

FAIR LAKES LAND BAY V-A (OFFICE)

PCA 82-P-069-15

PROFFER STATEMENT

JUNE 7, 2007

JULY 12, 2007

AUGUST 2, 2007

AUGUST 28, 2007

SEPTEMBER 7, 2007

SEPTEMBER 17, 2007

SEPTEMBER 19, 2007

SEPTEMBER 28, 2007

OCTOBER 2, 2007

Pursuant to Section 15.2-2303A of the Code of Virginia, as amended, and subject to the Board of Supervisors approval of PCA 82-P-069-15, Fair Lakes Center Associates L.P. (the "Applicant") and the undersigned owners of the approximately 27.43 acres (known as Fairfax County Tax Map Parcels 55-2 ((1)) 6B, 8A1 pt., 11A1 and 11B1 and identified as a portion of Fair Lakes Land Bay V-A), included in this application (the "Property"), proffers for themselves and their successors and assigns that development of the Property shall be in conformance with the previous proffers approved by the Board of Supervisors in PCA 82-P-069-14 and dated April 14, 2005, which proffers shall remain in full force and effect except as qualified by and subject to the following terms and conditions. In the event this application is denied, these revised proffers shall immediately be null and void and the previous proffers dated April 14, 2005 shall remain in full force and effect.

1. **Paragraph 1 shall be revised to read as follows:**

Substantial Conformity with Conceptual Development Plan Amendments. The subject 27.43-acre PCA Application Property shall be developed in substantial conformance with the Conceptual Development Plan Amendment approved by the Board of Supervisors for the respective land bay, as further modified by all relevant Proffered Conditions for Fair Lakes, as follows: (i) CDPA 82-P-069-1 consisting of one sheet prepared by Dewberry & Davis as revised through July 12, 1984 and approved by the Board of Supervisors on September 24, 1984; (ii) CDPA 82-P-069-3 consisting of one sheet prepared by Dewberry & Davis, as revised through June 26, 1987 and approved by the Board of Supervisors on July 20, 1987; (iii) CDPA 82-P-069-7 consisting of four sheets of the combined CDPA/FDPA plan prepared by Dewberry & Davis and dated August 9, 2004, as revised through January 27, 2005 and approved by the Board of Supervisors on July 25, 2005; and (iv) pending CDPA 82-P-069-03-01 consisting of twelve (12) sheets of the combined CDPA/FDPA plan prepared by Dewberry & Davis and dated March 26, 2007, as revised through August 1, 2007.

2. **Paragraph 2 shall be revised to read as follows:**

Allocation of Land Uses. Allocation of land uses as provided in the text accompanying the Conceptual Development Plan Amendment is affirmed as follows: No more than 513,572 square feet of principal and secondary uses shall be constructed on the Property.

In no event shall the amount of principal and secondary uses for the entirety of Fair Lakes exceed 8,558,005 square feet. Non-residential uses shall not exceed 6,090,002 square feet. Principle and secondary uses in Land Bays IV-A, V-A, V-B, VI-A and VII-B as contained within the application area for the following applications: (i) PCA 82-P-069-15; (ii) PCA 82-P-069-16; (iii) PCA 82-P-069-17; (iv) PCA 82-P-069-18; (v) PCA 82-P-069-19; and (vi) PCA 82-P-069-20, shall not exceed 2,435,782 square feet. However, up to 945,877 square feet in Land Bay II may be converted from non-residential to residential uses exclusive of ADUs and up to 14,200 square feet may be converted to eating establishments/fast food restaurant/personal service establishment uses in Land Bay II. Residential units shall not be fewer than 1,464.

The specific uses to be provided in the first phase of development are depicted in FDPs submitted for Land Bays I-A, I-B, V-A, VI-A and VI-B. Land Bay II shall be approximately 120 acres, and shall be developed in 1,463,616 square feet of employment, residential and eating establishment/fast food restaurant uses specified in the CDPA for Land Bays II-A and II-B. The residential square footage in Land Bay II shall not exceed 945,877 square feet which shall be exclusive of the square footage for affordable dwelling units. In addition, the residential square footage in Land Bay II shall not be counted towards, i.e., shall be deemed in its entirety to be in excess of, the fifty (50) percent limitation for residential use in the Fair Lakes PDC District as specified in Par. 5 of Sect. 6-206 of the Zoning Ordinance as well as the 2:1 ratio of primary to residential uses recommended for office-mixed use areas in the Fairfax Center Area. Residential square footage located in the remainder of Fair Lakes may be developed in excess of the fifty (50) percent (based upon the principal, non-residential uses in all of Fair Lakes) limitation set forth in Paragraph 5 of Section 6-206 of the Zoning Ordinance, as modified by the Board of Supervisors in other PCA applications.

