PROFFERS
Tycon Tower I Limited Partnership,
Towers Crescent LLC and
Towers Crescent Land, LLC

RZ 2006-PR-028

October 12, 2007

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Section 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), Tycon Tower I Limited Partnership, Towers Crescent LLC and Towers Crescent Land, LLC, the property owners and Applicants, for themselves and their successors and/or assigns (hereinafter collectively referred to as the "Applicants"), hereby proffer that the development of the parcels under consideration and shown on the Fairfax County tax maps as Tax Map 39-2 ((29)) 1A1, B, 1E, and 1F (collectively, the "Property") shall be in accordance with the following conditions if Rezoning application 2006-PR-028 is granted. These proffers supersede all previous proffers for the Property.

GENERAL

1. Conceptual/Final Development Plan. The Property shall be developed in substantial conformance with the Conceptual Development Plan ("CDP") and Final Development Plan ("FDP") dated August 2, 2006 and revised through September 17, 2007, prepared by VIKA Incorporated (collectively, the CDP/FDP), consisting of 21 sheets.

2. Elements of CDP. Notwithstanding the fact that the Conceptual Development Plan and Final Development Plan are presented on the same plan, the elements that are components of the Conceptual Development Plan are limited to the points of access, the general location of the buildings, uses, building heights, plaza areas, and setbacks from the peripheral lot lines and only a future amendment to such elements shall require a subsequent CDPA or Proffered Condition Amendment.

3. Minor Modifications. Minor modifications to the CDP/FDP may be permitted when necessitated by sound engineering or that may become necessary as part of final site design or engineering, pursuant to Section 16-403(4) of the Zoning Ordinance. Building footprints may be altered and the number of residential units and square footage of Principal and Secondary Uses within each building (and corresponding adjustments in required parking) may be adjusted, so long (a) the minimum number of residential units and minimum square footage of Principal and Secondary Uses are provided; (b) the minimum open space provided is not reduced; (c) the building heights for each building are not increased; and (d) the development otherwise is in substantial conformance with these Proffers and the CDP/FDP.

4. Proposed Development. Development on the Property shall include a) a maximum of 937,658 square feet of gross floor area of commercial office uses; b) a maximum 90,668 square feet of gross floor area of other commercial uses such as retail-type commercial and eating establishments; and c) a maximum of 913,869 square feet of gross floor area of multi-family residential uses plus an additional 5,712 square feet of multi-family residential use in cellar as defined by the Fairfax County Zoning Ordinance.

5. Mix of Uses. The following uses are permitted:

A. Principal Uses:

- Business Service and supply establishments;
- Eating establishments;
- Financial institutions (without drive-through);
- Garment cleaning establishments (drop-off and pick-up only, no on-site processing);
- Offices;
- Personal service establishments;
- Public uses;
- Repair service establishments; and
- Retail sales establishments.

B. Secondary Uses:

- Accessory uses and home occupations;
- Bank Teller machines, unmanned;
- Amusement arcades;
- Fast food restaurants (without drive-through);
- Quick service food stores;
- Vehicle rental establishments;
- Health clubs;
- Dwellings;
- Child care centers and nursery schools meeting the standards of Section 9-309 of the Zoning Ordinance;
- Community clubs, centers, meeting halls;
- Private clubs and public benefit associations;
- Private schools of special education; and
- Telecommunications facilities limited to those that are mounted on the rooftop, mounted to the penthouse, or located within the building.

6. Residential Units. A minimum of 750 residential units shall be constructed on the Property, with a maximum total number of residential units not to exceed 919 units. Such total shall include all Workforce Dwelling Units as defined in these Proffers.

7. Building Heights. Building heights for each building shall not exceed the maximum building heights shown on Sheet 2 of the CDP/FDP and as set forth below. Building height shall be measured in accordance with the provisions of the Fairfax County Zoning Ordinance, as demonstrated on the CDP/FDP, 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, including for example, penthouses and other rooftop structures which are subject to the following.

   A. Buildings A, B, C and F. Buildings A, B and C have been constructed and Building F is under construction, penthouses for Buildings A, B, C and F may be constructed to a height twenty (20) feet above the roof level of the building. Architectural features may be constructed to a height not to exceed thirty (30) feet. Such limitation on the height of architectural fixtures shall not, however, apply to limit the height of the spire element (previously approved pursuant to PCA 1998-PR-058 and SEA 83-P-045-4) shown for Building F on the CDP/FDP (which spire shall not exceed a height of sixty-five (65) feet atop the architectural crown to the building notwithstanding the height of such spire as shown on Sheet 19 of the CDP/FDP.

   B. Buildings D, E and G. Buildings D, E and G shall incorporate steps in the building heights as generally represented on Sheet 18 of the CDP/FDP. For roofs that accommodate swimming pools, building height may be increased by a maximum of four (4) feet above those identified on Sheets 2 and 18 of the CDP/FDP. Architectural features may be constructed to a height not to exceed thirty (30) feet. Penthouses for Buildings D, E and G may be constructed to a height no greater than 20 feet above the roof level of the building. Penthouses shall be incorporated in to the architecture of the main structure, shall be located on the tallest portion of each building, shall not be located on the lower levels of the buildings, and shall be as small as practical to enclose cooling towers and other necessary equipment penthouses.

8. Declarations/Owners Associations.

   The Applicants shall cause the recordation of one or more declarations creating an umbrella owners' association and as necessary, condominium owners' associations or other governance documents which will legally bind the Property, (collectively referred to as the "UOA/COA"). Such UOA/COA shall be formed/recorded prior to the issuance of the first Residential Use Permit ("RUP") for the Property. The respective UOA/COA documents (including budgets provided in any offering or sale materials) shall specify the various proffer and maintenance obligations set forth in these Proffers, such as private streets and streetscapes, site amenities such as, but not limited to, the plaza and fountains and on-site recreational and community facilities. Purchasers shall be advised in writing of these obligations, and other restrictions, prior to entering into a contract of sale, whether purchasing residential or commercial property.

ACCESS/TRANSPORTATION

9. Right-of-Way Dedication. Prior to site plan approval for Buildings D, E and G, or upon demand by Fairfax County, the Applicant shall dedicate in fee simple to the Board of Supervisors right-of-way for Interstate 495 as shown on Sheet 6.

10. Relocation of Existing Entrance and Installation of Signal.

    A. The Applicants shall relocate the existing western entrance to the Property from Fashion Boulevard to align with the Nordstrom's access road as shown on the CDP/FDP. Said improvements shall be in place prior to the first Non-RUP for Building F. The Applicants shall, with the construction of the relocated entrance, construct as 12 foot right turn lane consisting of 150 feet with a 100 foot taper and provide painted crosswalks, subject to FCDOT approval.

    B. The Applicants shall provide a traffic signal with installation of pedestrian crosswalk striping, pedestrian countdown signals and audible crossing devices, at the Property's relocated entrance on Fashion Boulevard opposite the Nordstrom access road. Provisions of these are improvements are subject to the contribution by the Tysons Corner Center owners of 50 percent of the cost of the improvements. Said improvements shall be in place prior to the issuance of the first RUP for the Property. In the event the owners of Tysons Corner Center do not provide 50 percent of the cost of the improvements, the Applicants shall escrow with Fairfax County Department of Public Works and Environmental Services ("DPWES") one-half the cost of the traffic signal, with pedestrian countdown signals and audible crossing devices and have no further obligation under this proffer.

    C. The improvements provided in Paragraph A and B above shall be in accordance with the Deed of Easement and Agreement between the Applicants and the Tysons Corner Center Owners, as defined in these Proffers, dated January 22, 2007 and recorded in Deed Book 19318 at Page 2149.

11. East Access Road

    A. Subject to approval of DPWES and the Fairfax County Department of Transportation ("FCDOT"), prior to the issuance of the first Non-Residential Use Permit (Non-RUP) for Building F or the first Residential Use Permit ("RUP") for the Property, whichever shall occur first, the Applicants shall restripe the existing East Access Road to provide vehicular lanes and on-road bicycle lanes, as depicted on Sheet 6 of the CDP/FDP.

    B. The Applicants shall maintain the striping on East Access Road including restriping annually, if needed. The Applicants shall restripe the roadway to adjust the length of the turn lanes should traffic volumes warrant, subject to FCDOT approval.

C. The Applicants shall provide a warrant analysis and complete design plans for VDOT review and approval for a traffic signal at the intersection of Towers Crescent Drive and East Access Road. If approved, the Applicants shall install a signal at this location including, subject to VDOT approval, installation of pedestrian crosswalk striping, pedestrian countdown signals and audible crossing devices. Said signal shall be in place and operational prior to the issuance of the first RUP for the Property. If VDOT does not approve the signal, the Applicant shall escrow funds with DPWES for future signal installation by others, as determined by the Applicants' engineer in concert with DPWES and VDOT.

12. Tysons Transportation Fund. The Applicants shall provide a contribution to the Fairfax County - Tysons Transportation Fund of $830 for each new residential unit constructed on the Property subject to escalation as described in Proffer 40. Prior to site plan approval for the residential buildings, the Applicants shall contribute 10% of the aforementioned amount to the Tysons Transportation Fund, with the remainder of the contribution to be made prior to the issuance of the first RUP for the subject buildings.

