



PCA APPLICATION ACCEPTED: September 19, 2006  
RZ APPLICATION ACCEPTED: June 27, 2008  
PLANNING COMMISSION PUBLIC HEARING: July 31, 2008  
PLANNING COMMISSION DECISION: September 18, 2008  
BOARD OF SUPERVISORS: September 22, 2008 @ 4:30 p. m.

## County of Fairfax, Virginia

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September 11, 2008

### STAFF REPORT ADDENDUM

APPLICATIONS RZ 2008-PR-011 & PCA 92-P-001-05

### PROVIDENCE DISTRICT

APPLICANT:	The MITRE CORPORATION
PRESENT ZONING:	C-3, HC
REQUESTED ZONING:	C-3 with revised proffers, HC
PARCELS:	30-2 ((28)) 3A1, 4A3
ACREAGE:	19.6 acres
FLOOR AREA RATIO (FAR):	1.0
OPEN SPACE:	196,000 sq. ft. (23 percent)
PLAN MAP:	Office
PROPOSAL:	Add a Fourth Building (157,439 sq. ft. in a 6-story, 90 foot tall building) to the Existing MITRE Campus increasing the overall GFA to 855,301 sq. ft.
WAIVERS & MODIFICATIONS:	Transitional Screening and Barrier along the southern boundary, Loading Spaces, Minimum Front Yard for Existing MITRE 3

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Peter Braham

Department of Planning and Zoning  
Zoning Evaluation Division  
12055 Government Center Parkway, Suite 801  
Fairfax, Virginia 22035-5509  
Phone 703-324-1290 FAX 703-324-3924  
[www.fairfaxcounty.gov/dpz/](http://www.fairfaxcounty.gov/dpz/)



## **STAFF RECOMMENDATIONS:**

Staff recommends that RZ 2008-PR-011 and PCA 92-P-001-05 be approved subject to the execution of the draft proffers contained in Appendix 1.

Staff further recommends that a modification of the transitional screening yard requirements and the barrier requirements along the southern boundary as shown on the proffered Generalized Development Plan be approved.

Staff further recommends that the requested modification of the number of loading spaces be approved pursuant to the provisions of Sect. 11-201.

Finally, staff recommends that the previously approved reduction in the minimum yard requirement for MITRE 3 be reaffirmed pursuant to the provisions of Sect. 2-418.

It should be noted that it is not the intent of staff to recommend that the Board, in adopting any conditions proffered by the owner, relieve the applicant/owner from compliance with the provisions of any applicable ordinances, regulations, or adopted standards.

It should be further noted that the content of this report reflects the analysis and recommendation of staff; it does not reflect the position of the Board of Supervisors.

The approval of this rezoning does not interfere with, abrogate or annul any easement, covenants, or other agreements between parties, as they may apply to the property subject to this application.

For information, contact the Zoning Evaluation Division, Department of Planning and Zoning, 12055 Government Center Parkway, Suite 801, Fairfax, Virginia 22035-5505, (703) 324-1290.

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Americans with Disabilities Act (ADA): Reasonable accommodation is available upon 7 days advance notice. For additional information on ADA call (703) 324-1334 or TTY 711 (Virginia Relay Center).

## BACKGROUND

On July 31, 2008, the Planning Commission held a public hearing regarding these two concurrent zoning applications. At the conclusion of the public hearing the Planning Commission deferred decision on the applications until September 18, 2008 with the record remaining open for written comment. The deferral was made to allow the staff and the applicant to address the issues with regard to the proffers raised during the Planning Commission public hearing. On September 8, 2008, the Board of Supervisors authorized expedited scheduling of the Board public hearing has been scheduled to September 22, 2008 at 4:30 p. m. An executed set of the August 23<sup>rd</sup> proffers including attachments has been included in the BOS package for the September 22, 2008 public hearing.

The applicant has submitted revised proffers dated August 23, 2008 which are included as Attachment 1 to this addendum. Attachment 2 is a redline version of the August 23<sup>rd</sup> proffers compared with the version published in the Staff Report, which are dated July 15, 2008. Attachments 3 and 4 include revised affidavits for RZ 2008-PR-011 and PCA 92-P-001-05, respectively. Attachment 5 includes a copy of the locator map for the concurrent applications.

## DISCUSSION

The following discussion describes the changes made to the proffers based on the comments at the public hearing and additional discussions between the applicant, staff, the Providence District Planning Commissioner and the Providence District Supervisor. It should be noted that while some of the revisions resulted in the proffers being renumbered, the August 23<sup>rd</sup> proffers are in the same general order as the July 15<sup>th</sup> set. The proffer numbers used below are those utilized by the August 23<sup>rd</sup> set included as Attachment 1.

Proffer Number 1 has been clarified to make it clear that this action does not supersede the proffers for the other properties that will continue to be subject to the proffers for RZ 92-P-001 and its subsequent proffered condition amendments.

A commitment by the applicant to participate with the County and other groups with regard to the protection, stabilization and rehabilitation of Scotts Run has been added to Proffer Number 5.

Proffer Number 6 commits the applicant to install a cistern to collect the runoff from MITRE 4 for reuse as irrigation and other appropriate uses.

The commitment contained in Proffer Number 9 to participate in a County approved sustainability program has been expanded to refer to County-wide programs rather than just such future programs that may be constituted for the Tysons Corner Urban Center.

The following modifications have been made to the TDM program contained in Proffer Number 10:

- A commitment to reassess the TDM plan, including the strategies, goals and budget, five years after the opening of the Tysons East Metro Station, has been added to allow the TDM plan to be revised when this nearby transit asset becomes operational.

- Participation in a "Campaign to Ride to Work" with other stakeholders and organizations is proffered to occur once Metrorail service has been extended to Loudoun County. This commitment is based on a survey of current employees that indicates the majority of the workers at this location live to the west.
- While the basic commitment to create a TDM account is still included in the proffer, the applicant has amended the proffer to also allow an alternative mechanism that ensures the TDM program would be fully funded as may be approved by the County.
- The proffer with regard to the remedy fund has been modified to allow the applicant to create a project account to place that money in; however, this does not result in the account bearing interest that could be used to fund remedies to ensure that the proffered goal is met.
- The paragraph regarding the penalty fund has been amended to make it clear that the TDM program will continue to be implemented even if the full penalty fund has been disbursed.

Proffer Number 12 has been modified to ensure that commitments with regard to each end of MITRE Plaza are directed to the proper end of that private road because MITRE Plaza is the link between two separated portions of Colshire Drive. This proffer has also been amended to allow for County review of the signage plan required by this proffer.

Proffer Number 16 has been included to ensure that a public ingress/egress and access agreement for MITRE Plaza is recorded to ensure that link remains available for use by the public providing a link between Magarity Road and Route 123.

Proffer Number 24 with regard to cellar space has been revised to continue the previous limitation on the use of such space within the existing three buildings and include additional restrictions on the use of cellar space in MITRE 4, the proposed new building.

The commitment to obtain LEED certification for the new building has been upgraded to a commitment to obtain Silver Certification. With this enhanced commitment, the performance bond is no longer needed because the standards for LEED Silver certifications are greater than those for LEED certification, which is the standard recommended by the recently adopted Policy Plan amendment regarding green buildings. The commitment to provide documentation to the County with regard to attainment of Silver Certification from the Green Building Council is included in the revised proffer.

Proffer Number 29 has been revised to move the timing of the contribution for athletic field improvements to be concurrent with site plan submission for MITRE 4 and the timing of the contribution for workforce housing has been clarified to occur at the first Non-RUP for that building.

Proffer Number 33 has been added to include a \$5,000 contribution to Nottoway Nights, to be paid upon submission of the first site plan for MITRE 4.

## CONCLUSIONS AND RECOMMENDATIONS

### Conclusions

The changes to the proffer statement do not affect staff's recommendation that these applications be approved.

### Recommendations

Staff recommends that RZ 2008-PR-011 and PCA 92-P-001-05 be approved subject to the execution of the draft proffers contained in Appendix 1.

Staff further recommends that a modification of the transitional screening yard requirements and the barrier requirements along the southern boundary as shown on the proffered Generalized Development Plan be approved.

Staff further recommends that the requested modification of the number of loading spaces be approved pursuant to the provisions of Sect. 11-201.

Finally, staff recommends that the previously approved reduction in the minimum yard requirement for MITRE 3 be reaffirmed pursuant to the provisions of Sect. 2-418.

It should be noted that it is not the intent of the staff to recommend that the Board, in adopting any conditions proffered by the owner, relieve the applicant/owner from compliance with the provisions of any applicable ordinances, regulations, or adopted standards.

It should be noted that the content of this report reflects the analysis and recommendation of staff; it does not reflect the position of the Board of Supervisors.

## ATTACHMENTS

1. Draft Proffer Statement dated August 23, 2008
2. Redline Comparison of the August 23, 2008 proffers with the July 15, 2008 proffers
3. Revised affidavit for RZ 2008-PR-011
4. Revised affidavit for PCA 92-P-001-05
5. Locator Map

**MITRE 4 PROFFERS  
PCA 92-P-001-05  
RZ 2008-PR-011**

**Dated - July 23, 2008  
Revised – September 5, 2008**

Pursuant to Section 15.2-2303 (A), Code of Virginia (1950, as amended) and Sect. 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), the property Owner for themselves and their successors and/or assigns (collectively referred to as the “Applicant”) in this Proffered Condition Amendment (“PCA”) and Rezoning proffer that the development of the parcels under consideration and shown on the Fairfax County Tax Maps as Tax Map 30-3 ((28)) 3A1 and 4A3 (the “Property”) shall be in accordance with the following conditions if, and only if, Proffered Condition Amendment application PCA 92-P-001-5 and Rezoning application RZ 2008-PR-011 are granted. In the event that the PCA and Rezoning applications are denied, these Proffers shall be immediately null and void and of no further force or effect.

**GENERAL**

1. Previous Proffers. All previous proffers associated with PCA 92-P-001-3, PCA 92-P-001-2 and PCA 1998-PR-052 as they apply to the Property shall be eliminated by and superseded by the following proffers.
2. Proffered Condition Amendment/Rezoning/Generalized Development Plan. The Property shall be developed in substantial conformance with Sheets 1 through 18 of the Proffered Condition Amendment/Rezoning/Generalized Development Plan dated August, 2006, and revised through June 27, 2008, prepared by Patton, Harris, Rust & Associates and consisting of 18 sheets (the “GDP”).
3. Minor Modifications. Minor modifications to the GDP may be permitted when necessitated by sound engineering or that may become necessary as part of final site plan or engineering, pursuant to Section 18-204(5) of the Zoning Ordinance.

**ENVIRONMENT**

4. Landscaping. Landscaping of the MITRE 4 building shall comply with Sheet 5 of the GDP. The Property shall be landscaped using a mix of shade and/or ornamental trees and evergreen trees of a quantity and species consistent with existing landscaping at the Property, subject to approval by the Urban Forest Management Division (“UFMD”). Native species shall be used for the proposed tree plantings to the maximum extent possible and as determined practical as agreed by the UFMD. A landscaping plan shall be submitted at the time of site plan for MITRE 4, which plan shall be reviewed and approved by the Department of Public Works and Environmental Services (“DPWES”). During the time of site plan, Applicant shall also meet on-site with a representative from UFMD to identify dead or dying vegetation on the Property. Applicant shall replace such vegetation with comparable landscaping, to be agreed with the UFMD.

5. Storm Water Management & Long-Term Protection of Scotts Run.

- A. Storm Water Management. Run-off from the portion of the Property disturbed by the construction of MITRE 4 and from a portion of the MITRE 2 parking garage shall be controlled by an on-site underground storm water management facility. Prior to the issuance of a Non-RUP for the MITRE 4 building, Applicant shall retrofit or replace the existing underground storm water management facility to increase the facility's capacity and reduce the rate of flow from the area of the Property disturbed by construction from the 10 year storm to the 2 year storm levels. The location of the facility is shown on Sheet 4 of the GDP and the facility is described on Sheet 7 of the GDP.
- B. Long-Term Protection of Scotts Run. The Applicant shall liaise with Fairfax County, Commonwealth of Virginia departments, stakeholders, other Tysons area land owners, Tysons area businesses, organizations and community groups to assist in the stabilization, protection and rehabilitation of Scotts Run. The Applicant shall coordinate (either through its Sustainability Program Manager, as reflected in Proffer 9, and/or through other, appropriate MITRE personnel) MITRE's participation in projects such as, but not limited to, stream clean-up days, the mitigation of additional storm water run-off into Scotts Run and the exploration of stabilization and rehabilitation of Scotts Run.

6. MITRE 4 Building Roof Run-Off. The Applicant shall install a cistern in the location shown on Sheet 7 of the GDP. The cistern shall detain run-off from the roof of the MITRE 4 building for reuse for on-site irrigation and other appropriate uses.

7. Low Impact Design. Prior to the issuance of a Non-RUP for the MITRE 4 building, Applicant shall install a rain garden, bio swale and cistern to intercept rainwater at the Property. Such facilities shall be provided in the locations generally shown on Sheet 4 of the GDP and described on Sheet 7 of the GDP, subject to review and approval by DPWES.

8. Green Roof Design. Applicant shall provide a minimum of 8,000 square feet of green roof technologies at the Property. The location of the green roof shall be determined at the time of site plan for the proposed MITRE 4 building and associated floor area.

**FUTURE OF TYSONS & FAIRFAX COUNTY - SUSTAINABILITY**

9. Future Tysons & Fairfax County - Sustainability Program.

- A. Prior to the issuance of the Non-RUP for the MITRE 4 building, the Applicant shall designate an individual to act as its ongoing Sustainability Program Manager ("SPM") for the Property. Said individual shall allocate a minimum of 2.5 business days per quarter (up to a maximum of 10 business days per year) to monitoring, participating in, hosting and contributing resources to a Fairfax County approved Sustainability Program and related activities (such as these referenced in the Fairfax County Comprehensive Plan Amendment Item No. S07-

CW-3CP adopted by the Fairfax County Board of Supervisors on December 3, 2007, as may be amended in the future).

- B. This Program is anticipated to focus on and be designed to enhance issues related to parks and recreation, open space, cultural venues and activities, Tysons area and Fairfax County improvement initiatives, energy and environmental enhancements, live-near-your-work programs and work force housing and affordable housing initiatives. The SPM shall also have the discretion to coordinate with, utilize and rely upon appropriate MITRE professionals and resources (that is, engineers, PhD's and other professionals) to analyze and address these issues to the extent that the SPM deems appropriate and necessary.
- C. The SPM shall liaise with Fairfax County, Commonwealth of Virginia departments, stakeholders, other Tysons area land owners, Tysons area businesses, organizations and community groups to encourage employees in Tysons to live in closer proximity to their work.
- D. The duties of the SPM shall be undertaken for a minimum period of two years and may be part of other duties assigned to the individual(s).

#### **TRANSPORTATION DEMAND MANAGEMENT**

10. A transportation demand management plan has been prepared for the Property. The purposes of the TDM Plan are to limit the number of vehicle trips generated by the Property and encourage the use of transit (Metrorail and bus), other high occupant vehicle commuting modes, walking, biking and teleworking by employees who work in the buildings located at the Property. The transportation demand management plan 'TDM Program Recommendation Analysis' (the "TDM Plan") has been prepared by UrbanTrans Consultants and is dated February, 2006 and is attached at Exhibit A.

##### **A. Vehicle Trip Objectives.**

- i. General. Implementation of the TDM Plan shall limit the number of vehicle trips generated by the Property through the use of mass transit, ride-sharing and other strategies as outlined below.
- ii. Maximum Trips After Reduction. The objective of the TDM Plan shall be to limit the number of vehicle trips generated by the use at the Property during weekday peak hours (as determined using methods based on ITE, 7th edition, Trip Generation rates and/or equations) (the "ITE Trip Generation Rate"). The Maximum Trips After Reduction indicated in the following table is based on the percentage reduction of total trips that would otherwise be generated by the entire MITRE Property according to methods in the ITE Trip Generation Rate.

	AM PEAK HOUR			PM PEAK HOUR		
	Projected Trip Generation Before Reduction	Maximum Trips After Reduction	Percent Reduction	Projected Trip Generation Before Reduction	Maximum Trips After Reduction	Percent Reduction
Campus (including MITRE 4)	1,465	1,006	31%	1,354	930	31%

- iii. Reassessment of TDM Plan. The strategies, goals and budget of the TDM Plan shall be reassessed five years after the opening to the public of the Tysons East Metro Station. Proposed changes to the TDM Plan's strategies, goals and budget shall be subject to FCDOT review and approval. The FCDOT-endorsed changes to the TDM Plan shall then be implemented by the Applicant.

B. Definitions.

- i. Transportation Coordinator. Within ninety (90) days of approval of PCA 92-P-001-05 and Rezoning 2008-PR-011, the Applicant shall appoint a TC for the project. The Applicant shall provide written notice to FCDOT of the appointment of the TC and shall furnish FCDOT with evidence of such TC's qualifications and thereafter shall do the same with any change in such appointment. Following the initial appointment of the TC, the Applicant shall continuously employ, or cause to be employed as specified above, a TC for the Property. The TC's duties shall be to develop, implement and monitor the various components of the TDM Plan and revise the TDM Plan as appropriate. The TC shall oversee all elements of the TDM Plan and act as the liaison between the Applicant and FCDOT. The duties of the TC may be part of other duties assigned to the individual(s).
- ii. Peak Hour. The relevant weekday AM or PM "peak hour" shall be that 60-minute period during which the highest volume of mainline through volumes occurs between 6:00 and 9:00 AM and 4:00 to 7:00 PM, respectively, as determined by mechanical and/or manual traffic counts conducted by a qualified traffic engineering firm as approved by 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 during a week between September 1 and November 1 (but not including a week containing a federal holiday or when public schools are not in session). The methodology for determining the peak hour may be modified, in agreement between the Applicant and FCDOT without requiring a PCA, in order to respond to technological and/or other improvements in trip counting.

- iii. TDM Remedy Fund. The TDM Remedy Fund is an account into which the Applicant will deposit payments as may be required pursuant to this Proffer (the "TDM Remedy Fund"). Such funds shall be used by the Applicant towards TDM measures and programs.
  - iv. TDM Penalty Payments. TDM Penalty Payments may be required to be paid pursuant to this Proffer (the "TDM Penalty Payments"). Penalty funds paid to the County shall be applied to transportation improvements in the vicinity of the Property at the County's sole discretion.
- C. Components of the TDM Plan. In order to meet the Maximum Trips After Reduction objectives, the TDM Plan shall be implemented by the Applicant, subject to FCDOT approval. The minimum components of the TDM Plan are specified in this Proffer and may be subsequently adjusted by mutual agreement between the Applicant and FCDOT. At a minimum, the TDM Plan shall contain the following elements:
- i. Meetings with Stakeholders – The TC shall attend meetings with community groups and organizations that have a mutual interest in furthering the success of TDM programming and the effectiveness of mass transit and other non-SOV commuting. Such meetings may include TYTRAN, the Dulles Corridor Rail Association and any Tysons area-wide sustainability program or related activities (such as those referenced in the Fairfax County Comprehensive Plan Amendment Item No. S07-CW-3CP adopted by the Fairfax County Board of Supervisors on December 3, 2007, as may be amended in the future). The TDM Annual Report (discussed in Proffer 10.F.iii) shall contain a list of the community groups and organizations with which meetings were attended.
  - ii. Upon completion of Phase II of the Metrorail extension (that is, the extension of the service to Route 772 in Loudoun County), the Applicant shall work with the above referenced stakeholders, organizations and community groups to initiate and support a 'Campaign to Ride to Work' to encourage people that work in Tysons Corner to use the Metrorail service.
  - iii. Website – Development and maintenance of a TDM project website to provide targeted information that includes multi-modal transportation information, real-time travel and transit data, the possibility of online transit pass sales or value loading and connections to supporting links. Within one hundred and eighty (180) days of approval of this application, the Applicant shall confirm in writing to the County that the website has been created.
  - iv. Dissemination of information – Dissemination of information in the TC's on-site office as well as in prominent locations throughout the Property, such as, but not limited to building lobbies and cafeterias. This dissemination of information shall include information about transit

benefits programs, maps and schedules offered by WMATA, Fairfax Connector and other transit providers.

- v. Transit benefits – Applicant shall offer employee benefit options, pre-tax/payroll subsidies for transit and vanpool fares, flex-time and alternative work schedule programs.
- vi. Telework programs – Applicant shall offer telework practices to those employees whose work can be productively undertaken using such practices. Such telework practices are encouraged in order to reduce trips in the am and pm peak hours.
- vii. Ridematching, carpools, vanpools and guaranteed ride home – In coordination with FCDOTs rideshare and marketing program, the TC shall coordinate vanpool and carpool formation programs, including ride matching services. The TC shall also coordinate the Applicant's established guaranteed ride home program.
- viii. Vans and shuttles – The Applicant will provide a van/shuttle bus service to transport employees from the Property to the closest Metro station. The TDM Plan shall include information concerning the schedule and frequency of the van/shuttle bus, subject to approval by Fairfax County Department of Transportation (“FCDOT”).
- ix. Tysons Wide Shuttle/Circulator Bus Service – If and when a Tysons wide system is established (by Fairfax County, private groups, Metro etc.) that serves the subject Property, the Applicant may terminate its vans and shuttle service and, in lieu thereof, contribute \$20,000 per year towards the operation of the service for a period of ten (10) years.
- x. Preferred Parking – The Applicant shall provide preferred parking opportunities for car pool, van pool and non single occupancy vehicle drivers.
- xi. Metrorail – If and when a Metrorail service is established through Tysons Corner, the Applicant shall update the TDM Plan to include measures to promote ridership of the service. Such measures shall include the updating of the website (discussed in part C.iii. of this Proffer above) and the dissemination of information about Metrorail schedules, fares and maps offered by WMATA.

D. TDM Plan and Budget. Within thirty (30) days after the TC has been appointed by the Applicant, the Applicant, through the TC, shall submit the TDM Plan to FCDOT for review and comment, including the start-up components of the TDM Plan that will be put in place and an initial budget to implement the TDM Plan for the remainder of the year (the “TDM Budget”). Such funds shall be utilized by the TC each year to implement the TDM Plan.

E. TDM Account.

- i. Within thirty (30) days after the establishment of the initial TDM Budget, the Applicant shall establish and fund an account (the "TDM Account") in the initial amount of the annual budget for the TDM program for the then current year. The purpose of the TDM Account shall be to fund the TDM Budget. The TDM Account shall be established as an interest bearing account with a banking or other financial institution qualified to do business in Virginia. All interest earned on the account principal shall remain in the TDM Account and shall be used for TDM Plan purposes. The Applicant shall provide written documentation demonstrating the establishment of the TDM Account to FCDOT within ten (10) days of its establishment. Funds in the TDM Account shall be utilized by the TC each year to implement the TDM Plan in accordance with the TDM Budget. Subject to FCDOT approval, Applicant reserves the right to forego establishing a separate TDM account, so long as it annually demonstrates, to FCDOT's satisfaction, its annual TDM expenditures and the fulfillment of all other proffered TDM commitments.
- ii. Excess Funds in TDM Account. Any funds remaining in the TDM Account at the end of any given year shall be transferred to the TDM Remedy Fund, as further discussed in Paragraph I, to ensure the TDM Remedy Fund maintains a balance of \$25,000. At such time as the TDM Remedy Fund has achieved such a balance, any funds remaining in the TDM Account at the end of any given year shall remain in the TDM Account for use in transit incentives. In the event that the TDM Remedy Fund is drawn upon, then the TDM Remedy Fund shall be replenished during the next TDM Budget cycle (repeated for multiple budget cycles if necessary), as indicated above, until the TDM Remedy Fund achieves a balance of \$25,000.
- iii. Annual Funding. The TDM Budget shall be replenished annually following any transfer of funds to the TDM Remedy Fund. The TDM Budget shall maintain a starting balance at the beginning of each calendar year of not less than \$190,000.

F. Annual Surveys and Reports. Following issuance of the Non-RUP for MITRE 4 and subject to the provisions of Proffer 10.F.ii below, the Applicant shall cause the TC to prepare and submit to the County the annual surveys and reports on the TDM Plan described below.

- i. Annual Survey. An annual survey (the "Annual Survey") shall be completed between September 1 and November 1 of each year. The Annual Survey shall be conducted during a week without any Federal holidays when school is in session. The Annual Survey shall gather information on the effectiveness of the TDM Plan and shall be used by the TC to determine whether changes to the TDM Plan are needed to ensure

that the vehicle trips are within the Maximum Trips After Reduction targeted goal. If the Annual Survey reveals that changes to the TDM Plan are needed, the Applicant through the TC shall coordinate such changes with FCDOT and implement and adjust the TDM Budget accordingly. The TC shall coordinate the preparation of Annual Survey materials and the methodology for validating survey results with FCDOT prior to doing each year's Annual Survey, and shall collect and analyze the results. 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 in each building;
  - c. The results of any surveys taken during the survey period;
  - d. The number of employees participating in the TDM programs displayed by category of participants and by mode of use;
  - e. An evaluation of the effectiveness of the TDM Plan and its program elements and, if necessary, proposed modifications to the plan and program elements; and
  - f. A description of the uses of buildings on the Property at the time the survey was conducted and levels of occupancy.
- ii. Notwithstanding the aforementioned, the Annual Survey shall only be completed during those years where trip counts are required by these Proffers.
- iii. Annual Report. The TC shall submit a written annual report on the TDM Plan to the FCDOT no later than January 15. The Annual Report shall include:
- a. A description of the TDM strategic efforts for the year, including, as applicable, sample marketing materials;
  - b. A financial statement that includes the TDM Budget for the year and a detailed summary of actual TDM Plan income and expenditure for the previous year;
  - c. A description of how any excess funds (as discussed in Proffer 10.E.ii) shall be used;
  - d. A summary of the levels of occupancy of the office buildings at the Property;

- e. An analysis of the results of the Annual Survey;
  - f. A compilation and analysis of the results of any Trip Counts that were conducted during the year;
  - g. Discussion of any changes proposed to the TDM Plan;
  - h. The amount of money then on deposit in the TDM Penalty Fund; and
  - i. A list of community groups and organizations with which meetings have been attended.
- iv. Adjustments to Calendar and Due Dates. At the mutual agreement of the FCDOT and the Applicant the due dates for the delivery of the Annual Report may be altered by up to 60 days if changes have occurred, or appear to have occurred, in trip characteristics.
  - v. Meetings with FCDOT. The Applicant shall meet with FCDOT annually within 45 days after submission of the Annual Report, to discuss the results of the Trip Counts, the Annual Survey, the Annual Report and the TDM Plan.

G. Trip Counts.

- i. Trip Count Measurement Dates. For purposes of this Proffer, Trip Counts shall be measured on three consecutive days over a maximum two week period (but not including a week containing a federal holiday or when public schools are not in session); these dates are referred to as "Trip Count Measurement Dates." Trip Counts shall be conducted between September 1 and November 1 and shall continue annually thereafter except as discussed in this Proffer 10.G.i.
- ii. Frequency of Trip Counts.
  - a. Following the issuance of the first Non-RUP for MITRE 4, the Applicant shall conduct Trip Counts annually until such time as two consecutive annual Trip Counts indicate that the trips generated in the AM and PM Peak Hours are equal to or less than the applicable Maximum Trips After Reduction. After that time, the Applicant shall conduct Trip Counts every two years. If two consecutive biennial Trip Counts indicate that the trips generated in the AM and PM Peak Hours are equal to or less than the applicable Maximum Trips After Reduction, then the Applicant shall conduct additional Trip Counts at not greater than five (5) year intervals to determine whether the Maximum Trips After Reduction are continuing to be met. As provided in Proffer

10.F.iii., an Annual Report shall continue to be submitted each year to FCDOT.

