT"), toward construction of the proposed Dulles Corridor rail project or other transportation improvements in the vicinity of the Property as determined by the Hunter Mill District Supervisor in consultation with FCDOT. The amount of this cash contribution shall escalate on a yearly basis from the base year of 2008 and change effective each January 1 thereafter in accordance with the methods provided for under the Code of Virginia. Nothing in this Proffer 12(f) shall relieve the Applicant of any obligations under Section B of the Existing Proffers for the completion of the Reston Parkway Improvements in accordance with the phasing plan set forth therein.

g. Private Streets. The Applicant reserves the right to provide for private internal streets and loading areas, consistent with PFM standards and as determined by the DPWES.

h. Meeting with Adjacent Homeowner Association. Prior to the commencement of construction of the Block 15 Building, the Applicant shall request a meeting with the property owners association of the West Market neighborhood located west of Town Center Parkway to review the Applicant's construction schedule and logistics plan related to access to the balance of the Urban Core during construction of the Block 15 Building. The Applicant shall consider the views of residents of West Market and make adjustments and/or modifications to its plans that the Applicant determines in its discretion are cost-effective, do not compromise construction zone safety or require the consent of adjacent property owners.

i. Shared Vehicle Parking. Subject to the execution of a license agreement(s) reasonably acceptable to the Applicant, the Applicant shall make available five (5) parking spaces on Block 15 (the "Shared Spaces") for use by companies providing car-sharing services (such as ZIP Car or similar services) in connection with nearby transit services. The Applicant shall be permitted to relocate the Shared Spaces to nearby structured parking facilities owned by the Applicant or others during construction of the Block 15 Building; provided, however, that the Applicant shall return the Shared Spaces to the Block 15 parking structure upon the Applicant's receipt of a Non-RUP for the Block 15 Building. The Shared Spaces shall be provided only if the Applicant constructs parking in excess of the minimum total parking spaces required by the Zoning Ordinance for the uses established on Block 15.

j. Bicycle Racks. The Applicant shall install at least five (5) bicycle racks (collectively, the "Bike Racks") in the parking structure to be constructed on Block 15 and shown on the Development Plan. The Bike Racks shall be designed to collectively accommodate parking for at least twenty-five (25) bicycles and shall be located, to the extent feasible, in areas of the Block 15 parking structure that are covered and not exposed to the weather elements. The Bike Racks shall be installed prior to the issuance of the first Non-RUP for the Block 15 Building.

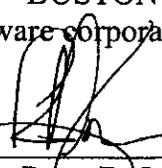
k. Pedestrian Crosswalks on Bluemont Way. Subject to approval by the Virginia Department of Transportation ("VDOT"), which shall be diligently pursued, the Applicant shall install pedestrian crosswalk striping (if not already existing) across Bluemont Way at the existing intersections of Bluemont Way and Explorer Street and Bluemont Way and Library Street as more particularly shown on the Development Plan (the "Bluemont Crosswalks"). The Bluemont Crosswalks shall be completed prior to the issuance of the first Non-RUP for the Block 15 Building.

l. Pedestrian Crosswalks on Democracy Drive. Subject to approval by The Reston Town Center Urban Core Association, which shall be diligently pursued, the Applicant shall install pedestrian crosswalk striping (if not already existing) on all sides of the intersection of Democracy Drive and Explorer Street and Democracy Drive and Library Street, as more particularly shown on the Development Plan (the "Democracy Crosswalks"). The Democracy Crosswalks shall be completed prior to the issuance of the first Non-RUP for the Block 15 Building.

[SIGNATURE PAGE FOLLOWS]

BOSTON PROPERTIES LIMITED
PARTNERSHIP, a Delaware limited
partnership

BY: BOSTON PROPERTIES, INC., a
Delaware corporation, its General Partner

BY: 
Name: Peter D. Johnston
Title: Senior Vice President

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