13. Right Turn Lane on Route 7. Subject to VDOT approval, the Applicants shall construct a new right turn lane, 280 feet in length plus a 100 foot taper for a total of 380 feet, on westbound Leesburg Pike (Route 7) at its intersection with Towers Crescent Drive. The turn lane shall be constructed in conformance with VDOT standards, or may be modified if approved by VDOT. The turn lane shall be constructed within the available right-of-way and will require either elimination of the existing service lane or modification of the existing service lane into a one way service lane and modifications to existing site entrances. Such improvement shall be placed in operation, but not necessarily accepted by VDOT, prior to the issuance of the first RUP for the Property. Upon demonstration by the Applicants that despite diligent efforts taken by the Applicants to implement this proffer, the construction of the turn lane has been delayed, the Zoning Administrator may agree to a later date for completion of this improvement. Should VDOT fail to grant approval the right turn lane prior to site plan approval for either of Buildings D, E or G, whichever occurs first, the Applicant shall escrow sufficient funds with DPWES to cover the future construction of the turn lane by others.

14. Tysons Shuttle. Within twelve months of receipt of a written request from Fairfax County indicating that the County or other public entity intends to create a Tysons Corner shuttle or bus circulator system that will provide reasonable and consistent peak hour service to the Property, the Applicant shall make a one-time payment of $75,000 to the County to pay start-up expenses relating to the operation of such a consolidated system if the County or another public entity decides to and proceeds to organize such a service. In addition, the Applicant shall make a one-time contribution of $150,000 to the County to assist in operating the shuttle. Said contribution shall be made to the County within twelve months receipt of a written statement that the shuttle service is operational. If a Business Improvement District or other similar association (collectively referred to herein as "BID") is formed to establish and operate a Tysons Corner shuttle or bus circulator system, the Applicants may choose to participate in the BID funding of the shuttle in lieu of the contributions specified above.

PEDESTRIAN AND BICYCLE FACILITIES

15. On-Site Sidewalks and Crosswalks. Sidewalks and crosswalks shall be provided as shown on Sheet 12 of the CDP/FDP commensurate with development of the Property.

    A. Crosswalks that are provided internal to the site shall be brick and distinguishable from the internal drive aisles and other internal surface treatments. Crosswalks on the periphery of the development and those crossing Towers Crescent Drive, East Access Road and/or Fashion Boulevard shall be painted in accordance with applicable VDOT or County standards. The Applicants shall provide a crosswalk across the East Access Road at its intersection with Towers Crescent Drive with construction of Buildings D, E, F or G, whichever occurs first.

    B. Notwithstanding what is shown on Sheet 15 of the CDP/FDP, the Applicants shall provide an eight (8) foot wide pedestrian/bike trail from the proposed crosswalk at East Access Drive and Towers Crescent Drive across the portion of the Property identified as Tax Map 39-2 ((29)) B and thereby provide connection to the cul-de-sac of Mervis Way. Said connection is dependent on utilizing existing right-of-way and easements available to the Applicants at no cost. Should right-of-way or easements not be available at no cost to the Applicants, the Applicants shall terminate the pedestrian bike trail at the southern boundary of Tax Map 39-2 ((29)) B. The exact alignment of the trail shall be determined at final site plan and it is understood that this facility may not meet ADA standards. Such improvement shall be in place, and a public access easement in a form acceptable to the County Attorney recorded, prior to the issuance of the first RUP on the Property.

    C. The Applicant shall construct a six foot wide concrete sidewalk along the western side of East Access Road. Street trees and streetscaping shall be provided as shown on Sheet 7. Such improvement shall be in place prior to the issuance of a Non-RUP for Building F or the first RUP on the Property, whichever shall occur first.

16. Pedestrian Elevator. Commensurate with the construction of Building F and its associated plaza, the Applicants shall install an elevator in the general location shown on Sheet 6 of the CDP/FDP. The elevator shall serve to move pedestrians between the plaza, the various garage levels and the sidewalk along Fashion Boulevard. The elevator shall have sufficient capacity for at least six (6) individuals at one time and shall be constructed with partial glass panels .The elevator shall be operational prior to the issuance of a Non-RUP for Building F.

17. Off-Site Sidewalks and Crosswalks.

    A. Pedestrian Connection. Subject to the granting of the necessary easements at no cost to the Applicants, the Applicants shall construct a pedestrian connection from the western side of Building E to Fashion Boulevard as shown on Sheet 13 of the CDP/FDP. Due to slopes in this area, it is understood that this connection may not meet ADA standards. Said connection shall be provided prior to the issuance

of the first RUP for Building E. Should easements not be available at no cost, the Applicant shall provide written documentation to DPWES of its efforts to obtain the necessary easements and thereby shall be relieved of its obligation to provide this pedestrian connection.

B. ADA Pedestrian Treatment. The Applicants shall construct an ADA pedestrian treatment (handi-cap ramp) on the south side of Towers Crescent Drive at the location of the existing crosswalk as shown on Sheet 6 of the CDP/FDP provided: a) permission is granted by VDOT; b) all work can be accommodated within the existing right-of-way; and c) no additional permission is required from the adjacent property owner. The improvement shall be complete prior to the issuance of the first RUP for the Property.

C. Pedestrian Bridge. Sheet 21 of the CDP/FDP depicts a pedestrian bridge from the plaza associated with Building F to the top level of a parking deck (identified as Parking Terrace C on the proffered CDP/FDP for RZ 2004-PR-044) located on property identified as Tax Map 29-4 ((1)) 35 (the "Tysons Corner Center Property"). This bridge connection is also indicated on the CDP/FDP associated with the Tysons Corner Center Property development (RZ 2004-PR-044) as an "Alternative Bridge Alignment". Proffer 29 of the proffers associated with RZ 2004-PR-044 (the "Tysons Corner Center Proffers") describes a commitment by the Applicants in RZ 2004-PR-044 (the "Tysons Corner Center Owners") to construct a pedestrian bridge connection between the Tysons Corner Center Property and the Property.

The Applicants shall participate in the construction of the pedestrian bridge as follows:

(i) The Applicants shall pay the Tysons Corner Center Owners 50 percent (50%) of all costs and expenses associated with construction of the Pedestrian Bridge as set forth in a Deed of Easement and Agreement (the "Agreement") between the Applicants and the Tysons Corner Center Owners dated January 22, 2007 and recorded in Deed Book 19318 at Page 2149. The Agreement establishes the Tysons Corner Center Owners as the party responsible for construction of the pedestrian bridge.

(ii) Construction of the pedestrian bridge is to begin prior to the issuance of a building permit for either of Buildings D, E or G on the Property, or as specified in the proffers for RZ 2004-PR-044, whichever is earlier.

(iii) The Applicants shall construct the parking garage and plaza associated with Building F in a manner that will accommodate the pedestrian bridge structure and provide pedestrian connections to the bridge from within the Property.

(iv) In the event that the Tysons Corner Center Owners have not begun construction of the pedestrian bridge when application for a building permit for either Buildings D, E or G is submitted, the Applicants shall escrow an amount equal to 50 percent (50%) of the cost of the pedestrian bridge, less any payments already made to Tysons Corner Center Owners

for bridge construction with DPWES and shall be relieved of any further obligations under this proffer.

18. Interstate 495 Vehicular/Pedestrian Bridge Easement. If an elevated vehicular and/or pedestrian facility across Interstate 495 is funded for construction by others, the Applicant shall grant necessary easements and/or right-of-way to the County, at no cost to the County or the Commonwealth of Virginia, to permit construction of this facility and to provide access from it to the on-site road/pedestrian network, at no cost to the Applicants.

19. Bicycle Parking. The Applicants shall install bicycle racks throughout the Property as generally shown on Sheet 15 of the CDP/FDP, and reviewed and approved by Fairfax County at the time of site plan approval. These facilities shall be provided in convenient and visible locations, as may be feasible, and shall be located so as not to impede pedestrian use of sidewalks. Bike parking shall be designed and installed as inverted U-shaped racks, racks of equivalent or quality, secure bike lockers or bike storage areas, and collectively accommodate parking for at least one hundred (100) bicycles for the residential uses and fifty (50) bicycles and users of the commercial spaces. Should demand for bicycle parking exceed that provided, the Applicant shall provide additional parking/storage for bicycles. Some bike racks shall be provided outside on the surface to accommodate visitors, but the majority shall be provided within the garage structures for more long term storage for residents and office workers. Bike racks, lockers or storage space shall be provided prior to the issuance of the first RUP or Non-RUP for each building.

TRANSPORTATION DEMAND MANAGEMENT

20. Transportation Demand Management. This Proffer and the Applicant's "Towers Crescent Mixed Use Development and TDM Strategic Plan" dated September 11, 2007 and prepared by Urban Trans Consultants, Inc. (the "TDM Strategic Plan"), set forth the programmatic elements of a transportation demand management program that shall be implemented by the Applicants, and subsequently, as appropriate, the UOA/COA, to encourage the use of transit (Metrorail and bus), other high-occupant vehicle commuting modes, walking, biking and teleworking, all in order to reduce automobile trips generated by the residential and new office uses constructed on the Property. The TDM Plan shall complement the synergies already expected from the development and the numerous transportation systems management programs and improvements referenced elsewhere in these Proffers.

A. Definitions:

(i) Applicant Control Period. The "Applicant Control Period" is the period starting immediately following approval of this Rezoning Application and ending on the date when two (2) consecutive annual Trip Counts conducted starting at least one (1) full calendar year after the proposed development reaches Build Out (as defined in subparagraph ii) show that vehicle trips generated by the office and residential units are less than or

equal to the Phase IV TDM Goal (as defined herein); provided, however, that implementation of the TDM Plan may not be assigned by the Applicants to a successor UOA/COA until the Applicant Control Period has expired. Upon expiration of the Applicant Control Period, the Applicants shall have no further obligations under this Proffer, the Letter of Credit/Cash (as defined in this Proffer) provided by the Applicants shall be returned promptly to the Applicants, and on-going implementation of the TDM Plan and funding of the TDM Budget (and 10% contingency) shall be the responsibility of the UOA/COA as outlined in Paragraph L.