- b. Should any non-annual Trip Counts indicate that trips generated in the AM and PM Peak Hours be greater than the applicable Maximum Trips After Reduction, Applicant shall recommence testing on an annual basis. Notwithstanding the provisions of this paragraph and Proffer 10.G.ii.a above, FCDOT may request counts be undertaken at any time to validate traffic data, but not more frequently than one time per calendar year. If such request is made by FCDOT, the Applicant shall conduct the requested counts.

- iii. Evaluation of Trip Counts. The results of the Trip Counts shall be compared to the Maximum Trips After Reduction specified for the Property to determine whether actual trips are equal to, less than or greater than the specified Maximum Trips After Reduction. In the event the trips generated are equal to or less than the Maximum Trips After Reduction specified then the Applicant shall continue to administer the TDM Plan in the ordinary course, in accordance with the provisions of these Proffers. If the trips generated are greater than the Maximum Trips After Reduction, the Applicant shall follow the provisions of Paragraphs H, I and J below.

- H. Adjustments to TDM Plan and Budget. In the event that any of the Trip Counts are greater than the applicable Maximum Trips After Reduction, then the TC shall convene a meeting with FCDOT within thirty (30) days of the submission of the annual report to review the results of that report and the TDM strategies then in place for the Property. Thereafter, the TC shall develop modifications to the TDM Plan and the TDM Budget to address the surplus of trips. The Applicant shall submit any revisions to the TDM Plan and TDM Budget to FCDOT within thirty (30) days following this meeting for approval. If FCDOT has not provided comments to the Applicant within sixty (60) days after receipt of the revised TDM Plan and revised TDM Budget, the Applicant's revisions to the TDM Plan and TDM Budget shall be deemed approved. If FCDOT provides comments, the Applicant shall work with FCDOT to incorporate mutually agreed upon revisions. Following approval of the revised TDM Plan and TDM Budget, the Applicant shall:

- i. Fund and increase the TDM Budget if necessary in order to cover any additional costs to implement the revised TDM Plan and TDM Budget;
- ii. Implement the provisions of the revised TDM Plan as developed in consultation with FCDOT; and
- iii. Continue to conduct Trip Counts annually.

- I. TDM Remedy Fund. At the same time that the Applicant creates and funds the TDM Account, the Applicant shall establish as part of its budgeted accounts a

separately funded project account, referred to as the "TDM Remedy Fund." Prior to issuance of the first Non-RUP for MITRE 4, the Applicant shall contribute to the TDM Remedy Fund to the extent necessary for the TDM Remedy Fund to have a \$25,000 balance. Funds from the TDM Remedy Fund shall be drawn on 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 H. If after one annual testing cycle (post the implementation of any adjustments to the TDM Plan and Budget as required by Proffer 10.H.) the results of Trip Counts show that the actual vehicle trips exceed the Maximum Trips After Reduction, then the Applicant shall draw from the Remedy Fund \$500 per vehicle trip over the maximum trips after reduction threshold (combined AM and PM trips). Any such monies shall be used to fund TDM programs to assist the achievement of the Maximum Trips after Reduction targets. The use of the TDM Remedy Fund to assist the achievement of the Maximum Trips after Reduction targets shall continue until said targets have been met.

J. TDM Penalty Fund. If the results of any Trip Counts show that the actual vehicle trips continue to exceed the Maximum Trips After Reduction after two annual testing cycles after the initiation of any TDM Remedy measures implemented by the Applicant as approved by FCDOT (under Proffer 10.I.), then the Applicant shall pay penalties to the County for use for transportation improvements in the vicinity of the Property. Such funds shall be calculated as follows:

- i. 0% - 2.5% above Maximum Trips After Reduction = \$500 per vehicle trip.
- ii. 2.5% - 5% above Maximum Trips After Reduction = \$750 per vehicle trip.
- iii. 5% + above Maximum Trips After Reduction = \$1,000 per vehicle trip.

The maximum aggregate amount of all penalties to be paid under this Proffer 10 is \$100,000 per year with an aggregate total maximum penalty of \$750,000. In the event that this total maximum penalty is reached and no further penalty payments are required, the Applicant shall continue to implement a TDM Plan as required in this Proffer 10. If two consecutive biennial Trip Counts indicate that the trips generated in the AM and PM Peak Hours are equal to or less than the applicable Maximum Trips After Reduction (as discussed in Proffer 10.G.ii) the Applicant shall no longer be required to make payments to the TDM Penalty Fund described in this Proffer 10.J.

K. Enforcement. If the Applicant fails to appoint a TC or submit any TDM Plan and Budget, Annual Report or Trip Count evaluation report to FCDOT within the timeframes required by this Proffer, Fairfax County may thereafter issue the Applicant a written notice providing the TC has sixty (60) days within which to cure such violation. If after such sixty (60) day period the TC still has not submitted the Annual Report or Trip Count evaluation report, then the Applicant

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.

## TRANSPORTATION

11. Tysons Transportation Fund. The Applicant shall provide a contribution of \$3.74 per new non-residential square foot constructed on the Property to Fairfax County for the Tysons Transportation Fund. Concurrent with site plan approval for new non-residential development, the Applicant shall contribute 10% of the aforementioned amount, with the remainder of the contribution to be made prior to issuance of the Non-RUP for MITRE 4. The square foot amount of the contribution to be made shall be adjusted, as approved by the Board of Supervisors, in conformance with Code of Virginia regulations from base year of 2008 to the actual date of payment.

12. Parking. Parking shall be provided in accordance with the parking requirements of Article 11 of the Fairfax County Zoning Ordinance. The Applicant reserves the right to provide underground parking as part of the MITRE 4 building. However, the Applicant agrees to reduce the overall parking ratio of the Property. The Campus has a current parking ratio of 3.46 spaces per 1,000 square feet of gross floor area. Upon completion of the MITRE 4 building and associated parking, the Applicant shall reduce the overall parking for the Property to no more than 3.1 spaces per 1,000 square foot of gross floor area.

13. Bus Shelter. Subject to the granting of any necessary off-site easements at no cost to the Applicant, the Applicant shall install a bus shelter at the existing bus stop on Colshire Drive (that is, north of the turning circle/intersection of Colshire Drive and MITRE Plaza). The design and materials of the bus shelter shall be of similar size and quality to those of a typical bus shelter elsewhere in Fairfax County. The bus shelter shall be provided prior to the issuance of the first Non-RUP for MITRE 4. Should FCDOT determine that a bus shelter in this location is not warranted, or should any required easements not be granted, the Applicant shall contribute \$20,000 to Fairfax County towards regional and mass transit facilities in the vicinity of the Property.

14. Bicycle Racks. The Applicant shall provide a minimum of six (6) bicycle racks on the Property (providing storage for a total of forty five (45) bicycles) and lockers for six (6) bicycles in specific locations to be approved by FCDOT as part of site plan review.

15. MITRE Plaza Signage.

- A. The Applicant shall erect signage at the intersection of MITRE Plaza and Colshire Drive/Dartford Drive and at the Colshire Drive cul-de-sac to provide pedestrian and vehicular signage to access Route 123 and Colshire Drive/Dartford Drive respectively.

- B. Upon the opening of the Tysons East Metro Station, such signage shall also provide direction to the Metro Station. MITRE shall propose and implement changes to existing signage to address the commitment of this Proffer and shall submit such proposed signage to Fairfax County Department of Planning and Zoning and FCDOT for review and comment prior to erection of the new signage.
16. MITRE Plaza. The Applicant shall record a public ingress/egress and access easement (in a form acceptable to the County Attorney's Office) across the private street identified as MITRE Plaza on Sheet 4 of the GDP. Said easement shall be recorded concurrent with, and as a condition of, site plan approval for the MITRE 4 building.
17. Future Road Connection.
- A. The Applicant shall cooperate with the County and surrounding landowners to help foster a public (or private), future two lane roadway from Magarity Road to Old Meadow Road (slated to align through and across the Westgate Park and Westgate Elementary School; the "Magarity-to-Old Meadow Connection"). This roadway is proposed to be provided in the location and alignment generally identified on Exhibit B.
- B. The Applicant shall be responsible for conveying one-half of the right-of-way necessary to accommodate the two lane roadway to be located along the western edge of the MITRE Property and the contiguous land currently occupied by Northrop Grumman (owned by ISTAR NG LP, Tax Map # 0303 28 C2, the "Northrop Grumman Campus"); this two lane road leading from the Colshire Drive cul-de-sac and along and between the MITRE and Northrop Grumman campuses referenced herein as the "MITRE-Northrop Grumman Connection".
- C. Applicant shall convey its portion of right-of-way (or provide a public access easement, should this road be maintained as a private street) for the MITRE-Northrop Grumman Connection concurrent with the ownership of the Northrop Grumman Campus conveying its one-half portion of right of way (or providing a public access easement, should this road be maintained as a private street) for this MITRE-Northrop Grumman Connection.
- D. Should a publicly or privately financed and constructed MITRE-Northrop Grumman Connection be proposed, the Applicant shall, upon request of the County, participate toward securing a formal agreement defining the Applicant's and others' responsibilities for this road construction and ongoing maintenance, including, but not limited to, timing of dedication of Applicant's right of way, the design and engineering of the roadway and appurtenant facilities, utility relocations, streetscaping, snow removal and maintenance.
- E. In the event that land is conveyed by MITRE for the MITRE-Northrop Grumman Connection, consistent with the provisions of the Fairfax County Zoning Ordinance, MITRE shall reserve density credit for all eligible dedications

described herein or as may be required by Fairfax County or VDOT pursuant to the Public Facilities Manual ("PFM").

### **TREE PRESERVATION**

18. Limits of Clearing and Grading.

- A. The Applicant shall conform to the limits of clearing and grading for the construction of MITRE 4 and related parking as shown on the GDP, subject to allowances for the installation of utilities, the proposed transitional screening yard fence along the south eastern boundary of the Property and the proposed trail connection to Westgate park on the eastern edge of the Property as determined necessary by the Director of DPWES.
- B. If it is deemed necessary to install utilities in areas protected by the limits of clearing and grading as shown on the GDP, such utilities shall be located in the least disruptive manner necessary as determined by UFMD and DPWES.
- C. A replanting plan shall be developed and implemented, subject to approval by UFMD, DPWES for any areas protected by the limits of clearing and grading that must be disturbed for any utilities.
- D. If Applicant must tie any new utilities into the existing utilities located within the 25 foot and 35 foot transitional screening area along the southern Property boundary, Applicant shall make perpendicular connections (in order to minimize any impact on the transitional screening area) and not run any new lines or connections parallel within said area.

19. Tree Survey. At the time of site plan submission, the Applicant shall submit for review by UFMD a tree survey that identifies the trunk location, species, size, crown spread and condition analysis rating for all individual and groups of trees shown on the GDP to be preserved and conserved (as labeled "Existing evergreen and deciduous buffer to be preserved" and "Existing mature deciduous vegetation to be preserved" on sheet 5 of the GDP) living or dead with trunk 6 inches in diameter and greater (measured 4.5 feet from the base of the trunk).

20. Tree Preservation Fencing.

- A. All trees shown to be preserved on the GDP shall be protected by tree protection fence. Tree protection fencing in the form of four (4) foot high, fourteen (14) gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart or, super silt fence to the extent that required trenching for super silt fence does not sever or wound compression roots which can lead to structural failure and/or uprooting of trees shall be erected at the limits of clearing and grading as shown on the demolition, and phase I & II erosion and sediment control sheets, as may be modified by the 'Root Pruning' Proffer below.

- B. All tree protection fencing shall be installed after the tree preservation walk-through meeting but prior to any clearing and grading activities, including the demolition of any existing structures. The installation of all tree protection fencing shall be performed under the supervision of a certified arborist, and accomplished in a manner that does not harm existing vegetation that is to be preserved. Three (3) days prior to the commencement of any clearing, grading or demolition activities, but subsequent to the installation of the tree protection devices, the UFMD, DPWES, shall be notified and given the opportunity to inspect the site to ensure that all tree protection devices have been correctly installed. If it is determined that the fencing has not been installed correctly, no grading or construction activities shall occur until the fencing is installed correctly, as determined by UFMD, DPWES.

21. Root Pruning. The Applicant shall root prune, as needed to comply with the tree preservation requirements of these Proffers. All treatments shall be clearly identified, labeled, and detailed on the erosion and sediment control sheets of the subdivision plan submission. The details for these treatments shall be reviewed and approved by UFMD, DPWES accomplished in a manner that protects affected and adjacent vegetation to be preserved, and may include, but not be limited to the following:

- A. Root pruning shall be done with a trencher or vibratory plow to a depth of 18 inches.
- B. Root pruning shall take place prior to any cleaning and grading, or demolition of structures.
- C. Root pruning shall be conducted with the supervision of a certified arborist.
- D. A UFMD, DPWES representative shall be informed when all root pruning and tree protection fence installation is complete.

22. Site Monitoring. During any clearing or tree/vegetation/structure removal on the Applicant 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 UFMD. The Applicant shall retain the services of a certified arborist or landscape architect to monitor all construction and demolition work and tree preservation efforts in order to ensure conformance with all tree preservation proffers, and UFMD approvals. The monitoring schedule shall be described and detailed in the Landscaping and Tree Preservation Plan, and reviewed and approved by UFMD, DPWES.

23. Post Construction Tree Remediation.

- A. The Applicant shall take necessary steps and actions to ensure the long-term survival and continuing structural integrity and health of trees designated on the GDP to be preserved (as labeled "Existing evergreen and deciduous buffer to be preserved" and "Existing mature deciduous vegetation to be preserved" on sheet 5 of the GDP). If any of these trees is found to be dead, dying, diseased, or

hazardous (as determined by UFMD, at or prior to, the final release of the project bond) and that such was not the result of unapproved construction practices, the Applicant shall provide for restoration and remuneration by:

- i. Providing for the removal of the above ground portions of trees.
  - ii. Restoring understory plants and/or soil conditions damaged during tree removal activities (as determined by UFMD).
  - iii. Restoring the associated loss in canopy coverage in accordance with the tree cover guidance found in the Public Facilities Manual.
- B. If wrongful or negligent acts on the part of the Applicant or the Applicant's agents caused in whole or in part, these trees to be found to be dead, dying diseased, or hazardous, as determined by UFMD at, or prior to, the final release of the project bond, in addition to the removal and restoration requirements identified above, the Applicant shall provide remuneration by paying a sum equal to the monetary value of that tree or trees as identified in the approved Tree Designation Plan into the Providence District's Tree Preservation and Planting Fund for use within the Providence Magisterial District on or off the subject Property as determined by UFMD after consultation with the District Supervisor.
- C. The monetary value of the trees shall be determined using the Trunk Formula Method contained in the then present edition of the Guide for Plant Appraisal published by the International Society of Arboriculture and shall be subject to review and approval by UFMD.

#### **CELLAR SPACE**

24. MITRE 1, 2 and 3. The Applicant agrees to limit the use of cellar space within existing buildings on the Property (that is, MITRE 1, MITRE 2 and MITRE 3 as shown on Sheet 3 of the GDP) to:

- A. The core area used by the building tenants or owners (such as rest rooms, mechanical rooms, electrical rooms, janitor and building maintenance rooms);
- B. Specialty areas used by the building tenants or owners (such as computer rooms, battery rooms, "clean rooms", security tanks, SCIF rooms, bulk storage for documents, paper and office supplies, goods and products of the building tenant or janitorial supplies, libraries, etc.);
- C. Simultaneous or accessory uses by the building tenants or owners (such as conference rooms, conference centers, employee cafeterias or canteens, employee lounges or classrooms);
- D. Office use which shall not exceed 50% of the cellar space.

25. MITRE 4. The Applicant agrees to limit the use of cellar space in the MITRE 4 building to:
- A. The core area used by the building tenants or owners (such as rest rooms, mechanical rooms, electrical rooms, janitor and building maintenance rooms);
  - B. Specialty areas used by the building tenants or owners (such as computer rooms, computer labs, battery rooms, "clean rooms", security tanks, SCIF rooms, bulk storage for documents, paper and office supplies, goods and products of the building tenant or janitorial supplies, libraries, etc.);
  - C. Simultaneous or accessory uses by the building tenants or owners (such as conference rooms, conference centers, employee cafeterias or canteens, employee lounges or classrooms);
  - D. Applicant shall not include office space within the MITRE 4 building cellar.

#### **LIGHTING**

26. Lighting. All on-site, outdoor lighting associated with MITRE 4 shall meet or be less than that permitted under the Outdoor Lighting Standards of Section 14-900 of the Zoning Ordinance. All parking lot and building mounted security lighting associated with MITRE 4 shall utilize full cut-off fixtures.

#### **SIGNAGE**

27. Signage. The Applicant shall provide signage as permitted by Article 12 of the Zoning Ordinance and SEA 2002-PR-031 until and unless SEA 2002-PR-031 is amended, at which time signage will be governed by such approval.

#### **LEADERSHIP IN ENERGY AND ENVIRONMENTAL DESIGN**

28. Green Building Practices & Silver LEED Certification.

- A. The Applicant shall include a U.S. Green Building Council Leadership in Energy and Environmental Design ("LEED") accredited professional as a member of the design team for the MITRE 4 building. The LEED accredited professional shall work with the team to incorporate LEED design elements into the project so that the MITRE 4 building will be positioned to attain LEED Silver certification. At the time of site plan submission, the Applicant shall provide documentation to the Environment and Development Review Branch of the Department of Planning and Zoning ("DPZ") demonstrating compliance with the commitment to engage such a professional.
- B. The Applicant shall include, as part of the site plan submission and building plan submission for MITRE 4, a list prepared by the LEED accredited professional of specific credits that the Applicant anticipates attaining within the LEED – Core and Shell rating system, or other LEED rating system determined to be applicable

to the project. The LEED accredited professional shall provide certification statements at both the time of site plan review and the time of building plan review indicating that the items on the list should meet at least the minimum number of credits necessary to position the MITRE 4 building to attain LEED Silver certification.

- C. Prior to issuance of the first Non-RUP, the Applicant shall provide to the Environment and Development Review Branch of DPZ a letter from the LEED accredited professional certifying that a green building maintenance reference manual has been prepared for use by future MITRE 4 building occupants that this manual has been written by a LEED accredited professional, that copies of this manual shall be provided to all future building occupants and that this manual, at a minimum:
- i. Provides a narrative description of each green building component, including a description of the environmental benefits of that component and including information regarding the importance of maintenance and operation in retaining the attributes of a green building.
  - ii. Provides, where applicable, product manufacturer's manuals or other instructions regarding operations and maintenance needs for each green building component, including operational practices that can enhance energy and water conservation.
  - iii. Provides, as applicable, either or both of the following:
    - a. Maintenance staff notification process for improperly functioning equipment; or
    - b. A list of local service providers that offer regularly scheduled service and maintenance contracts to assure proper performance of green building-related equipment and the structure, to include, where applicable, the HVAC system, water heating equipment, water conservation features, sealants, and caulks.
  - iv. Provides contact information that building occupants can use to obtain further guidance on each green building component.
  - v. Prior to issuance of a Non-RUP for the MITRE 4 building, the Applicant shall provide an electronic copy of the manual in PDF format to the Environment and Development Review Branch of DPZ.
- D. The Applicant shall provide documentation to the Environment and Development Review Branch of DPZ demonstrating attainment of LEED Silver certification by the U.S. Green Building Council Leadership in Energy and Environmental Design

within two years and six months of issuance of the first Non-RUP for the MITRE 4 building.

### RECREATION

29. One-Time Field Contribution. The Applicant shall make a one-time contribution of \$200,000 to the Fairfax County Board of Supervisors for the funding of athletic field improvements. The field(s) to be improved and/or the scope of the improvements shall be determined by the Providence District Supervisor in consultation with the Dranesville District Supervisor and the Providence District Athletic Fields Task Force. Such contribution shall be made concurrent with the submission of the first site plan for MITRE 4.

### WORKFORCE HOUSING

30. Workforce Housing. The Applicant shall provide a workforce housing contribution of \$300,000 to Fairfax County towards the provision of workforce housing in the County. The contribution shall be made prior to the approval of the first Non-RUP for MITRE 4.

### MISCELLANEOUS

31. 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.

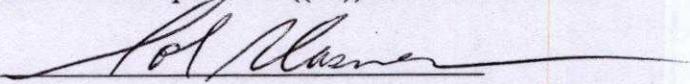
32. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and his successors and assigns. Each reference to "Applicant" in this Proffer statement shall include within its meaning and shall be binding upon Applicant's successor(s) in interest and/or developer(s) of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

33. Nottoway Nights. The Applicant shall provide a contribution of \$5,000 to the Nottoway Nights program. Such contribution shall be made through the Providence District Supervisor's office concurrent with the submission of the first site plan for MITRE 4.

34. 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.

THE MITRE CORPORATION

Applicant of Tax Map # 30-3 ((28)) 3A1 and 4A3

By: 

Name: Sol Glasner

Title: Vice President, General Counsel & Corporate Secretary

**EXHIBIT A**

**TDM PROGRAM RECOMMENDATION ANALYSIS**

**Prepared by UrbanTrans Consultants, February, 2006**

**Jones Lang LaSalle: MITRE 4  
Rezoning**

**TDM Program Recommendations  
& Trip Reduction Analysis**

**Revised by UrbanTrans Consultants  
February 2006**

**RECEIVED**  
**Department of Planning & Zoning**  
**FEB 08 2007**  
**Zoning Evaluation Division**

# MITRE TDM Program Recommendations & Trip Reduction Analysis

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# MITRE TDM Program Recommendations & Trip Reduction Analysis

## Executive Summary

MITRE is requesting approval from Fairfax County for a proffered condition amendment (PCA) of their property at 7515 Colshire Dr, McLean, Virginia to construct an additional 157,439 floor area ratio (FAR) square feet of office space to its campus. The proffers requested/required by Fairfax County for the approval of this PCA apply to the entire site including existing and proposed buildings.

Fairfax County Supervisor Linda Smyth has requested that no net increase in trips be generated on the entire site with the addition of this new building. In order to forecast what trips to the entire site will be like when the new building is completed, UrbanTrans Consultants, Inc. is using the Institute for Transportation Engineers (ITE) Trip Generation Handbook, 7<sup>th</sup> Edition. This ITE Trip Generation Handbook is the industry standard which provides methodologies for estimating trip generation for a land use where square footage is provided.

## TDM Goal Baseline

The baseline number of vehicle trips from which the TDM Goal will be measured, shall be determined based on the total square footage of office space on the MITRE campus, including the additional 157,439 square feet being proposed for the fourth office building (MITRE 4). Upon completion of MITRE 4, the MITRE Campus will include a total of 927,666 square feet of office space, which is forecasted (based on ITE, 7th edition, Trip Generation rates and/or equations) to generate to 1,465 AM Peak trips and 1,354 PM Peak trips upon its completion.

The current MITRE Campus has 759,227 square feet of office space which is forecasted (determined based on ITE, 7th edition, Trip Generation rates and/or equations) to generate 1,180 AM Peak trips and 1,087 PM Peak trips. The 759,227 SF includes 50 percent of cellar space designated for office use.

In order ensure that no net increase in trips will be generated for the entire MITRE campus with the addition of MITRE 4, MITRE will need to reduce trips forecasted for the entire campus (including MITRE 4) by 285 in the AM peak and 267 in the PM peak.

## TDM Plan Purpose

The purpose of the TDM Plan shall be to limit the number of vehicle trips generated by the new office building that would otherwise occur in the absence of such a plan through the use of mass transit, ride-sharing, and/or other strategies.

The pages that follow detail strategies including Transit Bus/Rail Availability, Telework / Alternative Work Arrangements, On-Site Amenities, Work Schedule, Subsidies / Incentives for Transit (bus/rail/vanpool), Parking Management, Emergency Ride Home, as well as Dedicated Transportation Coordination and Active Marketing that will ensure MITRE meets the TDM goal of *no net increase in trips generated on the entire site with the addition of MITRE 4.*

# MITRE TDM Program Recommendations & Trip Reduction Analysis

## Assess Current Travel Patterns & Trip Generation Characteristics

UrbanTrans Consultants (UrbanTrans) worked closely with the MITRE 4 project team, specifically with Gorove/Slade Associates, to assess and document current travel patterns and trip generation characteristics. UrbanTrans analyzed all existing travel-related surveys of existing employees, and conducted the following tasks to further understand current travel conditions and parameters.

### Section A: Existing Development Trip Generation Baseline

Currently, the MITRE site contains three buildings totaling almost 759,227 square feet of general office space, including a 200 seat /meeting area for MITRE's exclusive use. Per Gorove/Slade Associates traffic impact analysis; this site was developed with a trip assumption of 8,161 total daily trips including 1,180 trips during the AM peak hour and 1,087 during the PM peak hour.

MITRE currently employs 2,000 full time and 200 part time employees at the site. Additionally, approximately 300 non-MITRE contract workers and partners are affiliated with the site.

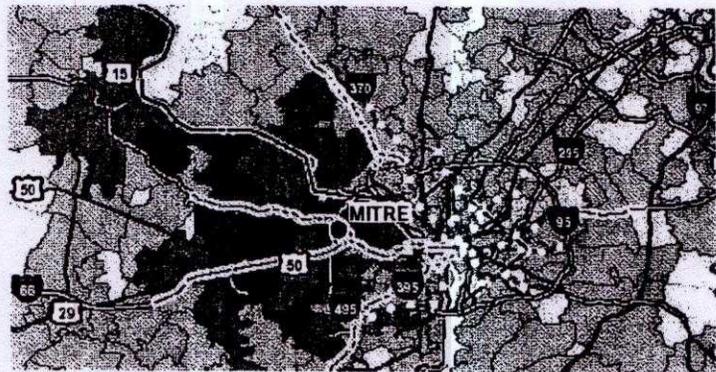
**TABLE 1: Existing Development Trip Generation (per ITE)**

Existing Land Use	ITE Land Use Type	Total Size	Units	Weekday-Daily	AM Peak	PM Peak
				Trips	Total	Total
Mitre 1	(710) General Office	280,682	Sq Ft GFA	2,953	428	393
Mitre 2	(710) General Office	283,545	Sq Ft GFA	2,976	432	396
Mitre 3	(710) General Office	195,000	Sq Ft GFA	2,231	320	297
Subtotal Existing Per ITE		759,227	Sq Ft GFA	8,161	1,180	1,087

### Section B: Existing Travel Patterns

#### Traffic Counts

Analysis of MITRE employee origins (home addresses) confirms that travel patterns are heavily weighted towards trips from the west of the site along I-66 and Dulles Toll Road Corridors. (See Appendix A for a more detailed map.)



**Chart 1: MITRE Employee Origins by Zip Code of Origin.**  
Darker shading of Zip Code areas depicts heavier employee

## MITRE TDM Program Recommendations & Trip Reduction Analysis

### One-on-one interviews with MITRE supervisors and managers

On Monday, November 14, 2005, UrbanTrans Consultants along with Spaulding & Slye met MITRE's Karen D. Murray, Senior Work Life/Diversity Specialist whose responsibilities include a part-time role as Transportation Coordinator for the campus and Bill Albright, Director, Benefits and Quality of Work Life. Ms. Murray and Mr. Albright reviewed MITRE employee Commuter Survey results from 2001 and provided input on the 2006 MITRE Employee Commuter Survey design. They also identified TDM strategies that are already in place, that include the following:

- Secure bicycle racks and showers for those employees who bicycle to work
- Shuttle bus with 40 minute headways to and from the West Falls Metro station to facilitate transit ridership to the site
- Express Kiosk recently installed by Commuter Connections to provide Real Time information on Rideshare options, Guaranteed Ride Home, Weather, Transit Schedules, etc.)

