

FAIR LAKES LAND BAY IV-A
PCA 82-P-069-18
PROFFER STATEMENT
AUGUST 2, 2007
NOVEMBER 6, 2007
NOVEMBER 14, 2007
NOVEMBER 29, 2007
DECEMBER 18, 2007
JANUARY 3, 2008
JANUARY 22, 2008

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-069-18, Fair Lakes Center Associates L.P. (the "Applicant") and the undersigned owners of the approximately 13.96 acres (known as Fairfax County Tax Map Parcels 55-2 ((4)) 12, 16, 19 and 26A and identified as a portion of Fair Lakes Land Bay IV-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-069-11 and dated May 30, 2001, which proffers shall remain in full force and effect except as qualified by and subject to the following amended terms and conditions. In the event this application is denied, these revised proffers shall immediately be null and void and the previous proffers dated May 30, 2001 shall remain in full force and effect.

1. **Paragraph 1 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 388,800 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. Principal 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.

2. **Substantial Conformity with Conceptual Development Plan Amendments.** The subject 13.96-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-069-4 consisting of one sheet prepared by Dewberry & Davis, as revised through May 20, 1988 and approved by the Board of Supervisors on August 1, 1988; (iv) CDPA 82-P-069-5 consisting of one sheet prepared by Dewberry & Davis, as revised through July 10, 1989 and approved by the Board of Supervisors on October 2, 1989; and (v) pending CDPA 82-P-069-05-01 consisting of eleven (11) sheets of the combined CDPA/FDPA plan prepared by Dewberry & Davis and dated February 27, 2007, as revised through January 22, 2008.
3. **Final Development Plan Amendments.** Notwithstanding that CDPA 82-P-069-05-01 appears on the same development plan with FDPA 82-P-069-13-10, consisting of eleven (11) sheets and described in Paragraph 2 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. **Architectural Design.** The architectural design of the retail/office building shall be in substantial conformance with the general character of the elevations shown on Sheet 5-6 of the CDPA/FDPA and shall be compatible with the existing retail center, which may be redesigned, through the use of compatible materials, color, retail cornice heights, canopies and/or other similar architectural elements. 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 retail/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.
5. **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 shall be subject to public access easements.
6. **Landscaping.** Landscaping shall be generally consistent with the quality, quantity and the locations shown, respectively, on the "Landscape Detail" included as Sheet 4 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.

7. **Streetscape.** Streetscaping shall be provided as depicted on Sheet 4 of the CDPA/FDPA. The Applicant shall phase the installation of streetscape elements to coincide with those elements located adjacent to that portion of the retail/office building proposed for construction by individual site plans. Streetscape elements to be installed shall be depicted on applicable site plans and shall be installed prior to the issuance of the non-RUP for that portion of the retail/office building approved by an individual site plan. Streetscape elements (lighting fixtures, benches, trash receptacles and similar site features) shall be unified conceptually throughout the Property.
8. **Plaza Development.** Prior to site plan approval for the second phase of the retail/office building, or prior to issuance of the Non-RUP for greater than 150,000 gross square feet of space within the retail/office building, whichever comes first, the Applicant shall begin construction of and diligently pursue the completion of the new plaza area as detailed on Sheet 4 of the CDPA/FDPA. During construction of the retail/office building and the associated parking structure, the plaza area may be used for construction vehicles, construction staging and/or as surface parking until such time as the completion of the plaza area. A public access easement shall be provided for the plaza area constructed by the Applicant.
9. **Garage Entrance.** The garage entrance depicted in the northeast portion of the proposed retail/office building may be relocated to the east of the location depicted on the CDPA/FDPA, subject to final engineering. The final location of said garage entrance shall be determined by the Applicant in coordination with DPWES and FCDOT prior to site plan approval.
10. **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.
11. **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/Fair Lakes Parkway (west)/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-069-18) and on the CDPA/FDPAs associated with PCA 82-P-069-15 (Land Bay V-A--Office), 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, at the western intersection of these two roads. 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 11(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 retail/office building depicted on the CDPA/FDPA, the Applicant shall restripe the northbound approach on Fair Lakes Circle, at its western intersection with Fair Lakes Parkway to provide a dedicated left turn lane, a shared left turn/through lane, and an exclusive right turn lane.

B. Stringfellow Road/Fair Lakes Boulevard Intersection Improvement.

1. Fair Lakes Boulevard Westbound Left Turn Lane. The Applicant shall restripe the westbound approach of Fair Lakes Boulevard, at its intersection with Stringfellow Road, to provide dual left turn lanes and an exclusive right-turn lane prior to the issuance of the initial Non-RUP for the retail/office building depicted on the CDPA/FDPA.

C. Fair Lakes Circle/Fair Lakes Shopping Center Intersection Improvement.

1. Fair Lakes Circle Northbound Left Turn Lane. The Applicant shall extend the length of the existing Fair Lakes Circle northbound left turn lane into the Fair Lakes Center by a minimum of 100 feet prior to the issuance of the initial Non-RUP for the retail/office building depicted on the CDPA/FDPA subject to approval by VDOT.