A mix of principal and secondary uses shall be distributed over the remainder of the site, with other retail, hotel and other residential uses to be located in Land Bays III, IV, V, VI and VII. The aggregate non-residential square footage shall not exceed 6,090,002 square feet, of which 200,000 to 855,000 square feet shall be allocated to hotel use, 200,000 to 1,295,000 square feet, exclusive of any eating establishment/fast food restaurant/personal service establishment uses in Land Bay II, to uses such as retail uses, accessory service uses, retail sales establishments, child care centers, eating establishments, financial institutions, health clubs, theaters, service stations, car washes and other principal and secondary PDC uses that are neither residential, hotel nor office/research in character, and 2,250,000 to 5,443,820 square feet to office, research and other non-retail uses. Specific uses shall be designated at the time the FDPs are submitted. For purposes of this proffer, the designation of a building as office or other employment use shall be construed to permit inclusion of fast food (e.g., delicatessen), financial institution, and other such accessory and personal service uses on the ground and/or first floor level of such building, it being understood that the details of any drive-through and/or child care uses must be the subject of final development plan or special exception approval.

3. **Paragraph 3 shall be revised to read as follows:**

Final Development Plan Amendments. Notwithstanding that CDPA 82-P-069-03-01 appears on the same development plan with FDPA 82-P-069-10-04/FDPA 82-P-069-01-14, consisting of twelve (12) sheets and described in Paragraph 1 above, it shall be understood that (i) said CDPA plan shall consist of the entire plan relative solely to points of access, general location of the proposed buildings, on-site vehicular circulation and common open space areas; and (ii) the Applicant has the option to request Final Development Plan Amendment ("FDPA") approvals from the Planning Commission in accordance with Section 16-402 of the Zoning Ordinance with respect to the remaining elements. The Applicant further retains the option to file partial Conceptual Development Plan Amendment(s) in the future.

4. **Paragraph 5 shall be revised to read as follows:**

Architectural Design. The architectural design of the office building shall be in substantial conformance with the general character of the elevations and perspectives shown on Sheet 7 of the CDPA/FDPA. The Applicant reserves the right to revise the elevations as a result of final architectural design, so long as the character and quality of design remains in substantial conformance with those shown. Building materials for the office building shall be compatible with the existing office buildings located within Land Bay V-A, as determined by DPWES. Building materials for the office building may include, but shall not be limited to the following materials: glass, masonry, pre-cast concrete, EIFS, ground and/or split face CMU. The above grade levels of parking shall be sheathed in a manner consistent with the façade treatment of the office building.

5. **Paragraph 11 shall be revised to read as follows:**

Tree Preservation. The Applicant shall submit a tree preservation plan as part of the first and all subsequent site plan submissions. The preservation plan shall be prepared by a professional with experience in the preparation of tree preservation plans, such as a certified arborist or landscape architect, and shall be subject to the review and approval of Urban Forest Management, DPWES ("UFM").

The tree preservation plan shall consist of a tree survey that includes the location, species, size, crown spread and condition rating percentage of all trees 10 inches in diameter and greater, and 20 feet to either side of the limits of clearing and grading shown on the CDPA/FDPA for the entire site. The tree preservation plan shall provide for the preservation of those areas shown for tree preservation, those areas outside of (protected by) the limits of clearing and grading shown on the CDPA/FDPA, and those additional areas in which trees can be preserved as a result of final engineering. The condition analysis ratings shall be prepared using methods outlined in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture. Specific tree preservation activities that will maximize the survivability of trees identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the plan.

All trees shown to be preserved on the tree preservation plan shall be protected by tree protection fence which shall be erected at the limits of clearing and grading. Tree

protection fence shall consist of 14-gauge welded wire fencing, a minimum of four (4) feet in height, attached to steel posts driven eighteen (18) inches into the ground and spaced no farther than ten (10) feet apart. Other tree protection measures shall be employed to protect trees during construction, subject to the approval of UFM.