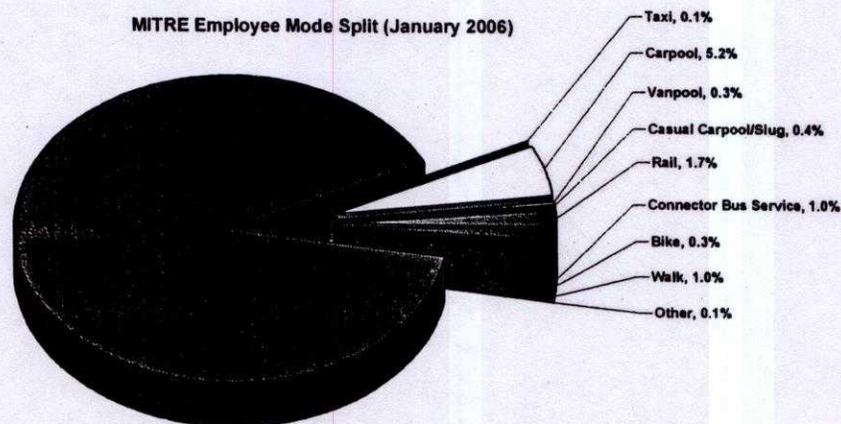
There are also a number of onsite amenities available to MITRE employees that minimize the need to leave the site during the day. Those onsite amenities include:

- Caf  and Cafeteria
- Fitness Center
- ATM
- Dry Cleaning Service
- Credit Union
- Convenience Store

### Employee Travel Surveys

A survey of Employee Commute Behaviors was conducted in January 2006. This survey was conducted via internet to all employees of the site and by hard copy to contractors. Contractors report to the MITRE campus on a daily basis and impact trips generated on the site, but are not official MITRE employees on their payroll on site. Out of 2500 employees that report to the MITRE campus, 1,108 online respondents and 8 hard copy respondents provided a total response rate of just over 45% for all employees at the site and over 50% for all MITRE employees. These respondents indicated a travel mode distribution of 90% single occupancy vehicle travel and 10% other modes of travel as shown in the MITRE Mode Split chart below.

Chart 2:



# MITRE TDM Program Recommendations & Trip Reduction Analysis

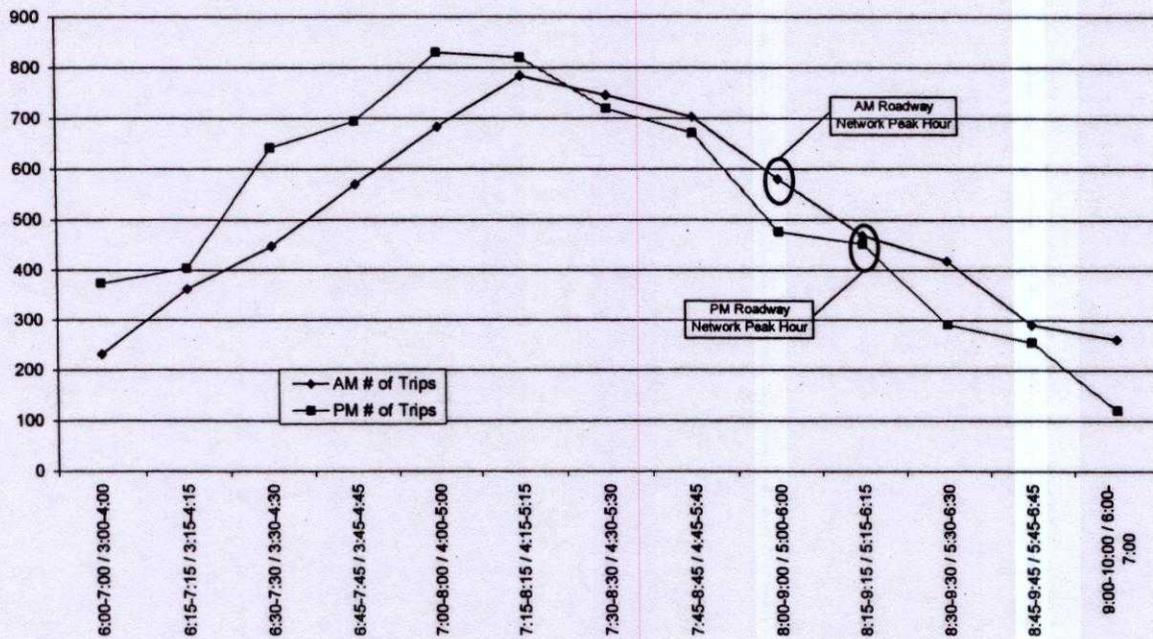
Much of this mode split information was found to be consistent with a survey done in 2001. (See Appendix B)

Furthermore, the respondents indicated that at least 14% of potential trips are eliminated due to alternative work location and alternative scheduling practices of MITRE. This is achieved prior to the effects of commute mode choice.

Additionally, employees indicated in the MITRE Employee Transportation Survey, that a distribution of trips during the peak periods whereas no more than 43% of employee trips (regardless of mode) are taken during one hour during the 6 AM – 9 AM or 3 PM – 6 PM peak periods. (See Chart 3 below)

**Chart 3:**

**Current MITRE Peak Hour Auto Trip Generation  
Adjusted for Mode Split Plus 10%-AM and 15%-PM for Outbound Trips**



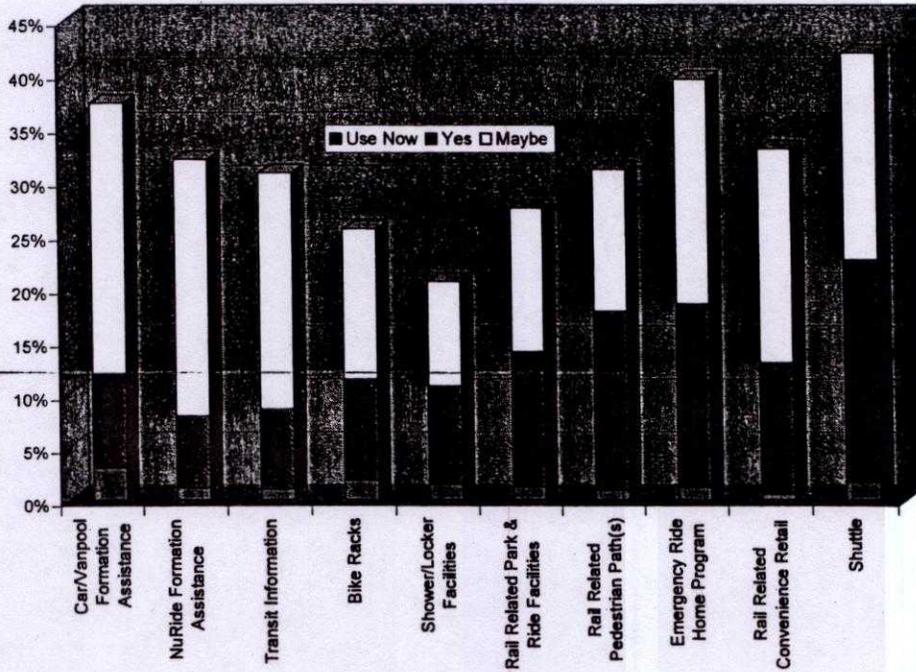
\*Extrapolated from the January 2006 MITRE Employee Transportation Survey

Review of responses to interest in amenities and services that would support non-single occupancy vehicle travel suggests that on average 30% of respondents not already using an amenity or service would be interested or likely to use an alternative to driving alone if programs like those identified in the survey were made available. (See Chart 4 below) While experience has shown that responses to interest questions rarely translates to a 1 for 1 (person to trips reduced) relationship, response levels this high are indicative of a population interested and open to utilizing an actively managed travel options program.

# MITRE TDM Program Recommendations & Trip Reduction Analysis

Chart 4:

Interest in Amenities and Services to Support Non-Single Occupancy Vehicle Travel



## Summary of Survey Findings

This assessment is designed to understand how current travel patterns compare to standard ITE trip generation forecasts for the site, to understand travel characteristics (modes, purposes, times, etc.), and to identify opportunities for additional demand management programs and services.

What the assessment revealed was that the current MITRE complex is a substantial suburban office location for approximately 2,500 people. The type of work performed and demographics of the company tend to provide for higher wages and residences in the western edge of the suburban ring. Furthermore, MITRE's work is such that it enables non-traditional work practices that lead toward more off-site employee work.

# MITRE TDM Program Recommendations & Trip Reduction Analysis

## Task 2: Assess Future Development Plans & Trip Generation Forecasts

### Plan Assessment Summary

The proposed MITRE 4 building will be constructed by 2011 before Metrorail would extend to the future site of the Tysons East Metro rail Station.

MITRE 4 will include the following square footage:

- 157,439 GSF (Total site FAR=1.00)
- 22,000 GSF Cellar
- 179,439 GSF Total

All 168,439 SF (157,439 SF plus 50 percent of cellar) will consist of office space land use, with the possibility of retail support services similar to those in other MITRE buildings (i.e. café, ATM, etc.). The 22,000 GSF of cellar space will comprise of 11,000 office space land use or 50% of total cellar space. The balance of the space will be used for utilities and internal amenities. The following forecasts utilize a trip generation assumption that 50% of the total cellar space would be used for office space land use for a total of 11,000 square feet.

### Trip Generation Forecasts for New Development

Per Gorove/Slade Associates Traffic Impact Study for MITRE McLean Campus, the new development has a potential to generate (at unmitigated levels) 1,993 daily trips including 285 AM peak hour trips and 267 PM peak hour trips. This ITE formula generated figure represents average trips generated by a development of this size, without any adjustments for transportation demand management efforts.

TABLE 2: Proposed Development Trip Generation

Proposed Land Use	ITE Land Use Type	Total Size	Units	Weekday-Daily	AM Peak	PM Peak
				Trips	Total	Total
Mitre 4	(710) General Office	168,439	Sq Ft GFA	1,993	285	267

Through a progressive transportation demand management program, it is proposed that this new development will generate no trips beyond those already planned/assumed with the existing MITRE complex including 759,227 square feet of general office.

As such the entire site, which will include 759,227 square feet of existing and 168,439 square feet of new office development, should generate no more than 1,180 trips during the AM peak hour and 1,087 during the PM peak hour.

## MITRE TDM Program Recommendations & Trip Reduction Analysis

TABLE 3: Trip Generation Target

Proposed Land Use	Total Size	Units	AM Peak	PM Peak
			Total	Total
Existing Trip Generation Potential – Assumed	759,227	Sq Ft GFA	1,180	1,087
Potential Future Trip Generation – Calculated	168,439	Sq Ft GFA	285	267
Total Existing and Proposed Per ITE	927,666	Sq Ft GFA	1,465	1,354
Target Trip Reduction Goals for TDM			-285	-267
<b>Net Total Trip Generation Target</b>			<b>1,180</b>	<b>1,087</b>

Target trip reductions of 285 for AM Peak and 267 for PM Peak, correlate to a 19.5% reduction in the AM Peak trips and 19.7% reduction in the PM Peak trips generated respectively.

### Task 3: TDM Program Development & Trip Reduction Analysis

This task incorporated the findings of Task 1 & 2 to inform the development and analysis of a TDM strategy for the MITRE project. The recommendations and budget that follow, build upon existing TDM programs at MITRE and in the region.

#### Existing TDM Programs

Developing realistic TDM Programs for MITRE 4 and the campus as a whole requires an understanding of TDM Strategies available to MITRE employees. This involved researching and summarizing current TDM programs offered by state, regional, and county TDM Providers. The services identified include:

- Metropolitan Washington TDM Services
- Fairfax County TDM Employer, Commuter and Residential Outreach
- Fairfax County HOV Lanes
- Fairfax County Current Transit Services
- Fairfax County Park & Rides
- Fairfax County Vanpool Providers
- Fairfax County TDM Organizations
- Virginia Commonwealth-Wide TDM Services

A more detailed description of each of these TDM programs available to MITRE can be found in Appendix G.

These services were identified as the foundation of TDM programs offered, upon which the MITRE TDM program will build its recommendations.

#### Tailored Recommendations for MITRE Site

The entire MITRE site, including the current and proposed buildings, is forecasted to generate trips at or below ITE Trip Generation forecasts for the existing 759,227 square feet of development on the site. To achieve this goal, MITRE proposes to implement a progressive TDM plan and identify potential programmatic fallback measures.

## MITRE TDM Program Recommendations & Trip Reduction Analysis

The primary planned TDM programs include:

*Transit Bus/Rail Availability* – The Tysons Corner area is an area with planned/committed investments in new High Capacity Transit lines and amenities. With the new Metrorail station location within reasonable pedestrian access (less than a 10 minute walk) and the current transit lines supported by a corporate sponsored shuttle system, the complex takes advantage of higher than normal transit accessibility.

*Telework/Alternative Work Arrangements* – Census data shows teleworking as a significant and growing mode of trip deferral. While MITRE has specific business practices and policy that supports significant alternative work arrangements, the owner of the complex will require that any employees working at the site will be covered by telework/alternative work arrangement policies for those employees whose work can be productively supported through these policies.

*On-site amenities* – On site café, fitness center, basketball/volleyball courts, ATM, dry cleaning, car detailing, tire changing, massage therapy, chiropractics, physical therapy, hair cuts, and a credit union are to be provided/built in the complex. Additionally, the site is designed to support and encourage multi-modal commuting with such amenities as consideration for transit access, pedestrian amenities and more. These amenities will have the secondary benefit of reducing the need for mid-day employee travel, thereby not adding to off-peak traffic (i.e. Lunch hour rush, etc.)

*Bike/Walk programs*– Develop new facilities with bicycle racks in covered locations where possible to supplement existing ones. Additionally, shower and locker facilities on campus will be provided to support bicycle and walk commuters.

*Transit Benefits Program* – Promote, sell and distribute Metro SmarTrip Cards on-site to provide the most convenient form of transit fare medium and make it easier to ride transit . Promote and enroll employees who ride transit and vanpools in a SmartBenefits pre-tax benefits program to help them take advantage of automated and convenient tax savings on their transit fare.

*Shuttle connections to MetroRail*– Offer and promote a shuttle service with 40 min headways or less connecting to the nearest MetroRail Station..

*Work Schedule* – The owner of the property shall encourage the implementation of work schedules that reduce trips during the peak hour. This includes schedule alternatives to the traditional Monday through Friday work schedule such as four – ten hour days or eighty hours over nine work days as well as flextime giving employees the option to arrive and depart during non-peak hours.

*NuRide Onsite Rideshare and Incentive program*– Offer and promote web-based rideshare matching and incentives for car/vanpooling through NuRide.

*Managed parking* – Implement a parking management and registration system for all employees, which are linked to providing limited access to specific parking areas. As such, employees need to actively choose driving and parking as a commute choice. Additionally through this system, carpools and vanpools receive reserved parking spaces in the most proximate areas to the building access points. Dedicate 2% of parking to carpools and expand as need to accommodate demand.

*Emergency ride home* – All employees of the site regularly participating in a registered alternative

## MITRE TDM Program Recommendations & Trip Reduction Analysis

commuting program shall be eligible to take advantage of an emergency ride home program. This program shall provide reasonable transportation in emergency/unplanned situations for non-single occupancy commuters.

*Active marketing* – The site will designate a full-time transportation coordinator who will serve as the focal point for all commuter transportation initiatives. The transportation coordinator's name and contact information will be posted in employee break areas and other locations. Additionally the transportation coordinator will establish a calendar of events, provide regular employee communications, conduct targeted vanpool and transit marketing and more to keep commuting at the forefront of the employee environment. The site should continue to support bicycling efforts by sponsoring "Bike to Work" events.

*Interactive intranet and internet resources* – As appropriate, the owner of the site will sponsor development of an intra/internet site that provides commute information, linked to external transportation services. Additionally, through the dedicated transportation coordinator, the site will sponsor/promote partnership in a regional self-directed commuter ridematching system.

The fallback measures could include:

*Telework Incentive* – All eligible employees who telework will receive a laptop computer to facilitate working from home or in the field with clients and eliminating trips to the office.

*Transit and vanpool subsidies* – Conditional upon federal sponsor approval, subsidize employee commute trips at a rate comparable to at least \$30 per month or 40% of the cost of current average service, whichever is more. Rather than a 100% subsidy, this program emphasizes employer partnership and the employees finding value in transit and vanpooling. This is a somewhat different approach than traditional subsidies, but has proven successful in showing that the population has sustainable results by valuing transit and vanpooling over receiving a free benefit. This \$30 monthly subsidy will also qualify MITRE for national recognition through the United States Environmental Protection Agency's (EPA's) Best Work Places for Commuter designation. Maintain the opportunity to increase subsidies and potentially induce higher program participation of "choice" commuters not yet utilizing an alternative to driving alone.

*Shuttle connections to suburban transit* – With transit in the area focused to the east, providing a shuttle service focused on suburban employee origins, though at greater cost, could encourage greater transit usage in partnership with subsidies.

*A commitment to work with the jurisdiction to develop a robust supplemental program* – While the program and fallback measures provide for significant opportunity to meet the trip generation limitations, the site is highly committed to partnering with the local jurisdictions. This could translate to trying new programs and services not yet identified or available at the time of the agreement.

### Budget for TDM Recommendations

The aforementioned tailored TDM recommendations provide MITRE with a progressive TDM program that will ensure it can achieve its goals. Effectively implementing and maintaining this TDM program will require that MITRE have the budget to do so. The breakdown on the \$190,000 startup annual conformity budget for MITRE to ensure that their TDM program is effectively implemented and maintained is found in Table 4 below. All budget estimates assume 3,050 employees (2500 today

## MITRE TDM Program Recommendations & Trip Reduction Analysis

times 22% SQ FT growth).

MITRE currently has a person appointed to complete transportation coordinator (TC) activities for the entire campus. In order to effectively implement and maintain the additional TDM programs required to achieve the trip reduction goals for the 3,050 employees estimated for the site, MITRE will increase the transportation coordination responsibilities to full-time. MITRE will also provide the TC with adequate budget to host promotional events as well as produce marketing materials and tools to promote commuter transportation initiatives for employees.

Should MITRE's efforts not achieve its TDM Goals through the primary planned TDM Programs, more expensive fallback measures will need to be implemented. The breakdown on the \$950,000 annual fallback budget for MITRE to ensure that their TDM program is effectively implemented and maintained is found in Table 5 below. All budget estimates assume 3,050 employees (2500 today times 22% SQ FT growth).

All budget items will be implemented 100% upon completion of the proposed MITRE 4 building.

During the initial phases of project construction, the current Transportation Coordination responsibilities should be designated at .25 Full Time Equivalent (FTE). During this phase, the TC will work to refine MITRE's TDM programs, develop initial marketing approaches and materials, and detail a multi-year Action Plan. Upon issuance of the first certificate of occupancy, the transportation coordination responsibilities should shift to a .5 FTE hour commitment. By full occupation of MITRE 4, as outlined in previous sections, the transportation coordination responsibilities should be at 1 FTE.

**TABLE 4: Primary Planned TDM Program Budget**

	ANNUAL BUDGETS MITRE 4 Build-Out
Office SF (Includes 50% cellar)	927,666
Program Coordinator	1 FTE
Salary	MITRE Funded
Labor Fringe & Admin Overhead (estimated)	
Collateral & Marketing Materials	\$15,000
Web Maintenance / Upgrades*	\$5,000
Parking Management Set-Up and Maintenance**	\$25,000
SmarTrip Cards (initial + on-going via turnover)*	\$25,000
Incentives / Subsidies (\$30/mo. transit / vanpool)**	\$0
Shuttle to Metro Rail	\$110,000
Promotional Events	\$10,000
<b>TOTAL EXPENSES</b>	<b>\$190,000</b>
Dedicated Tenant Funding	\$190,000
<b>TOTAL REVENUE</b>	<b>\$190,000</b>

## MITRE TDM Program Recommendations & Trip Reduction Analysis

\* New tenant would need to develop from scratch.

\*\* Parking management recommendation requires new permits and signage.

+ Conditional upon federal sponsor approval for MITRE. Assumes \$5 for card and \$25 pre-loaded. 25% of people participate.

++ Conditional upon federal sponsor approval for MITRE. Transit subsidy at \$30/mo (Qualifies MITRE for EPA's Best Workplaces for Commuters designation.), assumes 5% participate for MITRE.

**TABLE 5: Fallback Measure TDM Program Budget**

		ANNUAL BUDGETS
		MITRE 4 Build-Out
Office SF (Includes 50% cellar)		927,666
Program Coordination Equivalent to 1 Full Time Employee		1 FTE
	Salary	MITRE Funded
	Labor Fringe & Admin Overhead (estimated)	
Collateral & Marketing Materials		\$15,000
Web Maintenance / Upgrades*		\$5,000
Parking Management Set-Up and Maintenance**		\$25,000
SmarTrip Cards (initial + on-going via turnover)*		\$25,000
Incentives / Subsidies (\$30/mo. transit / vanpool)**		\$60,000
Shuttle to suburban transit and/or Park & Rides		\$170,000
Telework Laptop Incentive (\$1500/employee X 500 employees)		\$750,000
Promotional Events		\$10,000
TOTAL EXPENSES		\$1,060,000
Dedicated Tenant Funding		\$1,060,000
TOTAL REVENUE		\$1,060,000

\* New tenant would need to develop from scratch.

\*\* Parking management recommendation requires new permits and signage.

+ Conditional upon federal sponsor approval for MITRE. Assumes \$5 for card and \$25 pre-loaded. 25% of people participate.

++ Conditional upon federal sponsor approval for MITRE. Transit subsidy at \$30/mo (Qualifies MITRE for EPA's Best Workplaces for Commuters designation.), assumes 5% participate for MITRE.

# MITRE TDM Program Recommendations & Trip Reduction Analysis

## Trip Generation Assessment

Utilizing national and local best practices and experience, the TDM program is forecasted to adjust the total base trip generation calculations for the MITRE Campus as shown in the Adjustments to Trip Generation Table.

**TABLE 6: Adjustments to Trip Generation**

Trip Goals	MITRE	
	AM Peak	PM Peak
	Total	Total
<i>Maximum Trip Generation Target</i>	<b>1180</b>	<b>1087</b>
<i>ITE Calculated Trip Generation</i>	<b>1465</b>	<b>1354</b>
<b>Programmatic Adjustments</b>		
Transit Bus/Rail Availability	-103	-95
Telework / Alt Work	-190	-176
On-Site Amenities	-29	-27
Work Schedule	-15	-14
Subsidies / Incentives for Transit (bus/rail/vanpool)	0	0
Parking Management	-59	-54
Emergency Ride Home	-22	-20
Dedicated Transportation Coordinator and Active Marketing	-42	-39
<b>Net Programmatic Adjustment</b>	<b>-459</b>	<b>-425</b>
<i>Net Trip Generation</i>	<b>1,006</b>	<b>930</b>
<b>Number of Trips to Above/Below (+/-) Target</b>	<b>185</b>	<b>127</b>

Note: These goals are as supported through justification and methodology shown in Appendix H

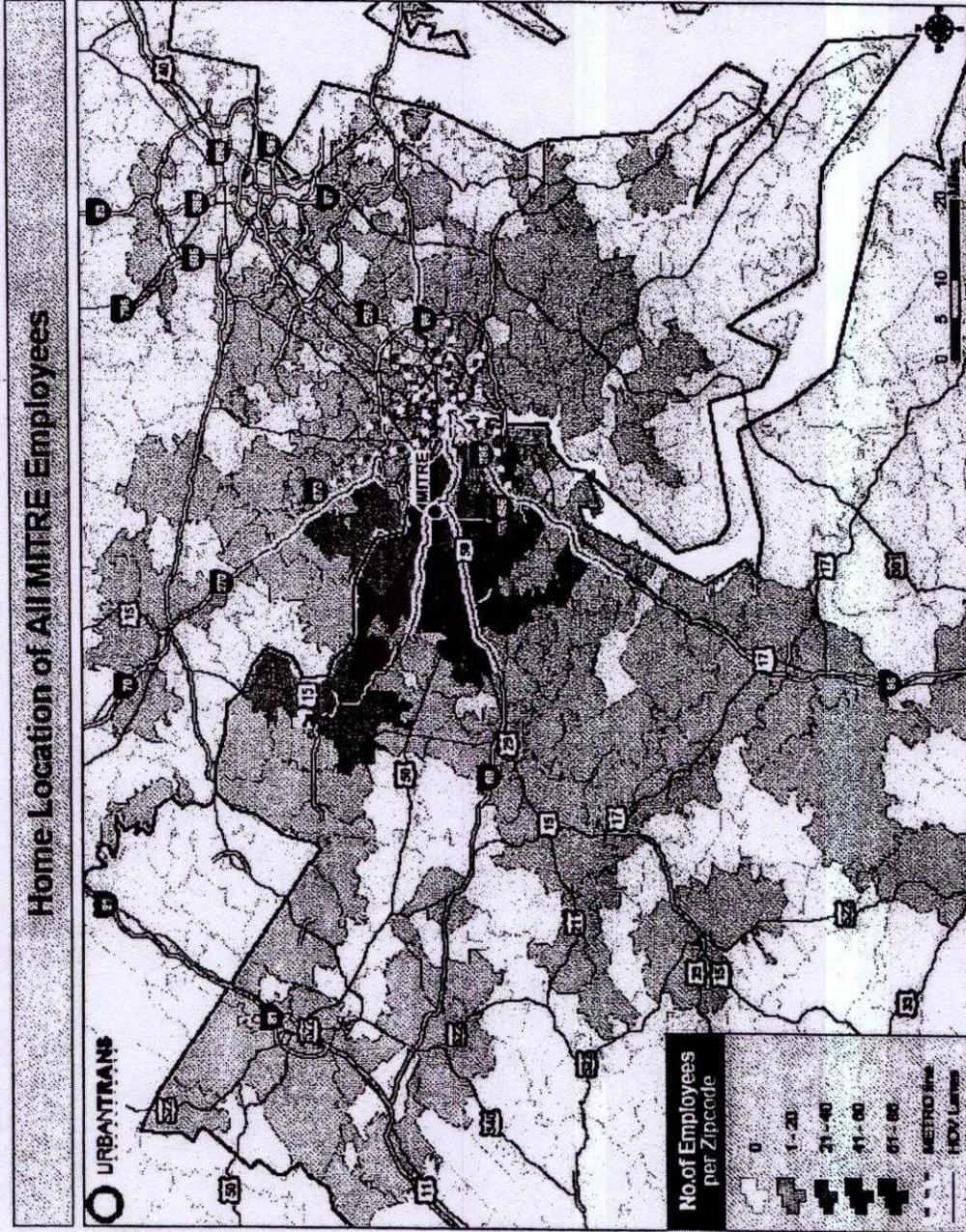
## Conclusions

The research and analysis elements of the MITRE 4 Development indicate that the trip reduction targets for the proposed project (peak-hour vehicle trip reductions of 20% for the entire campus' office uses) can be achieved through a combination of the onsite amenities, as proposed, and the full application of the TDM programs and strategies recommended in this document.

The types of trip reduction strategies applied ease of access to a Metrorail station. MITRE can achieve the required peak-hour vehicle trip reductions using their TDM Programmatic adjustment strategies. However, all of the on-site amenities of the proposed project, along with the other recommended TDM strategies (programs and budget levels), must work collectively through an extensive marketing effort to achieve the trip reduction targets. With all elements in place, however, trip reductions should prove sustainable.

