Proffers
PCA 78-S-063-06
Parcel 35 of Westfields, The International Corporate Center at Dulles
For The Aerospace Corporation
March 9, 2009

Pursuant to Section 15.2-2303(A), Code of Virginia, 1950, as amended, subject to the Board of Supervisors approving a Proffered Condition Amendment for Tax Map 44-1 ((4)) 35 (the "Application Property"), the Applicant, for itself, its successors and assigns, hereby reaffirms the previous proffers applicable to the Application Property, RZ 78-S-063 and PCA 78-S-063-3, which will remain in full force and effect, except as amended as follows:

Replace Proffer #6 with the following:

6) Environmental Quality Corridor: The Environmental Quality Corridor ("EQC") that is associated with Flatlick Branch, as depicted on the GDP/SE Plat (as defined below), shall be preserved and maintained as permanent private major open space by the Applicant, and shall remain in its natural state, provided that certain intrusions into the EQC may occur as depicted and/or noted on the Generalized Development Plan prepared by Burgess and Niple, Oculus, Wetland Studies and Solutions, Inc., and KGD, which consists of thirty-one (31) sheets, and which is dated May 2008 (Sheets 1–6), February 2008 (Sheet 7), October 9, 2008 (Sheet 7A), November 2008 (Sheet 7B), September 2008 (Sheets 7C – 7H) , May 2008 (Sheets 8 –14), and October 9, 2008 (Sheet 15), all as revised through December 17, 2008 (the "GDP/SE Plat"). This Proffer 6 applies to areas within the EQC as depicted on the GDP/SE Plat, limits of clearing and grading, EQC intrusions, tree preservation and landscaping, and stormwater management ("SWM") outfall and stream restoration only, as depicted on the GDP/SE Plat. Pursuant to Par. 5 of Sect. 18-204, minor modifications to the GDP/SE Plat and these proffers may be permitted as determined by the Zoning Administrator. Any minor modifications to the special exception application for height only shall not require approval of a PCA or revisions to the proffered GDP/SE Plat.

   a) Conservation Easement: The conservation easement area shown on the GDP/SE Plat, shall remain as undisturbed open space with the exception of permitted trails and shall be subject to a recorded conservation easement as shown on the GDP/SE Plat running to the benefit of the Board of Supervisors, in a form approved by the County Attorney, which prohibits removal of trees except those which are dead, diseased, noxious/invasive or hazardous.

   b) Stream Restoration: The remaining tributary stream extending from the proposed outfall at the downstream limit of clearing through the EQC to Flatlick Branch shall be restored using "natural channel stream design concepts" to the maximum extent practicable as defined in § 10.1-560 of the Code of Virginia (the "Stream Restoration"). This design shall

accommodate the stream crossing at the sewer and water line easements while maintaining the wetlands in that area, shall accommodate existing and expected future off-site flows within a stable channel, and shall be reviewed in accordance with § 10.1-561. This design is generally depicted on Sheets 7A through 7H of the GDP/SE Plat, may be reviewed by the Department of Public Works and Environmental Services ("DPWES") if they choose to review it, and shall be approved by the U.S. Army Corps of Engineers ("COE") and the Virginia Department of Environmental Quality ("DEQ") prior to site plan approval. Written documentation of COE and DEQ approvals shall be provided to DPWES prior to site plan approval. Specific success criteria (the "Success Criteria"), maintenance and monitoring criteria (the "Maintenance and Monitoring Criteria"), and information regarding reports on these criteria (the "Monitoring Reports") is included on Sheet 7B of the GDP/SE Plat, and reforestation of the areas cleared for the Stream Restoration shall be as generally depicted on Sheets 7E and 7G of the GDP/SE Plat.