The Applicant shall conform to the limits of clearing and grading as shown on the CDPA/FDPA, subject to the installation of utilities and/or trails as determined necessary by the Director of DPWES. If it is determined necessary to install utilities and/or trails outside of the limits of clearing and grading as shown on the CDPA/FDPA, they shall be located in the least disruptive manner necessary as determined by UFM. A replanting plan shall be developed and implemented, subject to approval by UFM, for any areas outside the limits of clearing and grading that must be disturbed.

During any clearing or tree/vegetation/structure removal or transplantation of vegetation on the Application Property, a representative of the Applicant shall be present to monitor the process and ensure that the activities are conducted as proffered and as approved by UFM.

At the time of site plan approval for the office building depicted on the CDPA/FDPA, the Applicant shall post a bond as part of the typical site improvement bond to ensure preservation and/or replacement of the trees, for which a tree value has been determined in accordance with the tree preservation plan described above (the "Bonded Trees"), that die or are dying due to unauthorized construction activities. The bond shall be equal to 100% of the replacement value of the Bonded Trees. At any time prior to final bond release for the office building depicted on the CDPA/FDPA, should any Bonded Trees die, be removed, or are determined to be dying by UFM due to unauthorized construction activities, the Applicant shall replace such trees at its expense. The replacement trees shall be of equivalent species and canopy cover as approved by UFM.

6. **Paragraph 14 shall be revised to read as follows:**

Trails. Trails and sidewalks shall be provided in the locations depicted on the CDPA/FDPA and shall be constructed to PFM standards, subject to the approval of DPWES. Trails located outside of the public right-of-way and those providing access to the public plaza depicted on the CDPA/FDPA shall be subject to public access easements.

7. **Paragraph 15 shall be revised to read as follows:**

Transportation Demand Management. The Applicant shall implement a Transportation Demand Management ("TDM") program to reduce office employee vehicle trips during peak periods. Office employees shall be advised of all TDM strategies by the TDM Coordinator, as described below. TDM coordination duties shall be carried-out by a designated agent/employer or transportation management coordinator(s) (collectively "TDM Coordinator"). The TDM Coordinator position may be a part of other duties assigned to the individual(s). This TDM Program shall only

apply to the 267,000 square foot office building depicted on the CDPA/FDPA whose approval is subject to PCA 82-P-069-15.

A. Components of the TDM Program: The TDM Program shall include the following components:

1. TDM Goal: The TDM program shall be implemented to reduce by ten percent (10%) (the "TDM Goal") the A.M. and P.M. weekday peak hour vehicular trips associated with the proposed office use, defined as the peak hour of travel between 6:00 A.M.-9:00 A.M. and 4:00 P.M.-7:00 P.M. respectively, derived from trip generation rates and/or equations applicable to 267,000 square feet of office use as set forth in the Institute of Transportation Engineers, Trip Generation, 7th Edition (Land Use Code 710-General Office Building).
2. TDM Program: In order to meet the TDM Goal set forth in this Proffer, the Applicant shall implement this TDM Program, which may be amended, subject to approval of FCDOT, without the necessity of a PCA. Strategies shall include, but not limited to, the following initiatives that shall be implemented by the Applicant as the building is complete:
 - a) Within three (3) months following issuance of the initial non-RUP for the office building depicted on the CDPA/FDPA, the Applicant shall designate an individual to act as the TDM Coordinator for the Property whose responsibility shall be to implement the TDM Strategies, with on-going coordination with FCDOT, the Fair Lakes League and the Owner's Association(s). Upon designation of a TDM Coordinator, the contact information of the TDM Coordinator shall be provided to FCDOT within 10 days of such designation and updated within 10 days after changes occur in said designation;
 - b) Participation in the Fairfax County Ride Share Program and other trip reduction programs sponsored by FCDOT;
 - c) Dissemination of materials regarding Metrorail, Metrobus, Fairfax Connector, ride-sharing, teleworking and other relevant transit options in sale/leasing packages;
 - d) Provision of information of potential carpool and vanpool options that may be available to office employees. Designated carpool and vanpool parking spaces shall be provided in preferred locations within the office building parking garage;
 - e) Provision of transit maps, schedules and other relevant transit option information to office employees through posting in the common-area of the office building, a newsletter or use of a community website;
 - f) The Fair Lakes community web site shall include information on the TDM program and on multi-modal transportation options;

