

PROFFER STATEMENT

JBG/TYCON 2, L.L.C. AND JBG/TYCON 3, L.L.C. PCA C-597-04

June 18, 2008

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Sect. 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), the property owner and applicant, for themselves and their successors and/or assigns (hereinafter collectively referred to as the "Applicant"), in this Proffer Condition Amendment ("PCA"), General Development Plan ("GDP") proffers that the development of the parcels under consideration and shown on the Fairfax County Tax Maps as Tax Map 39-1 ((6)) Parcel B1 (Tycon II) and 39-1 ((6)) Parcel 69A (Tycon III and the new hotel) (collectively, the "Property") shall be in accordance with the following conditions if, and only if, Proffer Condition Amendment application PCA C-597-04, and Special Exception application SE 2007-PR-014 (collectively, the "Application") are granted. Special Exception application SE 2007-PR-014 will apply only to 39-1 ((6)) Parcel 69A. If approved, these proffers ("Proffers") supersede all previous proffers applicable to the Property. In the event that this Application is denied, these Proffers shall be immediately null and void and of no further force or effect.

GENERAL

1. Proffered Condition Amendment/Special Exception. The Property shall be developed in substantial conformance with the plat entitled "PCA/GDP/SE Boone Boulevard Tycon II and Tycon III" dated February 26, 2007, revised through September 4, 2007, December 12, 2007, and further revised through May 29, 2008, prepared by Urban Engineering consisting of eight (8) sheets (the "Plan").
2. Minor Modifications. Pursuant to the provisions of Sect. 18-205 (5), minor modifications to the Plan that are in substantial conformance with the Plan may be permitted when necessitated by sound engineering or that may become necessary as part of final site plan or engineering. Building footprints may be decreased so long as the development otherwise is in substantial conformance with these Proffers and the Plan.
3. Proposed Development. The new development proposed with this Application shall include an extended-stay hotel consisting of up to a maximum of 107,115 square feet and 173 guest rooms (the "Hotel"), and associated facilities (collectively, the "Hotel Development"). The Property is currently occupied by two commercial office buildings. Tycon II consists of approximately 138,300 GFA. Tycon III consists of approximately 141,268 GFA.
4. Architectural Plans and Renderings. Prior to Building Permit issuance, the Applicant shall provide copies of the architectural plans and renderings, including details of building materials and the proposed landscaping plan to the Providence District Supervisor and Planning Commissioner for review and comment. The Applicant shall provide the Department of Planning and Zoning with written confirmation that the architectural plans were provided to that office and that there was sufficient time to comment (a minimum of three weeks).

5. Parking. Parking for the new hotel and Tycon III office uses shall be provided in accordance with the parking requirements of Article 11 of the Fairfax County Zoning Ordinance, as determined by the Department of Public Works & Environmental Services (“DPWES”) subject to approval from the Board of Supervisors of a parking reduction of 13.5% (or 75 spaces) from the Fairfax County Zoning Ordinance requirements. In the event a parking reduction is not granted by the Board of Supervisors then the Applicant shall provide the minimum number of spaces required by the Ordinance for the new hotel and Tycon III office uses.

6. Parking During Construction. As part of any site plan for the Property, the Applicant shall demonstrate how it will provide the required parking for the existing building during construction. Interim parking may be provided on-site or on property located across Boone Boulevard from the Property and owned by the Applicant and may include the use of parking attendants or valet parking.

TRANSPORTATION

7. Bus Stop Pad. Subject to the approval of the Fairfax County Department of Transportation (“FCDOT”) and, as applicable, the Virginia Department of Transportation (“VDOT”), the Applicant shall install a bus stop pad (excluding any bus pull out) on or near the Property (the “Bus Pad”), in a location to be determined and mutually agreed upon by the Applicant and FCDOT as part of site plan approval for the Hotel Development. The design and materials of the Bus Pad shall be of similar size and quality to those of a typical bus pad installed elsewhere in Fairfax County, as determined by FCDOT. Should the Bus Pad be constructed on the frontage of the site, the Applicant shall provide all easements and right-of-way necessary for construction and maintenance of the pad and future shelter if it is constructed by others. A determination of these limits shall be coordinated with and approved by FCDOT prior to site plan approval for the subject development. The Bus Pad shall be installed prior to the release by the Fairfax County Department of Public Works of the bond for the Hotel Development; provided, however, that, if an agreement cannot be reached as to the location of the Bus Pad, then, in lieu of constructing the Bus Pad and with the approval of FCDOT, the Applicant shall provide a contribution of Fifteen Thousand and No/Dollars (\$15,000.00) to the Tysons Transportation Fund.