(ii) Build Out. For purposes of this Proffer, "Build Out" of the proposed development shall be deemed to occur upon (a) the issuance of the final RUP for the residential uses on the Property; (b) the issuance of Non-RUPs representing 100% of the maximum floor area for the office uses on the Property; and (c) construction of more than 34,000 square feet of floor area designated for Secondary Retail uses.

(iii) Peak Hours. For purposes of this Proffer, the relevant weekday "Peak Hours" shall be that 60-minute period during which the highest weekday volume of mainline trips occurs between 6:00 to 9:00 AM and 4:00 to 7:00 PM, as determined by mechanical and/or manual traffic counts conducted at two select locations along Leesburg Pike between I-495 and International Drive and at two select locations along Fashion Boulevard and as approved in consultation with FCDOT. To determine the Peak Hour, such counts shall be collected beginning on a Monday at 2400 hours and continuing to the following Thursday at 2400 hours at a time of year that reflects typical travel demand conditions (e.g. September to May, not during a week containing a county/state/federal holiday or when area public schools are not in session). The relevant Peak Hours shall be defined in conjunction with each of the Trip Counts (as defined herein) required pursuant to this Proffer. The methodology for determining the Peak Hours may be modified subject to approval of FCDOT, but without requiring a PCA, in order to respond to technological and/or other improvements in trip counting.

(iv) TDM Program Manager. The TDM "Program Manager" ("PM") shall be a qualified and/or trained individual appointed by the Applicants to oversee all elements of the TDM Plan and act as the liaison between the Applicants/ UOA/COA and FCDOT. The PM may be employed either directly by the Applicants or UOA/COA, or be employed through a property management company contracted by the Applicants or UOA/COA. The PM position may be part of other duties assigned to the individual.

(v) TDM Account. The TDM Account shall be an interest bearing account established by the Applicants with a banking or other financial institution

qualified to do business in Virginia and used by the PM each year to implement the TDM Plan in accordance with the TDM Budget.

(vi) TDM Budget. The "TDM Budget" is the budget sufficient to implement the TDM Plan in a given year and shall include a contingency (the "TDM Budget Contingency") equivalent to 10% of the amount of the TDM Budget. In any event, the TDM Budget shall be no more than $143,275 (including the 10% TDM Budget Contingency), adjusted for any increases in the CPI per Proffer 41. However, the Applicants may, at their sole discretion, increase the TDM Budget (including the 10% Budget Contingency) for any calendar year if necessary in order to achieve the trip reduction goals outlined in Paragraph B of this Proffer.

(vii) TDM Penalty Fund. The "TDM Penalty Fund" is an account into which the Applicants will deposit penalty payments as may be required to be paid pursuant to this Proffer (the "TDM Penalty Fund").

(viii) TDM Remedy Fund. The TDM Remedy Fund shall be an interest bearing account established by the Applicants with a banking or other financial institution qualified to do business in Virginia and used to supplement the TDM Account in support of additional TDM strategies that may be determined to be necessary following any of the Trip Counts for which sufficient funding is not immediately available via the then-existing TDM Account.

B. Trip Reduction Goals. The objective of the TDM Plan shall be to reduce the number of weekday peak hour vehicle trips generated by the office and residential uses located within the Property through the use of mass transit, ridesharing and other strategies including, but not limited to those outlined in the TDM Strategic Plan. The proposed development shall be designed to maximize interactions among the various uses on the Property such that fewer automobile trips will occur within the site and on the external road network though the creation of synergistic relationships among the uses within the Property. In addition, the implementation of enhanced pedestrian and bicycle connections/facilities will provide safe and convenient access to nearby existing/planned Metrorail and/or bus facilities thereby encouraging commuting options other than the automobile to residents, employees and visitors to the Property.

(i) Baseline. The baseline number of weekday peak hour office and residential vehicle trips against which the TDM Goals (as defined in subparagraph B.ii) will be measured shall be derived upon the number of residential units constructed and occupied and the amount of office square footage constructed and occupied on the Property at the time traffic counts are conduced in accordance with subparagraph J.i or as qualified below and using the trip generation rates/equations applicable to such uses as set forth in the Institute of Transportation Engineers, Trip Generation, 7th Edition, for Land Use Codes 230 and 710, residential and office uses

respectively. In the event at Build Out, the Applicants have constructed fewer than 900 multifamily residential units, then the Baseline Trip generation numbers applicable upon Build Out shall be calculated as if 900 residential units had actually been constructed as reflected in the Traffic Impact Study for Towers Crescent prepared by Gorove/Slade Associates, Inc. dated December 18, 2006 revised through April 2, 2007.

(ii) TDM Goals. The reduction of Peak Hour trips depends, in part, on the synergy of uses created through implementation of the proposed development as well as the proximity and availability of mass transit (i.e., existing/planned Metrorail and/or bus service). Therefore, the "TDM Goals" shall be phased in accordance with the issuance of the RUPs for the residential dwelling units and the amount of gross floor area that has received site plan approval and constructed for the Office and Secondary Retail Uses as well as the operation of Metrorail service at the Tysons Central 123 Station as follows:

TDM Phase	Residential Use Permits	Office (GSF)	Secondary Retail Uses	TDM Trip Reduction Goal Office	TDMTrip Reduction Goal Residential
Phase I Office Uses Only (Pre-Metrorail)	0	≤ 664,000 GSF	≤ 34,000 GSF	13%	n/a
Phase II (Pre-Metrorail)	≤ 750	≤ 664,000 GSF	≤ 34,000 GSF	13%	23%
Phase III (Build Out/No rail)	≥ 751	≥ 664,001 GSF	≥ 34,001 GSF	19%	33%
Phase IV (Buildout/Rail)	≥ 751	≥ 664,001 GSF	≥ 34,001 GSF	24%	39%

C. Components of the TDM Plan. In order to meet the office and residential TDM Goals set forth in this Proffer, the Applicants shall implement the TDM Plan subject to FCDOT approval. Because the TDM Plan represents the strategy to be employed by the PM to meet the TDM Goal(s), the TDM Plan may be amended from time to time, subject to approval of FCDOT, without the requirement to secure a PCA; provided, however, any amendment to the TDM Plan shall include, at a minimum, provisions for the following:

(i) Designation of PM, as more particularly described below;

(ii) Targeted marketing programs for residential sales/leases that encourages and attracts transit-oriented residents, such as bicyclists, one or no-car individuals/families and employees of nearby employers to live in the proposed development; provided, however, that such marketing shall be completed on a non-discriminatory basis in conformance with the Fair Housing Act and all other applicable laws and regulations;

(iii) Integration of transportation information and education materials into residential sales/rental kits and new employee packets.

(iv) Coordination/Assistance with vanpool and carpool formation programs, including but not limited to the County's ride matching services, with adjacent office buildings and homeowners associations and established local and/or regional guaranteed ride home programs;

(v) Establishment of a site-specific project website (including targeted information on a building-by-building basis) that includes multimodal transportation information, real-time travel and transit data, the possibility of online transit pass sales or value loading and connections to supporting links;

(vi) Establishment of a location, which may be shared with other activities, to be staffed/managed by the PM (as defined below) within the Property at which transit and ridesharing information is made available to employees. residents and non-residents;

(vii) Development of a parking management plan, which shall include (a) a unit sales/rental program/policy under which each residential unit is either allocated one (1) parking space as part of the base purchase/rental price with additional parking spaces purchased/leased for an additional cost at market rates or no parking is included in the base purchase/rental price and all parking is purchased/leased at market rates; and (b) dedicated preferential space for residential vanpools and car-sharing vendors not otherwise addressed herein;

(viii) Distribution of fare media or other incentives, at least one time, to all initial residents of driving age, as well as on select occasions as an incentive;

(ix) Subject to agreement with third-party vendor(s) use of car sharing program(s) (such as ZipCar/FlexCar);

(x) Establishment of a phasing strategy, coordinated with FCDOT as provided herein, to address which TDM strategies are implemented at what time;

(xi) "Personalized transportation advising" integrated into new unit walk-throughs, including appropriate training of sales/leasing agents and personal outreach to all new commercial tenants to explain program and options;

(xii) All residential units shall be pre-wired to provide internet access (or other technology that may be available) to permit residents to access the internet from home;

(xiii) Coordination with Tysons Corner Center and its TDM coordinator to encourage synergy with uses on Tysons Corner Center and develop a transit/TDM incentive plan;

(xiv) If a Tysons Corner Area-Wide Transportation Management Agency (TMA) is established, the TDM Program Manager shall participate in coordinating the Property's TDM program with the TMA program;

(xv) Participation in the Tysons Corner shuttle or bus circulator system, if established as described in Proffer 14;

(xvi) Space for and fit out of a business center(s) for use by residents in one or more of the three buildings. Such business centers shall consist of a minimum aggregate of 300 square feet of floor area and shall include areas for internet access, facsimile machine and copier; and

(xvii) Facilities as described and shown on Sheet 15 of the CDP/FDP.