- g) Coordination with the Fair Lakes League and the Owner's Association(s) regarding potential TDM programs that may be implemented for existing uses; and
 - h) Provision of conveniently located bicycle parking in the office building structured parking area. Accessible shower and locker room facilities for employee usage shall be conveniently located in the office building.
- 3. **TDM Budget:** Upon designation of the TDM Coordinator, the Applicant shall (i) establish a TDM Account for the purpose of funding the implementation of the TDM Strategies stated in this paragraph, and (ii) initiate the TDM fund with a \$10,000 contribution. The TDM Account shall be managed by the TDM Coordinator. A line item for further funding of the TDM Account shall be included in the Owner's documents, which shall provide that the TDM Account will not be eliminated and that TDM funds will not be utilized to pay the salary of the TDM Coordinator or for any other Non-TDM related purpose. The TDM Account shall be funded by the Owner with a minimum annual contribution of \$10,000 per year in addition to any TDM Remedy which may be contributed to the TDM Account pursuant to Paragraph 7(A)(5) below. The annual contribution may be provided to a larger, more inclusive Fair Lakes TDM Program, to further the goals set forth in this Paragraph, if such a TDM Program is created that includes the office building depicted on the CDPA/FDPA.
- 4. **Monitoring:** Twelve (12) months following issuance of the initial non-RUP for the office building depicted on the CDPA/FDPA, the effectiveness of the TDM program shall be evaluated using surveys and/or traffic counts prepared by the TDM Coordinator in cooperation with, and as approved by FCDOT. The TDM Coordinator shall submit an Annual Report to FCDOT based upon said surveys and/or traffic counts, in order to facilitate determination by FCDOT of what trip reduction has been achieved. The Applicant shall conduct such surveys and/or traffic counts for three (3) years following the initial survey. Following build-out of the proposed office building depicted on the CDPA/FDPA, the Applicant shall then conduct surveys and/or traffic counts annually until it is demonstrated through two (2) consecutive surveys and/or annual traffic counts that the TDM Goal has been achieved.
- 5. **TDM Remedy:** In the event that the TDM Goal has not been achieved pursuant to the aforesaid two consecutive surveys and/or traffic counts, then the Applicant shall meet with FCDOT to review the TDM Program for the purpose of identifying additional strategies and programs that may be implemented to assist in achieving the TDM Goal for the office building depicted on the CDPA/FDPA. Until the TDM Goal has been met for two consecutive surveys and/or annual traffic counts, the Applicant shall contribute annually to the TDM account \$0.05 per gross square feet of office use on the Property, which remedy amounts shall be utilized on additional TDM strategies, as approved by FCDOT.

8. **Fairfax Center Area Road Fund Contribution.** The Applicant shall contribute to the Fairfax Center Area Road Fund in accordance with the "Procedural Guidelines" adopted by the Board of Supervisors on November 22, 1982, as amended as of the time of each such payment, subject to credits for all creditable expenses, as determined by FCDOT and DPWES.

9. **Landscaping.** Landscaping shall be generally consistent with the quality, quantity and the locations shown, respectively, on the "Landscape Detail" included as Sheet 4 and 6 of the CDPA/FDPA. At the time of planting, the minimum caliper for trees shall be as follows: large deciduous trees shall be at least three (3) inch caliper, and large evergreen trees shall be at least eight (8) feet in height. Actual types and species of vegetation shall be determined pursuant to more detailed landscape plans submitted at the time of site plan, for review and approval by UFM. Preference shall be given by the Applicant to utilizing native species to the extent feasible. This shall not be construed, however, to preclude the use of non-native species. Such landscape plans shall provide tree coverage and species diversity consistent with the PFM criteria, as determined by UFM.

Trees planted in areas which are less than eight (8) feet in width and/or do not meet the minimum planting area required (before any approved modification) by the Public Facilities Manual ("PFM") may be counted towards satisfying the minimum tree cover requirement provided that structural soils or structural cells are incorporated as specified herein. The Applicant shall provide structural soils or structural cells with a minimum depth of 24 inches. The minimum width of areas of structural soils or structural cells shall be eight (8) feet, which may extend beneath any paved surface, so long as a minimum of 130 square feet is provided for Category IV trees and 90 square feet is provided for Category III trees, as such trees are identified in the PFM. Such planting areas shall be interconnected to the extent feasible, as determined by UFM. Geotextile fabric shall be provided between the structural soil or structural cells and the surrounding media as required by the specific application. The residual opening in the planting area may be mulched, landscaped or covered by a tree grate. At the time of site plan submission, the Applicant shall provide written documentation, including information about the composition of the structural soil or specifications regarding the structural cells to UFM indicating that a qualified and appropriately licensed "company" provided the structural soil or structural cells. The Applicant shall provide 72-hour notice to UFM prior to installation of the soil to allow verification of the composition of the structural soil or structural cells and verification that the structural soil or structural cell 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 or structural cells.