# MITRE TDM Program Recommendations & Trip Reduction Analysis: APPENDICES

## APPENDIX A: 2006 MITRE Employee Commuter Survey Zip Code Density Map



APPENDIX B: 2006 MITRE Employee Commuter Survey Results

The MITRE Corporation  
2006 Employee Transportation Survey Results Summary

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Completed by UrbanTrans Consultants, Inc.  
For The MITRE Corporation c/o Jones Lang LaSalle

June 21, 2006

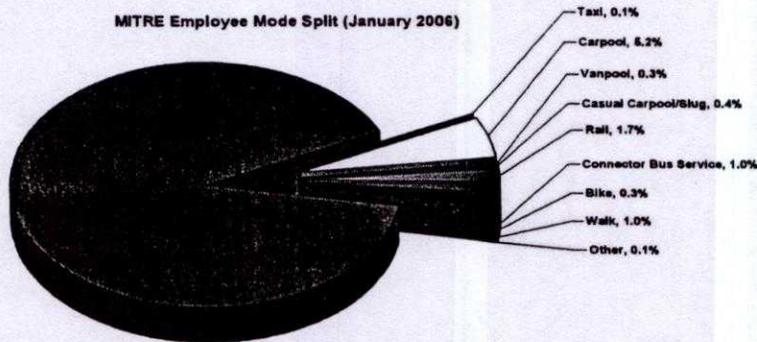
**The MITRE Corporation  
2006 Employee Transportation Survey Results Summary**

**Overview**

A survey of Employee Commute Behaviors was conducted in January 2006. This survey was conducted via internet to all employees of the site and by hard copy to contractors on site. Out of 2500 employees that report to the MITRE campus, 1,108 online respondents and 8 hard copy respondents provided a total response rate of just over 44% for all employees at the site and over 50% for all MITRE employees.

**Mode Split**

These respondents indicated a travel mode distribution of 90% single occupancy vehicle travel and 10% other modes of travel as shown in the MITRE Mode Split chart.



Much of this mode split information was found to be consistent with a survey done in 2001. (See Appendix A.)

The respondents indicated that at least 16% of potential trips are eliminated due to alternative work location and alternative scheduling practices of MITRE. When factored with a standard 5% daily non-attendance due to sick and vacation schedules, 21% of potential trips are eliminated prior to the effects of commute mode choice.

**Commute Patterns**

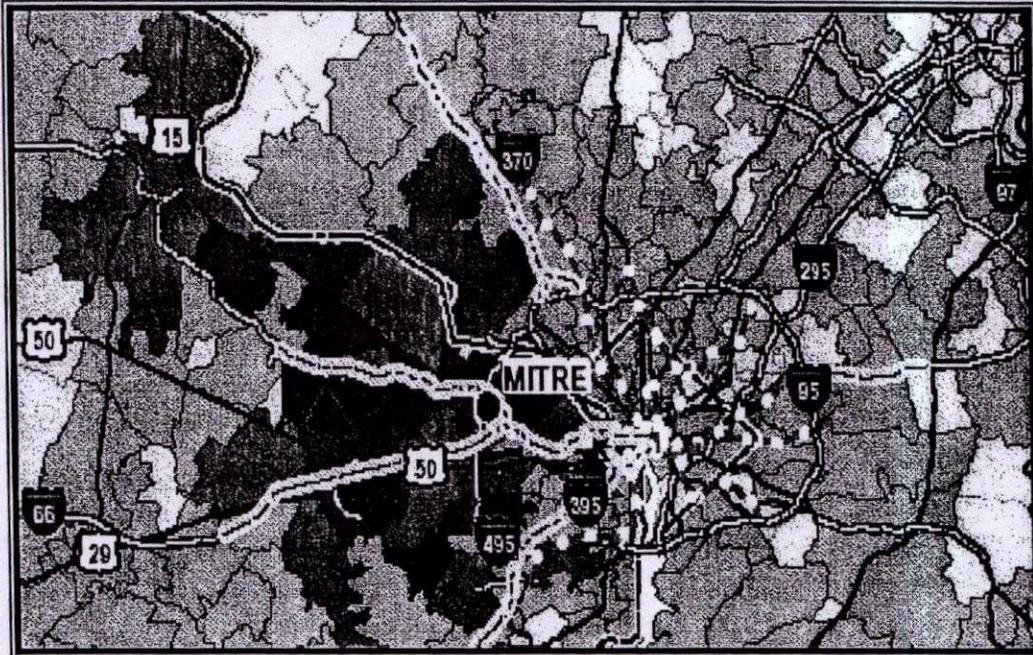
As is demonstrated by the table to the right, MITRE employees come from all over the DC region. Their average commute distance is 18.3 miles each way, with an average morning commute time of 37 minutes and an average evening commute time of 44 minutes.

**Employee Home Zip Code by State**

	2006
Virginia	78.4%
Maryland	17.6%
District of Columbia	2.7%
West Virginia	1.2%
Delaware	0.2%
<b>TOTAL</b>	<b>100%</b>

## MITRE TDM Program Recommendations & Trip Reduction Analysis: APPENDIX

Of those employees whose home Zip Codes are in Virginia, the highest concentration of employees live along the I-66 and Dulles toll road corridors. The map below shows where MITRE employee home zip codes are concentrated.

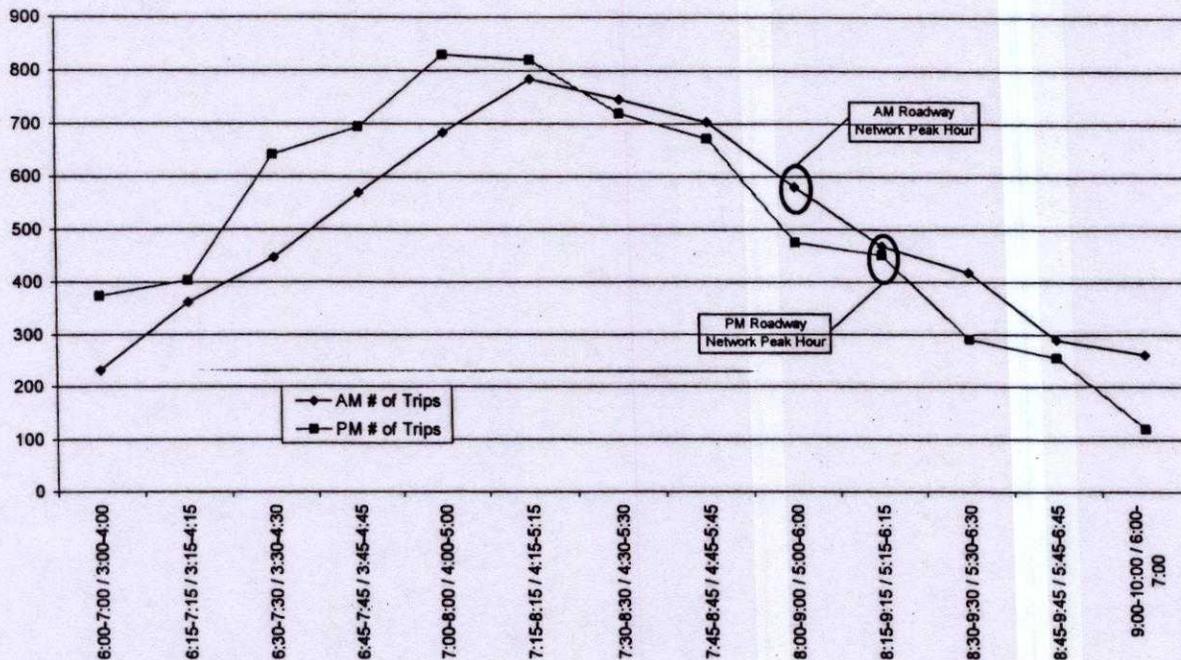


**MITRE Employee Origins by Zip Code of Origin.**  
Darker shading of Zip Code areas depicts heavier employee concentrations.

Most MITRE employees arrive to work by 8:30 am and leave by 5:00 pm. (See Appendix C) Additionally, employees indicated a distribution of trips during the peak periods whereas no more than 43% of employee trips (regardless of mode) are taken during a rolling one hour of the 6 AM – 9 AM or 3 PM – 6 PM peak periods. The charts that follow demonstrate the AM and PM peak trip distributions.

# MITRE TDM Program Recommendations & Trip Reduction Analysis: APPENDIX

Current MITRE Peak Hour Auto Trip Generation  
Adjusted for Mode Split Plus 10%-AM and 15%-PM for Outbound Trips



\*Extrapolated from the January 2006 MITRE Employee Transportation Survey

Understanding how far employees have to commute and what time they commute, will help MITRE identify commute strategies that are best suited to address their needs. For example, the highest concentrations of MITRE employees do not live near a Metrorail station. Depending on how far they are from work they may be better candidates for carpools or vanpools. Those employees who commute 20+ miles to work may be the best candidates for vanpools, while those who are less than 20 miles may be better candidates for carpools. Those employees who are less than 10 miles from work may be the best candidates for biking to work.

### Attitudes Toward Commute Alternatives

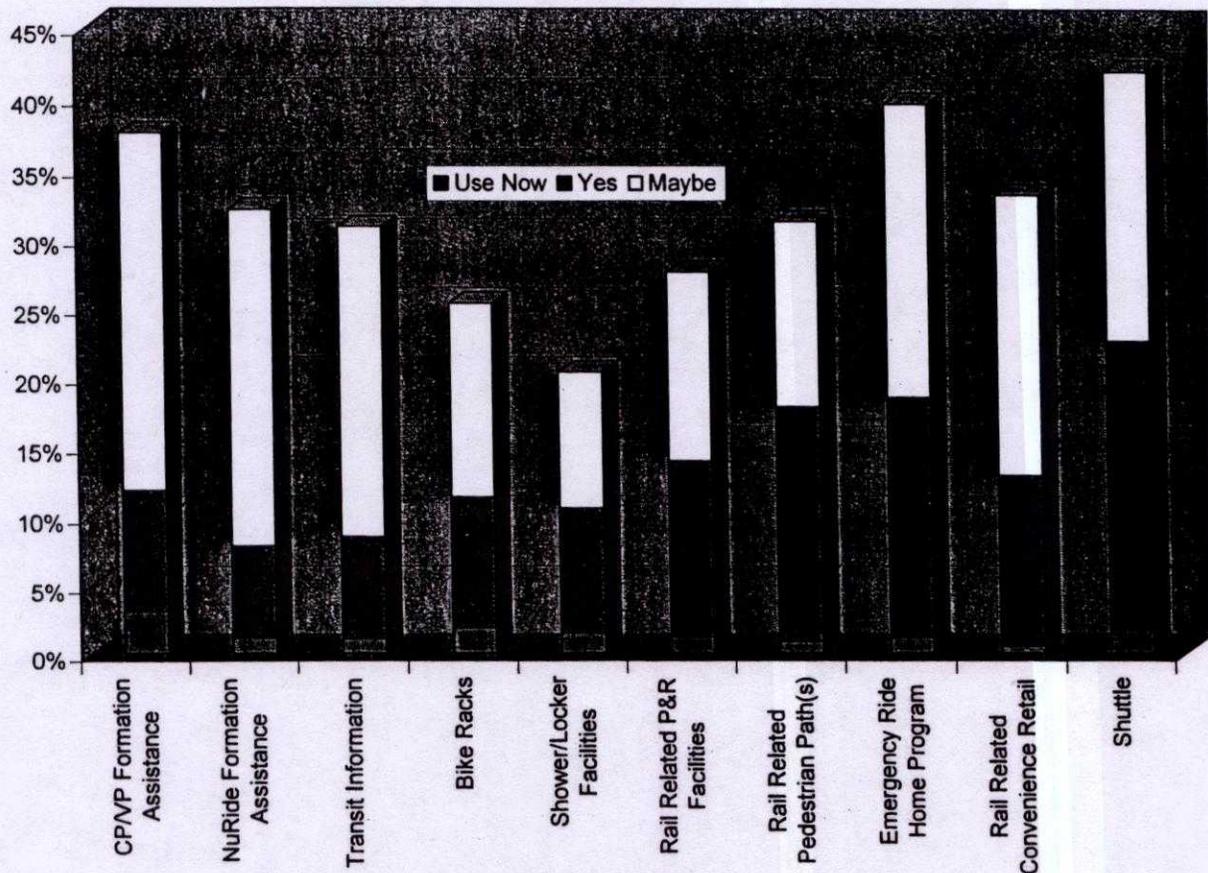
A review of responses to interest in amenities and services that would support non-single occupancy vehicle travel, suggests that on average 30% of respondents not already using an amenity or service would be interested or likely to use an alternative to driving alone if programs like those identified in the survey were made available. While experience has shown that responses to interest questions rarely translates to a 1 for 1 (person to trips reduced) relationship, response levels this high are indicative of a population interested and open to utilizing an actively managed travel options program.

There is a significant interest in a number of support programs that will encourage the use of alternative commute modes. The chart below demonstrates that connections to Metro, carpool/vanpool formation assistance and an Emergency Ride home program are the 3 types of

# MITRE TDM Program Recommendations & Trip Reduction Analysis: APPENDIX

support strategies that are of greatest interest to MITRE employees.

Interest in Amenities and Services to Support Non-Single Occupancy Vehicle Travel



## Demographic Data

Most MITRE employees (nearly 80%) are 35 years of age or older. This is important to understand what life issues most employees are facing and how to tailor marketing messages to best motivate them to try alternative commute modes. Similarly, by understanding that nearly 80% of MITRE employees have 2 or more cars in their household, internal marketing messages can address that reality.

The survey revealed that the majority of MITRE employee job occupations can be described as professional (63%), with the next largest groupings in Executive/managerial (13%) and Administrative Support (11%). This is important to understand so that MITRE can target certain commute strategies that are more likely to get a positive response. For example, professional and managerial staff often has unpredictable hours that make them bad candidates for carpooling and vanpooling. However, the

## **MITRE TDM Program Recommendations & Trip Reduction Analysis: APPENDIX**

nature of their work is often such that they can work from anywhere, so they may be the best candidates for telework strategies. Administrative staff often has more predictable hours and the type of work that requires them to be in the office, so they are better candidates for carpooling and vanpooling as well as transit.

### **Summary of Findings**

What the survey revealed was that the current MITRE complex is a substantial suburban office location for approximately 2,500 people. The type of work performed and demographics of the company tend to provide for higher wages and residences in the western edge of the suburban ring. Furthermore, MITRE's work is such that it enables non-traditional work practices that lead toward more off-site employee work. For those MITRE employees with more traditional work functions, having connections to Metro, carpool/vanpool formation assistance and an Emergency Ride home program will encourage greater use of alternative commute modes. Marketing these, and other existing MITRE commute strategies, should take into consideration employee demographic data on home location, age and job description.

## **MITRE TDM Program Recommendations & Trip Reduction Analysis: APPENDIX**

**APPENDIX C: Comparison of 2001 and 2006 MITRE Employee Commuter  
Survey Results**

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## MITRE TDM Program Recommendations & Trip Reduction Analysis: APPENDIX

### Survey Response Rate

	2006	2001
Surveys Distributed	2500	1900
Survey Responses	1108	883
Survey Response Rate	44%	46%

### Method of Travel to Work

	2006	2001
Drive Alone	90.0%	92.0%
Total Carpool	5.6%	6.0%
Carpool	5.2%	6.0%
Casual Carpool/Slug	0.4%	n/a
Total Public Transit	2.7%	2.0%
Rail	1.7%	2.0%
Bus	1.0%	n/a
Walk	1.0%	n/a
Vanpool	0.3%	n/a
Bike	0.3%	n/a
Taxi	0.1%	n/a
Other	0.1%	n/a
TOTAL	100%	100%

### Average One-Way Distance to Worksite

	2006	2001
0-9 miles	23.0%	30.0%
10-19 miles	44.0%	40.0%
20-29 miles	17.0%	16.0%
30+ miles	16.0%	14.0%
TOTAL	100%	100%

### Where Do Employees Commute from by State?

	2006	2001
Virginia	78.4%	85.0%
Maryland	17.6%	13.0%
District of Columbia	2.7%	2.0%
West Virginia	1.2%	n/a
Delaware	0.2%	n/a
TOTAL	100%	100%

### Average Arrival Times to Work

	2006	2001
Earlier than 6:30 a.m.	6.5%	n/a
6:30-7:15 a.m.	18.0%	26.0%
7:16-8:00 a.m.	26.5%	45.0%
8:01 a.m. or later	49.0%	29.0%
TOTAL	100%	100%

### Average Departure Times from Work

	2006	2001
Earlier than 4:00 pm	25.0%	n/a
4:00-5:00 p.m.	45.0%	63.0%
5:01 p.m. or later	30.0%	37.0%
TOTAL	100%	100%

**MITRE TDM Program Recommendations & Trip Reduction Analysis:  
APPENDIX**

**APPENDIX D: 2006 MITRE Employee Transportation Survey – Sample Survey**

# MITRE TDM Program Recommendations & Trip Reduction Analysis: APPENDIX

**Employee Transportation Survey**

MITRE is participating in an effort by Fairfax County to gather information about commuting patterns in the Tysons Corner Area. Your participation is valuable and your answers will be confidential and not used for any purposes other than improving commuter services in Fairfax County and the Tysons Corner Area. Please complete this survey by January 20, 2006.

ENTER TO WIN A PRIZE – Employees who complete the survey will be entered into a drawing for an American Express gift card worth \$400. To participate, provide your name and phone number at the end of the survey.

**THANK YOU – WE VALUE YOUR INPUT AND COMMENTS!**

---

1. Please select the building where you normally work?  
 MITRE 1     MITRE 2     MITRE 3     Greensboro     Rappahannock

---

2. How many weekdays (Mon-Fri) do you typically work at the building you selected in Q1?  
 0\*     1     2     3     4     5\*\*

\* If you selected 0 then please answer Question #3. You may skip Questions # 4 to 9 and proceed to Question #10  
 \*\* If you selected 5 then you may skip Question #3 and proceed to Question #4

---

3. On the days you do NOT work at the at the building you selected in Q1, please indicate how many days you are:

Working at a client site	<input type="checkbox"/> 0 <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5
On a regular day off	<input type="checkbox"/> 0 <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5
Working part time (less than 35 hours per week)	<input type="checkbox"/> 0 <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5

---

4. Please indicate the number of weekdays (Mon-Fri) you typically use each of the types of transportation shown to get to the building you selected in Q1.

If you use more than one type on any day, e.g., walked to a bus stop then rode the bus, count ONLY the type you use for the longest distance part of the trip.

Rode in a taxi	<input type="checkbox"/> 0 <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5
Vanpool	<input type="checkbox"/> 0 <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5
Took Metrorail, MARC, Amtrak, or VRE train	<input type="checkbox"/> 0 <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5
Bicycled (entire trip from home to work)	<input type="checkbox"/> 0 <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5
Other _____	<input type="checkbox"/> 0 <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5

---

5. At what time do you usually arrive at work at the building you selected in Q1? \_\_\_\_\_ a.m. p.m. (please circle one)

At what time do you usually leave work from the building you selected in Q1? \_\_\_\_\_ a.m. p.m. (please circle one)

---

6. Do you work a flexible schedule or flex-time, in which you choose the times you start and stop work, as long as you work a required number of hours in a day or week?  
 No     Yes

---

7. About how many miles driving distance is it from your home to your work location? \_\_\_\_\_ miles

How many minutes does it typically take you to travel from home to this location? \_\_\_\_\_ minutes

How many minutes does it typically take you to travel from this location to home? \_\_\_\_\_ minutes

# MITRE TDM Program Recommendations & Trip Reduction Analysis: APPENDIX

8. In a typical week (Mon-Fri), about how many trips do you make during your work day for purposes OTHER THAN travel to work (e.g., shopping, personal appointment, pick-up a family member, etc.)?

No non-work trips (skip to question 8)

\_\_\_\_\_ non-work trips

9. Listed below are services that could help you travel by carpool, vanpool, bus, train, or bicycle. For each service, please check if the service would encourage you to use the type of transportation underlined for your trip to work. For example, check "Yes," for "safe route/path to walk from Metrorail station for train riders," if that service would encourage you to take the train. If you already use the type of transportation noted, check the box "Use Now."

Assistance to form a <u>carpool or vanpool</u>				
Route/schedule information for <u>bus or train</u>				
Personal showers and secure lockers at work for employees who <u>bicycle</u>				
Safe route/path to walk from Metrorail station for <u>train</u> riders				
Convenience shopping near Metrorail station for <u>train</u> riders				
Shuttle bus to <u>bus</u> stop or <u>train</u> station				

Please also answer questions 10-14. This information will be confidential and used ONLY for classification purposes.

10. What is your zip code at home? \_\_\_\_\_

What is the closest intersection to your home? \_\_\_\_\_  
(List street names, e.g. Kings Park Dr. and Braddock Rd.)

11. How many motor vehicles (cars, trucks, SUVs, motorcycles) are owned or leased by members of your household?

0     1     2     3-4     5 or more

12. Which of the following categories includes your age?

18 - 24     25 - 34     35 - 44     45 - 54     55 - 64     65 or older

13. Which of the following categories best describes your occupation?

Sales     Technician     Executive/managerial     Administrative support, clerical  
 Laborer     Professional     Machine operator, assembler     Maintenance, facilities service  
 Military     Precision craft     Retail, hospitality service     Other \_\_\_\_\_

14. Which of the following best describes your employer?  
Please provide the name of the contractor/Sponsor if applicable

MITRE  
 Contractor \_\_\_\_\_  
 Government Agency (Sponsor) \_\_\_\_\_

THANK YOU FOR COMPLETING THE SURVEY!

PLEASE RETURN YOUR COMPLETED SURVEY TO  
Dorothy Phillips, MITRE Facilities  
Mailstop # N-030

If you would like to be entered into the prize drawing for a \$400 gift card, provide your name and work phone number below.

Name \_\_\_\_\_ Work Phone \_\_\_\_\_



# MITRE TDM Program Recommendations & Trip Reduction Analysis: APPENDIX

## APPENDIX E: 2006 MITRE Employee Transportation Survey Summary

1. Please select the building where you normally report to work?

Answer	Count	Percentage
No answer	1	0.09%
MITRE1	292	26.84%
MITRE2	346	31.80%
MITRE3	184	16.91%
Greensboro	89	8.18%
Rappahannock	176	16.18%

2. How many weekdays (Mon-Fri) do you typically work in this Building?

Answer	Count	Percentage
No answer	13	1.19%
0	25	2.30%
1	74	6.80%
2	48	4.41%
3	87	8.00%
4	108	9.93%
5	733	67.37%

3. On the days you do NOT work at this building, please indicate how many days you are

Total number of respondents who did not work all 5 weekdays in any of the Buildings = 342

Reason for not being at MITRE Office	Number of respondents who did not work all 5 days at any building						
	0 days	1 day	2 days	3 days	4 days	5 days	NA
Working at home all day (telecommuted)	31	79	15	3	2	1	211
Working at a client site	6	61	60	41	66	22	86
Off because other compressed work week schedule	20	5	1	0	0	0	316
Off because other day off	19	8	2	0	0	0	313
Off for vacation	19	1	0	0	0	0	322
Working at home (less than 35 hours per week)	17	17	4	5	1	0	298

Reason for not being at MITRE Office	Percent of all respondents who did not work all 5 days at any building						
	0 days	1 day	2 days	3 days	4 days	5 days	NA
Working at home all day (telecommuted)	9.1%	23.1%	4.4%	0.9%	0.6%	0.3%	61.7%
Working at a client site	1.8%	17.8%	17.5%	12.0%	19.3%	6.4%	25.1%
Off because other compressed work week schedule	5.8%	1.5%	0.3%	0.0%	0.0%	0.0%	92.4%

# MITRE TDM Program Recommendations & Trip Reduction Analysis: APPENDIX

On a regular day on	5.6%	2.3%	0.6%	0.0%	0.0%	0.0%	91.5%
On leave	5.6%	0.3%	0.0%	0.0%	0.0%	0.0%	94.2%
Working part-time (less than 30 hours per week)	5.0%	5.0%	1.2%	1.5%	0.3%	0.0%	87.1%

4. Please indicate the number of weekdays (Mon-Fri) you typically use each of the types of transportation shown to get to the Rappahannock building.  
If you used more than one type on any day, e.g., walked to a bus stop then rode the bus, count ONLY the type you used for the longest distance part of the trip.

Total number of respondents who worked at least 1 day in any of the Buildings = 1050

	Number of all respondents who worked at least 1 day at any building						
	0 days	1 day	2 days	3 days	4 days	5 days	NA
Drive alone to work	11	70	46	74	102	704	81
Ride in a car	141	3	0	0	0	0	944
Carpool (includes being dropped off)	135	13	15	8	17	23	877
Vanpool	143	3	0	0	0	2	940
Bus (includes bus stop)	141	3	2	0	1	1	940
Walk (includes walking to a bus stop)	134	13	8	6	3	5	919
Take a motorcycle to work	142	4	3	0	1	7	931
Take a bicycle to work	141	4	3	0	0	1	939
Walk or bicycle to a transit stop	141	3	2	0	1	7	934
Other	96	0	1	1	0	0	990

	Percent of all respondents who worked at least 1 day at any building						
	0 days	1 day	2 days	3 days	4 days	5 days	NA
Drive alone to work	1.0%	6.7%	4.4%	7.0%	9.7%	67.0%	7.7%
Ride in a car	13.4%	0.3%	0.0%	0.0%	0.0%	0.0%	89.9%
Carpool (includes being dropped off)	12.9%	1.2%	1.4%	0.8%	1.6%	2.2%	83.5%
Vanpool	13.6%	0.3%	0.0%	0.0%	0.0%	0.2%	89.5%
Bus (includes bus stop)	13.4%	0.3%	0.2%	0.0%	0.1%	0.1%	89.5%
Walk (includes walking to a bus stop)	12.8%	1.2%	0.8%	0.6%	0.3%	0.5%	87.5%
Take a motorcycle to work	13.5%	0.4%	0.3%	0.0%	0.1%	0.7%	88.7%
Take a bicycle to work	13.4%	0.4%	0.3%	0.0%	0.0%	0.1%	89.4%

## MITRE TDM Program Recommendations & Trip Reduction Analysis: APPENDIX

Walked/care trip from home	13.4%	0.3%	0.2%	0.0%	0.1%	0.7%	89.0%
Other	9.1%	0.0%	0.1%	0.1%	0.0%	0.0%	94.3%

5. a. At what time do you usually arrive at work at the Rappahannock Building?

Time	Number of Respondents
4:30 - 4:45 AM	21
5:00 - 5:15 AM	5
5:20 - 5:30 AM	7
5:35 - 5:45 AM	3
5:50 - 6:00 AM	33
6:05 - 6:15 AM	13
6:20 - 6:30 AM	54
6:35 - 6:45 AM	25
6:50 - 7:00 AM	104
7:05 - 7:15 AM	53
7:20 - 7:30 AM	123
7:35 - 7:45 AM	95
7:50 - 8:00 AM	171
8:10 - 8:15 AM	35
8:20 - 8:30 AM	106
8:40 - 8:45 AM	23
8:50 - 9:00 AM	105
9:05 - 9:15 AM	9
9:20 - 9:30 AM	29
9:45 AM	5
10:00 AM	21
10:15 AM	1
10:30 AM	6
11:00 AM	2
PM	8
No Answer	51

## MITRE TDM Program Recommendations & Trip Reduction Analysis: APPENDIX

6. b. At what time do you usually leave work from the Rappahannock building?

Time	Number Of Respondents
12:00 PM	3
1:00 PM	4
1:15 PM	1
1:30 PM	1
2:00 PM	5
2:30 PM	9
2:45 PM	3
3:00 PM	28
3:15 PM	8
3:25 - 3:30 PM	52
3:35 - 3:45 PM	20
3:50 - 4:00 PM	118
4:05 - 4:15 PM	23
4:20 - 4:30 PM	178
4:35 - 4:45 PM	52
4:50 - 5:00 PM	191
5:05 - 5:15 PM	18
5:20 - 5:30 PM	131
5:35 - 5:45 PM	18
5:50 - 6:00 PM	88
6:15 PM	7
6:30 PM	43
6:45 PM	2
7:00 PM	14
7:15 PM	1
7:30 PM	6
8:00 PM	2
9:00 PM	3
9:30 PM	1
10:00 PM	1
11:00 PM	1
12:30 PM	2
AM	8
No Answer	46

7. Do you work a flexible schedule or flex-time, in which you choose the times you start and stop work, as long as you work a required number of hours in a day or week?