8. Bicycle Racks. In addition to maintaining the existing bicycle rack near the Tycon III building, the Applicant shall install one (1) additional bicycle rack to serve the Tycon II building (collectively, the “Bike Racks”). Each Bike Rack shall hold ten (10) bicycles and be installed prior to the issuance of the Non-RUP for the Hotel Development. The locations of these two bicycle racks shall be in substantial conformance with the locations shown on the Generalized Development Plan (GDP) and shall be shown on the site plan.

9. Tysons Transportation Fund. At the time of site plan approval for the Hotel Development, the Applicant shall contribute Three and 74/100 Dollars (\$3.74) per square foot of total gross floor area of the square footage of the Hotel Development (excluding cellar space). The contribution amount proffered in this paragraph shall be utilized as determined by the Board of Supervisors for road improvements within the Tysons area as defined in the Tysons Corner Urban Center Plan. The contribution amount shall be adjusted in conformance with Virginia

State Code requirements from the date of the Board of Supervisors' approval of this Application to the date of site plan approval for the Hotel Development.

TRANSPORTATION DEMAND MANAGEMENT

10. Transportation Demand Management Program. This Proffer sets forth a program for a Transportation Demand Management plan (the "TDM Plan") that shall be implemented by the Applicant, and, subsequently the Hotel Development to encourage the use of transit (Metrorail and bus), other high-occupancy vehicle commuting modes, walking and biking all in order to reduce automobile trips generated by the Property. The Applicant, and subsequently the Hotel Development, will include Tycon II and Tycon III in its marketing and surveys. However, neither the existing Tycon II nor III office buildings will be subject to those penalty and monitoring provisions set forth below.

A. Program Manager. Prior to the approval of the Site Plan for the Hotel Development, the Applicant shall designate an individual to act as the Program Manager ("PM") for the Hotel and two existing office buildings, whose responsibility will be to implement the TDM strategies. The duties of the PM may be part of other duties assigned to the individual(s). The Applicant shall participate in available Tysons area wide TDM Programs, activities and transportation improvement endeavors provided by Fairfax County and the various stakeholders in Tysons, and shall join groups such as the Tysons Transportation Association ("TYTRAN").

B. TDM Plan. Ninety (90) days after the appointment of the PM, the PM shall submit to FCDOT for review and approval the TDM Plan to be implemented for the Property. The TDM Plan and any amendments thereto shall include, but not be limited to, provisions for the following with respect to the Property:

- i. Information Dissemination. The PM shall make Metro maps, schedules and forms, ridesharing and other relevant transit option information available to office tenants, hotel employees and guests in a common area; such as the central lobby, community room, building management office and/or hotel management office. The PM shall also make multi-modal transportation information available as part of in-room service guides or hotel information through the closed-circuit television system to its hotel guests.
- ii. Ride Matching. The PM shall coordinate and assist with vanpool and carpool formation programs, ride matching services and established guaranteed ride home programs.
- iii. Teleworking. Encourage office tenants and hotel guests to telework through the utilization of high capacity data/network connections available through their employers.
- iv. Meeting Space. The Applicant shall provide a minimum 400 s.f. meeting space for its hotel guests to meet with business associates on site. Such

meeting space may include computers, modems and secure wireless connections for use by hotel patrons and their guests.

- v. Car Sharing Information. The PM shall make information available regarding the use of car sharing program(s) to tenants, hotel employees and guests (such as ZipCar).
- vi. Website. The PM shall work with the hotel management to develop and maintain a TDM project website that will be a part of the overall website for the hotel 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.
- vii. Preferential Parking. Applicant shall provide preferential office and hotel parking for car/van pools in all parking facilities within the Property.
- viii. Shuttle Service. Applicant shall either provide or coordinate through other services the opportunity for both hotel guests and employees to utilize daily shuttle services to Reagan National and/or Dulles International Airport and the future Metrorail stations located in Tysons, particularly during the AM and PM peak. For hotel guests, this shuttle service will be provided on demand. Prior to the opening of the Tysons Metrorail Stations, the Applicant will also offer shuttle service to and from the West Falls Church Metrorail station.
- ix. Coordination. The PM shall work with FCDOT, and any other transportation management entities established in the local area of the development, to promote alternatives to single-occupant automobile commute trips.