D. TDM Program Manager (PM). Within 30 days following the approval of this rezoning, the Applicants shall appoint a PM for the project, whose duties shall be to further develop, implement and monitor the various components of the TDM Plan. The PM position may be part of other duties assigned to the individual. The Applicants shall provide written notice to FCDOT of the appointment of the PM within ten (10) days of such appointment, along with evidence of such PM's qualifications, and, thereafter, within ten (10) days of any change in such appointment. Following the initial appointment of the PM, the Applicants or UOA/COA, as applicable, thereafter shall continuously employ, or cause to be employed, a PM for the proposed development.

E. PM Office. The Applicants, and subsequently the UOA/COA, shall provide a centrally located office for the PM and space for TDM products, services, and program offerings available to residents, businesses, customers, and visitors to the Property. The office may be located with a Property Management office, designated business center, or elsewhere on the Property.

F. TDM Plan and Budget. Within one year following the approval of this rezoning, the PM shall prepare and submit an initial TDM Plan to FCDOT and request in writing, the County's review and comment. The TDM Plan shall include (i) the

start-up components of the TDM Plan that will be put in place and (ii) an initial budget sufficient to implement the TDM Plan for the remainder of the year and for the next calendar year (the "TDM Budget") which amount shall not be more than $143,275.00 for each full calendar year including the TDM Budget Contingency, and adjusted annually for inflation based on the CPI as defined in Proffer 41 unless increased at the sole discretion of the Applicants. With the submission of the initial TDM Plan, the Applicants shall provide the County with a copy of the approved proffers and the TDM Strategic Plan. The TDM Budget shall include a contingency equal to ten percent (10%) of the amount of the annual TDM Budget (the "TDM Budget Contingency"). If FCDOT has not responded with any comments to the PM within sixty (60) days of receipt of the initial TDM Plan and TDM Budget, the TDM Plan and TDM Budget shall be deemed approved. The Applicants shall provide written documentation demonstrating the establishment of the TDM Budget to FCDOT no later than thirty (30) days after FCDOT's response to the proposed TDM Budget and Plan or following the sixty (60) day period described above.

Thereafter, the PM shall re-establish the TDM Budget for each successive calendar year, which shall cover the costs of implementation of the TDM Plan for such year (including the TDM Budget Contingency) up to $143,275.00 as maybe adjusted annually for inflation based on changes in the CPI. The Applicants, may, at their sole discretion increase the TDM Budget (including the 10% Budget Contingency) for any calendar year if necessary to achieve the trip reduction goals outlined in Paragraph B of this Proffer. The PM shall furnish a copy of the TDM Budget and TDM Plan for each year to the FCDOT and request in writing the County's review and comment in conjunction with the submission of the Annual Report as outlined in subparagraph J.ii. A line item for the TDM Account shall be included in the UOA/COA budget upon the establishment of the UOA/COA. The association documents that establish and control the UOA/COA shall provide that the TDM Account shall not be eliminated as a line item in the UOA/COA budget and that funds in the TDM Account shall not be utilized for purposes other than to fund TDM strategies. The TDM Account shall be funded solely by the Applicants until such time as assessments of residents and commercial owners are implemented as provided in the UOA/COA documents.

G. TDM Account.

(i) Initial Funding. Within thirty (30) days after FCDOT's response to the initial TDM Budget and TDM Plan or following the sixty (60) day process described above, the Applicants, through the PM, shall establish and fund the TDM Account in an amount equal to the initial TDM Budget for the TDM Plan and including the TDM Budget Contingency but in any event no more than $143,275.00 per full calendar year and as may be adjusted annually for inflation per any changes in the CPI unless increased at the Applicants' sole discretion. The PM shall provide written documentation demonstrating the establishment of the TDM Account to FCDOT within ten (10) days of its establishment.

(ii) Annual Funding. The TDM Account shall be replenished annually thereafter based on the forthcoming year's estimated TDM Budget but in any event no more than $143,275.00 per full calendar year as described in Paragraph E. However, the Applicants, may, at their sole discretion increase the TDM Budget (including the 10% Budget Contingency) for any calendar year if necessary to achieve the trip reduction goals outlined in Paragraph B of this Proffer. Such amount may be increased at the Applicants' sole discretion in any calendar year.

(iii) Management of TDM Account. The TDM Account shall be managed by the Applicants (or successor developer) through the PM until such time as the Applicant Control Period terminates. Thereafter, management of the TDM Account shall become the responsibility of the UOA/COA. As applicable, a line item for the TDM Account shall be included in the UOA/COA budget upon the establishment of the UOA/COA. The association documents that establish and control the UOA/COA shall provide that the TDM Account shall not be eliminated as a line item in the UOA/COA budget, and that funds in the TDM Account shall not be utilized for purposes other than to fund the TDM Plan. The TDM Account shall be funded solely by the Applicants (or successor developer) until such time as the Applicant Control Period expires or the pro-rata assessments of residents are implemented as provided in the UOA/COA documents, whichever is first.

H. TDM Remedy Fund. Concurrent with the establishment and funding of the TDM Account, the Applicants shall establish a separate, interest-bearing account referred to herein as the "TDM Remedy Fund." All interest earned on moneys deposited in the TDM Remedy Fund shall be added to the principal of the TDM Remedy Fund and used for TDM Remedy Fund purposes. Within thirty (30) days after the issuance of the first RUP for the Property, the Applicants shall contribute $128,480.00 to the TDM Remedy Fund (as may be escalated pursuant to Proffer 41). Moneys from the TDM Remedy Fund shall be drawn on by the Applicants or UOA/COA only for purposes of immediate need of TDM funding and may be drawn upon prior to any TDM Budget adjustments that may be required under Paragraph G above.

(i) Excess Funds in TDM Account. Until such time as the Phase III TDM Goal is met, any funds remaining in the TDM Account at the end of any given year may be transferred at the Applicants' sole discretion to the TDM Remedy Fund and/or Incentive Fund as defined respectively in Paragraphs H and I, or may be kept in the TDM Account for the following year's budget.

(ii) Transfer of Remedy Fund. Upon expiration of the Applicant Control Period, the Applicants shall transfer any funds remaining in the Remedy

Fund to the UOA/COA or successor developer/management company for TDM purposes.

I. TDM Purchase Incentives. Within thirty (30) days after the issuance of the first RUP for each Residential Building to be constructed as part of the proposed development, the Applicants shall make a one time contribution of $110/unit based on the total number of units per building reflected on the applicable building plans to a segregated sub-account in the TDM Account to fund a transit incentive program for initial purchasers and/or lessees of residential units in such building. Such program shall be prepared by the Applicants, in coordination with FCDOT, and shall include consideration for fare media distribution and value loading, financing incentives, and alternative incentives (such as grocery delivery) tailored to residents that are not likely to make use of alternative commute option benefits.

J. Monitoring and Reporting.

(i) Annual Surveys. Between March 1st and May 31st beginning one year after issuance of the 300th RUP for the Property or first office Non-RUP for Building F, the PM shall conduct a survey of residents and employees within the development (the "Annual Survey") designed to evaluate the effectiveness of the TDM Plan in meeting the TDM Goals applicable at that time and to evaluate the need for changes to the TDM Plan. The PM shall coordinate the draft Annual Survey materials and the methodology for validating Survey results with FCDOT at least forty-five (45) days prior to each year's Annual Survey. If an Annual Survey reveals that changes to the TDM Plan are needed or advisable, then the PM shall coordinate such changes with FCDOT and, as necessary, adjust the TDM Budget and implement the revisions for the following year's program. The PM shall submit as part of each Annual Report (defined below) an analysis of the Annual Surveys to FCDOT. Such analysis shall include at a minimum:

(a) A description of the TDM measures in effect for the survey period and a description of how such measures have been implemented;

(b) The number of people surveyed and the number of people who responded;

(c) The results of the surveys taken during the survey period;

(d) The number of residents, employees and/or others participating in the TDM programs, displayed by category and mode of use;

(e) An evaluation of the effectiveness of the TDM program elements in place, including their effectiveness at achieving the TDM Goals, and, if necessary, proposed modifications;

(f) A description of the uses constructed and occupied on the Property at the time the Survey was conducted.

(ii) Annual Report. The PM shall report annually to FCDOT on the TDM Plan (the "Annual Report") after completion of the Annual Survey and, as required, the annual Trip Count no later than June 30th of each calendar year. The Annual Report shall include (a) a description of the prior year's TDM strategic efforts, including, as applicable, sample marketing materials; (b) a financial statement that includes the TDM Budget and TDM Account revenues and expenditures for the preceding year; (c) an analysis of the Annual Survey for the preceding year, (d) a compilation and analysis of any Trip Counts that were conducted during the preceding year, including an identification of the applicable phased goal; (e) discussion of any changes to the TDM Plan for the upcoming year; (f) a summary of the levels of occupancy in each building completed to date; and (g) the TDM Budget for the upcoming year.

(iii) Adjustments to Calendar and Due Dates. Upon mutual agreement between FCDOT and the PM, the due dates for the delivery of the Annual Report may be extended by up to sixty (60) days if changes have occurred, or appear to have occurred, in trip characteristics resulting from events such as, but not limited to, the opening of an additional phase of development or changes to the TDM Plan that are not yet fully implemented as of the due date for the Annual Report.

(iv) Meetings with FCDOT. The PM shall meet with FCDOT annually, or as mutually agreed, to discuss the results of the Trip Counts, the Annual Survey, the Annual Report and the TDM Plan.