c) Landscaping: Landscaping shall be generally consistent with the quality, quantity and the locations shown, respectively, on the "Landscape Plans" included as Sheets 10 and 10A, and with the "Plant Image Boards" included as Sheets 12, 12A and 12B of the GDP/SE Plat. At the time of planting the minimum size of deciduous canopy and understory trees shall be 1"-1 1/2" caliper, and the minimum height of evergreen trees shall be 8 feet. Areas that are cleared and graded for construction of stormwater sheet flow shall be replanted by the Applicant with native species more typically found at the edges of forests, such as Acer rubrum (Red maple), Amelanchier arborea (Serviceberry), Cercis canadensis (Redbud), Carpinus caroliniana (American Hornbeam), Carya glabra (Pignut hickory), Cornus florida (Dogwood), Hamamelis virginiana (Witchhazel), Juniperus virginiana (Redcedar), Ilex opaca (American holly), and Quercus coccinea (Scarlet oak), as depicted on the GDP/SE Plat, and as approved by Urban Forestry Management ("UFM"), as soon as construction activities in the sheet flow area are completed and planting conditions are appropriate, but in no instance shall this occur later than the to issuance of a Final NonRUP for any structure adjacent to a cleared area.

d) SWM Outfall Design:

i) SWM shall be designed to minimize the impact on the EQC and RPA by limiting the concentrated discharge to the area of the Stream Restoration, which shall be designed for this discharge. The remaining areas of runoff shall be designed to accommodate sheet flow, as appropriate and to the extent possible, as depicted on the GDP/SE Plat, as opposed to concentrating runoff into a pipe or channel system.

Specific SWM detention/BMP measures shall include a combination of structures and/or systems, including rain gardens, green roof(s), permeable pavement, storm filters, and underground detention; all of which shall be placed in otherwise already disturbed areas of the Application Property, as generally depicted on the GDP/SE Plat. Runoff from the majority of the impervious areas shall be collected and directed to one of these structures and/or systems, and then discharged into the restored tributary stream.

ii) The Applicant shall be responsible for the maintenance of all stormwater management facilities, conveyance systems, and BMP facilities on the Application Property, including the restored stream that is utilized for adequate outfall, shall place these systems in a private drainage easement, and shall enter into an agreement for the maintenance of these stormwater management facilities and conveyance systems in perpetuity in a form acceptable to the County Attorney prior to site plan approval. The County shall have the right to periodically inspect these systems; however, any such inspectors must be cleared though security by the Applicant and shall be escorted by the Applicant at all times while on the Application Property.

iii) If, the annual monitoring and Monitoring Reports reveals that the Stream Restoration has repeatedly failed to meet the Success Criteria, and the Stream Restoration has required significant and perpetual maintenance activities for reasons beyond control of the Applicant, then design alternatives to achieve a stable and viable stormwater conveyance system and reduce the maintenance burden may be permitted, if approved by DPWES and the Department of Planning and Zoning ("DPZ"), without the need for a PCA or SEA, provided that the alternatives do not reduce the effectiveness of the approved landscaping or open space; impact the relationship of the development to adjacent properties; or result in an increase in the amount of clearing and/or grading shown on the GDP/SE Plat.

e) Tree Preservation Plan:

i) The Applicant shall submit a tree preservation plan at or prior to the second submission of the site plan. The limits of the tree preservation plan shall generally conform to the tree preservation area depicted on Sheets 10C and 10D of the GDP/SE Plat, which is that area up to 20 feet outside of the limits of clearing and grading shown on the GDP/SE Plat (the "Tree Preservation Area"). The tree preservation plan shall be prepared by a professional with experience in the preparation of tree preservation plans, such as a certified arborist or landscape architect, and shall be subject to the review and approval of Urban

Forest Management ("UFM"). The tree preservation plan shall consist of a tree survey that includes the location, species, size, crown spread and condition rating percentage of all trees 10 inches in diameter and greater, that are located within the Tree Preservation Area. At a minimum, the tree preservation plan shall provide for the preservation of trees within those areas shown for tree preservation on the GDP/SE Plat, with the exception of those trees shown to be removed due to anticipated impacts from construction activities; however, those trees shown to be removed shall be saved, if determined practicable, in coordination with the Urban Forester. The condition analysis ratings shall be prepared using methods outlined in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture. Specific tree preservation activities that will maximize the survivability of any tree identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the plan.