C. FCDOT Response. If FCDOT has not responded with any comments to the PM within ninety (90) days of receipt of the TDM Plan, the TDM Plan shall be deemed to be approved and the Applicant, through the PM, shall implement the TDM Plan.

D. Shuttle Bus/Bus Circulator System. In order to provide initial support for the development of a comprehensive Tysons shuttle or circulator system, the Applicant shall contribute Five Thousand and No/Dollars (\$5,000.00) per year for ten (10) years to Fairfax County, for a total of Fifty Thousand and No/Dollars (\$50,000.00) to the creation and maintenance of a consolidated van, shuttle or circulator system in the Tysons area. The first contribution of Five Thousand and No/Dollars (\$5,000.00) will become due upon the issuance of the Non-RUP for the Hotel and annually thereafter. In the event a business improvement district, tax increment finance, community development program or other such business improvement program is implemented in the Tysons area that includes a bus service component, within the period outlined in this Proffer 10D, and the Applicant financially participates in that district, the Applicant's continued annual contribution to a shuttle bus/bus circulator system shall cease.

E. Vehicle Trip Objectives. The goal of the TDM Plan shall be to reduce the number of vehicle trips generated by the Hotel Development employees and guests by fifteen percent (15%) during the PM peak hour of the adjacent street as projected by using methods based on ITE's, 7th edition, Trip Generation rates and/or equations (the "ITE Trip Generation Rate") for Land Use Code 310 (Hotel) and a hotel of 173 rooms. If the Applicant constructs less than 173 rooms, then the baseline trip generation numbers shall be calculated as if 173 rooms were constructed.

F. Annual Surveys & Annual Report. Following approval of the Non-RUP for the Hotel Property, the PM shall conduct an annual survey (the "Annual Survey") completed in September of each year and provided to FCDOT. The Annual Survey shall be conducted during a week without any holidays and when Fairfax County Public Schools are in session. The Annual Survey shall gather information on the effectiveness of the TDM Plan and shall be used by the PM to determine whether changes to the TDM Plan are needed to insure that the vehicle trips are within the Vehicle Trip Objectives targeted goal for the Hotel Development. If the Annual Survey reveals that changes to the TDM Plan are needed, the Applicant, through the PM shall coordinate such changes with FCDOT and implement and adjust the TDM Plan accordingly. The PM shall coordinate the preparation of the Annual Survey materials and the methodology for validating survey results with FCDOT at least thirty (30) days prior to completing each year's Annual Survey, and shall collect and analyze the results in an annual report (the "Annual Report".) Such Annual Report shall include at a minimum:

- i. A description of the TDM measures in effect for the survey period and a description of how such measures have been implemented;
- ii. The number of people surveyed and the number of people who responded on the Property;
- iii. The results of the any traffic counts and surveys taken during the survey period;
- iv. The number of hotel employees and office tenants participating in the TDM programs displayed by category of participants and by mode of use;
- v. 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
- vi. A description of the uses of the office buildings on the Property at the time the survey was conducted and levels of occupancy.
- vii. The Applicant may also conduct employee surveys to determine compliance with TDM goals. The content and sample size of such surveys shall be approved by FCDOT. Should the survey data not provide a means to adequately determine compliance, trip counts as described in Proffer 10G or another acceptable means to determine this shall be employed in consultation with FCDOT.

G. Traffic Counts. The Applicant shall conduct peak hour traffic counts at the entrances/exits to the Property in conjunction with the annual surveys outlined above on a typical weekday. Such counts shall be conducted between the hours of 6:00 and 9:00 AM and 4:00 and 7:00 PM. The results of the counts shall be compared to the ITE baseline estimates outlined above in order to determine if the 15% goal associated with the Hotel Development has been met.