K. Trip Counts.

(i) Annual Trip Counts. The PM shall conduct a Trip Count annually between March 1st and May 31st (excluding weeks containing county/state/federal holidays or when area public schools are not in session) beginning with the year following the issuance of the 300th RUP for the Property or the first (1st) Non-RUP for Building F. The purpose of such Trip Count is to measure the actual vehicle trips generated by the residential and office uses constructed on the Property as of the date the Trip Count is completed and to evaluate whether such vehicle trips are less than, equal to or greater than the applicable phased TDM Goal (which is determined by the number of RUPs issued, the gross floor area constructed for the Office and Secondary Retail Uses, and the availability and operation of Metrorail service at the Tysons Central 123 Station) as set forth in subparagraph B.ii above. Trip counts provided to FCDOT shall include information on the percentage of RUPs and Non-RUPs issued for the Property as of the date of the Trip Count.

(ii) Methods. For purposes of this Proffer, Trip Counts shall be measured on three (3) consecutive days over a maximum two-week period (but not including a week containing a county/state/federal holiday or when area public schools are not in session), as the PM and FCDOT shall mutually determine. At least forty-five (45) days prior to conducting the Trip Counts, the PM shall meet with FCDOT to review and reach agreement on the dates and methodology for the Trip Counts and the analyses to be done after the Trip Counts are complete. The Trip Counts shall include Peak Hour counts of vehicles entering and exiting driveways to buildings within the Property. Supplemental intersection turning movement counts at those street connections to/from the Property, may also be conducted if deemed necessary by FCDOT. The Trip Counts shall be conducted so that only trips generated by the residential and office uses on the Property shall be counted (i.e. cut-through trips, Metro trips, retail trips, etc., shall be excluded).

(iii) Frequency of Trip Counts. Once initiated, the PM shall conduct Trip Counts annually between March 1st and May 31st until such time as two (2) consecutive annual Trip Counts conducted starting at least one (1) full calendar year after the Property reaches Build Out as defined in subparagraph B.ii show that vehicle trips generated by office and residential uses are less than or equal to the Phase III or IV TDM Goal, as applicable. If the results of two (2) consecutive Trip Counts reveal that the Phase III or IV TDM Goal has been met, then the Applicant Control Period shall expire as provided in this Proffer, the Letter of Credit (as defined in Paragraph M) (or cash, as applicable) shall be returned to the Applicants, and the Applicants shall have no further responsibility under this Proffer. Thereafter, the UOA/COA (or successor developer/management company) shall be responsible for the on-going implementation of the TDM Plan pursuant to Paragraph L and shall conduct additional Trip Counts as set forth in this Proffer. Notwithstanding the provisions of this paragraph, FCDOT may request Trip Counts be undertaken at any time to validate traffic data, but not more frequently than once per calendar year. If such requests are made by FCDOT, the PM shall conduct the requested Trip Counts.

(iv) Evaluation. The results of each Trip Count shall be compared to the trip reduction goals established in this Proffer for the then-applicable phase of the proposed development to determine whether actual traffic counts are equal to, less than or greater than the maximum allowed trips for the then-applicable TDM Goal as calculated in accordance with subparagraph B.i and ii.

(a) Pre-Build Out

i. In the event the trips generated by the office and residential uses prior to Build Out, as defined in Paragraph A.ii, and

evidenced by conducted Trip Counts are equal to or less than the maximum allowed trips established in accordance with Paragraph B.i and ii above as determined by the then-applicable phase of the development, then (i) no penalty is owed, and (ii) the PM shall continue to administer the TDM Plan in the ordinary course, in accordance with the provisions of these Proffers until Build Out is reached, after which subparagraph iv.b below shall apply.

ii. In the event the trips generated by the office and residential uses prior to Build Out, and as evidenced by conducted trip counts are greater than the maximum allowed trips set forth in Paragraph B.i and ii above as determined by the then-applicable phase of the proposed development, then the PM shall (a) develop modifications to the TDM Plan and the TDM Budget and/or implement certain of the supplemental strategies outlined in the TDM Strategic Plan to address the surplus of trips; (b) submit such revisions to the TDM Plan and TDM Budget to FCDOT as part of the Annual Report as outlined in Paragraph J.ii and request in writing the County's review and concurrence: No payment of penalties is required. If no written response is provided by FCDOT within forty-five (45) days, the PM's revisions to the TDM Plan and updated TDM Budget shall be deemed approved. Following approval of the revised TDM Plan and updated TDM Budget or after the forty-five (45) day period outlined above, the PM shall (a) draw down on the TDM Remedy Fund, as needed to implement one or more the supplemental strategies; (b) increase the TDM Account with TDM Remedy Funds, if necessary, in order to cover any proportional additional costs to implement the updated TDM Budget; and (c) implement the provisions of the revised TDM Plan.

(b) Build Out.

i. If two consecutive annual Trip Counts conducted in accordance with this Proffer after Build Out reveal the Phase III or IV trip reduction goal has been met, then (a) no penalty is owed; (b) the Applicant Control Period shall expire; (c) the Applicants shall have no further obligation with regard to this Proffer; and (d) the UOA/COA shall be responsible for on-going implementation and funding per Paragraph L.

ii. If after two consecutive annual Trip Counts conducted in accordance with this Proffer after Build Out reveal that the

Phase III or IV trip reduction as applicable has not been met, then the Applicants shall (a) pay into the TDM Penalty Fund in accordance with Paragraph M; and (b) through the PM develop modifications to the to the TDM Plan and the TDM Budget and/or implement one or more additional supplemental strategies as outlined in the TDM Strategic Plan to address the surplus of trips. The PM shall submit any such revision to the TDM Plan and TDM Budget to FCDOT as part of the Annual Report as outlined in Paragraph J.ii and request in writing the County's review and concurrence. If no written response is provided by FCDOT within forty-five (45) days of receipt, the PM's revisions to the TDM Plan and updated TDM Budget shall be deemed approved. Following approval of the revised TDM Plan and updated TDM Budget or after the forty-five (45) day period outlined above, the PM shall (a) draw down on the TDM Remedy Fund, as needed; (b) increase the TDM Account with TDM Remedy Funds, if necessary, in order to cover any proportional additional costs to implement the updated TDM Plan; and (c) implement the provisions of the revised TDM Plan. In any event, no penalties shall be levied against the Applicants for each of the two (2) annual counts conducted after Build Out in the event trip reduction goals are met.

L. Ongoing Implementation of TDM Plan. Once the Applicant Control Period has expired, the Letter of Credit/Cash (as defined in this Proffer) (as then-valued) shall be returned to the Applicants, and thereafter the UOA/COA shall be responsible for ongoing implementation of the TDM Plan. The PM shall conduct additional Trip Counts at five (5) year intervals to determine whether the Phase III or IV TDM Goal, as established by this Proffer, continues to be met. In the event that an Annual Report submitted by the PM demonstrates through trend analysis that a change in commuting patterns has occurred that is significant enough to reasonably call in to question whether the Phase III or IV TDM Goal continues to be met, as determined by FCDOT, then FCDOT may require the PM to conduct additional Trip Counts on a more frequent basis (but not more frequently than once per year) to determine whether, in fact, the Phase III or IV TDM Goal is being met.

(i) Continuation of TDM Plan. In the event subsequent Trip Counts conducted after the Applicant Control Period expires reveal that the actual trips generated remain equal to or less than the maximum number of trips permitted under Phase III or IV TDM Goal, then the PM shall continue to implement the TDM Plan and to make Annual Reports to FCDOT.

(ii) Further Revisions to TDM Plan. In the event subsequent Trip Counts conducted after the Applicant Control Period expires reveal that the actual

number of trips generated by the office and residential uses are greater than the maximum number of trips permitted under the Phase III or IV TDM Goal, as established by this Proffer, then the PM shall convene a meeting with FCDOT within forty-five (45) days of the completion of the Trip Count to review the results of the Trip Count and the TDM Plan then in place and to develop modifications to the TDM Plan and the TDM Budget to address the surplus of trips. The PM shall submit any revisions to the TDM Plan and TDM Budget to FCDOT within forty-five (45) days following this meeting. If no written response is provided by FCDOT within sixty (60) days, the PM's revisions to the TDM Plan and updated TDM Budget shall be deemed approved. Following approval of the revised TDM Plan and updated TDM Budget, the PM shall (a) draw down on the TDM Remedy Fund, as needed and available; (b) increase the TDM Account with TDM Remedy Funds, if necessary and available, in order to cover any proportional additional costs to implement the updated TDM Budget; and (c) implement the provisions of the revised TDM Plan as developed in consultation with FCDOT. The PM shall repeat the process above (including additional adjustments to the TDM Plan, additional funding and additional monitoring) until the Phase III or IV TDM Goal again has been met for two (2) consecutive years, whereupon the PM shall then be required to conduct Trip Counts only at five (5) year intervals, as described above.

M. TDM Penalty Fund. Prior to the issuance of the first RUP for the first residential building, the Applicants (or its successor owner or developer, but not the UOA/COA) shall (a) establish the TDM Penalty Fund and (b) deliver to the County $334,000.00 cash or a clean, irrevocable letter of credit in the stated amount of $334,000.00 issued by a banking institution approved by the County to secure the Applicants' obligations to make payments into the TDM Penalty Fund as described below. Prior to the issuance of the first RUP for each of the second and third residential buildings, the Applicants (or its successor owner or developer, but not the UOA/COA) shall deliver to the County an additional $333,000.00 cash or additional clean, irrevocable letters of credit in the stated amount of $333,000.00 each for a total of $1,000,000.00 to secure the Applicants' obligations to make payments into the TDM Penalty Fund as described below (collectively, the "Letters of Credit/Cash). If letters of credit are used to secure the TDM Penalty Fund, then they shall name the County as the beneficiary and shall permit partial draws or a full draw.