Answer	Count	Percentage
No answer	122	11.17%
Yes	619	56.68%

## MITRE TDM Program Recommendations & Trip Reduction Analysis: APPENDIX

No	350	32.05%
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7. a. About how many miles driving distance is it from your home to your work location?  
Minimum = 0 miles; Maximum = 100 miles; Average = 18.3 miles;
7. c. How many minutes does it typically take you to travel from home to this location?  
Minimum = 2 minutes; Maximum = 135 minutes; Average = 37.4 minutes;
7. d. How many minutes does it typically take you to travel from this location to home?  
Minimum = 2 minutes; Maximum = 180 minutes; Average = 44.0 minutes;
8. In a typical week (Mon-Fri), do you make any trips during your work day for purposes OTHER THAN travel to work (e.g., shopping, personal appointment, pick-up a family member, etc.)?

Answer	Count	Percentage
No answer	72	6.59%
Yes	522	47.80%
No	497	45.51%

How many trips do you make in a typical week (Mon-Fri)?

Answer	Count	Percentage
Answer	508	46.52%
No answer	583	53.39%

Minimum = >1; Maximum = 25; Average = 2.7

Which of the following types of transportation do you typically use most to make these trips?

Answer	Count	Percentage
No answer	577	52.84%
Drive alone	460	42.12%
Bus or Metrorail	5	0.46%
Drive/ride with others	46	4.21%
Walk or bicycle	3	0.27%

## MITRE TDM Program Recommendations & Trip Reduction Analysis: APPENDIX

9. Listed below are services that could help you travel by carpool, vanpool, bus, train, or bicycle. For each service, please check if the service would encourage you to use the type of transportation underlined for your trip to work. For example, check "Yes," for "safe route/path to walk from Metrorail station for train riders," if that service would encourage you to take the train. If you already use the type of transportation noted, check the box "Use Now."

	No answer	Yes	Maybe	No	Use Now
Assistance to form a carpool	24.5%	5.8%	19.7%	48.4%	1.7%
Assistance to form a vanpool	29.7%	4.5%	15.8%	49.5%	0.5%
Route/schedule information for bus	28.1%	7.9%	14.9%	47.3%	1.7%
Secure parking for bicycle	31.3%	5.1%	6.0%	56.9%	0.6%
Reliable bike repair service	32.9%	7.0%	7.5%	51.3%	1.3%
More parking at home for bicycle	34.5%	10.1%	10.0%	44.8%	0.6%
Safe route/path to walk from Metrorail station for train riders	33.6%	11.7%	7.8%	46.3%	0.6%
Guaranteed ride home for carpool/vanpool/bus/train	26.9%	12.6%	21.3%	38.5%	0.7%
Reliable car share/ride share service	34.6%	7.1%	8.2%	49.7%	0.4%
Shuttle bus to/from Metrorail station	26.4%	18.4%	17.3%	35.4%	2.5%

10. What is your zip code at home? (See Excel table)

11. What is the closest intersection to your home? (See Excel table)

12. How many motor vehicles (cars, trucks, SUVs, motorcycles) are owned or leased by members of your household?

Answer	Count	Percentage
No answer	15	1.37%
0	8	0.73%
1	200	18.32%
2	525	48.08%
3-4	309	28.30%
5 or more	34	3.11%

## MITRE TDM Program Recommendations & Trip Reduction Analysis: APPENDIX

13. Which of the following categories includes your age?

Answer	Count	Percentage
No answer	10	0.92%
18 - 24	31	2.84%
25 - 34	183	16.76%
35 - 44	262	23.99%
45 - 54	320	29.30%
55 - 64	252	23.08%
65 or older	33	3.02%

14. Which of the following categories best describes your occupation?

Answer	Count	Percentage
No answer	12	1.10%
Sales	0	0.00%
Technician	32	2.93%
Executive/managerial	146	13.37%
Administrative support, clerical	122	11.17%
Laborer	1	0.09%
Professional	683	62.55%
Machine operator, assembler	0	0.00%
Maintenance, facilities service	3	0.27%
Military	2	0.18%
Precision craft	0	0.00%
Retail, hospitality service	0	0.00%
Other	90	8.24%

15. Which of the following best describes your employer?

Answer	Count	Percentage
No answer	0	0.00%
MITRE	1056	96.70%
Contractor	32	2.93%
Government Agency (Sponsor)	3	0.27%

If you would like to be entered into the prize drawing for a \$400 gift card, provide your name and work phone number below. (See Excel table)

# MITRE TDM Program Recommendations & Trip Reduction Analysis: APPENDIX

## APPENDIX F: 2001 MITRE Employee Commuter Survey Results

### THE MITRE CORPORATION EMPLOYEE COMMUTER SURVEY RESULTS

#### Survey Response Rate

1900 surveys were distributed to employees in Washington Metro Area

882 employees responded to survey

Response rate of 46 percent

#### Method of Travel to Work

814 employees responded to this question

92% - Drive Alone

6% - Carpool

2% - Public Transit

#### Average One-Way Commute Distance to Workplace

882 employees responded to this question

0-9 Miles - 30%

10-19 Miles - 40%

20-29 Miles - 14%

30+ Miles - 16%

#### Where Do Employees Commute From

826 employees responded to this question

##### By State

63% of respondents live in Virginia

13% of respondents live in Maryland

7% of respondents live in Washington, D.C.

##### By Zip Codes (50 or more respondents)

22124-Vienna: 71 respondents

22031-Fairfax: 61 respondents

20171-Arlington: 53 respondents

20190-Boston: 51 respondents

#### Average Arrival Times to Work

816 employees responded to this question

6:30-7:15 a.m. - 26% of respondents

7:16-8:00 a.m. - 45% of respondents

8:01 a.m. or later - 29% of respondents

#### Average Departure Times from Work

816 employees responded to this question

4:00-5:00 p.m. - 63% of respondents

5:01 or later - 37% of respondents

# MITRE TDM Program Recommendations & Trip Reduction Analysis: APPENDIX

## APPENDIX G: Existing TDM Programs

The following summary is intended to provide an overview of current transportation demand management (TDM) programs currently offered by state, regional, and county TDM providers. The services represent the foundation of TDM programs offered from which the MITRE TDM program recommendations will build upon.

### **Metropolitan Washington TDM Services**

Commuter Connections was originally created in 1974 as the Commuter Club, providing one of the first computerized carpool matching systems in the nation. The Commuter Club network consisted of the Metropolitan Washington Council of Governments (COG), General Services Administration (GSA), and the Greater Washington Board of Trade. COG provided the direct ridematching services to the public. This service was and still is provided free to anyone who requests ridematching information. In the 1980's, the local government agencies of City of Alexandria, Fairfax County, Montgomery County, Prince William County and the Northern Virginia Transportation Commission joined the network. The Commuter Club network members used COG's ridematching software and shared one regional database for ridematching. It was in the mid-1980's that the network changed its name to the RideFinders Network. By 1994 the network had grown in membership to include all Washington D.C. area local governments, a few federal agencies, several Transportation Management Associations, and government agencies from the Baltimore area, southern Maryland, and northern Virginia. In 1996 and 1997, the services provided by the RideFinders Network had grown beyond just carpool/vanpool matching to include transit route and schedule information, a regional Guaranteed Ride Home program, bicycle to work information, park-and-ride lot and HOV lane information, telecommute/telework program assistance, InfoExpress commuter information kiosks, commuter information services through our Internet site, and employer services. It was in 1996 that the network changed its name to Commuter Connections. Funding for Commuter Connections is provided to the Metropolitan Washington Council of Governments by the U.S. Department of Transportation, District of Columbia Department of Transportation, Maryland Department of Transportation, and Virginia Department of Transportation. Many of the local Commuter Connections members receive grant funding directly from their respective state government.

### **Fairfax County TDM Services**

#### *Employer Outreach*

Fairfax County has an Employer Services Program that helps businesses and employees find transportation solutions. The program exists not only to make their company more successful, but to improve the economic vitality and quality of life for the entire region. They have an Employer Services Specialist who works on-site with employers to help them realize bottom-line benefits of commute alternatives.

The Employer Services Program provides the following services to employers free of charge:

- Development of tax-free commute benefit programs (Metrochek, Metrochek Match)
- On-site transportation assessments
- Confidential employee commute surveys
- Mapping of employee residence patterns
- Computerized ridematching
- Corporate relocation assistance
- On-site rideshare promotions and displays
- Assistance in implementing alternative commute programs and incentives
- Coordination with nearby companies to establish commuter programs

## MITRE TDM Program Recommendations & Trip Reduction Analysis: APPENDIX

- Training an on-site Employee Transportation Coordinator (ETC)
- Development of incentive programs
- Program follow-up and evaluation
- Transit schedules, route maps and park-and-ride
- New employee commute options information
- Assessment of parking options
- Development of a telework program <http://www.commuterconnections.com/twkva.htm>

Offering these services at the County level, the Fairfax County TDM program mirrors the regional Commuter Connections' TDM programs. However, Commuter Connections does offer some regional services that are not offered at County level (as these are implemented more efficiently at the regional level):

- Guaranteed Ride Home (GRH)
- Ozone Action Days
- Bike to Work Day

Guaranteed Ride Home provides commuters who regularly carpool, vanpool, bike, walk or take transit to work with a reliable ride home when one of life's unexpected emergencies arises. Commuters are able to use GRH to get home for unexpected personal emergencies and unscheduled overtime up to FOUR times per year. The GRH ride home by taxi, rental car, bus or train is free! Commuter Connections will reimburse costs associated with the use of transit during an authorized GRH trip. They send a GRH Transit Reimbursement Voucher in the mail shortly after a GRH trip. The commuter completes and returns the Voucher to Commuter Connections within thirty days to receive their reimbursement.

The Fairfax County Employer Services Program provides employers with personal assistance with the following:

- Surveying employees to determine transit needs and preferences
- Helping with carpool and vanpool formations
- Providing up-to-date information on local bus schedules
- Helping implement Metrochek program

Fairfax County markets the typical employer benefits of promoting commute alternatives to their employees including:

- Improved employee productivity
- Improved morale
- Easier recruitment and retention
- Reduced parking and office space needs and costs
- Easier access and traffic flow at work site
- Reduced absenteeism and late arrivals
- Public recognition as a good corporate citizen

### *Commuter Outreach*

The RideSources Program is operated by the Fairfax County Department of Transportation. The RideSources program provides commuters with free ridesharing information, including ridematching assistance to form or join carpools or vanpools. Commuters can call or mail in a RideSources

## **MITRE TDM Program Recommendations & Trip Reduction Analysis: APPENDIX**

application, and will be entered into a regional database which will match them with neighbors who share similar work schedules and travel patterns. This regional database is the Commuter Connections' system.

Fairfax County markets the typical employee benefits of promoting commute alternatives to their employees including:

- Reduced commuting time and expenses/Access to HOV lanes
- Reduced wear-and-tear on personal vehicles
- Less stress
- More productive time while riding to and from work
- Flexible work schedules

They also try to appeal to the people who want to be good citizens and promote the Community Benefits of commute alternatives including:

- 
- Easier travel on streets and highways
  - Increased economic vitality
  - Economic development benefits
  - Cleaner air
  - Improved overall quality of life

Fairfax County also offers a reduced personal-property tax rate for 12-15 passenger vans.

### **Fairfax County HOV Lanes**

HOV, or High Occupancy Vehicle lanes are available to ridesharers on Interstate 66 and on Interstates 95 and 395 in Fairfax County. Vehicles must have a minimum number of occupants to travel on these lanes during peak commuting hours.

### **Fairfax County Current Transit Services**

MetroRail (Orange Line and Blue Line) and Metrobus

Fairfax Connector Bus – Intra County Transit Service

CUE – City of Fairfax Transit

VRE – Regional Rail Service (Alexandria, Burke, Lorton, and Springfield)

FASTRAN – Para-Transit Services

TAGS Bus Service - The TAGS bus is a shuttle service, operated by Metro that circulates in Springfield's business district.

### **Fairfax County Park and Rides**

### **Fairfax County Vanpool Providers**

Fairfax County Department of Transportation RideSources works in tandem with Commuter Connections to help commuters find riders with whom they can vanpool. In addition to many private individuals operating vanpools in Fairfax County and the Metropolitan Washington Region there are several third-party vanpool providers which include:

- VPSI Commuter Vanpools
- ABS Vans-Metro
- Access Transportation Services

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## Fairfax County TDM Organizations

### *DATA*

The Dulles Area Transportation Association (DATA) is a Transportation Management Association (TMA) that identifies transportation needs; advocates steps to meet those needs; and provides a forum for members and other concerned parties to be informed of opportunities and participate in timely actions that will bring about a more effective transportation system.

DATA's Area of Operations encompasses an approximately 150-square mile area bounded by the Potomac River on the north, Hunter Mill Rd. on the east, by the Route 15 corridor on the west, and the Rt. 66 corridor on the south.

### *LINK*

LINK provides information on alternative transportation methods you may use to get to and from Reston and Herndon.

### *TAGS*

The Transportation Association of Greater Springfield (TAGS) is a non-profit, public private transportation management association that plays a key role in the transportation improvement plan for the rapidly growing Greater Springfield area.

### *TYTRAN*

The TYTRAN Commuter Program is a voluntary program that provides opportunities for member employees to participate in a variety of ridesharing activities designed to increase employee awareness of transit and transportation options into and around the Tysons Corner area.

Current Commuter program elements include carpool and vanpool match list generation; provision of transit schedules and itineraries; general alternative transportation information; air quality and trip reduction educational program information; a guaranteed ride home program; and a quarterly Commuter News publication for employees.

## Virginia Commonwealth Wide TDM Services

There are a number of Virginia funded TDM programs operated through Commuter Connections including:

- TeleworkVA
- The Virginia Vanpool Assistance Program

### *Telework!VA*

Telework!VA offers employers up to \$35,000.00 to start or expand a formal telework program. Telework!VA is a public / private partnership serving Northern Virginia businesses. Companies can receive as much as \$3,500 per employee (for up to ten employees) to establish a telecommuting link, lease home office equipment or pay for office space at a convenient telework center. It is a pilot program administered by the Commonwealth of Virginia Department of Rail and Public Transportation (DRPT) through the Metropolitan Washington Council of Governments (MWCOG). The Telework!VA Program is limited to reimbursement of lease costs and consultant/technical assistance expenses. It reimburses a variable percentage of the lease expense for equipment; telework center space; technical assistance for setting up programs and installing equipment; and provides training for teleworkers and supervisors. No purchases are eligible for reimbursement.

## **MITRE TDM Program Recommendations & Trip Reduction Analysis: APPENDIX**

Business applications to participate in the Telework!Va pilot program are now being accepted for review by DRPT and MWCOG. Applicants must demonstrate their willingness to start a long-term program, invest in the planning and staff resources required to sustain a program and commit to an implementation schedule with appropriate milestones of two (2) years or less. Priority is given to new program starts although existing program expansion requests may be considered on a case-by-case basis. Employers are required to sign a contract with the Metropolitan Washington Council of Governments (MWCOG) on behalf of the Virginia Department of Rail and Public Transportation.

### *The Virginia Vanpool Assistance Program*

The Virginia Vanpool Assistance Program, sponsored by the Virginia Department of Rail and Public Transportation, provides temporary funding for vanpools having trouble filling all of their seats. There are two different programs: the VanStart Program, which funds empty seats during the critical start up phase of new vanpools; and the VanSave Program, which is for existing vanpools that are experiencing problems in their passenger levels due to the loss of riders.

Anyone operating a vanpool that serves residents of the Commonwealth of Virginia can apply for assistance. The vanpool must be a non-profit organization and have a seating capacity of no less than six and no more than fourteen (excluding the driver.) The vanpool operator must certify that the van has PV plates and is appropriately insured under a Commercial Auto Policy or Vanpool Policy and registered with the local jurisdiction's rideshare agency.

The VanStart Program and the VanSave Program have some differences in their eligibility requirements. Under the VanStart Program, the owner/operator must register the vanpool and apply for assistance within the first three months of operation with the local jurisdiction's rideshare agency. At least 50% of the passenger capacity must be full. Under the VanSave Program, the vanpool must have been in operation for a minimum of six months and may not have received any state assistance funds in the past 12 months. At least 25% of the paying passenger capacity must have been empty for more than 30 days at time of application. The amount of funding is based on the average cost per seat of the vanpool and the average cost per seat of similar vanpools traveling the same distance.

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## APPENDIX H: Methodology for Trip Generation TDM Adjustments

Programmatic Adjustments	MITRE			Site (If Non-MITRE Tenant)	Trips - AM Peak	Trips - PM Peak	Justification	Sustainability
	Program adjustment Other Non-SOV	Trips - AM Peak	Trips - PM Peak					
Target Reductions								
Transit Bus/Rail Availability	7%	-285 -103	-267 -95	10%	-285 -146	-267 -135	Transit ridership at work sites drops significantly once distance from the nearest transit station exceeds one-half mile (Peng, Dueker and Stratham 1996). While the MITRE site operates a shuttle service between the nearest Metrorail station and the site, the van is small and not capable of carrying large numbers of employees. A recent WMATA study of transit ridership found that a similar site in the DC Metro area achieved an 11 percent transit share (WMATA 2005). However, the site was located closer to a Metrorail station than the MITRE site. In addition, the high telework rate is likely to negatively impact transit ridership at the MITRE site. Based on these factors we anticipate a 7 percent transit share at MITRE.	The HCT spine is scheduled to grow and increase access to the system. Until that time, shuttle/connector services should be continued.

## MITRE TDM Program Recommendations & Trip Reduction Analysis: APPENDIX

Telework / Alt Work	13%	-190	-176	3%	-44	-41	<p>Data indicate that telework programs can reduce total vehicle trips by 4 to 18 percent. Varma et al. (1998) found that participation rates at telework centers were approximately 22 percent. These centers are designed as drop in facilities for individuals who telework on a regular basis. No individual using the center is ineligible to telework, which differs from traditional workites where participation in telework programs is limited. Weiss (1994) estimated that only 5 to 40 percent of the workforce can work at home. Combining these values we might expect that telework programs could reduce travel between 1 and 9 percent; however, a recent survey of various employer-based commute reduction programs found that telework programs reduced trip rates by approximately 4 to 18 percent (Pollution Probe). The upper range likely occurs at companies employing large numbers of managers and professionals, who are more likely to telework (Bureau of Labor Statistics 2002). We can expect a company like MITRE, which employs large numbers of managers and professionals, to achieve telework trip reductions on the high end; therefore, we estimate total reductions at 13 percent.</p> <p style="text-align: right;">If the tenancy changes, the nature of future employees' work may not allow for a high level of teleworking. This could be resolved with a complete site Trip Cap agreement that would carry with each individual building based on GSF pro-rata share distributions.</p>
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## MITRE TDM Program Recommendations & Trip Reduction Analysis: APPENDIX

On-Site Amenities	2%	-29	-27	2%	-29	-27	Availability of on-site amenities has been shown to reduce the need for post-arrival travel, and thereby reduce the need for SOV non-commute trips. Amenities available at the site can generate a trip reduction of 2%-10%.	Facilities such as on-site café, fitness center, and credit union are part of the infrastructure of the campus. As long as these buildings continue to operate as a campus, the trip reduction benefits are likely to be sustained
Work Schedule	1%	-15	-14	1%	-15	-14	Scheduling work outside of the peak commute times is a growing trend. This can also be seen in such alternative schedules as 4-10 hour days or 80 hours in 9 workdays	This is as much as business trend as anything else, but it should be supported and encouraged through a statement in the final document to the effect of: "The owner of the property shall encourage the implementation of work schedules that reduce trips in the peak hour."
Subsidies / Incentives for Transit (bus/rail/vanpool)	0%	0	0	16%	-234	-217	Incentives are a valuable tool and should be reserved as a back-up plan if business practices change. Currently, the incremental value (which would be in the 5%-10% range for vanpool and 10%-35% range for transit) does not justify the potential cost of the program. Should they be necessary, subsidies should be set at 40%-75% of average transit costs. (Note: vehicle occupancy for carpool was adjusted to 5.5 as this element is focused on Vanpool subsidies)	Incentives should be in the toolbox of options, though they are not critical for meeting targets with today's conditions. This is currently countered by aggressive Telework/Alt Work programs.

## MITRE TDM Program Recommendations & Trip Reduction Analysis: APPENDIX

Parking Management	4%	-59	-54	5%	-73	-68	<p>Parking management is key when parking supply is at a premium. Reserving carpool and vanpool spaces around the elevator core of parking structures and closest to the building in lots increases the value of HOV as a choice. Were other business practices to lessen the alternative work locations of site employees, fee-based parking could be a consideration.</p>	<p>Parking management is very sustainable with minimal effort. Though if fee-based is implemented, then expect a shift in travel mode of 10%-25% depending upon actual rate.</p>
Emergency Ride Home	2%	-22	-20	2%	-22	-20	<p>The surety of having a ride in case of emergencies is critical to decision making for commuters. This program consistently provides at least a 2% reduction in SOV commuting.</p>	<p>Emergency Ride Home is sustainable due to its traditionally very low utilization rate. The ability to provide this service via a reimbursement or voucher program further reinforces this program's value.</p>
Dedicated Transportation Coordinator and Active Marketing	increase effectiveness of other measures by 10%	-42	-39	increase effectiveness of other measures by 10%	-56	-52	<p>Studies, such as those undertaken by Washington Department of Transportation for their TDM Effectiveness and Evaluation Model, have shown historically that when active and dedicated attention is given to a Travel Options program, the effectiveness of other programs is increase by 10%</p>	<p>The Special Exception granted for MITRE buildings 1-3 already calls for a public transportation coordinator. Continuation of this program to the new facility will assure supplemental benefits are yielded over time.</p>
<b>Net Programmatic Adjustment</b>								

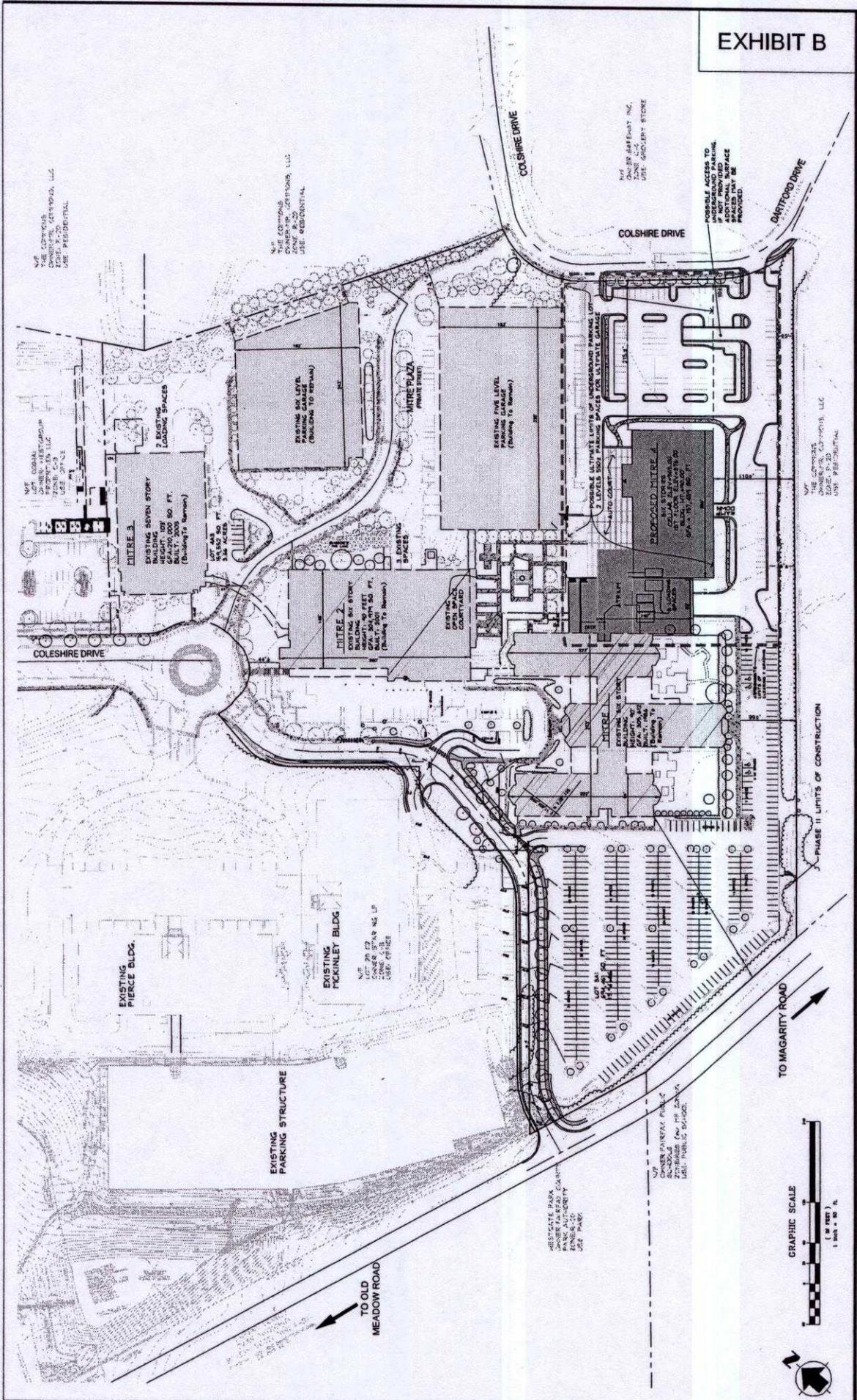
Program estimation ranges developed utilizing the TDM Encyclopedia of Victoria Transport Policy Institute via <http://www.vtpi.org>

## MITRE TDM Program Recommendations & Trip Reduction Analysis: APPENDIX

### Works Cited

- Bureau of Labor Statistics. 2002. Most home professionals are managers and professionals. MLR: The Editor's Desk. <[www.bls.gov/pub/ted/2002/mar/wk1/art02.htm](http://www.bls.gov/pub/ted/2002/mar/wk1/art02.htm)>
- Peng, Zhongren, Kenneth J. Dueker, and James G. Strathman. 1996. Residential Location, Employment Location, and Commuter Response to Parking Charges. Transportation Research Record 1556: 109-118.
- Pollution Probe. 2001. North American Workplace-based Trip Reduction Programmes. <[www.pollutionprobe.org](http://www.pollutionprobe.org)>
- Varma, Krishna, Chaang-luan Ho, David Stanek, and Patricia Mokhtarian. 1998. Duration and frequency of telecenter use: once a telecommuter, always a telecommuter? Transportation Research Part C. 6: 47-68.
- WAMATA. 2005. 2005 Development-Related Ridership Survey: Final Report.
- Weiss, J.M. 1994. Telecommuting Boosts Employee Output. HR Magazine. February: 51-53.

# EXHIBIT B



DESIGN	PHR+A
DRAWN	PMH
CHECKED	DHS
SHEET	1 OF 1
SURVEY	14
DATE	JUNE 27, 2008
SCALE	
FILE NO.	10022-1-5

**Patten Harris Rust & Associates, PC**  
 Engineers, Surveyors, Planners, Landscape Architects  
 14532 Lee Road  
 Chesapeake, VA 20151-1079  
 P 703.468.8700  
 F 703.468.8704

**MITRE 4**  
 PROVIDENCE DISTRICT  
 FAIRFAX COUNTY, VIRGINIA

**FUTURE POSSIBLE ROAD CONNECTIONS PER PENDING TYSONS LAND USE TASK FORCE**

NO.	DESCRIPTION	DATE	INITIALS	BY	APP'D	DATE



PROFESSIONAL SEAL

**MITRE 4 PROFFERS**  
**PCA 92-P-001-05**  
**RZ 2008-PR-011**

Dated - July 23, 2008  
Revised - September 5, 2008

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Pursuant to Section 15.2-2303 (A), Code of Virginia (1950, as amended) and Sect. 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), the property Owner for themselves and their successors and/or assigns (collectively referred to as the "Applicant") in this Proffered Condition Amendment ("PCA") and Rezoning proffer that the development of the parcels under consideration and shown on the Fairfax County Tax Maps as Tax Map 30-3 ((28)) 3A1 and 4A3 (the "Property") shall be in accordance with the following conditions if, and only if, Proffered Condition Amendment application PCA 92-P-001-5 and Rezoning application RZ 2008-PR-011 are granted. In the event that the PCA and Rezoning applications are denied, these Proffers shall be immediately null and void and of no further force or effect.