- i. Counts shall be conducted in such a manner that only trips generated by the Hotel Development are accounted for. Counts shall be conducted over a two-day period at a time of year that reflects typical conditions, not during holiday weeks or when Fairfax County Public Schools are not in session. At least 30 days prior to conducting the counts, the Applicant shall convene a meeting with FCDOT to finalize the method of count collection.
- ii. The average number of PM peak hour counts shall be computed over the two-day period.

H. Reporting. Annual surveys and the traffic counts shall be conducted and an annual report submitted unless and until the Applicant has demonstrated to FCDOT that it is meeting or exceeding the 15% trip reduction goal. After the goal has been met for two (2) consecutive years, the Applicant will conduct the annual surveys biennially. If the Applicant demonstrates that the goal has been met after conducting a biennial survey, the Applicant may terminate the surveys, although it will continue this proffered TDM Program. The results of the annual surveys and the traffic counts shall be submitted to FCDOT in the form of the written Annual Report within sixty (60) days of completion until such time as either the reports and surveys are terminated in accordance with the proffer.

I. Applicant's Contribution. The Applicant shall contribute (through the PM) Three Thousand and No/100 Dollars (\$3,000.00) for the Hotel Development (with said \$3,000.00 contribution to be made upon the issuance of the Non-RUP for the Hotel) and Thirty-Five Hundred and No/100 Dollars (\$3,500.00) for each of the two existing office buildings at the time of site plan approval for the Hotel Development. The contributions will help fund SmarTrip Metro Cards, promotions and promotional materials, incentives, and fare media. Each SmarTrip card shall be for a minimum of \$5.00 for use and distribution to the employees to encourage the use of Metrorail or bus.

J. Penalty for Non-Attainment. If the results of any Trip Counts show that the actual vehicle trips exceed the Vehicle Trip Objectives, as defined in Proffer 10E, after two annual testing cycles, 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% - 5% above Maximum Trips After Reduction = \$2,500
- ii. 5% - 10% above Maximum Trips After Reduction = \$5,000

- iii. 10% + above Maximum Trips After Reduction = \$10,000.

The maximum aggregate amount of all penalties to be paid under this Proffer is \$10,000 per year with an aggregate total maximum penalty of \$50,000.

INTERPARCEL ACCESS

11. Interparcel Access Along Southern Property Line. The Applicant shall communicate and coordinate with the owners of the Centennial Plaza One development to either maintain the existing interparcel access or to create a new vehicular and pedestrian connection to the Centennial Property if that property redevelops in the future. The Applicant shall re-affirm its commitment to this proffer at the time of site plan approval for the Hotel Development by annotating the site plan sheets showing the layout of the property to identify this commitment.

12. Boone Boulevard.

- A. Reservation Area. The Applicant shall reserve land for the future potential widening of Boone Boulevard to a four lane section as shown on Sheet 5 of the Plan (the "Reservation Area"). The Applicant shall dedicate all or part of the Reservation Area to the Commonwealth of Virginia, Fairfax County and/or their designees in fee simple at such time as a contract to commence construction has been fully funded for the widening of Boone Boulevard from Howard Avenue to Route 123.
- B. Dedication Timeline. In the event that a construction contract for the widening of Boone Boulevard is not signed by the County or the Commonwealth of Virginia within twenty-five (25) years from the issuance of a Non-RUP for the Hotel Development, the Reservation Area shall be released.
- C. Advance Density Credit. Advanced density credit is reserved consistent with the provisions of the Fairfax County Zoning Ordinance, for all eligible dedications described herein or as may be required by Fairfax County or VDOT pursuant to the Public Facilities Manual ("PFM"), at the time of site plan approval for the Property.

GREEN BUILDING PRACTICES

13. The Applicant shall utilize green building practices for the Hotel Development, including but not limited to the following:

- a. The Hotel shall be designed by a design firm with at least one LEED (or equivalent program) accredited professional on the team;
- b. The Hotel shall provide patrons an option to have their towels, bedding and other linens laundered at their request;