(i) Establishment of TDM Penalty Fund; Letters of Credit. During the Applicant Control Period, if the results of any consecutive annual Trip Counts conducted starting at least two (2) full calendar year after the Property reaches Build Out reveal that the actual vehicle trips generated by the office and residential uses exceed the maximum number of trips permitted under the Phase III or IV TDM Goal as applicable, then the Applicants shall pay into the TDM Penalty Fund the amounts specified below. FCDOT may thereafter withdraw funds from the TDM Penalty

Fund. If the Applicants fail to pay what is due to the TDM Penalty Fund, then, upon thirty (30) days written demand, FCDOT may draw against the Letters of Credit/Cash in the amount then due and owing. FCDOT may apply funds withdrawn from the TDM Penalty Fund, or drawn under the Letters of Credit/Cash, for transportation enhancements improvements in the vicinity of and serving the Property, including contributing to the provision of an areawide circulator serving the Tysons Corner Area, and/or additional transit incentives. The maximum aggregate amount of all penalties to be paid under this Paragraph M is $1,000,000.00. No penalties shall be imposed while the Phase I, and Phase II TDM Goals are applicable. Additionally, no penalties shall be imposed during the first two years of monitoring after Build Out.

(a) Failure up to 2%. A failure in the reduction of trips in either or both of the Peak Hours by two percent (2%) or less requires the Applicants to make a payment to the TDM Penalty Fund of $500 per vehicle trip for each trip that exceeds the Phase III or IV TDM Goal as applicable for the greater of the Peak Hours.

(b) Failure Greater than 2% but less than or equal to 5%. A failure in the reduction of trips in either or both of the Peak Hours by more than two percent (2%) but less than or equal to five percent (5%) requires the Applicant to make a payment into the TDM Penalty Fund of $1,000 per vehicle trip for each trip that exceeds the Phase III or IV TDM Goal as applicable for the greater of the Peak Hours.

(c) Failure Greater than 5%. A failure in the reduction of trips in either or both of the peak hours by an amount greater than 5% requires the Applicants to make a payment into the TDM Penalty Fund of $1,500 per vehicle trip for each trip that exceeds the Phase III or IV TDM Goal as applicable for the greater of the Peak Hours.

N. Enforcement. If the PM fails to timely submit the Annual Report to FCDOT as required by this Proffer, the County may thereafter issue the PM a notice stating that the PM has violated the terms of this Proffer and providing the PM sixty (60) days within which to cure such violation. If after such sixty (60) day period the PM has not submitted the delinquent Annual Report, then the Applicants and/or UOA/COA, as applicable, shall be subject to a penalty of $200 per day payable to Fairfax County to be used for transit or transportation related improvements in the vicinity of the Property until such time as the report is submitted to FCDOT.

O. TDM Obligations. All residents, tenants, owners, employers and employees living, working, operating a business or owning property within the Property shall be advised of the TDM Plan described in these Proffers through regular and periodic distribution of information by the TDM Program Manager, identified in

Proffer 20. All UOA/COA members shall be informed of any funding obligations resulting from the application of these Proffers prior to entering into a lease/contract of sale of individual residential dwelling units and the sale of parcels/building, including the commercial buildings. All such obligations shall be included in UOA/COA documents which shall also state that the TDM obligations that cannot be reduced or eliminated by the UOA/COA.

PARKING

21. Parking Requirements. Parking shall be provided in accordance with the parking requirements of Article 11 of the Fairfax County Zoning Ordinance, as determined by DPWES for each stage of development. If parking for the residential uses on the Property is to be assigned to specific dwelling units, not less than one space shall be assigned to each unit, including Workforce Dwelling Units as defined in these Proffers. Given the proximity to a future Metro Station, the character of the development as a mixed-use development, and the TDM Plan detailed in these proffers, the Applicants may pursue a shared parking agreement and/or parking reduction for the development, as may be permitted by the Fairfax County Zoning Ordinance and approved by the Board of Supervisors.

22. Parking Management. The Applicants shall separate the parking associated with the residential and commercial uses to ensure that each of these uses will have sufficient parking per the parking tabulations on the CDP/FDP or any approved parking reduction. Parking provided for the residential and offices uses shall be in close proximity to the respective use. Spaces allocated for residential uses shall not be accessible to the commercial patrons. The Applicants shall designate parking for each use through on-site signage to direct drivers to appropriate parking locations and shall utilize gates, pass cards or other mechanisms to control parking.

23. Parking Garage Stacking Space. The Applicants shall design the new parking structures to provide at least eighty (80) feet of stacking space between the existing curb line of Fashion Boulevard extended to the entry gates serving those respective parking structures. In addition, the Applicants shall provide state-of-the-art "proximity" card readers at the garage entrances and shall design the new garage entrances so that three of the four card readers shall be available for inbound traffic during the a.m. peak hour.

DESIGN DETAILS AND AMENITIES

24. Landscape Plan. The Applicants' CDP/FDP includes a conceptual landscape plan for the Property (Sheet 7) as well as details (Sheets 8 and 20) illustrating the plantings, streetscapes, plazas, elevated residential courtyards and other features to be provided.

    A. As part of each site plan submission, the Applicants shall submit to the Urban Forest Management Division of DPWES for review and approval a detailed landscape and tree cover plan, which shall include, among other things; irrigation information; design details for tree wells and other similar planting areas above structures and along streets; the composition of the planting materials and/or

structural soils used where plantings are to be located within or on top of structures and along streets and other methods to be used to ensure the viability of the proposed plantings; information demonstrating that this proffer has been met; and other information as may be required by Urban Forest Management.

B. The landscape plan shall be consistent with the quality and quantity of plantings and materials shown on the CDP/FDP. Adjustments to the type and location of vegetation and the design of the plazas, courtyard areas and streetscape improvements and plantings shall be permitted in consultation with DPZ and the Urban Forest Management Division.

C. For trees not planted within an eight (8) foot wide minimum planting area, or that do not meet the minimum planting area required by the Public Facilities Manual ("PFM"), the Applicant shall provide a minimum of 130 square feet of surface area of structural soil for Category 4 shade trees and 90 square feet of surface area of structural soil for Category 3 shade trees, as such trees are identified in the PFM. The structural soil shall have a minimum width of eight feet and a minimum depth of 36 inches and such planting areas shall be interconnected to the extent feasible, as determined by Urban Forest Management. Geotextile fabric shall be provided between the structural soil and a layer of organic material on top of the structural soil. At the time of site plan submission, the Applicant shall provide written documentation, including information about the composition of the structural soil, to Urban Forest Management indicating that a qualified and appropriately licensed company provided the structural soil. The Applicants shall provide 72-hour notice to Urban Forest Management prior to installation of the soil to allow verification of the composition of the structural soil and verification that the structural soil is the correct mix and is installed correctly. The Applicant shall provide written confirmation from a certified arborist and/or landscape architect demonstrating and verifying installation of structural soil.

D. The Applicant, subject to approval by the Urban Forest Management Division, shall provide additional tree plantings along its western boundary and off-site as may be permitted by the Tysons Corner Center owners as shown on Sheet 7 of the CDP/FDP to screen the travel aisle and garage entrance and lower level residential units along the east side of Buildings D, E and G from Fashion Boulevard.

25. Plazas/Open Space. The Applicants shall provide pedestrian plazas, open space and amenities throughout the Property as shown on the CDP/FDP. The plazas shall include landscaping, hardscape areas (such as concrete walkways with brick pavers, specialty paving, stonework, etc.), pedestrian scale lighting, benches, seating areas and similar passive recreation amenities.

The primary plaza located between Buildings B and C and Buildings D, E and G shall also include a fountain feature, as shown on Sheet 8 of the GDP/FDP or similar amenity to serve as the focal point for this primary pedestrian gathering space for the

development. This main plaza may also include a small retail use or pavilion as shown on the CDP/FDP.

26. Residential Courtyards. Rooftop courtyard amenities shall be provided for Buildings D, E and G as generally illustrated on Sheets 7 and 8. The Applicants reserve the right to provide amenity courtyards and swimming pools on additional levels of the buildings as well. The specific designs may be modified as a part of final architectural design, but shall remain consistent in the quality of design and amenities shown on the CDP/FDP. These courtyards shall include landscaping, hardscape areas, seating, pedestrian scale lighting and passive amenities, and are subject to review and approval by the Urban Forest Management Division.

27. Building Design. The development of the proposed buildings on the Property shall incorporate compatible landscaping, architectural design, and building materials in order to create a "Visually Unified Development." A "Visually Unified Development" shall include, but not be limited to, the use of design features such as: consistent landscaped design features, coordinated lighting and freestanding signage, landscaped plazas, and/or other similar unifying treatments. Office building materials shall include either masonry, stone, precast concrete, metal and glass, or any combination thereof. The Applicants shall submit the final architectural design of Buildings D, E and G and the associated garage to the Providence District Supervisor for review and comment at the time building plans are submitted to Fairfax County.

28. Garage Design. The architectural treatment of the northern facade of the existing parking structure shall be continued along the northern facade of the proposed garage associated with Building F. Specifically, the proposed facade shall include the provision of cantilevered planters and shall include building materials compatible to the facade of the existing parking structure.

    The majority of the western facade of the proposed parking garage(s) associated with Buildings D, E and G shall be faced with residential units utilizing the same architectural treatment as the other facades of the buildings. In those limited areas where the parking garage is exposed, the garage façade shall include building materials compatible with the residential facades.