ii) All tree preservation activities specified above shall be accomplished in a manner that minimizes damage to vegetation to be preserved, including any woody, herbaceous or vine plant species that occurs in the lower canopy environment, and to the existing top soil and leaf litter layers that provide nourishment and protection to that vegetation. Removal of any vegetation, if any, or soil disturbance in the Tree Preservation Area, including the removal of plant species that may be perceived as noxious or invasive, such as poison ivy, greenbrier, multi-floral rose, etc. shall be subject to the review and approval of UFM. The use of equipment in the Tree Preservation Area will be limited to hand-operated equipment such as chainsaw, wheel barrows, rake and shovels. Any work that requires the use of equipment, such as skid loaders, tractors, trucks, stump-grinders, etc., or any accessory or attachment connected to this type of equipment shall not occur unless pre-approved by UFM.

iii) The Applicant shall retain the services of a certified arborist or landscape architect, and shall have the limits of clearing and grading in the Tree Preservation Area marked with continuous lines of flagging prior to the walk-through meeting with the UFM to be held prior to any clearing and grading. During the tree preservation walk-through meeting, the Applicant's certified arborist or landscape architect shall walk such limits of clearing and grading with an UFM representative to determine where adjustments to the clearing and grading limits can be made to increase the Tree Preservation Area and/or to increase the survivability of trees at the edge of the limits of grading, and such adjustment shall be implemented; provided, however, that no adjustment shall be required that would affect the location, design

and/or construction of the buildings. Trees within the Tree Preservation Area that are identified specifically by UFM in writing as dead or dying, or which are specifically identified to be removed on the Tree Preservation Plan, may be removed as part of the clearing operation. Any tree that is so designated shall be removed using a chain saw and such removal shall be accomplished in a manner that avoids damage to surrounding trees and associated understory vegetation. Stumps within the Tree Preservation area should not be removed; however, if a stump must be removed, this shall be done using a stump-grinding machine in a manner causing as little disturbance as possible to adjacent trees and associated understory vegetation and soil conditions. Any trees within the Tree Preservation Area that are removed for the reasons noted above, shall be replaced by the Applicant with native species more typically found at the edges of forests (as described in Proffer 6c and as approved and coordinated by UFM) as soon as construction activities in the area are completed and planting conditions are appropriate, prior to the to issuance of a Final NonRUP for any structure adjacent to a cleared area. At the time of planting the minimum size of deciduous canopy and understory trees shall be 1"-1 1/2" caliper, and the minimum height of evergreen trees shall be 8 feet.

iv) The Applicant shall conform strictly to the limits of clearing and grading as shown on the GDP/SE Plat, subject to exceptions specified in these proffered conditions and as necessary for the safe installation of fences, utilities and/or trails as determined by the Director of DPWES. Fences, utilities and/or trails in areas protected by the limits of clearing and grading as shown on the GDP/SE Plat, shall be located in the least disruptive manner necessary as approved by UFM. A replanting plan shall be developed and implemented, subject to approval by UFM for any areas protected by the limits of clearing and grading that must be disturbed for such fences, trails or utilities.

v) All trees to be preserved on the tree preservation plan shall be protected by tree protection fencing. 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 shall be erected at the limits of clearing and grading adjacent to the tree preservation areas. All tree protection fencing shall be installed after the tree preservation walk-through meeting but prior to any clearing and grading activities. The installation of all tree protection fencing shall be performed under the supervision of a certified arborist and UFM, and accomplished in a manner that does not harm existing vegetation that is to be preserved. At least ten (10) days prior to the commencement of any clearing or

grading activities adjacent to the Tree Preservation Area, but subsequent to the installation of the tree protection devices, the UFM 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 UFM.

vi) 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 respective public improvement/site plan submission. The details for these treatments shall be reviewed and approved by UFM, accomplished in a manner that protects affected and adjacent vegetation to be preserved, and may include, but not be limited to the following: (1) root pruning shall be done with a trencher or vibratory plow to a depth of 18 inches; (2) root pruning shall take place prior to any clearing and grading; (3) root pruning shall be conducted with the supervision of a certified arborist; and (4) a UFM representative shall be informed when all root pruning and tree protection fence installation is complete.