10. **Tree Transplantation.** The Applicant shall transplant the healthy American Chestnut tree located on the Property, should UFM determine that this tree is capable of survival once transplanted. The Applicant shall work with UFM to determine a suitable location for the transplantation of said American Chestnut tree within Fair Lakes. If said American Chestnut tree is determined to be unhealthy or diseased at the time of site plan submission, the Applicant shall not be required to transplant said American Chestnut tree. Upon written permission from the Applicant, following zoning approval and prior to site

plan submission, UFM shall be permitted to enter the Property for the purpose of monitoring the condition of said American Chestnut tree and collection of any nuts that may be produced.

11. **Plaza Development.** Prior to the issuance of the initial Non-RUP for the office building, the Applicant shall improve the plaza area as detailed on Sheet 4 and Sheet 6 of the CDPA/FDPA. The Applicant shall construct either of the plaza designs depicted on Sheet 4 or Sheet 6 depending upon the lobby location pursuant to Paragraph 13 below. A public access easement shall be provided for the public plaza constructed by the Applicant.
12. **Building Heights.** The maximum building height of the proposed office building shall not exceed the building height indicated on the CDPA/FDPA. As indicated on the CDPA/FDPA, the Applicant is committed to a maximum building height and number of stories above grade, inclusive of parking. The Applicant reserves the right to construct one or two office buildings, but in no event shall the gross floor area of the office building exceed 267,000 square feet of gross floor area. Should the Applicant construct two office buildings, there shall not be a difference greater than four (4) floors of height between them. Regardless of the configuration of the office building, the footprint of the building shall be no greater than that depicted on the CDPA/FDPA. This height limit shall not be construed to include penthouses or mechanical equipment rooms covering less than 25% of the total roof area pursuant to Sect. 2-506 of the Zoning Ordinance. Air conditioner units and other mechanical equipment located on the roof shall be contained within the penthouse or shall be screened from view from Fair Lakes Circle and Fairfax County Parkway.
13. **Alternate Lobby Location.** As stated in Paragraph 11 above, the Applicant reserves the right to construct the office building as one unified building with a common lobby or as two separate towers with individual lobbies. If two separate towers are constructed, the building footprint, lobby entrances, garage access, loading spaces and landscaping shall be provided as depicted on Sheets 5 and 6 of the CDPA/FDPA.
14. **Landscaped Roof.** Should the parking structure located between the two office buildings depicted on the CDPA/FDPA be enclosed with a roof structure, the Applicant shall provide landscaping for a minimum of 1500 square feet of said roof structure. Landscaping proposed for this area shall be depicted on any landscape plan submitted to DPWES during site plan review subject to Paragraph 9 above.
15. **Parking.** Parking shall be provided in accordance with the requirements of Article 11 of the Zoning Ordinance. The Applicant reserves the right to provide more parking spaces than required by the Zoning Ordinance, but in no event shall the number of surface parking spaces exceed that indicated on the CDPA/FDPA.
16. **Streetscape Improvements.** Streetscaping shall be provided as indicated on the CDPA/FDPA and shall be installed prior to the issuance of the initial non-RUP for the office building depicted on the CDPA/FDPA. Streetscape elements (lighting fixtures, benches, trash receptacles and similar site features) shall be unified conceptually

throughout the Property and shall be in conformance with the Fair Lakes Design Guidelines.

17. **Transportation Improvements.** The following road improvements shall be provided by the Applicant, subject to and as approved by VDOT and DPWES. However, upon demonstration by the Applicant that, despite diligent efforts by the Applicant, provision of a respective improvement has been unreasonably delayed by others or by circumstances beyond the control of the Applicant, the Zoning Administrator may agree to a later date for the completion of each such improvement:

A. **Fair Lakes Circle (west)/Fair Lakes Parkway/Fair Valley Drive Intersection Improvements (Intersection 3).**

1. **Fair Lakes Parkway Westbound Left Turn Lane.** At the time of final site plan approval for the last of the buildings depicted on subject application (PCA 82-P-069-15) and on the CDPA/FDPAs associated with PCA 82-P-069-16 (Land Bay V-B), PCA 82-P-069-17 (Land Bay V-A--Residential) and PCA 82-P-069-19 (Land Bay VII-B), the Applicant shall evaluate the need for a second left turn lane from westbound Fair Lakes parkway onto southbound Fair Lakes Circle. If, prior to said evaluation, DPWES and FCDOT determine that this improvement is necessary at the time of site plan approval for any of the buildings depicted on the above CDPA/FDPAs, then the Applicant shall construct this improvement prior to the issuance of the initial Non-RUP or RUP for the building depicted on said CDPA/FDPA. If this improvement is deemed to not be necessary, then prior to issuance of the initial Non-RUP or RUP for said final building referenced in the first sentence of this Paragraph 17(A)(1), the Applicant shall contribute the cost of constructing this improvement to the Board of Supervisors for use in the Fair Lakes Parkway/Fairfax County Parkway interchange project, VDOT project 7100-029-353. Should this interchange project be fully funded by the time of said contribution, then any funds contributed pursuant to this proffer shall be used by the County for other Fairfax Center Road Fund projects.
2. **Fair Lakes Circle Northbound Exclusive Right Turn Lane.** Prior to the issuance of the initial Non-RUP for the office building depicted on the CDPA/FDPA, the Applicant shall restripe the northbound approach on Fair Lakes Circle to provide a dedicated left turn lane, and shared left turn/through lane, and an exclusive right turn lane.

B. **Fair Lakes Circle (east)/Fair Lakes Parkway/Fair Lakes Court Intersection Improvements (Intersection 6).**

1. **Fair Lakes Parkway Eastbound Right Turn Lane.** Prior to the issuance of the initial Non-RUP for the office building depicted on the CDPA/FDPA, the Applicant shall modify the existing right turn lane from eastbound Fair

Lakes Parkway onto southbound Fair Lakes Circle to include a yield sign and a traffic control median, subject to the approval of DPWES.

2. Fair Lakes Parkway Westbound Left Turn Lane. At the time of final site plan approval for the last of the buildings depicted on subject application (PCA 82-P-069-15) and on the CDPA/FDPAs associated with PCA 82-P-069-16 (Land Bay V-B) and PCA 82-P-069-17 (Land Bay V-A-- Residential), the Applicant shall evaluate the need for a second left turn lane from westbound Fair Lakes Parkway onto southbound Fair Lakes Circle. If, prior to said evaluation, DPWES and FCDOT determine that this improvement is necessary at the time of site plan approval for any of the buildings depicted on the above CDPA/FDPAs, then the Applicant shall construct this improvement prior to the issuance of the initial Non-RUP or RUP for the building depicted on said CDPA/FDPA. If this improvement is deemed to not be necessary, then prior to issuance of the initial Non-RUP or RUP for said final building referenced in the first sentence of this Paragraph 17(B)(2), the Applicant shall contribute the cost of constructing this additional left turn lane to the Board of Supervisors for use in the Fair Lakes Parkway/Fairfax County Parkway interchange project, VDOT project 7100-029-353. Should this interchange project be fully funded by the time of said contribution, then any funds contributed pursuant to this proffer shall be used by the County for other Fairfax Center Road Fund projects.
3. Fair Lakes Circle Northbound Left Turn Lane. Prior to the issuance of the initial Non-RUP for the office building depicted on the CDPA/FDPA, the Applicant shall, in lieu of constructing, contribute the cost of constructing an additional northbound lane to provide dual left turn lanes, a single through lane, and an exclusive right-turn lane to the Board of Supervisors for use in the Fair Lakes Parkway/Fairfax County Parkway interchange project, VDOT project 7100-029-353. Should this interchange project be fully funded by the time of site plan approval for the office building depicted on the CDPA/FDPA, then any funds contributed pursuant to this proffer shall be used by the County for other Fairfax Center Road Fund projects.
4. Fair Lakes Circle Northbound Free Flow Right Turn Lane. Prior to the issuance of the initial Non-RUP for the office building depicted on the CDPA/FDPA, the Applicant shall construct an accepting lane on eastbound Fair Lakes Parkway to create (i) a free flow right turn lane from northbound Fair Lakes Circle onto eastbound Fair Lakes Parkway and (ii) a continuous third/right turn lane from this intersection to the next intersection to the east (Market Commons Drive).