29. Building Lighting. Except for lighting required for safety purposes (such as lights required by the Federal Aviation Administration) the portion of the rooftop spire structure extending beyond the top of the rooftop crown on Building " F" shall not be illuminated. Exterior architectural accent lighting of the other rooftop architectural elements of Building "F" shall utilize lighting fixtures that are aimed and, as necessary, shielded so that light is directed only on the features intended to be illuminated to minimize light spill into the night sky. In addition, lighting fixtures shall not cause direct glare or direct light beyond the building façade onto neighboring residential property. The maximum illuminance levels from such light sources, measured at a height of five feet above grade level at the boundary of any neighboring residential property on a vertical plane perpendicular to the line of sight, shall not exceed 0.5 foot candles. The maximum average target illuminance of any vertical dark surface shall not exceed 10 foot candles.

This proffer shall be considered supplemental to the glare standards contained in the Fairfax County Zoning Ordinance.

30. Site Lighting/Security. Except as may be included as part of an onsite signage program, all on-site, outdoor lighting shall comply with the Outdoor Lighting Standards of Section 14-900 of the Zoning Ordinance. The Applicants shall provide a security lighting plan for the main plaza between Buildings B and C and Buildings D, E and G; the plaza associated with Building F; and the pedestrian bridge, elevator and stairway leading from the Building F plaza to Fashion Boulevard. In addition, the Applicants shall provide for security monitoring of such areas in conjunction with the security operations on the buildings.

31. Signage. Signage for the Property shall be provided in accordance with the requirements of Article 12 of the Zoning Ordinance or pursuant to a Comprehensive Sign Plan ("CSP") approved by the Planning Commission. Any free-standing identification signage shall be provided in monument style, unless otherwise permitted with a CSP. A way-finding signage program shall be developed for the Property and provided as permitted by Article 12. This way-finding signage shall be provided prior to the issuance of a RUP for Buildings D, E and G and updated with each subsequent building. Alternatively, should the Applicants seek a CSP for the Property, said Plan shall incorporate way-finding elements.

32. Amenities and Facilities for Residents. The Applicants shall provide facilities designed to meet the onsite recreational needs of the future residents. Pursuant to Paragraph 2 of Section 6-110 and Paragraph 2 of Section 16-404 of the Zoning Ordinance regarding developed recreational facilities, the Applicants shall expend a minimum of $955 per market-rate residential unit on such recreation facilities. Prior to final bond release for the residential uses on the Property, the balance of any funds not expended on-site shall be contributed to the Fairfax County Park Authority for the provision of recreation facilities located in proximity to the Property. A substantially comparable level of amenities shall be provided for each building or be shared between buildings. The following facilities shall be provided:

A. Exterior courtyard and rooftop areas for Buildings D, E and G, as illustrated on Sheet 7 of the CDP/FDP, with informal seating areas, landscaping, hardscape areas, and passive recreation areas.

B. A minimum of one roof-top pool, and the ability to provide one or two additional pools on the rooftops of the residential buildings.

C. Clubroom(s) for community gatherings with a minimum aggregate square footage of 1,000 square feet;

D. Media/entertainment center(s) with a minimum aggregate square footage of 500 square feet outfitted with large screen/projection TV(s), seating areas and stereo/sound equipment;

E. Fitness center(s) with a minimum aggregate square footage of 1,500 square feet that includes equipment such as stationary bikes, treadmills, weight machines, free weights, etc.;

F. Two or more sport courts;

G. An outdoor tot lot or indoor children play area a minimum of 400 square feet; and

H. Business center(s) with a minimum aggregate square footage of 300 square feet, with broadband or high-speed data connections (including "secure" voice and/or data connections), computers, facsimile machine and similar items.

ENVIRONMENTAL

33. Noise Attenuation. Prior to site plan approval for Buildings D, E and G, the Applicants shall submit to Fairfax County an Environmental Noise Measurement and Noise Impact Assessment detailing projected highway noise impacts affecting the Property and proposing mitigation techniques. The Applicants shall, as necessary, provide mitigation techniques designed to reduce noise levels for exterior sources in the interior of residential units to no greater than 45 dBA Ldn, subject to approval by the Department of Planning and Zoning.

34. Stormwater Management. All of the stormwater detention requirements and the majority (72 percent) of the Best Management Practices ("BMPs") for the Property are provided in the existing stormwater detention facility located on the northern portion of the Property as shown on the CDP/FDP. The Applicants shall provide additional BMPs to meet County requirements within an underground stormwater BMP vault (sand filter or other similar storm filtration device to be determined at the time of site plan approval) to be located as generally shown on the CDP/FDP. The responsibility for maintenance of this underground BMP facility will fall solely on the property owner of Tax Map 39-2 ((29)) 1A1; the residential component of the Property will have no responsibility for maintaining the underground facility.

WORKFORCE HOUSING

35. Workforce Dwelling Units ("WDUs"). The Applicants shall provide housing units within Buildings D, E, and G that will be leased and/or sold to future residents who have a median household income of up to 120% of the Area Median Income ("AMI") for the Washington, D.C. Metropolitan Statistical Area as determined by the U.S. Census Bureau, as determined periodically by the U.S. Department of Housing and Urban Development (such units hereafter referred to as "WDUs"). The number of WDUs to be provided shall be equal to 12% of all dwelling units to be constructed on the Property.

A. WDUs shall be provided as follows:

(i) For WDUs marketed as rental units:

(a) One sixth of the WDUs provided shall be limited to households with an income up to 70% of the AMI.

(b) One sixth of the WDUs provided shall be limited to households with an income of up to 80% of the AMI.

(c) One third of the WDUs provided shall be limited to households with an income of up to 100% of the AMI.

(d) One third of the WDUs shall be limited to households with an income of up to 120% of the AMI.

(ii) For WDUs marketed as for-sale units:

(a) One third of the WDUs provided shall be limited to households with an income of up to 80% of the AMI.

(b) One third of the WDUs provided shall be limited to households with an income of up to 100% of the AMI.

(c) One third of the WDUs provided shall be limited to households with an income of up to 120% of the AMI.

(iii) WDUs shall be marketed to employees of nearby employers such as employers on the Property, Tysons Corner Center, and INOVA Hospital System; provided, however, that such marketing shall be completed on a non-discriminatory basis in conformance with the Fair Housing Act and all other applicable laws and regulations.

(iv) WDUs shall have a minimum size of 450 square feet for efficiency and/or studio units; 600 square feet for one (1) bedroom units; 750 square feet for two (2) bedroom units; and the mix of units shall be provided as determined by the Applicants in their sole discretion. The Applicants shall determine the interior amenities for each WDU provided.

(v) In keeping with Proffer 20C(vii), if one parking space is provided to each non-WDU unit in the base purchase/rental price, then one space shall be provided in the base purchase/rental prices for WDUs. If parking is not included in the base purchase/rental price and parking must be purchased/leased at an additional cost, the cost of parking for WDUs shall be discounted by 25 percent from the market rate charged to non-WDU units.

B. Designation on Site Plan. Each approved site plan(s), record plat(s) and building plan(s) for the residential buildings shall designate the number of WDUs by bedroom count and the number of non-WDU residential units by bedroom count to be provided. If the development of the Property is phased or developed in

sections, then the approved site plan(s) for the respective phase shall also contain tabulations of the total number of WDUs and the total number of non-WDU residential units on the Property. Whenever the calculation of the required WDUs results in a fractional unit less than 0.5, then the number shall be rounded down to the next whole number, and any fractional unit greater than 0.5 shall be rounded up to the next whole number, provided that twelve percent (12%) of the total number of dwelling units located on the Property are WDUs.

If there is to be any change in the location of WDUs after the original approval of a Site Plan(s), the Applicants shall be responsible for amending the approved plans and plats to reflect the designation of the alternate WDU prior to the issuance of a Residential Use Permit for the new WDU. However, in the case of a multiple family rental development that is under single ownership, the WDU units need not be specifically identified. In such rental developments, the site plans, record plats and building plans shall identify the development as a rental project and shall note the total number of WDU units and the number of Non-WDU units shall be noted on the approved site plan(s), record plat(s) and building plan(s).

C. Timing and Phasing for the Provision of WDUs. WDUs provided with any given single residential building on the Property may be greater or less than 12% of the total residential units in such building; provided, however, that the total number of WDUs provided at the completion of the proposed development shall satisfy the 12% overall requirement.

D. WDUs – Rental Rates. WDU rental rates shall be calculated utilizing the AMI income limits set forth in Proffer B-32.A and adjusting these base figures by the following factors for different WDU sizes based on the number of bedrooms:

Number of Bedrooms	Adjustment Factor
Efficiency (0 Bedrooms)	70%
1 Bedroom	85%
2 Bedrooms	100%

The result of this calculation for each WDU shall then be divided by twelve (12), and multiplied by twenty-five percent (25%) and rounded to the nearest whole number to establish the rent, excluding utilities. To the extent on-site recreational amenities are available at no charge to non-WDU tenants, the same recreational amenities shall be made available to WDU tenants at no charge.

E. Condominiums.

(i) If a residential building initially operated as a rental project, is subsequently converted to a condominium project, any existing WDUs shall be maintained as WDUs and shall be administered as for-sale units. The restrictions on any such WDU sale units shall be disclosed in the condominium declaration creating the condominium. Should the Applicants choose to relocate any such WDUs to another rental building,

the Applicants shall be responsible for amending the respective approved site plans to reflect the designation of the alternate WDUs prior to the issuance of a Residential Use Permit for the respective new WDUs.