vii) During any clearing or tree/vegetation removal in the areas adjacent to the Tree Preservation Area, a representative of the Applicant shall be present to monitor the process and ensure that the activities are conducted as proffered and as approved by UFM. The Applicant shall retain the services of a certified arborist or landscape architect to monitor on-site all construction and demolition work and tree preservation efforts in order to ensure conformance with all tree preservation proffers, and UFM approvals. The monitoring schedule shall be described and detailed in the Landscaping and Tree Preservation Plan, and reviewed and approved by UFM.

viii) The Applicant shall retain a professional arborist with experience in plant appraisal, to determine the replacement value of all trees 10 inches in diameter or greater located on the Application Property that are shown to be saved on the Tree Preservation Plan. These trees shall be identified and their value shall be determined on the Tree Preservation Plan at the time of the second submission of the respective public improvement/site plan(s). The replacement value shall take into consideration the age, size and condition of these trees and shall be determined by the so-called "Trunk Formula Method" contained in the latest edition of the Guide for Plan Appraisal published by the International Society of Arboriculture, subject to review and approval by UFM.

ix) At the time of the respective public improvement/site plan approvals, the Applicant shall post a cash bond or a Letter of Credit payable to the County of Fairfax to ensure preservation and/or replacement of the trees for which a tree value has been determined that die or are dying due to unauthorized construction activities. The Letter of Credit shall be equal to 50% of the replacement value of the Bonded Trees. The cash bond shall consist of 33% of the amount of the Letter of Credit. At any time prior to final bond release for the improvements on the Application Property constructed adjacent to the respective tree save areas, should any Bonded Trees die, be removed, or are determined to be dying by UFM due to unauthorized construction activities, the Applicant shall replace such trees at its expense. The replacement trees shall be of equivalent size (or multiple trees that equal the same caliper as permitted by UFM), species and/or canopy cover as approved by UFM. In addition to this replacement obligation, the Applicant shall also make a payment equal to the value of any Bonded Tree that is dead or dying or improperly removed due to unauthorized activity. This payment shall be determined based on the Trunk Formula Method and paid to a fund established by the County for furtherance of tree preservation objectives. Upon release of the bond for structures abutting the Tree Preservation Area any amount remaining in the tree bonds required by this proffer shall be returned/released to the Applicant.

f) Environmental/Recreational Contribution: Upon site plan approval for Building 1, the Applicant shall provide a $350,000.00 contribution to the Sully Recreational Fund for construction of a facility in the Sully Magisterial District that provides recreational/environmental benefits to the Cub Run watershed. The specific beneficiary of the contribution shall be determined in consultation with the Sully Magisterial District Supervisor.

Add New Proffer 9G:

9) G. Transportation Improvements and Facilities:

a) Dedication: At time of site plan approval for the Application Property, the Applicant shall dedicate in fee simple to the Board of Supervisors, right-of-way up to 60 feet from centerline along the Application Property's Lee Road frontage as shown on the GDP/SE Plat (as identified in Proffer 6). Sufficient right of way for construction of a third lane currently exists along the Application Property's Stonecroft Boulevard frontage; however, the Applicant shall dedicate in fee simple to the Board of Supervisors additional variable right-of-way between 47 and 91 feet from centerline along the Application Property's Stonecroft Boulevard frontage up to the

main entrance as shown on the GDP/SE Plat (which is the equivalent of an additional 10 feet of right of way along that frontage for construction of a right turn lane into the Application Property's Stonecroft Boulevard entrance).

b) Road and Turn Lane Construction:

i) Prior to the issuance of the first NonRUP for Building 1 (which includes Towers 1A and 1B), the Applicant shall (a) complete construction of a third lane on Lee Road as shown on the GDP/SE Plat (which will function as right turn lanes into the Application Property's two Lee Road entrances), (b) shall complete the construction of a left turn lane into the Application Property at the existing median break on Lee Road as shown on the GDP/SE Plat, (c) shall construct a second left turn bay from Lee Road (westbound) onto Stonecroft Boulevard (southbound) as shown on the GDP/SE Plat or, if permitted by VDOT, stripe a left turn lane from Lee Road onto Stonecroft Boulevard in lieu of construction of this turn lane (which results in dual lefts), (d) and shall make appropriate signal adjustments or modifications as required by VDOT to accommodate the turn lane(s) described in Par. 9(b)(i)(c) above.