C. West Ox Road/Fair Lakes Parkway (Intersection 7).

1. Fair Lakes Parkway Westbound Left Turn Lane. Prior to the issuance of the initial Non-RUP for the office building depicted on the CDPA/FDPA, the Applicant shall construct a second left turn lane from westbound Fair Lakes Parkway onto southbound West Ox Road and extend the length of the existing and proposed left turn bays by decreasing the length of the adjacent existing eastbound Fair Lakes Parkway left turn bay prior to the issuance of the initial Non-RUP for the office building depicted on the CDPA/FDPA.
 2. West Ox Road Southbound Right Turn Lane. If the construction of an exclusive right turn lane from southbound West Ox Road onto westbound Fair Lakes Parkway is deemed to not be necessary by DPWES and FCDOT at the time of site plan approval, then the Applicant shall contribute the cost of such improvement to the Board of Supervisors for use in the Fair Lakes Parkway/Fairfax County Parkway interchange project, VDOT project 7100-029-353. Should this interchange project be fully funded by the time of site plan approval for the office building depicted on the CDPA/FDPA, and if the exclusive right turn lane on southbound West Ox Road is deemed to not be necessary, then any funds contributed pursuant to this proffer shall be used by the County for other Fairfax Center Road Fund projects.
- D. Traffic Signal Warrant Study. Prior to approval of the initial site plan for the office building depicted on the CDPA/FDPA, the Applicant shall submit a traffic signal warrant study to VDOT for the intersection of Fair Lakes Circle and the entrance to the CGI property (Tax Map Parcel 55-2 ((1)) 14A), which shall include the office development proposed in the CDPA/FDPA and in PCA 82-P-069-16 (Land Bay V-B) and PCA 82-P-069-17 (Land Bay V-A--Residential). At the time of building permit approval for the office building depicted on the CDPA/FDPA, if VDOT has not made a determination that said signal is warranted or has deemed the warrants to have been met, then the Applicant shall post a bond in an amount, as determined by DPWES, necessary to cover the cost of the traffic signal, including pedestrian countdown crossing controls, subject to VDOT approval. If the warrants have not been met by the time of the issuance of building permits for all of the buildings depicted on the CDPA/FDPAs associated with this application (PCA 82-P-069-15), PCA 82-P-069-16 (Land Bay V-B), and PCA 82-P-069-17 (Land Bay V-A--Residential), then any obligation under this proffer shall expire and the bond for the traffic signal shall be released..
- E. Off-Site Trail Improvements. Prior to the issuance of the initial Non-RUP for the office building depicted on the CDPA/FDPA, the Applicant shall provide a trail improvement on the east side of Fair Lakes Circle from the easternmost Fair Lakes Circle intersection with Fair Lakes Parkway, westerly for approximately 1200 feet. This trail improvement shall consist of a five (5) foot wide sidewalk.
- F. Off-Site Crosswalk Improvements. Prior to issuance of the initial Non-RUP for the office building depicted on the CDPA/FDPA, the Applicant shall provide

painted crosswalk improvements at the intersections of Fair Lakes Circle/Roger Stover Drive and at the intersection on Fair Lakes Circle west of its intersection with Roger Stover Drive. All crosswalk improvements located within the right-of-way of any road shall be performed subject to the approval of VDOT.

- G. Bus Shelter. The Applicant shall provide one (1) bus shelter with an all weather pedestrian access to the adjacent trail prior to the issuance of the initial Non-RUP for the proposed office building depicted on the CDPA/FDPA, with no requirement for a turnoff lane or additional road improvements, along Fair Lakes Circle in the vicinity of the proposed office building depicted on the CDPA/FDPA, whose final location shall be determined by the Applicant in cooperation with the Director of DPWES and FCDOT Transit Services at the time of building permit issuance for said office hotel building, only (i) if a bus shelter has not been constructed by that time by others, and (ii) if it is determined that scheduled public or private bus service shall utilize said shelter. If the shelter is provided, the Applicant shall assume maintenance of the bus shelter area, including trash removal, and the maintenance responsibility shall be provided for in the Owners Association documents.
- H. Signal Modifications. The Applicant shall modify traffic signals at the intersections improved by these proffers, as deemed necessary, and subject to the approval of VDOT.
- I. Fairfax County Parkway/Fair Lakes Parkway Interchange. At the time of site plan approval for the office building depicted on the CDPA/FDPA, or upon demand, whichever occurs first, the Applicant shall dedicate right-of-way, in fee simple, and provide drainage easements, temporary construction easements and permanent construction easements to the Board of Supervisors, as deemed necessary for use in the construction of the Fairfax County Parkway/Fair Lakes Parkway interchange improvement (VDOT project 7100-029-353). The right-of-way to be dedicated, and the drainage easements, temporary construction easements and permanent construction easements to be provided, shall be for those lands owned by any Peterson Company or Shorestein Realty Investors Seven, L.P. affiliated entity and only for those respective areas and purposes designated on the final interchange design plans, to the extent they are essentially consistent with those respective areas identified on plans titled *Fairfax County Parkway (Rte. 7100) Proposed Interchange with Fair Lakes Parkway (Rte. 7700) Project: 7100-029-353, PE-101, Fairfax County* and subtitled *Right of Way Plans Provided to Fairfax County for Coordination with Proposed Development, July 24, 2007*. The provision of temporary construction easements shall be subject to the condition that, upon completion of construction activities, VDOT shall restore these areas, to the maximum extent feasible, to a natural wooded state as in existence prior to the commencement of construction activities.
- J. Fairfax County Parkway/Fair Lakes Parkway Interchange Contribution. In addition to those funds contributed to the Fairfax Center Area Road Fund in accordance with Paragraph 8 above, the Applicant shall contribute an additional