- c. Allocate space for storage of recyclables, including but not limited to, fluorescent light bulbs, paper, cardboard, aluminum and glass, and provide for collection of recyclables within the Hotel;
- d. Prohibit smoking in the public areas of the new Hotel and provide designated smoking areas away from entries and operable windows;
- e. The Hotel shall be designed to use insulated glass in base building applications and shall have a licensed architect, design, or accredited professional certify in writing that this proffer has been satisfied prior to bond release;
- f. The Hotel shall utilize Energy Star (or equivalent) appliances in the hotel rooms and building areas to the extent available and consistent with brand standards and shall have a licensed architect, design, or accredited professional certify in writing that this proffer has been satisfied prior to bond release;
- g. Construction Activity Pollution Prevention – the Hotel site will incorporate Erosion and Sediment Control measures;
- h. Provide a bus stop pad along Boone Boulevard per Proffer 7;
- i. Provide preferential parking for fuel efficient or low emitting vehicles or carpools in areas to be designated on the approved site plan;
- j. Provide bicycle racks at the Hotel per Proffer 8;
- k. The Hotel Development will use a highly reflective roof material with a Solar Reflectance Index (SRI) of 78 or higher for a Low-Sloped Roof (slope less than or equal to 2:12) and 29 or higher for a Steep-Sloped Roof (slope greater than 2:12) for a minimum of 75% of the roof surface excluding areas with mechanical equipment and other appurtenances, and shall have a architect, design, or accredited professional certify in writing that this proffer has been satisfied prior to bond release;
- l. All privately-installed site lighting will be certified, prior to bond release, by an accredited professional to meet American Society of Heating and Refrigeration and Air Conditioning Engineers (ASHRAE/IESNA Standard 90.1-2004) standards to reduce nighttime pollution, avoid spillage offsite, and maintain minimum and maximum recommended levels; and Article 14, Section 9 of the Fairfax County Zoning Ordinance adopted as of March 3, 2008;
- m. Specify non ozone-depleting refrigerants in cooling system; and
- n. Use low emitting materials for paints, sealants, carpeting, and specify formaldehyde free composite board.

ARCHITECTURAL DESIGN AND SITE AMENITIES

14. Building Design and Elevations. The general design of the Hotel shall be in general conformance with Sheet 8 of the Plan (the "Conceptual Elevation") and in conformance with Proffer 4.

15. Boone Boulevard Sidewalk. The Applicant will construct a sidewalk five (5) feet in width along the portion of Boone Boulevard that fronts the Hotel Development. Upon redevelopment of the Tycon II and/or Tycon III office buildings, each site will construct a five (5) foot sidewalk along its respective Boone Boulevard frontage.

16. Pedestrian Connection Through the Development. The Applicant shall construct a pedestrian connection five (5) feet in width through the Development from Boone Boulevard to the southern property line as more particularly shown on Sheet 7 of the Plan (the "Pedestrian Connection"). The Pedestrian Connection shall have signage at both ends that will provide pedestrians with directions to the location of this walkway. The Pedestrian Connection shall be completed and available for use prior to the issuance of the Non-RUP for the Hotel Development.

17. Pedestrian Walkway Through the Proposed Development. In order to help foster a connection from Howard Avenue to Gallows Road, the Applicant shall provide a central walkway five (5) feet in width parallel to Boone Boulevard on its site. The Applicant has designed the walkway to minimize tree disturbance which will require that portions of the walkway be located offsite, on the Centennial Plaza One site (Fairfax County Tax Map #39-1 ((20))-1). Should the Applicant not be given permission to construct and maintain the walkway (at no cost to the Applicant), the Applicant shall construct the walkway on its property alone. The walkway shall be completed and available for use prior to the issuance of the Non-RUP for the Hotel Development.

18. Passive Amenities – Plaza Area. The Applicant shall construct a public plaza (the "Plaza") along Boone Boulevard and the entrance to the hotel. The Plaza shall include landscaping, hardscape areas (such as concrete walkways with brick pavers, stonework, etc.), benches, seating areas and similar passive recreation amenities. The Plaza shall be functionally complete (benches, landscaping and lighting installed) and open for use (subject to minor adjustments) prior to the issuance of the Non-RUP for the Hotel Development.

19. Lighting. Parking lot or exterior lighting located on the Property shall be directed inward and/or downward and designed with shielded fixtures in order to minimize glare onto adjacent properties and in accordance with Article 14 of the Zoning Ordinance. Building mounted security lighting shall utilize full cut-off fixtures with shielding such that the lamp surface is not directly visible.

