

## PROFFERS

PCA 2003-HM-046-02

November 9, 2007

Pursuant to Section 15.2-2302(A), Code of Virginia, 1950 as amended, the owner, Woodland Park Crossing Retail, LLC (hereinafter referred to as "Applicant") for themselves, their successors and assigns in PCA 2003-DR-058 filed for property identified as Tax Map 16-4 ((23)) C (hereinafter referred to as the "Property") reaffirm previously approved proffers associated with RZ 2003-HM-046, dated October 18, 2004, and approved proffers associated with PCA 2003-HM-046, dated February 13, 2007, except as amended below.

Proffer 6.b shall be modified as follows:

### 6. Retail/Services

- b. Retail, eating establishment, fast food restaurants, service and similar compatible establishments as listed in Proffer 1 shall be provided within Buildings 6, 7, 8, 9 and in the first floor of Building 10. Such uses shall have direct public access and windows oriented toward the internal roads. Building 8 shall be two stories in height, with at least 50 percent of the net square footage of the second story devoted to office uses. Building 9 shall be two stories in height with at least 50 percent of the gross square feet of the second story devoted to business service and supply service establishments; eating establishments; financial institutions; health clubs; office uses; personal service establishments, and retail sales establishments .

It is intended that the principal use of Building 6 will be a grocery store of approximately 40,000-60,000 square feet. The Applicant shall use best efforts to ensure provision of a grocery store as the initial tenant of Building 6. Best efforts shall include retaining a qualified retail broker and marketing the space for a twenty-four (24) month period beginning no more than twenty-four (24) months prior to commencement of construction. If marketing efforts are not successful in attracting a grocery store to Building 6, proof of best efforts to lease this space for a grocery store shall be provided to the Director, Department of Planning and Zoning (DPZ) to demonstrate the failed attempts. In the event the Director of DPZ agrees that best efforts have been expended, the space within Building 6 may be utilized for neighborhood retail/service/eating establishments/fast food restaurant uses such that no one tenant shall occupy more than 25,000 square feet.

Add new Proffer 6.g as follows:

- g. Bicycle racks shall be conveniently located for visitors, customers and employees. The type, number and placement of racks shall be coordinated with the Fairfax County Department of Transportation Bicycle Coordinator.

[SIGNATURE ON NEXT PAGE]

APPLICANT/TITLE OWNER OF TAX MAP  
16-4 ((23)) C

WOODLAND PARK CROSSING RETAIL, L.L.C.

by: JBG/Rosenfeld Woodland, L.L.C., its Managing Member

by: JBG/Company Manager, L.L.C., its Managing Member

A handwritten signature in black ink, appearing to read "Porter G. Dawson", written over a horizontal line.

By: Porter G. Dawson  
Its: Managing Member

[SIGNATURE ENDS]