**GENERAL**

1. Previous Proffers. All previous proffers associated with PCA 92-P-001-3, PCA 92-P-001-2 and PCA 1998-PR-052 as they apply to the Property shall be eliminated by and superseded by the following proffers.
2. Proffered Condition Amendment/Rezoning/Generalized Development Plan. The Property shall be developed in substantial conformance with Sheets 1 through 18 of the Proffered Condition Amendment/Rezoning/Generalized Development Plan dated August, 2006, and revised through June 27, 2008, prepared by Patton, Harris, Rust & Associates and consisting of 18 sheets (the "GDP").
3. Minor Modifications. Minor modifications to the GDP may be permitted when necessitated by sound engineering or that may become necessary as part of final site plan or engineering, pursuant to Section 18-204(5) of the Zoning Ordinance.

**ENVIRONMENT**

4. Landscaping. Landscaping of the MITRE 4 building shall comply with Sheet 5 of the GDP. The Property shall be landscaped using a mix of shade and/or ornamental trees and evergreen trees of a quantity and species consistent with existing landscaping at the Property, subject to approval by the Urban Forest Management Division ("UFMD"). Native species shall be used for the proposed tree plantings to the maximum extent possible and as determined practical as agreed by the UFMD. A landscaping plan shall be submitted at the time of site plan for MITRE 4, which plan shall be reviewed and approved by the Department of Public Works and Environmental Services ("DPWES"). During the time of site plan, Applicant shall also meet on-site with a representative from UFMD to identify dead or dying vegetation on the Property. Applicant shall replace such vegetation with comparable landscaping, to be agreed with the UFMD.

5. Storm Water Management & Long-Term Protection of Scotts Run.

A. Storm Water Management. Run-off from the portion of the Property disturbed by the construction of MITRE 4 and from a portion of the MITRE 2 parking garage shall be controlled by an on-site underground storm water management facility. Prior to the issuance of a Non-RUP for the MITRE 4 building, Applicant shall retrofit or replace the existing underground storm water management facility to increase the facility's capacity and reduce the rate of flow from the area of the Property disturbed by construction from the 10 year storm to the 2 year storm levels. The location of the facility is shown on Sheet 4 of the GDP and the facility is described on Sheet 7 of the GDP.

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B. Long-Term Protection of Scotts Run. The Applicant shall liaise with Fairfax County, Commonwealth of Virginia departments, stakeholders, other Tysons area land owners, Tysons area businesses, organizations and community groups to assist in the stabilization, protection and rehabilitation of Scotts Run. The Applicant shall coordinate (either through its Sustainability Program Manager, as reflected in Proffer 9, and/or through other, appropriate MITRE personnel) MITRE's participation in projects such as, but not limited to, stream clean-up days, the mitigation of additional storm water run-off into Scotts Run and the exploration of stabilization and rehabilitation of Scotts Run.

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6. MITRE 4 Building Roof Run-Off. The Applicant shall install a cistern in the location shown on Sheet 7 of the GDP. The cistern shall detain run-off from the roof of the MITRE 4 building for reuse for on-site irrigation and other appropriate uses.

7. Low Impact Design. Prior to the issuance of a Non-RUP for the MITRE 4 building, Applicant shall install a rain garden, bio swale and cistern to intercept rainwater at the Property. Such facilities shall be provided in the locations generally shown on Sheet 4 of the GDP and described on Sheet 7 of the GDP, subject to review and approval by DPWES.

8. Green Roof Design. Applicant shall provide a minimum of 8,000 square feet of green roof technologies at the Property. The location of the green roof shall be determined at the time of site plan for the proposed MITRE 4 building and associated floor area.

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**FUTURE OF TYSONS & FAIRFAX COUNTY - SUSTAINABILITY**

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9. Future Tysons & Fairfax County - Sustainability Program.

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A. Prior to the issuance of the Non-RUP for the MITRE 4 building, the Applicant shall designate an individual to act as its ongoing Sustainability Program Manager ("SPM") for the Property. Said individual shall allocate a minimum of 2.5 business days per quarter (up to a maximum of 10 business days per year) to monitoring, participating in, hosting and contributing resources to a Fairfax County approved Sustainability Program and related activities (such as these referenced in the Fairfax County Comprehensive Plan Amendment Item No. S07-

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CW-3CP adopted by the Fairfax County Board of Supervisors on December 3, 2007, as may be amended in the future).

- B. This Program is anticipated to focus on and be designed to enhance issues related to parks and recreation, open space, cultural venues and activities, Tysons area and Fairfax County improvement initiatives, energy and environmental enhancements, live-near-your-work programs and work force housing and affordable housing initiatives. The SPM shall also have the discretion to coordinate with, utilize and rely upon appropriate MITRE professionals and resources (that is, engineers, PhD's and other professionals) to analyze and address these issues to the extent that the SPM deems appropriate and necessary.
- C. The SPM shall liaise with Fairfax County, Commonwealth of Virginia departments, stakeholders, other Tysons area land owners, Tysons area businesses, organizations and community groups to encourage employees in Tysons to live in closer proximity to their work.
- D. The duties of the SPM shall be undertaken for a minimum period of two years and may be part of other duties assigned to the individual(s).

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### TRANSPORTATION DEMAND MANAGEMENT

10. A transportation demand management plan has been prepared for the Property. The purposes of the TDM Plan are to limit the number of vehicle trips generated by the Property, and encourage the use of transit (Metrorail and bus), other high occupant vehicle commuting modes, walking, biking and teleworking by employees who work in the buildings located at the Property. The transportation demand management plan 'TDM Program Recommendation Analysis' (the "TDM Plan") has been prepared by UrbanTrans Consultants and is dated February, 2006 and is attached at Exhibit A.

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#### A. Vehicle Trip Objectives.

- i. General. Implementation of the TDM Plan shall limit the number of vehicle trips generated by the Property through the use of mass transit, ride-sharing and other strategies as outlined below.
- ii. Maximum Trips After Reduction. The objective of the TDM Plan shall be to limit the number of vehicle trips generated by the use at the Property during weekday peak hours (as determined using methods based on ITE, 7th edition, Trip Generation rates and/or equations) (the "ITE Trip Generation Rate"). The Maximum Trips After Reduction indicated in the following table is based on the percentage reduction of total trips that would otherwise be generated by the entire MITRE Property according to methods in the ITE Trip Generation Rate.

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	AM PEAK HOUR			PM PEAK HOUR		
	Projected Trip Generation Before Reduction	Maximum Trips After Reduction	Percent Reduction	Projected Trip Generation Before Reduction	Maximum Trips After Reduction	Percent Reduction
Campus (including MITRE 4)	1,465	1,006	31%	1,354	930	31%

iii. Reassessment of TDM Plan. The strategies, goals and budget of the TDM Plan shall be reassessed five years after the opening to the public of the Tysons East Metro Station. Proposed changes to the TDM Plan's strategies, goals and budget shall be subject to FCDOT review and approval. The FCDOT-endorsed changes to the TDM Plan shall then be implemented by the Applicant.

B. Definitions.

- i. Transportation Coordinator. Within ninety (90) days of approval of PCA 92-P-001-05 and Rezoning 2008-PR-011, the Applicant shall appoint a TC for the project. The Applicant shall provide written notice to FCDOT of the appointment of the TC and shall furnish FCDOT with evidence of such TC's qualifications and thereafter shall do the same with any change in such appointment. Following the initial appointment of the TC, the Applicant shall continuously employ, or cause to be employed as specified above, a TC for the Property. The TC's duties shall be to develop, implement and monitor the various components of the TDM Plan and revise the TDM Plan as appropriate. The TC shall oversee all elements of the TDM Plan and act as the liaison between the Applicant and FCDOT. The duties of the TC may be part of other duties assigned to the individual(s).
- ii. Peak Hour. The relevant weekday AM or PM "peak hour" shall be that 60-minute period during which the highest volume of mainline through volumes occurs between 6:00 and 9:00 AM and 4:00 to 7:00 PM, respectively, as determined by mechanical and/or manual traffic counts conducted by a qualified traffic engineering firm as approved by 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 during a week between September 1 and November 1 (but not including a week containing a federal holiday or when public schools are not in session). The methodology for determining the peak hour may be modified, in agreement between the Applicant and FCDOT without requiring a PCA, in order to respond to technological and/or other improvements in trip counting.

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- iii. TDM Remedy Fund. The TDM Remedy Fund is an account into which the Applicant will deposit payments as may be required pursuant to this Proffer (the "TDM Remedy Fund"). Such funds shall be used by the Applicant towards TDM measures and programs.
  - iv. TDM Penalty Payments. TDM Penalty Payments may be required to be paid pursuant to this Proffer (the "TDM Penalty Payments"). Penalty funds paid to the County shall be applied to transportation improvements in the vicinity of the Property at the County's sole discretion.
- C. Components of the TDM Plan. In order to meet the Maximum Trips After Reduction objectives, the TDM Plan shall be implemented by the Applicant, subject to FCDOT approval. The minimum components of the TDM Plan are specified in this Proffer and may be subsequently adjusted by mutual agreement between the Applicant and FCDOT. At a minimum, the TDM Plan shall contain the following elements:
- i. Meetings with Stakeholders – The TC shall attend meetings with community groups and organizations that have a mutual interest in furthering the success of TDM programming and the effectiveness of mass transit and other non-SOV commuting. Such meetings may include TYTRAN, the Dulles Corridor Rail Association and any Tysons area-wide sustainability program or related activities (such as those referenced in the Fairfax County Comprehensive Plan Amendment Item No. S07-CW-3CP adopted by the Fairfax County Board of Supervisors on December 3, 2007, as may be amended in the future). The TDM Annual Report (discussed in Proffer 10.F.iii) shall contain a list of the community groups and organizations with which meetings were attended.
  - ii. Upon completion of Phase II of the Metrorail extension (that is, the extension of the service to Route 772 in Loudoun County), the Applicant shall work with the above referenced stakeholders, organizations and community groups to initiate and support a 'Campaign to Ride to Work' to encourage people that work in Tysons Corner to use the Metrorail service.
  - iii. Website – Development and maintenance of a TDM project website to provide targeted information that includes multi-modal transportation information, real-time travel and transit data, the possibility of online transit pass sales or value loading and connections to supporting links. Within one hundred and eighty (180) days of approval of this application, the Applicant shall confirm in writing to the County that the website has been created.
  - iv. Dissemination of information – Dissemination of information in the TC's on-site office as well as in prominent locations throughout the Property, such as, but not limited to building lobbies and cafeterias. This dissemination of information shall include information about transit

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benefits programs, maps and schedules offered by WMATA, Fairfax Connector and other transit providers.

v. Transit benefits – Applicant shall offer employee benefit options, pre-tax/payroll subsidies for transit and vanpool fares, flex-time and alternative work schedule programs.

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vi. Telework programs – Applicant shall offer telework practices to those employees whose work can be productively undertaken using such practices. Such telework practices are encouraged in order to reduce trips in the am and pm peak hours.

vii. Ridematching, carpools, vanpools and guaranteed ride home – In coordination with FCDOT's rideshare and marketing program, the TC shall coordinate vanpool and carpool formation programs, including ride matching services. The TC shall also coordinate the Applicant's established guaranteed ride home program.

viii. Vans and shuttles – The Applicant will provide a van/shuttle bus service to transport employees from the Property to the closest Metro station. The TDM Plan shall include information concerning the schedule and frequency of the van/shuttle bus, subject to approval by Fairfax County Department of Transportation ("FCDOT").

ix. Tysons Wide Shuttle/Circulator Bus Service – If and when a Tysons wide system is established (by Fairfax County, private groups, Metro etc.) that serves the subject Property, the Applicant may terminate its vans and shuttle service and, in lieu thereof, contribute \$20,000 per year towards the operation of the service for a period of ten (10) years.

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x. Preferred Parking – The Applicant shall provide preferred parking opportunities for car pool, van pool and non single occupancy vehicle drivers.

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xi. Metrorail – If and when a Metrorail service is established through Tysons Corner, the Applicant shall update the TDM Plan to include measures to promote ridership of the service. Such measures shall include the updating of the website (discussed in part C.iii. of this Proffer above) and the dissemination of information about Metrorail schedules, fares and maps offered by WMATA.

D. TDM Plan and Budget. Within thirty (30) days after the TC has been appointed by the Applicant, the Applicant, through the TC, shall submit the TDM Plan to FCDOT for review and comment, including the start-up components of the TDM Plan that will be put in place and an initial budget to implement the TDM Plan for the remainder of the year (the "TDM Budget"). Such funds shall be utilized by the TC each year to implement the TDM Plan.

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E. TDM Account.

i. Within thirty (30) days after the establishment of the initial TDM Budget, the Applicant shall establish and fund an account (the "TDM Account") in the initial amount of the annual budget for the TDM program for the then current year. The purpose of the TDM Account shall be to fund the TDM Budget. The TDM Account shall be established as an interest bearing account with a banking or other financial institution qualified to do business in Virginia. All interest earned on the account principal shall remain in the TDM Account and shall be used for TDM Plan purposes. The Applicant shall provide written documentation demonstrating the establishment of the TDM Account to FCDOT within ten (10) days of its establishment. Funds in the TDM Account shall be utilized by the TC each year to implement the TDM Plan in accordance with the TDM Budget. Subject to FCDOT approval, Applicant reserves the right to forego establishing a separate TDM account, so long as it annually demonstrates, to FCDOT's satisfaction, its annual TDM expenditures and the fulfillment of all other proffered TDM commitments.

ii. Excess Funds in TDM Account. Any funds remaining in the TDM Account at the end of any given year shall be transferred to the TDM Remedy Fund, as further discussed in Paragraph J, to ensure the TDM Remedy Fund maintains a balance of \$25,000. At such time as the TDM Remedy Fund has achieved such a balance, any funds remaining in the TDM Account at the end of any given year shall remain in the TDM Account for use in transit incentives. In the event that the TDM Remedy Fund is drawn upon, then the TDM Remedy Fund shall be replenished during the next TDM Budget cycle (repeated for multiple budget cycles if necessary), as indicated above, until the TDM Remedy Fund achieves a balance of \$25,000.

iii. Annual Funding. The TDM Budget shall be replenished annually following any transfer of funds to the TDM Remedy Fund. The TDM Budget shall maintain a starting balance at the beginning of each calendar year of not less than \$190,000.

F. Annual Surveys and Reports. Following issuance of the Non-RUP for MITRE 4 and subject to the provisions of Proffer 10.F.ii below, the Applicant shall cause the TC to prepare and submit to the County the annual surveys and reports on the TDM Plan described below.

i. Annual Survey. An annual survey (the "Annual Survey") shall be completed between September 1 and November 1 of each year. The Annual Survey shall be conducted during a week without any Federal holidays when school is in session. The Annual Survey shall gather information on the effectiveness of the TDM Plan and shall be used by the TC to determine whether changes to the TDM Plan are needed to ensure

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that the vehicle trips are within the Maximum Trips After Reduction targeted goal. If the Annual Survey reveals that changes to the TDM Plan are needed, the Applicant through the TC shall coordinate such changes with FCDOT and implement and adjust the TDM Budget accordingly. The TC shall coordinate the preparation of Annual Survey materials and the methodology for validating survey results with FCDOT prior to doing each year's Annual Survey, and shall collect and analyze the results. 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 in each building;
  - c. The results of any surveys taken during the survey period;
  - d. The number of employees participating in the TDM programs displayed by category of participants and by mode of use;
  - e. An evaluation of the effectiveness of the TDM Plan and its program elements and, if necessary, proposed modifications to the plan and program elements; and
  - f. A description of the uses of buildings on the Property at the time the survey was conducted and levels of occupancy.
- ii. Notwithstanding the aforementioned, the Annual Survey shall only be completed during those years where trip counts are required by these Proffers.
- iii. Annual Report. The TC shall submit a written annual report on the TDM Plan to the FCDOT no later than January 15. The Annual Report shall include:
- a. A description of the TDM strategic efforts for the year, including, as applicable, sample marketing materials;
  - b. A financial statement that includes the TDM Budget for the year and a detailed summary of actual TDM Plan income and expenditure for the previous year;
  - c. A description of how any excess funds (as discussed in Proffer 10.E.ii) shall be used;
  - d. A summary of the levels of occupancy of the office buildings at the Property;

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- e. An analysis of the results of the Annual Survey;
  - f. A compilation and analysis of the results of any Trip Counts that were conducted during the year;
  - g. Discussion of any changes proposed to the TDM Plan;
  - h. The amount of money then on deposit in the TDM Penalty Fund; and
  - i. A list of community groups and organizations with which meetings have been attended.
- iv. Adjustments to Calendar and Due Dates. At the mutual agreement of the FCDOT and the Applicant the due dates for the delivery of the Annual Report may be altered by up to 60 days if changes have occurred, or appear to have occurred, in trip characteristics.
  - v. Meetings with FCDOT. The Applicant shall meet with FCDOT annually within 45 days after submission of the Annual Report, to discuss the results of the Trip Counts, the Annual Survey, the Annual Report and the TDM Plan.

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G. Trip Counts.

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- i. Trip Count Measurement Dates. For purposes of this Proffer, Trip Counts shall be measured on three consecutive days over a maximum two week period (but not including a week containing a federal holiday or when public schools are not in session); these dates are referred to as "Trip Count Measurement Dates." Trip Counts shall be conducted between September 1 and November 1 and shall continue annually thereafter except as discussed in this Proffer 10.G.i.
- ii. Frequency of Trip Counts.
  - a. Following the issuance of the first Non-RUP for MITRE 4, the Applicant shall conduct Trip Counts annually until such time as two consecutive annual Trip Counts indicate that the trips generated in the AM and PM Peak Hours are equal to or less than the applicable Maximum Trips After Reduction. After that time, the Applicant shall conduct Trip Counts every two years. If two consecutive biennial Trip Counts indicate that the trips generated in the AM and PM Peak Hours are equal to or less than the applicable Maximum Trips After Reduction, then the Applicant shall conduct additional Trip Counts at not greater than five (5) year intervals to determine whether the Maximum Trips After Reduction are continuing to be met. As provided in Proffer

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10.F.iii., an Annual Report shall continue to be submitted each year to FCDOT.

b. Should any non-annual Trip Counts indicate that trips generated in the AM and PM Peak Hours be greater than the applicable Maximum Trips After Reduction, Applicant shall recommence testing on an annual basis. Notwithstanding the provisions of this paragraph and Proffer 10.G.ii.a above, FCDOT may request counts be undertaken at any time to validate traffic data, but not more frequently than one time per calendar year. If such request is made by FCDOT, the Applicant shall conduct the requested counts.

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iii. Evaluation of Trip Counts. The results of the Trip Counts shall be compared to the Maximum Trips After Reduction specified for the Property to determine whether actual trips are equal to, less than or greater than the specified Maximum Trips After Reduction. In the event the trips generated are equal to or less than the Maximum Trips After Reduction specified then the Applicant shall continue to administer the TDM Plan in the ordinary course, in accordance with the provisions of these Proffers. If the trips generated are greater than the Maximum Trips After Reduction, the Applicant shall follow the provisions of Paragraphs H, I and J below.

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H. Adjustments to TDM Plan and Budget. In the event that any of the Trip Counts are greater than the applicable Maximum Trips After Reduction, then the TC shall convene a meeting with FCDOT within thirty (30) days of the submission of the annual report to review the results of that report and the TDM strategies then in place for the Property. Thereafter, the TC shall develop modifications to the TDM Plan and the TDM Budget to address the surplus of trips. The Applicant shall submit any revisions to the TDM Plan and TDM Budget to FCDOT within thirty (30) days following this meeting for approval. If FCDOT has not provided comments to the Applicant within sixty (60) days after receipt of the revised TDM Plan and revised TDM Budget, the Applicant's revisions to the TDM Plan and TDM Budget shall be deemed approved. If FCDOT provides comments, the Applicant shall work with FCDOT to incorporate mutually agreed upon revisions. Following approval of the revised TDM Plan and TDM Budget, the Applicant shall:

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i. Fund and increase the TDM Budget if necessary in order to cover any additional costs to implement the revised TDM Plan and TDM Budget;

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ii. Implement the provisions of the revised TDM Plan as developed in consultation with FCDOT; and

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iii. Continue to conduct Trip Counts annually.

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J. TDM Remedy Fund. At the same time that the Applicant creates and funds the TDM Account, the Applicant shall establish as part of its budgeted accounts a

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separately funded project account, referred to as the "TDM Remedy Fund." Prior to issuance of the first Non-RUP for MITRE 4, the Applicant shall contribute to the TDM Remedy Fund to the extent necessary for the TDM Remedy Fund to have a \$25,000 balance. Funds from the TDM Remedy Fund shall be drawn on 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 H. If after one annual testing cycle (post the implementation of any adjustments to the TDM Plan and Budget as required by Proffer 10.H.) the results of Trip Counts show that the actual vehicle trips exceed the Maximum Trips After Reduction, then the Applicant shall draw from the Remedy Fund \$500 per vehicle trip over the maximum trips after reduction threshold (combined AM and PM trips). Any such monies shall be used to fund TDM programs to assist the achievement of the Maximum Trips after Reduction targets. The use of the TDM Remedy Fund to assist the achievement of the Maximum Trips after Reduction targets shall continue until said targets have been met.

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J. TDM Penalty Fund. If the results of any Trip Counts show that the actual vehicle trips continue to exceed the Maximum Trips After Reduction after two annual testing cycles after the initiation of any TDM Remedy measures implemented by the Applicant as approved by FCDOT (under Proffer 10.I), then the Applicant shall pay penalties to the County for use for transportation improvements in the vicinity of the Property. Such funds shall be calculated as follows:

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- i. 0% - 2.5% above Maximum Trips After Reduction = \$500 per vehicle trip.
- ii. 2.5% - 5% above Maximum Trips After Reduction = \$750 per vehicle trip.
- iii. 5% + above Maximum Trips After Reduction = \$1,000 per vehicle trip.

The maximum aggregate amount of all penalties to be paid under this Proffer 10 is \$100,000 per year with an aggregate total maximum penalty of \$750,000. In the event that this total maximum penalty is reached and no further penalty payments are required, the Applicant shall continue to implement a TDM Plan as required in this Proffer 10. If two consecutive biennial Trip Counts indicate that the trips generated in the AM and PM Peak Hours are equal to or less than the applicable Maximum Trips After Reduction (as discussed in Proffer 10.G.ii) the Applicant shall no longer be required to make payments to the TDM Penalty Fund described in this Proffer 10.J.

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K. Enforcement. If the Applicant fails to appoint a TC or submit any TDM Plan and Budget, Annual Report or Trip Count evaluation report to FCDOT within the timeframes required by this Proffer, Fairfax County may thereafter issue the Applicant a written notice providing the TC has sixty (60) days within which to cure such violation. If after such sixty (60) day period the TC still has not submitted the Annual Report or Trip Count evaluation report, then the Applicant

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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.

### TRANSPORTATION

11. Tyson's Transportation Fund. The Applicant shall provide a contribution of \$3.74 per new non-residential square foot constructed on the Property to Fairfax County for the Tyson's Transportation Fund. Concurrent with site plan approval for new non-residential development, the Applicant shall contribute 10% of the aforementioned amount, with the remainder of the contribution to be made prior to issuance of the Non-RUP for MITRE 4. The square foot amount of the contribution to be made shall be adjusted, as approved by the Board of Supervisors, in conformance with Code of Virginia regulations from base year of 2008 to the actual date of payment.

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12. Parking. Parking shall be provided in accordance with the parking requirements of Article 11 of the Fairfax County Zoning Ordinance. The Applicant reserves the right to provide underground parking as part of the MITRE 4 building. However, the Applicant agrees to reduce the overall parking ratio of the Property. The Campus has a current parking ratio of 3.46 spaces per 1,000 square feet of gross floor area. Upon completion of the MITRE 4 building and associated parking, the Applicant shall reduce the overall parking for the Property to no more than 3.1 spaces per 1,000 square foot of gross floor area.

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13. Bus Shelter. Subject to the granting of any necessary off-site easements at no cost to the Applicant, the Applicant shall install a bus shelter at the existing bus stop on Colshire Drive (that is, north of the turning circle/intersection of Colshire Drive and MITRE Plaza). The design and materials of the bus shelter shall be of similar size and quality to those of a typical bus shelter elsewhere in Fairfax County. The bus shelter shall be provided prior to the issuance of the first Non-RUP for MITRE 4. Should FCDOT determine that a bus shelter in this location is not warranted, or should any required easements not be granted, the Applicant shall contribute \$20,000 to Fairfax County towards regional and mass transit facilities in the vicinity of the Property.

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14. Bicycle Racks. The Applicant shall provide a minimum of six (6) bicycle racks on the Property (providing storage for a total of forty five (45) bicycles) and lockers for six (6) bicycles in specific locations to be approved by FCDOT as part of site plan review.

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15. MITRE Plaza Signage.

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A. The Applicant shall erect signage at the intersection of MITRE Plaza and Colshire Drive/Dartford Drive and at the Colshire Drive cul-de-sac to provide pedestrian and vehicular signage to access Route 123 and Colshire Drive/Dartford Drive respectively.

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B. Upon the opening of the Tysons East Metro Station, such signage shall also provide direction to the Metro Station. MITRE shall propose and implement changes to existing signage to address the commitment of this Proffer and shall submit such proposed signage to Fairfax County Department of Planning and Zoning and FCDOT for review and comment prior to erection of the new signage.

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16. MITRE Plaza, The Applicant shall record a public ingress\egress and access easement (in a form acceptable to the County Attorney's Office) across the private street identified as MITRE Plaza on Sheet 4 of the GDP. Said easement shall be recorded concurrent with, and as a condition of, site plan approval for the MITRE 4 building.

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17. Future Road Connection.

A. The Applicant shall cooperate with the County and surrounding landowners to help foster a public (or private), future two lane roadway from Magarity Road to Old Meadow Road (slated to align through and across the Westgate Park and Westgate Elementary School; the "Magarity-to-Old Meadow Connection"). This roadway is proposed to be provided in the location and alignment generally identified on Exhibit B.

B. The Applicant shall be responsible for conveying one-half of the right-of-way necessary to accommodate the two lane roadway to be located along the western edge of the MITRE Property and the contiguous land currently occupied by Northrop Grumman (owned by ISTAR NG LP, Tax Map # 0303 28 C2, the "Northrop Grumman Campus"); this two lane road leading from the Colshire Drive cul-de-sac and along and between the MITRE and Northrop Grumman campuses referenced herein as the "MITRE-Northrop Grumman Connection".

C. Applicant shall convey its portion of right-of-way (or provide a public access easement, should this road be maintained as a private street) for the MITRE-Northrop Grumman Connection concurrent with the ownership of the Northrop Grumman Campus conveying its one-half portion of right of way (or providing a public access easement, should this road be maintained as a private street) for this MITRE-Northrop Grumman Connection.

D. Should a publicly or privately financed and constructed MITRE-Northrop Grumman Connection be proposed, the Applicant shall, upon request of the County, participate toward securing a formal agreement defining the Applicant's and others' responsibilities for this road construction and ongoing maintenance, including, but not limited to, timing of dedication of Applicant's right of way, the design and engineering of the roadway and appurtenant facilities, utility relocations, streetscaping, snow removal and maintenance.