20. Security Lighting. The Applicant shall install exterior lighting on the entire east side of the Applicant's proposed garage to be located next to the off-site existing parking garage (Fairfax County Tax Map # 39-1 ((6)) Parcel 81A) in order to mitigate safety concerns. The security lighting will meet Article 14, Section 9 of the Fairfax county Zoning Ordinance adopted as of March 3, 2008.

21. Signage. Signage for the Property and the Development shall be provided in accordance with the requirements of Article 12 of the Zoning Ordinance.

STORMWATER MANAGEMENT

22. Stormwater Management Plan. For purposes of exceeding stormwater management and Best Management Practice requirements, the site area shall be considered only the area that is impacted by the Development, which is approximately 2.4 acres as more particularly shown on Sheet 2 of the Plan. As part of site plan approval for the Development, the Applicant shall submit to DPWES a stormwater management plan (the "SWM Plan") for the Development demonstrating that stormwater management for the Development can be provided onsite. The Applicant shall provide a fifteen percent (15%) reduction of runoff for the peak ten (10) year discharge from the site based on a comparison of the conditions of such portion of the Property before and after construction of the Development.

23. Best Management Practices ("BMP"). As part of the SWM Plan, the Applicant also shall include BMPs to be incorporated into the Development in order to improve water quality associated with stormwater runoff from the Property. Using structural and non-structural BMPs, such as sand filters, storm filters, Filterra devices or a combination of both, the SWM Plan shall demonstrate that, after the full build-out of the Development, there is a fifteen percent (15%) reduction of the phosphorous loading from that portion of the Property on which the Development will be constructed (approximately 2.4 acres), based on a comparison of the conditions of such portion of the Property before and after construction of the Development. Any modifications to the existing stormwater management and/or BMP facilities necessary to accommodate the Development shall not reduce the amount of open space provided on the Property.

ENVIRONMENT

24. Landscaping. As part of its site plan submission for the Development, a landscape plan shall be submitted for review to the Urban Forest Management Division of the Department of Public Works and Environmental Services at the time of site plan for the Development and the Property shall be landscaped in substantial conformance with Sheet 7 of the Plan.

25. Maintenance of Existing Landscaping and Trees. The Applicant shall maintain the interior parking lot landscaping/trees on the Tycon II and Tycon III parking lots, as well as the trees along Boone Boulevard (along the Applicant's side of the sidewalk along Boone Boulevard) in order to sustain the life of the trees and provide hydration during the warmer months. In consultation with the Fairfax County Urban Forester, the Applicant will plant tree and plant species that are native to the region. Trees that are dead shall be replaced on at least an annual basis.

26. Future Tysons Sustainability Program. Prior to the issuance of the Non-RUP for the Hotel Development, the Applicant shall designate an individual to act as the Sustainability Program Manager ("SPM") for the Hotel, whose responsibilities will be to monitor and participate in any Tysons area wide Sustainability Program or 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). The duties of the SPM may be part of other duties assigned to the individual(s).

OFF-SITE RECREATIONAL FACILITIES

27. One-Time Field Contribution. The Applicant shall make a one-time contribution of Fifteen Thousand and No/Dollars (\$15,000.00) to the Fairfax County Board of Supervisors for 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 Providence District Athletic Fields Task Force. Such contribution shall be made at the time of site plan approval by the Fairfax County Department of Public Works and Environmental Services.

MISCELLANEOUS

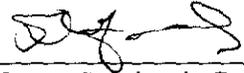
28. Severability. Pursuant to Section 418-204 of the Zoning Ordinance, any portion of the Property may be the subject of a PCA or GDP without joinder and/or consent of the owners of the other portions of the Property, provided that such PCA and SE does not adversely affect the other phases. Previously approved zoning applications applicable to the balance of the Property that is not the subject of this PCA and SE shall otherwise remain in full force and effect.

29. 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.

30. 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.

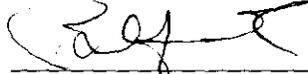
JBG/Tycon 2, L.L.C., a Delaware limited liability company, as to Tax Map Parcel Number: 39-1 ((6)) Parcel B1

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

By: 
Name: Benjamin R. Jacobs
Title: Managing Member

JBG/Tycon 3, L.L.C., a Delaware limited liability company, as to Tax Map Parcel Number: 39-1 ((6)) Parcel 69A

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

By: 
Name: Benjamin R. Jacobs
Title: Managing Member