ii) Construction of a third lane along the Applicant Property's Stonecroft Boulevard frontage shall occur as described in Proffer 9, which was accepted pursuant to the Board of Supervisor's approval of PCA 78-S-063-3, and which shall occur prior to the first NonRUP issued for the occupation of Building 2 (which includes Towers 2A and 2B). Right and left turn bays into the Application Property's Stonecroft Boulevard entrance, as shown on the GDP/SE Plat, shall be constructed by the Applicant and shall occur simultaneously with the third lane's construction. Simultaneously with the third lane's construction, the Applicant shall also extend the existing left turn lane from Stonecroft Boulevard onto Westfields Boulevard within the existing right of way by approximately 200 feet (which is approximately the maximum turn lane length that the existing median can accommodate).

c) Traffic Signals: Concurrent with or prior to the submission of the site plan's second submission, the Applicant shall submit to VDOT warrant studies based on full build out of the Application Property for traffic signals at the Application Property's two major entrances (one on Lee Road and one on Stonecroft Boulevard). The Applicant shall design, equip, and construct each signal when warranted, if warranted prior to final bond release. If any of the signals are not warranted prior to final bond release, then the Applicant shall provide an escrow for the cost of such signal(s) in an

amount as determined by FCDOT (based upon the value of a typical VDOT traffic signal) in lieu of construction (the "Traffic Signal Escrow"). If not warranted within five (5) years after the issuance of the final NonRUP for both Buildings 1 and 2, then the Traffic Signal Escrow shall be returned to the Applicant.

d) Transportation Demand Management and Bus Shelters:

i) The Applicant shall appoint a Transportation Coordinator (the "TC"), whose responsibility shall be to implement the TDM Strategies, with on-going coordination with FCDOT, prior to issuance of the final NonRUP for the first building. The contact information of the TC shall be provided by the Applicant to FCDOT within 30 days of such designation, and shall update the contact information within 30 days after changes occur in said designation.

ii) The TC shall work with the Applicant to encourage telecommuting, carpooling, and to provide staggered work hours with the goal of reducing vehicular peak hour trips by 10% (the "TDM Goal"), derived from trip generation rates and/or equations applicable to 975,000 square feet of General Office use as set forth in the Institute of Transportation Engineers, Trip Generation Manual, 7th Edition Land Use Code 710 (General Office).

iii) In order to meet the TDM Goal, the Applicant shall implement this TDM Program, which may be amended, subject to the approval of FCDOT, without the necessity of a PCA. Strategies shall include, but shall not be limited to, the following initiatives that shall be implemented by the Applicant as each phase of construction is complete:

(1) Participation in the Fairfax County Ride Share Program and other applicable trip reduction programs sponsored by FCDOT;

(2) Display materials regarding Metrorail, Metrobus, Fairfax Connector, ride-sharing, teleworking and other relevant transit options in a centralized public location within each phase of development;

(3) Provide information of potential carpool and vanpool options that may be available to employees. Designated carpool and vanpool parking spaces shall be provided in preferred locations within the parking garages;

(4) Provide relevant transit maps, information regarding ride-sharing and teleworking, and other relevant transit option information to employees through posting within a centralized common-area,

inclusion within a newsletter, or posting to a website that is accessible by the employees; and,

(5) Provide conveniently located bicycle parking within each structured parking area. Accessible shower and locker room facilities for employee use shall be located within the fitness facility.

iv) Monitoring: Twelve (12) months following issuance of a non-RUP for 975,000 gross square feet of development, the effectiveness of the TDM program shall be evaluated using surveys and/or traffic counts prepared by the TC in cooperation with FCDOT. The TC shall submit an Annual Report to FCDOT based upon said surveys and/or traffic counts, in order to facilitate a determination by FCDOT that the TDM Goal has, or has not, been achieved. The Applicant shall conduct such surveys and/or traffic counts annually until it is demonstrated through two (2) consecutive surveys and/or annual traffic counts that the TDM Goal has been achieved, at which time, no additional surveys and/or traffic counts shall be required.