E. In the event that land is conveyed by MITRE for the MITRE-Northrop Grumman Connection, consistent with the provisions of the Fairfax County Zoning Ordinance, MITRE shall reserve density credit for all eligible dedications

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described herein or as may be required by Fairfax County or VDOT pursuant to the Public Facilities Manual ("PFM").

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## TREE PRESERVATION

### 18. Limits of Clearing and Grading.

- A. The Applicant shall conform to the limits of clearing and grading for the construction of MITRE 4 and related parking as shown on the GDP, subject to allowances for the installation of utilities, the proposed transitional screening yard fence along the south eastern boundary of the Property and the proposed trail connection to Westgate park on the eastern edge of the Property as determined necessary by the Director of DPWES.
- B. If it is deemed necessary to install utilities in areas protected by the limits of clearing and grading as shown on the GDP, such utilities shall be located in the least disruptive manner necessary as determined by UFMD and DPWES.
- C. A replanting plan shall be developed and implemented, subject to approval by UFMD, DPWES for any areas protected by the limits of clearing and grading that must be disturbed for any utilities.
- D. If Applicant must tie any new utilities into the existing utilities located within the 25 foot and 35 foot transitional screening area along the southern Property boundary, Applicant shall make perpendicular connections (in order to minimize any impact on the transitional screening area) and not run any new lines or connections parallel within said area.

19. Tree Survey. At the time of site plan submission, the Applicant shall submit for review by UFMD a tree survey that identifies the trunk location, species, size, crown spread and condition analysis rating for all individual and groups of trees shown on the GDP to be preserved and conserved (as labeled "Existing evergreen and deciduous buffer to be preserved" and "Existing mature deciduous vegetation to be preserved" on sheet 5 of the GDP) living or dead with trunk 6 inches in diameter and greater (measured 4.5 feet from the base of the trunk).

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### 20. Tree Preservation Fencing.

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- A. All trees shown to be preserved on the GDP shall be protected by tree protection fence. Tree protection fencing in the form of four (4) foot high, fourteen (14) gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart or, super silt fence to the extent that required trenching for super silt fence does not sever or wound compression roots which can lead to structural failure and/or uprooting of trees shall be erected at the limits of clearing and grading as shown on the demolition, and phase I & II erosion and sediment control sheets, as may be modified by the 'Root Pruning' Proffer below.

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- B. All tree protection fencing shall be installed after the tree preservation walk-through meeting but prior to any clearing and grading activities, including the demolition of any existing structures. The installation of all tree protection fencing shall be performed under the supervision of a certified arborist, and accomplished in a manner that does not harm existing vegetation that is to be preserved. Three (3) days prior to the commencement of any clearing, grading or demolition activities, but subsequent to the installation of the tree protection devices, the UFMD, DPWES, shall be notified and given the opportunity to inspect the site to ensure that all tree protection devices have been correctly installed. If it is determined that the fencing has not been installed correctly, no grading or construction activities shall occur until the fencing is installed correctly, as determined by UFMD, DPWES.

21. Root Pruning. The Applicant shall root prune, as needed to comply with the tree preservation requirements of these Proffers. All treatments shall be clearly identified, labeled, and detailed on the erosion and sediment control sheets of the subdivision plan submission. The details for these treatments shall be reviewed and approved by UFMD, DPWES accomplished in a manner that protects affected and adjacent vegetation to be preserved, and may include, but not be limited to the following:

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- A. Root pruning shall be done with a trencher or vibratory plow to a depth of 18 inches.
- B. Root pruning shall take place prior to any cleaning and grading, or demolition of structures.
- C. Root pruning shall be conducted with the supervision of a certified arborist.
- D. A UFMD, DPWES representative shall be informed when all root pruning and tree protection fence installation is complete.

22. Site Monitoring. During any clearing or tree/vegetation/structure removal on the Applicant 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 UFMD. The Applicant shall retain the services of a certified arborist or landscape architect to monitor all construction and demolition work and tree preservation efforts in order to ensure conformance with all tree preservation proffers, and UFMD approvals. The monitoring schedule shall be described and detailed in the Landscaping and Tree Preservation Plan, and reviewed and approved by UFMD, DPWES.

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23. Post Construction Tree Remediation.

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- A. The Applicant shall take necessary steps and actions to ensure the long-term survival and continuing structural integrity and health of trees designated on the GDP to be preserved (as labeled "Existing evergreen and deciduous buffer to be preserved" and "Existing mature deciduous vegetation to be preserved" on sheet 5 of the GDP). If any of these trees is found to be dead, dying, diseased, or

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hazardous (as determined by UFMD, at or prior to, the final release of the project bond) and that such was not the result of unapproved construction practices, the Applicant shall provide for restoration and remuneration by:

- i. Providing for the removal of the above ground portions of trees.
- ii. Restoring understory plants and/or soil conditions damaged during tree removal activities (as determined by UFMD).
- iii. Restoring the associated loss in canopy coverage in accordance with the tree cover guidance found in the Public Facilities Manual.

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- B. If wrongful or negligent acts on the part of the Applicant or the Applicant's agents caused in whole or in part, these trees to be found to be dead, dying diseased, or hazardous, as determined by UFMD at, or prior to, the final release of the project bond, in addition to the removal and restoration requirements identified above, the Applicant shall provide remuneration by paying a sum equal to the monetary value of that tree or trees as identified in the approved Tree Designation Plan into the Providence District's Tree Preservation and Planting Fund for use within the Providence Magisterial District on or off the subject Property as determined by UFMD after consultation with the District Supervisor.
- C. The monetary value of the trees shall be determined using the Trunk Formula Method contained in the then present edition of the Guide for Plant Appraisal published by the International Society of Arboriculture and shall be subject to review and approval by UFMD.

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#### CELLAR SPACE

24. MITRE 1, 2 and 3. The Applicant agrees to limit the use of cellar space within existing buildings on the Property (that is, MITRE 1, MITRE 2 and MITRE 3 as shown on Sheet 3 of the GDP) to:

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- A. The core area used by the building tenants or owners (such as rest rooms, mechanical rooms, electrical rooms, janitor and building maintenance rooms);
- B. Specialty areas used by the building tenants or owners (such as computer rooms, battery rooms, "clean rooms", security tanks, SCIF rooms, bulk storage for documents, paper and office supplies, goods and products of the building tenant or janitorial supplies, libraries, etc.);
- C. Simultaneous or accessory uses by the building tenants or owners (such as conference rooms, conference centers, employee cafeterias or canteens, employee lounges or classrooms);
- D. Office use which shall not exceed 50% of the cellar space.

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25. MITRE 4. The Applicant agrees to limit the use of cellar space in the MITRE 4 building to:

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- A. The core area used by the building tenants or owners (such as rest rooms, mechanical rooms, electrical rooms, janitor and building maintenance rooms);
- B. Specialty areas used by the building tenants or owners (such as computer rooms, computer labs, battery rooms, "clean rooms", security tanks, SCIF rooms, bulk storage for documents, paper and office supplies, goods and products of the building tenant or janitorial supplies, libraries, etc.);
- C. Simultaneous or accessory uses by the building tenants or owners (such as conference rooms, conference centers, employee cafeterias or canteens, employee lounges or classrooms);
- D. Applicant shall not include office space within the MITRE 4 building cellar.

#### LIGHTING

26. Lighting. All on-site, outdoor lighting associated with MITRE 4 shall meet or be less than that permitted under the Outdoor Lighting Standards of Section 14-900 of the Zoning Ordinance. All parking lot and building mounted security lighting associated with MITRE 4 shall utilize full cut-off fixtures.

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#### SIGNAGE

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27. Signage. The Applicant shall provide signage as permitted by Article 12 of the Zoning Ordinance and SEA 2002-PR-031 until and unless SEA 2002-PR-031 is amended, at which time signage will be governed by such approval.

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#### LEADERSHIP IN ENERGY AND ENVIRONMENTAL DESIGN

28. Green Building Practices & Silver LEED Certification.

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- A. The Applicant shall include a U.S. Green Building Council Leadership in Energy and Environmental Design ("LEED") accredited professional as a member of the design team for the MITRE 4 building. The LEED accredited professional shall work with the team to incorporate LEED design elements into the project so that the MITRE 4 building will be positioned to attain LEED Silver certification. At the time of site plan submission, the Applicant shall provide documentation to the Environment and Development Review Branch of the Department of Planning and Zoning ("DPZ") demonstrating compliance with the commitment to engage such a professional.
- B. The Applicant shall include, as part of the site plan submission and building plan submission for MITRE 4, a list prepared by the LEED accredited professional of specific credits that the Applicant anticipates attaining within the LEED – Core and Shell rating system, or other LEED rating system determined to be applicable

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to the project. The LEED accredited professional shall provide certification statements at both the time of site plan review and the time of building plan review indicating that the items on the list should meet at least the minimum number of credits necessary to position the MITRE 4 building to attain LEED Silver certification.

C. Prior to issuance of the first Non-RUP, the Applicant shall provide to the Environment and Development Review Branch of DPZ a letter from the LEED accredited professional certifying that a green building maintenance reference manual has been prepared for use by future MITRE 4 building occupants that this manual has been written by a LEED accredited professional, that copies of this manual shall be provided to all future building occupants and that this manual, at a minimum:

i. Provides a narrative description of each green building component, including a description of the environmental benefits of that component and including information regarding the importance of maintenance and operation in retaining the attributes of a green building.

ii. Provides, where applicable, product manufacturer's manuals or other instructions regarding operations and maintenance needs for each green building component, including operational practices that can enhance energy and water conservation.

iii. Provides, as applicable, either or both of the following:

a. Maintenance staff notification process for improperly functioning equipment; or

b. A list of local service providers that offer regularly scheduled service and maintenance contracts to assure proper performance of green building-related equipment and the structure, to include, where applicable, the HVAC system, water heating equipment, water conservation features, sealants, and caulks.

iv. Provides contact information that building occupants can use to obtain further guidance on each green building component.

v. Prior to issuance of a Non-RUP for the MITRE 4 building, the Applicant shall provide an electronic copy of the manual in PDF format to the Environment and Development Review Branch of DPZ.

D. The Applicant shall provide documentation to the Environment and Development Review Branch of DPZ demonstrating attainment of LEED Silver certification by the U.S. Green Building Council Leadership in Energy and Environmental Design

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within two years and six months of issuance of the first Non-RUP for the MITRE 4 building.

### RECREATION

29. One-Time Field Contribution. The Applicant shall make a one-time contribution of \$200,000 to the Fairfax County Board of Supervisors for the funding of athletic field improvements. The field(s) to be improved and/or the scope of the improvements shall be determined by the Providence District Supervisor in consultation with the Dranesville District Supervisor and the Providence District Athletic Fields Task Force. Such contribution shall be made concurrent with the submission of the first site plan for MITRE 4.

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### WORKFORCE HOUSING

30. Workforce Housing. The Applicant shall provide a workforce housing contribution of \$300,000 to Fairfax County towards the provision of workforce housing in the County. The contribution shall be made prior to the approval of the first Non-RUP for MITRE 4.

### MISCELLANEOUS

31. 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.

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32. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and his 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.

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33. Nottoway Nights. The Applicant shall provide a contribution of \$5,000 to the Nottoway Nights program. Such contribution shall be made through the Providence District Supervisor's office concurrent with the submission of the first site plan for MITRE 4.

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34. 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.

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THE MITRE CORPORATION  
Applicant of Tax Map # 30-3 ((28)) 3A1 and 4A3

By: \_\_\_\_\_

Name: Sol Glasner

Title: Vice President, General Counsel & Corporate Secretary

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**REZONING AFFIDAVIT**

DATE: September 3, 2008  
 (enter date affidavit is notarized)

I, Ben I. Wales, do hereby state that I am an  
 (enter name of applicant or authorized agent)

(check one)             applicant  
                               applicant's authorized agent listed in Par. 1(a) below      1006296

in Application No.(s): RZ 2008-PR-011  
 (enter County-assigned application number(s), e.g. RZ 88-V-001)

and that, to the best of my knowledge and belief, the following information is true:

1(a). The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS, and LESSEES** of the land described in the application,\* and, if any of the foregoing is a **TRUSTEE,\*\*** each **BENEFICIARY** of such trust, and all **ATTORNEYS** and **REAL ESTATE BROKERS**, and all **AGENTS** who have acted on behalf of any of the foregoing with respect to the application:

**(NOTE:** All relationships to the application listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.)

<b>NAME</b> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
The MITRE Corporation Agents: Mark W. Kontos Sol (nmi) Glasner Raymond F. Leavitt Alfred (nmi) Grasso	7515 Colshire Drive McLean, VA 22102	Applicant/Owner
Jones Lang LaSalle Americas, Inc. Agents: Robert B. Shue Kem Shackelford Courtenay Abby J. Goodman Marshall H. Durston	1801 K Street, N.W. Suite #1000 Washington, DC 20006	Agents
Gorove/Slade Associates, Inc. Agents: Christopher M. Tacinelli Sonya I. Viera Tushar A. Awar	3914 Centreville Road Suite #330 Chantilly, VA 20151	Transportation Consultant/Agents

(check if applicable)             There are more relationships to be listed and Par. 1(a) is continued on a "Rezoning Attachment to Par. 1(a)" form.

\* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

\*\* List as follows: Name of trustee, Trustee for (name of trust, if applicable), for the benefit of: (state name of each beneficiary).

**Rezoning Attachment to Par. 1(a)**

DATE: September 3, 2008  
 (enter date affidavit is notarized)

1006290

for Application No. (s): RZ 2008-PR-011  
 (enter County-assigned application number (s))

**(NOTE):** All relationships to the application are to be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.

<b>NAME</b> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
Cooley Godward Kronish LLP Agents: Antonio J. Calabrese, Esq. Mark C. Looney, Esq. Colleen P. Gillis Snow, Esq. Jill D. Switkin, Esq. Brian J. Winterhalter, Esq. Shane M. Murphy, Esq. Jeffrey A. Nein, AICP Molly M. Novotny, Planner Ben I. Wales, Planner Sara L. Duvall, Planner (former)	Reston Town Center One Freedom Square 11951 Freedom Drive, Suite 1500 Reston, VA 20190	<b>Attorneys/Agents</b>
Urban Trans Consultants Agents: Kevin (nmi) Luten (former) Justin B. Schor	1140 Connecticut Avenue Suite 700 Washington, DC 20036	<b>TDM Consultant/Agents</b>
Patton Harris Rust & Associates Agents: Robert A. Munse David H. Steigler Gayle A. Hooper Edward G. Venditti	14532 Lee Road Chantilly, VA 20151	<b>Engineer/Agents</b>
Perkins + Will Virginia, Inc. Agents: F. Kelan Dyer Renee (nmi) Rodriguez James L. Meadows	2100 M Street NW, Suite 800 Washington, DC 20037	<b>Architect/Agents</b>

(check if applicable)

There are more relationships to be listed and Par. 1(a) is continued further on a "Rezoning Attachment to Par. 1(a)" form.

REZONING AFFIDAVIT

DATE: September 3, 2008  
(enter date affidavit is notarized)

1006296

for Application No. (s): RZ 2008-PR-011  
(enter County-assigned application number(s))

1(b). The following constitutes a listing\*\*\* of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 10 or less shareholders, a listing of all of the shareholders, **and if the corporation is an owner of the subject land, all of the OFFICERS and DIRECTORS of such corporation:**

(NOTE: Include **SOLE PROPRIETORSHIPS, LIMITED LIABILITY COMPANIES, and REAL ESTATE INVESTMENT TRUSTS** herein.)

CORPORATION INFORMATION

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
The MITRE Corporation  
7515 Colshire Drive  
McLean, VA 22102

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF SHAREHOLDERS:** (enter first name, middle initial, and last name)

There are no shareholders. The MITRE Corporation is a non-profit Delaware corporation and is tax-exempt under 501(c)(3) of the Internal Revenue Code.

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name & title, e.g. **President, Vice President, Secretary, Treasurer,** etc.)

Alfred (nmi) Grasso - President; Robert F. Behler, SVP & Dep. Gen. Man.; Lisa R. Bender, VP & CHRO; Richard J. Byrne, VP; Gary J. Gagnon, VP; Sol (nmi) Glasner, VP, GC & Corp. Sec.; Raymond (nmi) Haller, SVP & Dir.; Stephen D. Huffman, VP & CTO; Mark W. Kontos, SVP, CFO & Treas.; David H. Lehman, SVP & GM; Louis S. Metzger, SVP & CCE; Robert A. Mikelskas, VP & CIO; Robert F. Nesbit, SVP & GM; Jason F. Providakes, Dir., SVP & GM; Agam N. Sinha, Dir., SVP & GM

(check if applicable)  There is more corporation information and Par. 1(b) is continued on a "Rezoning Attachment 1(b)" form.

\*\*\* All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. **In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed.** Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

**Rezoning Attachment to Par. 1(b)**

DATE: September 3, 2008  
(enter date affidavit is notarized)

1006296

for Application No. (s): RZ 2008-PR-011  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

The MITRE Corporation (CONTINUED)  
7515 Colshire Drive  
McLean, VA 22102

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)

There are no shareholders. The MITRE Corporation is a non-profit Delaware corporation and is tax-exempt under 501(c)(3) of the Internal Revenue Code.

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g.

**President, Vice-President, Secretary, Treasurer, etc.)**

TRUSTEES:	Victor A. DeMarines	William (nmi) Happer	Martin C. Faga	John J. Hamre
James R. Schlesinger	Ronald R. Fogleman	David E. Jeremiah	Cleve L. Killingsworth	George H. Heilmeier
Charles S. Robb	Alfred (nmi) Grasso	Ashton B. Carter	Jane F. Garvey	Elizabeth J. Keefer

=====

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

The MITRE Corporation (CONTINUED)  
7515 Colshire Drive  
McLean, VA 22102

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER S:** (enter first name, middle initial, and last name)

There are no shareholders. The MITRE Corporation is a non-profit Delaware corporation and is tax-exempt under 501(c)(3) of the Internal Revenue Code.

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g.

**President, Vice-President, Secretary, Treasurer, etc.)**

TRUSTEES CONTINUED:	Montgomery C. Meigs	Jack (nmi) Ruina (former)
Richard J. Kerr	John P. Stenbit	Robert T. Marsh (former)
William B. Mitchell	Robert R. Everett (former)	
Edmund P. Giambastiani		

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

**Rezoning Attachment to Par. 1(b)**

DATE: September 3, 2008  
(enter date affidavit is notarized)

1006296

for Application No. (s): RZ 2008-PR-011  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Jones Lang LaSalle Americas, Inc.  
1717 Pennsylvania Avenue N.W., Suite #1000  
Washington, DC 20006

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)  
Solely owned by Jones Lang LaSalle Incorporated, the publicly traded partner

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

=====

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Gorove/Slade Associates, Inc.  
3914 Centreville Road, Suite #330  
Chantilly, VA 20151

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)  
Christopher M. Tacinelli  
Chad A. Baird  
Daniel B. VanPelt

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

**Rezoning Attachment to Par. 1(b)**

DATE: September 3, 2008  
(enter date affidavit is notarized)

1006296

for Application No. (s): RZ 2008-PR-011  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Urban Trans Consultants  
1140 Connecticut Avenue  
Suite 700  
Washington, DC 20036

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)

Stuart M. Anderson	Julie M. Walker
Huy T. Chung	Jessica E. Hindman
Justin B. Schor	Micha (nmi) Stone
Joddie A. Gray	Brendon D. Harrington

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Patton Harris Rust & Associates  
14532 Lee Road  
Chantilly, VA 20151

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Thomas Davis Rust

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

**Rezoning Attachment to Par. 1(b)**

DATE: September 3, 2008  
(enter date affidavit is notarized)

1006296

for Application No. (s): RZ 2008-PR-011  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Perkins + Will Virginia, Inc.  
2100 M Street NW, Suite 800  
Washington, DC 20037

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)  
Perkins + Will Federal Design Group, Inc.

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

=====

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Perkins + Will Federal Design Group, Inc.  
2100 M Street NW, Suite 800  
Washington, DC 20037

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)  
Perkins + Will, Inc.

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable)       There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

**Rezoning Attachment to Par. 1(b)**

DATE: September 3, 2008  
(enter date affidavit is notarized)

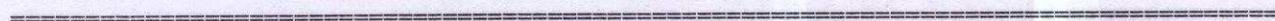
1006296

for Application No. (s): RZ 2008-PR-011  
(enter County-assigned application number (s))

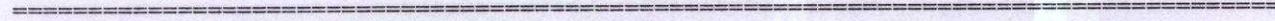
**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Perkins + Will, Inc.  
330 N. Wabash Ave., Suite 3600  
Chicago, IL 60611

**DESCRIPTION OF CORPORATION:** (check one statement)  
 There are 10 or less shareholders, and all of the shareholders are listed below.  
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.  
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)  
Perkins + Will Group, Ltd.



**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)



**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Perkins + Will Group, Ltd.  
330 N. Wabash Ave., Suite 3600  
Chicago, IL 60611

**DESCRIPTION OF CORPORATION:** (check one statement)  
 There are 10 or less shareholders, and all of the shareholders are listed below.  
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.  
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER S:** (enter first name, middle initial, and last name)  
Dar Holdings USA, Inc.



**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

**Rezoning Attachment to Par. 1(b)**

DATE: September 3, 2008  
(enter date affidavit is notarized)

1006096

for Application No. (s): RZ 2008-PR-011  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Dar Holdings USA, Inc.  
Two Harrison Street, Suite 500  
San Francisco, CA 94195

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)

Dar Al-Handasah Consultants Shair & Partners Holdings, Ltd.

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g.

President, Vice-President, Secretary, Treasurer, etc.)

=====

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Dar Al-Handasah Consultants Shair & Partners Holdings, Ltd.  
Verdun Street, Dar Al-Handasah Building, P.O. Box 11-7159  
Beirut 1107-2230, Lebanon

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Talal (nmi) Shair  
Dr. Kamal (nmi) Shair

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g.

President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable)      There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

REZONING AFFIDAVIT

DATE: September 3, 2008  
(enter date affidavit is notarized)

1006296

for Application No. (s): RZ 2008-PR-011  
(enter County-assigned application number(s))

1(c). The following constitutes a listing\*\*\* of all of the PARTNERS, both GENERAL and LIMITED, in any partnership disclosed in this affidavit:

PARTNERSHIP INFORMATION

PARTNERSHIP NAME & ADDRESS: (enter complete name, number, street, city, state and zip code)

Cooley Godward Kronish LLP  
Reston Town Center  
One Freedom Square  
11951 Freedom Drive, Suite 1500  
Reston, VA 20190

(check if applicable)  The above-listed partnership has no limited partners.

NAMES AND TITLE OF THE PARTNERS (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

Gian-Michele a Marca  
Jane K. Adams  
Maureen P. Alger  
Michael F. Armstrong (former)  
Gordon C. Atkinson  
Michael A. Attanasio  
Jonathan P. Bach  
Celia Godwag Barenholtz  
Frederick D. Baron  
James A. Beldner  
John M. Benassi

Keith J. Berets  
Laura A. Berezin  
Laura Grossfield Birger  
Russell S. Berman  
Barbara L. Borden  
Jodie M. Bourdet  
Wendy J. Brenner  
Lance W. Bridges (former)  
Matthew J. Brigham  
Robert J. Brigham  
John P. Brockland  
James P. Brogan

Nicole C. Brookshire  
Matthew D. Brown  
Alfred L. Browne III  
Robert T. Cahill  
Antonio J. Calabrese  
Linda F. Callison  
Roel C. Campos  
William Lesse Castleberry  
Lynda K. Chandler  
Ethan E. Christensen

(check if applicable)  There is more partnership information and Par. 1(c) is continued on a "Rezoning Attachment to Par. 1(c)" form.

\*\*\* All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER or LESSEE\* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

**Rezoning Attachment to Par. 1(c)**DATE: September 3, 2008  
(enter date affidavit is notarized)

1006246

for Application No. (s): RZ 2008 PR-011  
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)Cooley Godward Kronish LLP  
Reston Town Center, One Freedom Square  
11951 Freedom Drive  
Reston, VA 20190(check if applicable)  The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,  
**General Partner, Limited Partner, or General and Limited Partner)**Richard E. Climan  
Samuel S. Coates  
Alan S. Cohen  
Thomas A. Coll  
Joseph W. Conroy  
Jennifer B. Coplan  
Carolyn L. Craig  
John W. Crittenden  
Janet L. Cullum  
Nathan K. Cummings  
John A. Dado  
Craig E. Dauchy  
Darren K. DeStefano  
Scott D. Devereaux  
Jennifer Fonner DiNucci  
James J. Donato  
Michelle C. Doolin  
John C. Dwyer  
Robert L. Eisenbach, III  
Lester J. Fagan  
Brent D. Fassett  
M. Wainwright Fishburn, Jr.  
Keith A. Flaum  
Grant P. Fondo  
Daniel W. Frank  
Richard H. Frank  
William S. Freeman  
Steven L. Friedlander  
Thomas J. Friel, Jr.  
Koji F. Fukumura  
James F. Fulton, Jr.  
Phillip J. Gall  
William S. Galliani  
Stephen D. Gardner  
John M. Geschke  
Kathleen A. GoodhartLawrence C. Gottlieb  
Shane L. Goudey  
William E. Grauer  
Jonathan G. Graves  
Paul E. Gross  
Kenneth L. Guernsey  
Patrick P. Gunn  
Zvi (nmi) Hahn  
John B. Hale  
Andrew (nmi) Hartman  
Amy (nmi) Hartman  
Bernard L. Hatcher  
Matthew B. Hemington  
Cathy Rae Hershcopf  
John (nmi) Hession  
Gordon (nmi) Ho  
Suzanne Sowachka Hooper  
Mark M. Hrenya  
Christopher R. Hutter  
Jay R. Indyke  
Craig D. Jacoby  
Eric C. Jensen  
Robert L. Jones  
Barclay J. Kamb  
Richard S. Kanowitz  
Kimberly J. Kaplan-Gross  
Jeffrey S. Karr  
Scott L. Kaufman  
Sally A. Kay  
J. Michael Kelly  
Jason L. Kent  
James C. Kitch  
Michael J. Klisch  
Michael H. KnightJason M. Koral  
Barbara A. Kosacz  
Gary M. Kravetz (former)  
Kenneth J. Krisko  
John G. Lavoie  
Shira Nadich Levin  
Alan (nmi) Levine  
Michael S. Levinson  
Elizabeth L. Lewis  
Michael R. Lincoln  
James C. T. Linfield  
David A. Lipkin  
Chet F. Lipton  
Cliff Z. Liu  
Samuel M. Livermore  
Douglas P. Lobel  
J. Patrick Loofbourrow  
Mark C. Looney  
Robert B. Lovett  
Andrew P. Lustig  
Michael X. Marinelli  
John T. McKenna  
Daniel P. Meehan  
Beatriz (nmi) Mejia  
Thomas C. Meyers  
Erik B. Milch  
Robert H. Miller  
Chadwick L. Mills  
Brian E. Mitchell  
Patrick J. Mitchell  
Ann M. Mooney  
Gary H. Moore  
Timothy J. Moore  
Webb B. Morrow III  
Kevin P. Mullen  
Frederick T. Muto  
Ross W. Nadel (former)  
Ryan E. Naftulin(check if applicable)  There is more partnership information and Par. 1(c) is continued further on a  
"Rezoning Attachment to Par. 1(c)" form.

**Rezoning Attachment to Par. 1(c)**

DATE: September 3, 2008  
(enter date affidavit is notarized)

1006296

for Application No. (s): RZ 2008-PR-011  
(enter County-assigned application number (s))

**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)

Cooley Godward Kronish LLP  
Reston Town Center, One Freedom Square  
11951 Freedom Drive  
Reston, VA 20190

(check if applicable)  The above-listed partnership has no limited partners.