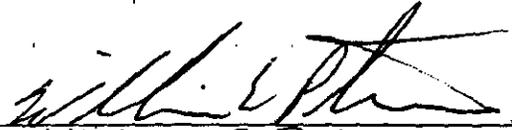
one dollar (\$1) per square foot to the Board of Supervisors to be utilized on the Fair Lakes Parkway/Fairfax County Parkway interchange project, VDOT project 7100-029-353. This additional contribution shall be made to the Board of Supervisors at the same time and in the same proportion as said Fairfax Center Area Road Fund contribution. Should this interchange project be fully funded by the time of site plan approval for the office building depicted on the CDPA/FDPA, then these funds shall be used by the County for other Fairfax Center Road Fund projects.

- K. Transportation Improvements by Others. To the extent any of the above-mentioned transportation improvements or transportation related monetary contributions (except the contribution in Paragraph 17(J), immediately above) are constructed, bonded for construction or contributed by others pursuant to PCA 82-P-069-16, PCA 82-P-069-17, PCA 82-P-069-19 and PCA 82-P-069-20 prior to the approval of a site plan for the office building depicted on the CDPA/FDPA, then the Applicant shall be relieved of the commitment to construct or contribute towards each such constructed, bonded or otherwise satisfied transportation improvement.
18. Signage. Signage shall be provided in accordance with Article 12 of the Zoning Ordinance and in conformance with the Fair Lakes Comprehensive Sign Plan, as may be amended.
19. Density Credit. All intensity of use attributable to land areas dedicated and/or permanent easements conveyed to the Board of Supervisors at the Applicant's expense pursuant to these proffers (including, without limitation, the dedications referenced above) shall be subject to the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance and is hereby reserved to the residue of the subject Property.
20. Successors and Assigns. Each reference to "Applicant" in this Proffer Statement shall include within its meaning, and shall be binding upon, Applicant's successor(s) in interest and/or developer(s) of the site or any portion of the site.
21. Counterparts. To facilitate execution, this Proffer Statement may be executed in as many counterparts as may be required. It shall not be necessary that the signature on behalf of all the parties to the Proffer Statement appear on each counterpart of this Proffer Statement. All counterparts of this Proffer Statement shall collectively constitute a single instrument.

[SIGNATURES ON FOLLOWING PAGE]

FAIR LAKES CENTER ASSOCIATES L.P.
(Applicant)

BY: Fair Lakes Retail Center, Inc.
Its General Partner

BY: 
NAME: William E. Peterson
TITLE: Vice President

SRI SEVEN FAIR LAKES LLC
(Title Owner of Parcels 55-2-((1))-6B, 8A1, 11A1
and 11B1)

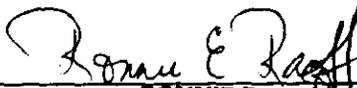
BY: _____
NAME: _____
TITLE: _____

FAIR LAKES CENTER ASSOCIATES L.P.
(Applicant)

BY: Fair Lakes Retail Center, Inc.
Its General Partner

BY: _____
NAME: _____
TITLE: _____

SRI SEVEN FAIR LAKES LLC
(Title Owner of Parcels 55-2-((1))-6B, 8A1, 11A1
and 11B1)

BY: 
NAME: RONNIE E. RAGOFF
TITLE: Vice President