v) TDM Remedy: In the event that the TDM Goal has not been achieved pursuant to the aforesaid two consecutive surveys and/or traffic counts, then the Applicant shall meet with FCDOT to review the TDM Program for the purpose of identifying additional strategies and programs that may be implemented to assist in achieving the TDM Goal.

vi) Bus Shelters: The Applicant shall provide two (2) bus shelters and appropriate access easements in the locations as generally shown on the GDP/SE Plat prior to final bond release. The bus shelters shall be the typical open type and installation shall be limited to the concrete pad, the shelter itself, a concrete connection from the shelter's concrete pad and a paved walkway, and a trash can. No bus turn outs or special lanes shall be provided by the Applicant. The bus shelters and trash cans shall be maintained by the Applicant.

Add New Proffer 17:

17) Architecture and Use of Buildings: The architectural design of the buildings shall be in substantial conformance with the general character of the perspectives shown on Sheet 15 of the GDP/SE Plat (as identified in Proffer 6). Buildings 1 and 2, the Lab Building and security kiosks shall be designed to create the appearance of a coordinated development through the use of complementary architectural styles, building materials and/or colors in order to create a harmonious design with complementary yet distinctive architecture. Any penthouse equipment shall be screened and screening shall

be painted and/or treated to coordinate with the majority of the associated building's façade. The structured parking garages shall be designed to blend into the screening vegetation, and shall not be designed to be a significant architectural feature. Building materials shall consist of masonry, brick, stone, pre-cast concrete, EFIS, metal or glass. Fences adjacent to Lee Road or Stonecroft Boulevard shall be made of metal, and shall be similar in style to those fences shown on Sheet 10 of the GDP/SE Plat. Fences located on the rear or side of the Application Property shall be black coated chain link.

The primary use of the towers associated with Buildings 1 and 2 shall be office and research and development. The primary use of the cellar space associated with Building 1 shall be for a conference center, dining facility, fitness facility, laboratories, information technology, and ancillary office. The primary use of the cellar space associated with Building 2 shall be for laboratories, information technology, and ancillary office.

Add New Proffer 18:

18) Low Impact Design ("LID"):

a) In order to minimize runoff from the developed areas of the Application Property, the site design shall incorporate numerous LID measures. These measures shall include rain gardens, green roofs on the plaza and Visitor's Center, permeable pavement on the visitor's parking lot, natural channel stream design concepts, and reforestation of disturbed areas within the EQC with native species as generally depicted on the GDP/SE Plat.

b) LEED Certification:

(1) Prior to the issuance of a building permit for each building (the "Submitted Building") where LEED Certification is possible, the Applicant shall provide to the Environment and Development Review Branch of DPZ ("EDRB") documentation demonstrating the registration of the building with the U.S. Green Building Council for LEED certification and a LEED Project Checklist (the "Checklist") that lists the attempted credits within the version of the U.S. Green Building Council's Leadership in Energy and Environmental Design that is applicable at the time of the Submitted Building's design. The number of attempted credits identified on the Checklist shall meet, at least, the minimum number of credits necessary to attain LEED Certification of the Submitted Building.

(2) Prior to the issuance of the first NonRUP for the Submitted Building, the Applicant shall execute a separate agreement and post, for the Submitted Building, a "LEED Building Escrow," in the form of cash or a Letter of Credit from a financial institute acceptable to DPWES as defined in the Public Facilities Manual, in the amount of $2.00 per gross square foot of the Submitted Building that is located above seventy-five (75) feet in height as defined by the Zoning Ordinance. (See the table below for the maximum LEED Building Escrow for each building if constructed to its maximum permitted height.) This LEED Building Escrow shall be in addition to and separate from other bond or escrow requirements and shall be released upon demonstration to EDRB of attainment of certification by the U.S. Green Building Council's Leadership in Energy and Environmental Design that is determined to be applicable to the Submitted Building.

Maximum LEED Building Escrow Amounts for Each Building			
Buildings	Use	GFA Above 75 Feet in Height	Escrow
1A	Office	71,691	$143,382
1B	Office	154,452	$308,904
2A	Office	115,696	$231,392
2B	Office	117,112	$234,224

(3) In the event that documentation demonstrating that the Submitted Building is LEED Certified is not provided to EDRB within one (1) year of the issuance of its final NonRUP, then the Applicant shall provide documentation to EDRB demonstrating that the Applicant has applied for LEED Certification for the Submitted Building with the U.S. Green Building Council.