**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

Stephen C. Neal  
James E. Nesland  
Alison (nmi) Newman  
William H. O'Brien  
Thomas D. O'Connor  
Vincent P. Pangrazio  
Timothy G. Patterson  
Anne H. Peck  
D. Bradley Peck  
Susan Cooper Philpot  
Benjamin D. Pierson  
Frank V. Pietrantonio  
Mark B. Pitchford  
Michael L. Platt  
Christian E. Plaza  
Lori R. E. Ploeger  
Thomas F. Poche  
Anna B. Pope  
Marya A. Postner  
Steve M. Przesmicki  
Seth A. Rafkin  
Frank F. Rahmani  
Marc (nmi) Recht  
Thomas Z. Reicher  
Eric M. Reifschneider  
Michael G. Rhodes  
Michelle S. Rhyu  
Paul M. Ritter (former)  
Julie M. Robinson  
Ricardo (nmi) Rodriguez  
Adam C. Rogoff  
Jane (nmi) Ross  
Richard S. Rothberg  
Adam J. Ruttenberg  
Adam L. Salassi  
Thomas R. Salley III

Richard S. Sanders  
Glen Y. Sato  
Martin S. Schenker  
Joseph A. Scherer  
Paul H. Schwartz  
William J. Schwartz  
Brent B. Siler  
Gregory A. Smith  
Whitty (nmi) Somvichian  
Mark D. Spoto  
Wayne O. Stacy  
Neal J. Stephens  
Donald K. Stern  
Michael D. Stern  
Anthony M. Steigler  
Steven M. Strauss  
Myron G. Sugarman  
Christopher J. Sundermeier  
Ronald R. Sussman  
C. Scott Talbot  
Mark P. Tanoury  
Philip C. Tencer  
Gregory C. Tenhoff  
Michael E. Tenta  
Timothy S. Teter  
John H. Toole  
Robert J. Tosti  
Michael S. Tuscan  
Edward Van Gieson  
Miguel J. Vega  
Erich E. Veitenheimer III  
Aaron J. Velli  
Robert R. Veith  
Lois K. Voelz  
Craig A. Waldman  
Kent M. Walker

David A. Walsh  
David M. Warren  
Steven K. Weinberg  
Thomas S. Welk  
Christopher A. Westover  
Francis R. Wheeler  
Brett D. White  
Peter J. Willsey  
Nancy H. Wojtas  
Jessica R. Wolff  
Nan (nmi) Wu  
John F. Young  
Kevin J. Zimmer

Addition:

David J. Fischer  
Matthew T. Browne  
Dennis (nmi) Childs  
M. Manuel Fishman  
Robin J. Lee  
Renee (nmi) Schwartz

(check if applicable)  There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

REZONING AFFIDAVIT

DATE: September 3, 2008  
(enter date affidavit is notarized)

1006294

for Application No. (s): RZ 2008-PR-011  
(enter County-assigned application number(s))

1(d). One of the following boxes **must** be checked:

In addition to the names listed in Paragraphs 1(a), 1(b), and 1(c) above, the following is a listing of any and all other individuals who own in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\*** of the land:

Other than the names listed in Paragraphs 1(a), 1(b), and 1(c) above, no individual owns in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\*** of the land.

2. That no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land.

**EXCEPT AS FOLLOWS:** (NOTE: If answer is none, enter "NONE" on the line below.)

None.

(check if applicable)  There are more interests to be listed and Par. 2 is continued on a "Rezoning Attachment to Par. 2" form.

REZONING AFFIDAVIT

DATE: September 3, 2008  
(enter date affidavit is notarized)

1006291

for Application No. (s): RZ 2008-PR-011  
(enter County-assigned application number(s))

3. That within the twelve-month period prior to the public hearing of this application, no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household, either directly or by way of partnership in which any of them is a partner, employee, agent, or attorney, or through a partner of any of them, or through a corporation in which any of them is an officer, director, employee, agent, or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has, or has had any business or financial relationship, other than any ordinary depositor or customer relationship with or by a retail establishment, public utility, or bank, including any gift or donation having a value of more than \$100, singularly or in the aggregate, with any of those listed in Par. 1 above.

**EXCEPT AS FOLLOWS:** (NOTE: If answer is none, enter "NONE" on line below.)  
None.

(NOTE: Business or financial relationships of the type described in this paragraph that arise after the filing of this application and before each public hearing must be disclosed prior to the public hearings. See Par. 4 below.)

(check if applicable)  There are more disclosures to be listed and Par. 3 is continued on a "Rezoning Attachment to Par. 3" form.

4. That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land have been listed and broken down, and that prior to each and every public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Paragraph 3 above, that arise on or after the date of this application.

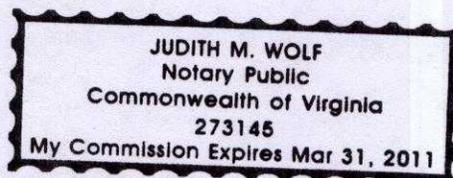
WITNESS the following signature:

(check one)  Applicant  Applicant's Authorized Agent  
Ben I. Wales  
(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 3rd day of September 2008, in the State/Comm. of Virginia, County/City of Fairfax.

Juliet M. Wolf  
Notary Public

My commission expires: 3/31/2011



**REZONING AFFIDAVIT**

DATE: September 3, 2008  
(enter date affidavit is notarized)

I, Ben I. Wales, do hereby state that I am an  
(enter name of applicant or authorized agent)

(check one)             applicant  
                              applicant's authorized agent listed in Par. 1(a) below

92972e

in Application No.(s): PCA 92-P-001-05  
(enter County-assigned application number(s), e.g. RZ 88-V-001)

and that, to the best of my knowledge and belief, the following information is true:

1(a). The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS, and LESSEES** of the land described in the application,\* and, if any of the foregoing is a **TRUSTEE,\*\*** each **BENEFICIARY** of such trust, and all **ATTORNEYS and REAL ESTATE BROKERS**, and all **AGENTS** who have acted on behalf of any of the foregoing with respect to the application:

**(NOTE:** All relationships to the application listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.)

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in <b>BOLD</b> above)
The MITRE Corporation Agents: Mark W. Kontos Sol (nmi) Glasner Raymond F. Leavitt Alfred (nmi) Grasso	7515 Colshire Drive McLean, VA 22102	Applicant/Owner
Jones Lang LaSalle Americas, Inc. Agents: Robert B. Shue Kem Shackelford Courtenay Abby J. Goodman Marshall H. Durston	1801 K Street, N.W. Suite #1000 Washington, DC 20006	Agents
Gorove/Slade Associates, Inc. Agents: Christopher M. Tacinelli Sonya I. Viera Tushar A. Awar	3914 Centreville Road Suite #330 Chantilly, VA 20151	Transportation Consultant/Agents

(check if applicable)             There are more relationships to be listed and Par. 1(a) is continued on a "Rezoning Attachment to Par. 1(a)" form.

\* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

\*\* List as follows: Name of trustee, Trustee for (name of trust, if applicable), for the benefit of: (state name of each beneficiary).

**Rezoning Attachment to Par. 1(a)**

DATE: September 3, 2008  
(enter date affidavit is notarized)

92972e

for Application No. (s): PCA 92-P-001-05  
(enter County-assigned application number (s))

**(NOTE:** All relationships to the application are to be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.

<b>NAME</b> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
Cooley Godward Kronish LLP Agents: Antonio J. Calabrese, Esq. Mark C. Looney, Esq. Colleen P. Gillis Snow, Esq. Jill D. Switkin, Esq. Brian J. Winterhalter, Esq. Shane M. Murphy, Esq. Jeffrey A. Nein, AICP Molly M. Novotny, Planner Ben I. Wales, Planner Sara L. Duvall, Planner (former)	Reston Town Center One Freedom Square 11951 Freedom Drive, Suite 1500 Reston, VA 20190	<b>Attorneys/Agents</b>
Urban Trans Consultants Agents: Kevin (nmi) Luten (former) Justin B. Schor	1140 Connecticut Avenue Suite 700 Washington, DC 20036	<b>TDM Consultant/Agents</b>
Patton Harris Rust & Associates Agents: Robert A. Munse David H. Steigler Gayle A. Hooper Edward G. Venditti	14532 Lee Road Chantilly, VA 20151	<b>Engineer/Agents</b>
Perkins + Will Virginia, Inc. Agents: F. Kelan Dyer Renee (nmi) Rodriguez James L. Meadows	2100 M Street NW, Suite 800 Washington, DC 20037	<b>Architect/Agents</b>

(check if applicable)  There are more relationships to be listed and Par. 1(a) is continued further on a "Rezoning Attachment to Par. 1(a)" form.

REZONING AFFIDAVIT

DATE: September 3, 2008  
(enter date affidavit is notarized)

92972e

for Application No. (s): PCA 92-P-001-05  
(enter County-assigned application number(s))

1(b). The following constitutes a listing\*\*\* of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 10 or less shareholders, a listing of all of the shareholders, and if the corporation is an owner of the subject land, all of the OFFICERS and DIRECTORS of such corporation:

(NOTE: Include **SOLE PROPRIETORSHIPS, LIMITED LIABILITY COMPANIES, and REAL ESTATE INVESTMENT TRUSTS** herein.)

CORPORATION INFORMATION

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

The MITRE Corporation  
7515 Colshire Drive  
McLean, VA 22102

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF SHAREHOLDERS:** (enter first name, middle initial, and last name)

There are no shareholders. The MITRE Corporation is a non-profit Delaware corporation and is tax-exempt under 501(c)(3) of the Internal Revenue Code.

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name & title, e.g. **President, Vice President, Secretary, Treasurer, etc.**)

Alfred (nmi) Grasso - President; Robert F. Behler, SVP & Dep. Gen. Man.; Lisa R. Bender, VP & CHRO; Richard J. Byrne, VP; Gary J. Gagnon, VP; Sol (nmi) Glasner, VP, GC & Corp. Sec.; Raymond (nmi) Haller, SVP & Dir.; Stephen D. Huffman, VP & CTO; Mark W. Kontos, SVP, CFO & Treas.; David H. Lehman, SVP & GM; Louis S. Metzger, SVP & CCE; Robert A. Mikelskas, VP & CIO; Robert F. Nesbit, SVP & GM; Jason F. Providakes, Dir., SVP & GM; Agam N. Sinha, Dir., SVP & GM

(check if applicable)  There is more corporation information and Par. 1(b) is continued on a "Rezoning Attachment 1(b)" form.

\*\*\* All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. *In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed.* Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

**Rezoning Attachment to Par. 1(b)**

DATE: September 3, 2008  
(enter date affidavit is notarized)

92972e

for Application No. (s): PCA 92-P-001-05  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
The MITRE Corporation (CONTINUED)  
7515 Colshire Drive  
McLean, VA 22102

**DESCRIPTION OF CORPORATION:** (check one statement)  
 There are 10 or less shareholders, and all of the shareholders are listed below.  
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.  
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)  
There are no shareholders. The MITRE Corporation is a non-profit Delaware corporation and is tax-exempt under 501(c)(3) of the Internal Revenue Code.

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

TRUSTEES:	Victor A. DeMarines	William (nmi) Happer	Martin C. Faga	John J. Hamre
James R. Schlesinger	Ronald R. Fogleman	David E. Jeremiah	Cleve L. Killingsworth	George H. Heilmeier
Charles S. Robb	Alfred (nmi) Grasso	Ashton B. Carter	Jane F. Garvey	Elizabeth J. Keefer

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
The MITRE Corporation (CONTINUED)  
7515 Colshire Drive  
McLean, VA 22102

**DESCRIPTION OF CORPORATION:** (check one statement)  
 There are 10 or less shareholders, and all of the shareholders are listed below.  
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.  
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)  
There are no shareholders. The MITRE Corporation is a non-profit Delaware corporation and is tax-exempt under 501(c)(3) of the Internal Revenue Code.

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

TRUSTEES CONTINUED:	Montgomery C. Meigs	Jack (nmi) Ruina (former)
Richard J. Kerr	John P. Stenbit	Robert T. Marsh (former)
William B. Mitchell	Robert R. Everett (former)	
Edmund P. Giambastiani		

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

**Rezoning Attachment to Par. 1(b)**

DATE: September 3, 2008  
(enter date affidavit is notarized)

92972e

for Application No. (s): PCA 92-P-001-05  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Jones Lang LaSalle Americas, Inc.  
1717 Pennsylvania Avenue N.W., Suite #1000  
Washington, DC 20006

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)  
Solely owned by Jones Lang LaSalle Incorporated, the publicly traded partner

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

=====

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Gorove/Slade Associates, Inc.  
3914 Centreville Road, Suite #330  
Chantilly, VA 20151

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER S:** (enter first name, middle initial, and last name)  
Christopher M. Tacinelli  
Chad A. Baird  
Daniel B. VanPelt

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

**Rezoning Attachment to Par. 1(b)**

DATE: September 3, 2008  
(enter date affidavit is notarized)

92972e

for Application No. (s): PCA 92-P-001-05  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Urban Trans Consultants  
1140 Connecticut Avenue  
Suite 700  
Washington, DC 20036

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)

Stuart M. Anderson	Julie M. Walker
Huy T. Chung	Jessica E. Hindman
Justin B. Schor	Micha (nmi) Stone
Joddie A. Gray	Brendon D. Harrington

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Patton Harris Rust & Associates  
14532 Lee Road  
Chantilly, VA 20151

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER S:** (enter first name, middle initial, and last name)

Thomas Davis Rust

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

**Rezoning Attachment to Par. 1(b)**

DATE: September 3, 2008  
(enter date affidavit is notarized)

92972e

for Application No. (s): PCA 92-P-001-05  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Perkins + Will Virginia, Inc.  
2100 M Street NW, Suite 800  
Washington, DC 20037

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)

Perkins + Will Federal Design Group, Inc.

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Perkins + Will Federal Design Group, Inc.  
2100 M Street NW, Suite 800  
Washington, DC 20037

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER S:** (enter first name, middle initial, and last name)

Perkins + Will, Inc.

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

**Rezoning Attachment to Par. 1(b)**

DATE: September 3, 2008  
(enter date affidavit is notarized)

92972e

for Application No. (s): PCA 92-P-001-05  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Perkins + Will, Inc.  
330 N. Wabash Ave., Suite 3600  
Chicago, IL 60611

**DESCRIPTION OF CORPORATION:** (check one statement)  
 There are 10 or less shareholders, and all of the shareholders are listed below.  
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.  
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)  
Perkins + Will Group, Ltd.

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

=====

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Perkins + Will Group, Ltd.  
330 N. Wabash Ave., Suite 3600  
Chicago, IL 60611

**DESCRIPTION OF CORPORATION:** (check one statement)  
 There are 10 or less shareholders, and all of the shareholders are listed below.  
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.  
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)  
Dar Holdings USA, Inc.

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable)      There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

**Rezoning Attachment to Par. 1(b)**

DATE: September 3, 2008  
(enter date affidavit is notarized)

92972e

for Application No. (s): PCA 92-P-001-05  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Dar Holdings USA, Inc.  
Two Harrison Street, Suite 500  
San Francisco, CA 94195

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)

Dar Al-Handasah Consultants Shair & Partners Holdings, Ltd.

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Dar Al-Handasah Consultants Shair & Partners Holdings, Ltd.  
Verdun Street, Dar Al-Handasah Building, P.O. Box 11-7159  
Beirut 1107-2230, Lebanon

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER S:** (enter first name, middle initial, and last name)

Talal (nmi) Shair  
Dr. Kamal (nmi) Shair

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

REZONING AFFIDAVIT

DATE: September 3, 2008  
(enter date affidavit is notarized)

92972e

for Application No. (s): PCA 92-P-001-05  
(enter County-assigned application number(s))

1(c). The following constitutes a listing\*\*\* of all of the PARTNERS, both GENERAL and LIMITED, in any partnership disclosed in this affidavit:

PARTNERSHIP INFORMATION

PARTNERSHIP NAME & ADDRESS: (enter complete name, number, street, city, state and zip code)

Cooley Godward Kronish LLP  
Reston Town Center  
One Freedom Square  
11951 Freedom Drive, Suite 1500  
Reston, VA 20190

(check if applicable)  The above-listed partnership has no limited partners.

NAMES AND TITLE OF THE PARTNERS (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

Gian-Michele a Marca  
Jane K. Adams  
Maureen P. Alger  
Michael F. Armstrong (former)  
Gordon C. Atkinson  
Michael A. Attanasio  
Jonathan P. Bach  
Celia Godwag Barenholtz  
Frederick D. Baron  
James A. Beldner  
John M. Benassi

Keith J. Berets  
Laura A. Berezin  
Laura Grossfield Birger  
Russell S. Berman  
Barbara L. Borden  
Jodie M. Bourdet  
Wendy J. Brenner  
Lance W. Bridges (former)  
Matthew J. Brigham  
Robert J. Brigham  
John P. Brockland  
James P. Brogan

Nicole C. Brookshire  
Matthew D. Brown  
Alfred L. Browne III  
Robert T. Cahill  
Antonio J. Calabrese  
Linda F. Callison  
Roel C. Campos  
William Lesse Castleberry  
Lynda K. Chandler  
Ethan E. Christensen

(check if applicable)  There is more partnership information and Par. 1(c) is continued on a "Rezoning Attachment to Par. 1(c)" form.

\*\*\* All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. *In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER or LESSEE\* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed.* Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

**Rezoning Attachment to Par. 1(c)**

DATE: September 3, 2008  
(enter date affidavit is notarized)

92972e

for Application No. (s): PCA 92-P-001-05  
(enter County-assigned application number (s))

**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)

Cooley Godward Kronish LLP  
Reston Town Center, One Freedom Square  
11951 Freedom Drive  
Reston, VA 20190

(check if applicable)  The above-listed partnership has no limited partners.

**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

Richard E. Climan  
Samuel S. Coates  
Alan S. Cohen  
Thomas A. Coll  
Joseph W. Conroy  
Jennifer B. Coplan  
Carolyn L. Craig  
John W. Crittenden  
Janet L. Cullum  
Nathan K. Cummings  
John A. Dado  
Craig E. Dauchy  
Darren K. DeStefano  
Scott D. Devereaux  
Jennifer Fonner DiNucci  
James J. Donato  
Michelle C. Doolin  
John C. Dwyer  
Robert L. Eisenbach, III  
Lester J. Fagan  
Brent D. Fassett  
M. Wainwright Fishburn, Jr.  
Keith A. Flaum  
Grant P. Fondo  
Daniel W. Frank  
Richard H. Frank  
William S. Freeman  
Steven L. Friedlander  
Thomas J. Friel, Jr.  
Koji F. Fukumura  
James F. Fulton, Jr.  
Phillip J. Gall  
William S. Galliani  
Stephen D. Gardner  
John M. Geschke  
Kathleen A. Goodhart

Lawrence C. Gottlieb  
Shane L. Goudey  
William E. Grauer  
Jonathan G. Graves  
Paul E. Gross  
Kenneth L. Guernsey  
Patrick P. Gunn  
Zvi (nmi) Hahn  
John B. Hale  
Andrew (nmi) Hartman  
Amy (nmi) Hartman  
Bernard L. Hatcher  
Matthew B. Hemington  
Cathy Rae Hershcopf  
John (nmi) Hession  
Gordon (nmi) Ho  
Suzanne Sowachka Hooper  
Mark M. Hrenya  
Christopher R. Hutter  
Jay R. Indyke  
Craig D. Jacoby  
Eric C. Jensen  
Robert L. Jones  
Barclay J. Kamb  
Richard S. Kanowitz  
Kimberly J. Kaplan-Gross  
Jeffrey S. Karr  
Scott L. Kaufman  
Sally A. Kay  
J. Michael Kelly  
Jason L. Kent  
James C. Kitch  
Michael J. Klisch  
Michael H. Knight

Jason M. Koral  
Barbara A. Kosacz  
Gary M. Kravetz (former)  
Kenneth J. Krisko  
John G. Lavoie  
Shira Nadich Levin  
Alan (nmi) Levine  
Michael S. Levinson  
Elizabeth L. Lewis  
Michael R. Lincoln  
James C. T. Linfield  
David A. Lipkin  
Chet F. Lipton  
Cliff Z. Liu  
Samuel M. Livermore  
Douglas P. Lobel  
J. Patrick Loofbourrow  
Mark C. Looney  
Robert B. Lovett  
Andrew P. Lustig  
Michael X. Marinelli  
John T. McKenna  
Daniel P. Meehan  
Beatriz (nmi) Mejia  
Thomas C. Meyers  
Erik B. Milch  
Robert H. Miller  
Chadwick L. Mills  
Brian E. Mitchell  
Patrick J. Mitchell  
Ann M. Mooney  
Gary H. Moore  
Timothy J. Moore  
Webb B. Morrow III  
Kevin P. Mullen  
Frederick T. Muto  
Ross W. Nadel (former)  
Ryan E. Naftulin

(check if applicable)  There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

**Rezoning Attachment to Par. 1(c)**

92972e

DATE: September 3, 2008  
(enter date affidavit is notarized)

for Application No. (s): PCA 92-P-001-05  
(enter County-assigned application number (s))

**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)

Cooley Godward Kronish LLP  
Reston Town Center, One Freedom Square  
11951 Freedom Drive  
Reston, VA 20190

(check if applicable)  The above-listed partnership has no limited partners.

**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

Stephen C. Neal  
James E. Nesland  
Alison (nmi) Newman  
William H. O'Brien  
Thomas D. O'Connor  
Vincent P. Pangrazio  
Timothy G. Patterson  
Anne H. Peck  
D. Bradley Peck  
Susan Cooper Philpot  
Benjamin D. Pierson  
Frank V. Pietrantonio  
Mark B. Pitchford  
Michael L. Platt  
Christian E. Plaza  
Lori R. E. Ploeger  
Thomas F. Poche  
Anna B. Pope  
Marya A. Postner  
Steve M. Przesmicki  
Seth A. Rafkin  
Frank F. Rahmani  
Marc (nmi) Recht  
Thomas Z. Reicher  
Eric M. Reifschneider  
Michael G. Rhodes  
Michelle S. Rhyu  
Paul M. Ritter (former)  
Julie M. Robinson  
Ricardo (nmi) Rodriguez  
Adam C. Rogoff  
Jane (nmi) Ross  
Richard S. Rothberg  
Adam J. Ruttenberg  
Adam L. Salassi  
Thomas R. Salley III

Richard S. Sanders  
Glen Y. Sato  
Martin S. Schenker  
Joseph A. Scherer  
Paul H. Schwartz  
William J. Schwartz  
Brent B. Siler  
Gregory A. Smith  
Whitty (nmi) Somvichian  
Mark D. Spoto  
Wayne O. Stacy  
Neal J. Stephens  
Donald K. Stern  
Michael D. Stern  
Anthony M. Steigler  
Steven M. Strauss  
Myron G. Sugarman  
Christopher J. Sundermeier  
Ronald R. Sussman  
C. Scott Talbot  
Mark P. Tanoury  
Phillip C. Tencer  
Gregory C. Tenhoff  
Michael E. Tenta  
Timothy S. Teter  
John H. Toole  
Robert J. Tosti  
Michael S. Tuscan  
Edward Van Gieson  
Miguel J. Vega  
Erich E. Veitenheimer III  
Aaron J. Velli  
Robert R. Veith  
Lois K. Voelz  
Craig A. Waldman  
Kent M. Walker

David A. Walsh  
David M. Warren  
Steven K. Weinberg  
Thomas S. Welk  
Christopher A. Westover  
Francis R. Wheeler  
Brett D. White  
Peter J. Willsey  
Nancy H. Wojtas  
Jessica R. Wolff  
Nan (nmi) Wu  
John F. Young  
Kevin J. Zimmer

Addition:

David J. Fischer  
Matthew T. Browne  
Dennis (nmi) Childs  
M. Manuel Fishman  
Robin J. Lee  
Renee (nmi) Schwartz

(check if applicable)  There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

REZONING AFFIDAVIT

DATE: September 3, 2008  
(enter date affidavit is notarized)

92972e

for Application No. (s): PCA 92-P-001-05  
(enter County-assigned application number(s))

1(d). One of the following boxes **must** be checked:

In addition to the names listed in Paragraphs 1(a), 1(b), and 1(c) above, the following is a listing of any and all other individuals who own in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\*** of the land:

Other than the names listed in Paragraphs 1(a), 1(b), and 1(c) above, no individual owns in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\*** of the land.

2. That no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land.

**EXCEPT AS FOLLOWS:** (NOTE: If answer is none, enter "NONE" on the line below.)

None.

(check if applicable)  There are more interests to be listed and Par. 2 is continued on a "Rezoning Attachment to Par. 2" form.

REZONING AFFIDAVIT

DATE: September 3, 2008  
(enter date affidavit is notarized)

*92972e*

for Application No. (s): PCA 92-P-001-05  
(enter County-assigned application number(s))

3. That within the twelve-month period prior to the public hearing of this application, no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household, either directly or by way of partnership in which any of them is a partner, employee, agent, or attorney, or through a partner of any of them, or through a corporation in which any of them is an officer, director, employee, agent, or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has, or has had any business or financial relationship, other than any ordinary depositor or customer relationship with or by a retail establishment, public utility, or bank, including any gift or donation having a value of more than \$100, singularly or in the aggregate, with any of those listed in Par. 1 above.

**EXCEPT AS FOLLOWS:** (NOTE: If answer is none, enter "NONE" on line below.)  
None.

(NOTE: Business or financial relationships of the type described in this paragraph that arise after the filing of this application and before each public hearing must be disclosed prior to the public hearings. See Par. 4 below.)

(check if applicable) [ ] There are more disclosures to be listed and Par. 3 is continued on a "Rezoning Attachment to Par. 3" form.

4. That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land have been listed and broken down, and that prior to each and every public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Paragraph 3 above, that arise on or after the date of this application.

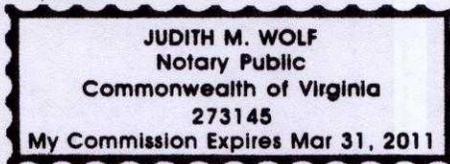
WITNESS the following signature:

(check one) *Ben Wales*  
[ ] Applicant [x] Applicant's Authorized Agent  
Ben I. Wales  
(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 3rd day of September, 2008, in the State/Comm. of Virginia, County/City of Fairfax.

*Judith M. Wolf*  
Notary Public

My commission expires: 3/31/2011



# Rezoning Application

**RZ 2008-PR-011**

**Applicant:** THE MITRE CORPORATION  
**Accepted:** 06/27/2008  
**Proposed:** COMMERCIAL  
**Area:** 19.6 AC OF LAND; DISTRICT - PROVIDENCE  
**Zoning Dist Sect:**  
**Located:** SOUTHERN TERMINUS OF COLSHIRE DRIVE, SOUTH OF DOLLEY MADISON BOULEVARD AND WEST OF ANDERSON ROAD  
**Zoning:** FROM C- 3 TO C- 3  
**Overlay Dist:** HC  
**Map Ref Num:** 030-3- /28/ /0003A1 /28/ /0004A3

# Proffered Condition Amendment

**PCA 92-P-001-05**

**Applicant:** THE MITRE CORPORATION  
**Accepted:** 09/19/2006  
**Proposed:** AMEND RZ 92-P-001 PREVIOUSLY APPROVED FOR COMMERCIAL DEVELOPMENT TO PERMIT DELETION OF LAND AREA FROM THE PROFFERS ASSOCIATED WITH WEST\*GATE  
**Area:** 19.61 AC OF LAND; DISTRICT - PROVIDENCE  
**Zoning Dist Sect:**  
**Located:** SOUTHERN TERMINUS OF COLSHIRE DRIVE, SOUTH OF DOLLEY MADISON BOULEVARD AND WEST OF ANDERSON ROAD  
**Zoning:** C- 3  
**Overlay Dist:** HC  
**Map Ref Num:** 030-3- /28/ /0003A1 /28/ /0004A3