- D. Fair Lakes Parkway/Fair Lakes Shopping Center Access Road Improvement.
1. The Applicant shall extend the length of the existing dual left turn lanes from westbound Fair Lakes Parkway onto the Fair Lakes Center North Access Road by a minimum of 150 feet prior to the issuance of the initial Non-RUP for the retail/office building depicted on the CDPA/FDPA.
- E. Traffic Signal. Prior to the issuance of the initial Non-RUP for the retail/office building depicted on the CDPA/FDPA, the Applicant shall install a traffic signal at the intersection of the Fair Lakes Center North Access Road and the entrance to the Property from Fair Lakes Parkway. The Applicant shall coordinate the timing of said traffic signal with the existing traffic signal at the entrance to Fair Lakes Center from Fair Lakes Parkway for the purpose of reducing queuing on the North Access Road, subject to VDOT approval.
- F. 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.
- 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 retail/office building depicted on the CDPA/FDPA, with no requirement for a turnoff lane or additional road improvements, along Fair Lakes Parkway in the vicinity of the proposed retail/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 retail/office building, only (i) if a bus shelter has not been constructed in this vicinity 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. 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 10 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.
- I. Transportation Improvements by Others. To the extent any of the above-mentioned transportation improvements or transportation related monetary

contributions (except the contribution in Paragraph 11(E), immediately above) are constructed, bonded for construction or contributed by others pursuant to PCA 82-P-069-15, PCA 82-P-069-16, PCA 82-P-069-17, PCA 82-P-069-19, PCA 82-P-069-20 and/or any VDOT or County initiated project prior to the approval of a site plan for the office/retail 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.

12. **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 112,000 square feet of office space depicted on the CDPA/FDPA whose approval is subject to PCA 82-P-069-18.

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, 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 office uses 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 buildings 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 and to retail employees;
 - 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 buildings, 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) The TDM Coordinator shall offer to meet annually with retail lessees of the 125,000 square feet of retail space depicted on the CDPA/FDPA to discuss transit options available to their employees;
 - h) Coordination with the Fair Lakes League and the Owner's Association(s) regarding potential TDM programs that may be implemented for existing uses; and
 - i) Provision of conveniently located bicycle parking in the office buildings 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 proffer, 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 12(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

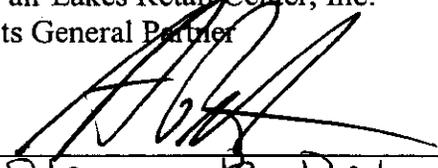
Program is created that includes the office buildings depicted on the CDPA/FDPA.

4. **Monitoring:** Twelve (12) months following issuance of the initial non-RUP for the office buildings 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 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 retail/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 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 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 buildings depicted on the CDPA/FDPA. Until the TDM Goal has been met for two consecutive 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.
13. **Parking.** Parking shall be provided in accordance with the requirements of Article 11 Part 1 of the Zoning Ordinance. The Applicant reserves the right to provide more parking spaces than required by the Zoning Ordinance, so long as the resulting number of parking spaces do not diminish the amount of open space and the minimum distances to the peripheral lot lines depicted on the CDPA/FDPA. Fewer parking spaces than required by the Zoning Ordinance may be provided subject to the approval of a Parking Reduction Agreement.
14. **Phased Parking Plan.** The Applicant shall ensure that the minimum Zoning Ordinance parking requirement for shopping centers will be provided to serve the existing retail establishments while the retail/office building depicted on the CDPA/FDPA is under construction. Prior to site plan approval for each phase of construction of the retail/office building, the Applicant shall obtain the private agreements with adjacent and/or nearby property owners of parcels of land located within Land Bays IV, V and/or VII of the Fair Lakes development deemed necessary to permit the use of excess parking spaces should additional spaces be required to satisfy the minimum Zoning Ordinance parking requirement for shopping centers. Construction of each phase of the proposed retail/office building that requires displacement of existing surface parking spaces shall not commence during the time between October 1 and December 31.

15. **Parking Structure Design.** The parking structure elevations shall be treated with consistent individual design elements that may include, but not to be limited to, colored concrete panels, stamped concrete panels, glass, or other architectural treatment for the purpose of softening the visual impact of the parking structure.
16. **Parking Structure Lighting.** The Applicant shall utilize full cut-off, low-intensity or recessed lighting directionally shielded to mitigate the potential impact of light glare emanating beyond the limits of the Property from any of the parking structures. Such lighting shall meet the requirements of Article 14 of the Zoning Ordinance.
17. **Limits of Clearing and Grading.** 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 DPWES.
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.

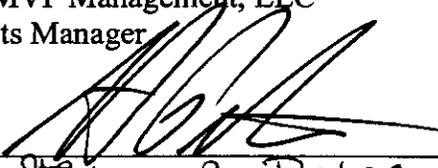
FAIR LAKES CENTER ASSOCIATES L.P.
*(Applicant and Title Owner of Parcels
55-2-((4))-12, 19)*

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

BY: 
NAME: Steven B. Peterson
TITLE: Vice - President

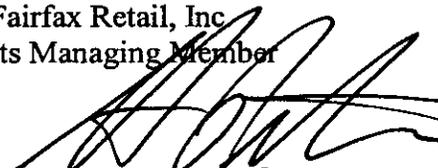
FAIR LAKES ASSOCIATES L.C.
(Title Owner of Parcel 55-2-((4))-16)

BY: MVP Management, LLC
Its Manager

BY: 
NAME: Steven B. Peterson
TITLE: Manager

FAIRFAX RETAIL L.C.
(Title Owner of Parcel 55-2-((4))-26A)

BY: Fairfax Retail, Inc.
Its Managing Member

BY: 
NAME: Steven B. Peterson
TITLE: Vice - President