(ii) If a residential building is sold as a condominium, either initially or as a conversion from rental use, WDUs in blocks of ten (10) or more may be purchased by a single entity and rented as WDUs with the following stipulations:

(a) The WDUs shall be rented in accordance with the rental provisions of this Proffer, including but not limited to, pricing and monthly reporting. No additional condominium association fees shall be assessed to the tenants of the WDU units.

(b) Parking for the WDUs shall be provided in accordance with the applicable provisions of the Zoning Ordinance with at least the minimum number of required spaces retained and made available for use by the WDU tenants.

(c) The tenants of the WDUs shall have access to all the site amenities available to Non-WDU residents in the development.

F. Administration.

(i) WDUs shall be administered in a fashion similar to ADUs pursuant to the below specified provisions of Section 2-800 of the Zoning Ordinance in effect at the time of the execution of these Proffers. The following specific provisions of the Zoning Ordinance shall apply to the administration of the WDUs: Section 2-805; 2-807, 2-808, 2-810, 2-811 Par. 1 through 4; 2-812 Par. 1 and 2,A, B, C, G, 3, 8 and 11; 2-812 Par. 6 (only as to the recording of a covenant committing to a thirty year contract period); 2-813; 2-817; and 2-818 including the recordation of appropriate restrictive covenants in the land records of Fairfax County, except where such provisions directly conflict with these Proffers. When the provisions of Proffer 35 conflict with any provision of the Zoning Ordinance, these Proffers shall control.

(ii) The Applicants reserve the right to enter into a separate binding written agreement with the appropriate Fairfax County agency as to the terms and conditions of the administration of the WDUs. Such an agreement shall be on terms mutually acceptable to both the Applicants and Fairfax County and may occur after the approval of this Application. Neither the Board of Supervisors nor Fairfax County shall be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the WDUs shall be administered in accordance with such an agreement, and the administrative requirements of this Proffer shall become null and void. Such an agreement and any modifications thereto,

shall be recorded in the land records of Fairfax County. In addition, if, prior to site plan approval for Buildings D, F or G, alternate regulations for the administration of WDUs are adopted by the Board of Supervisors as Ordinance or Policy to provide specific requirements regarding WDUs, the Applicant reserves the right, in its sole discretion, to opt into the new Policy/Zoning Ordinance provisions regarding WDUs, and the administrative requirements of this Proffer shall be null and void. In any event, if this Proffer conflicts with the administrative sections of the WDU provisions of the Zoning Ordinance, this proffer shall control.

COMMUNITY FACILITIES

36. County Athletic Field Contributions. In addition to the recreation facilities provided in the Residential Buildings, the Applicants also shall provide a contribution of $400,000 to the Board of Supervisors (the "Parks Contribution") to be used for parks and/or athletic facilities and fields in the vicinity of the Property, as determined by the Providence District Supervisor in consultation with the Providence District Athletic Fields Task Force. The Parks Contribution shall be made in two installments; with $100,000 paid within six (6) months of the approval of this rezoning and the remaining $300,000 paid prior to site plan approval for Residential Buildings D, E or G, whichever occurs first.

37. Public Schools. Per the Residential Development Criteria Implementation Motion adopted by the Board of Supervisors on September 9, 2002, and revised July, 2006, the Applicants shall contribute $11,630 per expected student in the Proposed Development based on a ratio of 0.076 students per residential unit to the Fairfax County School Board to be utilized for capital improvements to public schools serving students generated by the Property. Such contribution shall be made prior to site plan approval for each residential building triggering the Fairfax County Public Schools contribution for the students generated by that building.

MISCELLANEOUS

38. Metrorail Tax District Buyout for Certain Residential Uses. At least ninety (90) days prior to recording residential condominium documents for any portion of the Property located within the Phase 1 Dulles Rail Transportation Improvement District (the "Phase 1 District"), the Applicants shall provide a written notice to the Director of the Real Estate Division of the Fairfax County Department of Tax Administration advising that the Applicants intend to record condominium documents for that portion of the Property. Prior to recording the condominium documents, the Applicants shall pay to Fairfax County a sum equal to the then-present value of Phase 1 District taxes that will be lost as a result of recording the condominium documents, in accordance with a formula approved by the Fairfax County Board of Supervisors.

39. Temporary Signs. No temporary signs (including "popsicle" paper or cardboard signs) which are prohibited by Article 12 of the Zoning Ordinance, and no signs which are prohibited by Chapter 7 of Title 33.1 or Chapter 8 of the Title 46.2 of the Code of Virginia shall be placed on or off-site by the Applicants, or at the Applicants' or any

building's direction, to assist in the initial and future marketing, sales and/or rental of dwelling units on the Subject Property. This same restriction shall apply to the marketing of and sales by all retail establishments located on the Property. The Applicants, any builders and any retail tenants shall direct their agents and employees involved in marketing the Property to adhere to this Proffer.

40. Miscellaneous Contributions. Prior to site plan approval for Buildings D, E or G, whichever shall occur first, the Applicants shall contribute $5,000.00 to each of the following entities:

    A. Providence District Tree Fund;

    B. Dunn Loring Volunteer Fire Department; and

    C. Providence Library Fund.

41. Escalation in Contribution Amounts. Except for the amount to be contributed to the TDM Penalty Fund and School contributions, the amounts of each cash contribution set forth in these Proffers shall escalate from the base year of 2008 and change effective each January 1 based on the Consumer Price Index (the "CPI") as published by the Bureau of Labor Statistics, U.S. Department of Labor.

42. Advance 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.

43. Green Building Practices. The Applicants shall utilize green building practices for the residential buildings on the Property, including, but not limited to:

    A. Buildings to be designed by a design firm with at least one LEED (or equivalent program) accredited professional on the team;

    B. Allocation of space for storage of recyclables, including but not limited to, fluorescent light bulbs, paper, cardboard, aluminum and glass, and for collection of recyclables within each building;

    C. Prohibition of smoking in the interior public areas of the residential building and provision of designated smoking areas away from entries and operable windows;

    D. Buildings shall be designed to use insulated low e glass, or equivalent functioning glass;

    E. All dwelling units shall meet the energy guidelines for the International Building Code for energy efficient homes for either electric or gas energy homes, as applicable and shall utilize Energy Star (or equivalent) appliances.

The Applicants shall provide DPWES with documentation of the above five requirements prior to receiving building permits for any of the proposed residential building.

44. Retaining Walls. The retaining walls adjacent to the loading spaces and fire lane associated with Building F shall be constructed and/or faced with an architectural treatment compatible with the Building F garage facade.

45. Sewer Study. Prior to site plan approval for the first residential building, the Applicants shall provide a sewer service analysis to DPWES for review and approval.

46. Loading. All loading docks within the proposed buildings shall have doors to screen the views into the loading areas.

47. School Bus Loading. At the time of site plan approval for the first residential building, a location for school bus loading shall be provided either on the Property or on Towers Crescent Drive, subject to the approval of DPWES.

48. Private Street Maintenance. Should one or more of the residential buildings be developed and sold as condominiums, the Applicants shall make a one-time contribution of $7,500.00 to the established COA to fund future maintenance of the private road(s) serving the condominiums.

49. Compliance with Federal, State, and Other Local Laws/Severability. If it is found by a court of competent jurisdiction, that any portion of this Proffer related to providing WDUs violates any Federal, State or other local law, then the offending portion of this Proffer shall be deemed null and void and no longer in effect. All remaining conditions of these proffers shall remain in full force and effect.

50. Severability. Pursuant to Section 18-204 of the Zoning Ordinance, any portion of the Property may be the subject of a proffered condition amendment ("PCA"), Special Exception ("SE"), Special Permit ("SP"), or Final Development Plan Amendment ("FDPA") without joinder and/or consent of the owners of the other portions of the Property, provided that such PCA, SE, SP or FDPA does not materially adversely affect the other phases. Previously approved zoning applications applicable to the balance of the Property that is not the subject of such a PCA, SE, SP or FDPA shall otherwise remain in full force and effect.

51. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicants and his successors and assigns. Each reference to "Applicants" in this proffer statement shall include within its meaning and shall be binding upon Applicants' successor(s) in interest and/or developer(s) of the site or any portion of the site.

52. 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 but one and the same instrument.

[SIGNATURES BEGIN ON THE NEXT PAGE]

CO-APPLICANT/
TITLE OWNER OF TAX MAP 39-2 ((29)) 1A1, B

TYCON TOWER I INVESTMENT LIMITED PARTNERSHIP

BY: TYCON TOWER I INVESTMENT CORPORATION,
ITS SOLE GENERAL PARTNER

By: Daniel J. Bradley
Its: President

Daniel J. Bradley
President

[SIGNATURES CONTINUE ON NEXT PAGE]

CO-APPLICANT/
TITLE OWNER OF TAX MAP 39-2 ((29)) 1E

TOWERS CRESCENT, LLC

BY: TOWERS CRESCENT HOLDINGS, LLC,
ITS SOLE MEMBER

By: Daniel J. Bradley
Its: President

Daniel J. Bradley
President

[SIGNATURES CONTINUE ON NEXT PAGE]

CO-APPLICANT/
TITLE OWNER OF TAX MAP 39-2 ((29)) 1F

TOWERS CRESCENT LAND, LLC

BY: TOWERS CRESCENT HOLDINGS, LLC,
ITS SOLE MEMBER

By: Daniel J. Bradley
Its: President

Daniel J. Bradley
President

[SIGNATURES END]