(4) If, within two (2) years of issuance of the NonRUP for the Submitted Building, the Applicant provides documentation to EDRB demonstrating that LEED Certification for the Submitted Building has not been attained, but that the Submitted Building has been determined by the U.S. Green Building Council to fall within three (3) points or less of attainment of LEED Certification, then 50% of the LEED Building Escrow shall be released to the Applicant and the other 50% of the escrow shall be contributed to Fairfax County and shall be posted to a fund within the County's budget supporting implementation of environmental initiatives. However, if the Applicant provides documentation from the U.S. Green Building Council demonstrating, to the satisfaction of EDRB, that the U.S. Green Building Council completion of the review of the LEED Certification application has been delayed through no fault of the

Applicant, the Applicant's contractors or subcontractors, this proffered time-frame shall be extended for one (1) year, and no release of escrowed funds shall be made to the Applicant or the County during this year unless the Applicant provides documentation from the U.S. Green Building Council to EDRB within this time-frame regarding the completion of the review of the LEED Certification application and any appeals, if applicable during the one (1) year extension. After this one (1)-year extension, additional one (1)-year extensions shall be granted if the Applicant provides documentation from the U.S. Green Building Council at the end of the previous one (1)-year extension period demonstrating, to the satisfaction of EDRB, that U.S. Green Building Council completion of the review of the LEED Certification application has continued to be delayed through no fault of the Applicant or the Applicant's contractors or subcontractors.

(5) If, within two (2) years of issuance of the NonRUP for the Submitted Building, the Applicant fails to provide documentation to EDRB demonstrating attainment of LEED Certification, or otherwise fails to provide documentation to EDRB that the Submitted Building has fallen short of LEED Certification by three (3) points or less as described in Par. 4 above, the entirety of the LEED Building Escrow for that Submitted Building shall be contributed to Fairfax County and shall be posted to a fund within the County's budget supporting implementation of environmental initiatives. However, if the Applicant provides documentation from the U.S. Green Building Council demonstrating, to the satisfaction of EDRB, that U.S. Green Building Council completion of the review of the LEED Certification application has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, this proffered time-frame shall be extended for one (1) year, and no release of escrowed funds shall be made to the Applicant or to the County during this year unless the Applicant provides documentation from the U.S. Green Building Council to EDRB within this time-frame regarding the completion of the review of the LEED Certification application and any appeals, if applicable during the one (1) year extension. After this one (1)-year extension, additional one (1)-year extensions shall be granted if the Applicant provides documentation from the U.S. Green Building Council at the end of the previous one (1)-year extension period demonstrating, to the satisfaction of EDRB, that U.S. Green Building Council completion of the review of the LEED Certification application has continued to be delayed through no fault of the Applicant or the Applicant's contractors or subcontractors.

(6) Within one (1) year of the issuance of a NonRUP for the Submitted Building, the Applicant shall provide to the Environment and Development Review Branch of DPZ a letter from a LEED®-accredited professional stating that: a LEED building maintenance reference manual (the "Manual") has been prepared for use by future building owner's and/or tenants; the Manual has been written or approved by a LEED-accredited professional; copies of the Manual shall be provided to all future building occupants; and, the Manual, at a minimum, provides the following::

(a) A narrative description of LEED components, including a description of the environmental benefits of that component and information regarding the importance of maintenance and operation in retaining the attributes of the Submitted Building;

(b) Product manufacturer's manuals or other instructions, where applicable, regarding operations and maintenance needs for applicable LEED components, including operational practices that can enhance energy and water conservation;

(c) A maintenance staff notification process for improperly functioning equipment and/or a list of local service providers that offer regularly scheduled service and maintenance contracts to assure proper performance of LEED building-related equipment and the Submitted Building, to include, where applicable, the HVAC system, water heating equipment, water conservation features, sealants, and caulks; and,

(d) Contact information that the Submitted Building's occupants can use to obtain further guidance on each LEED component that is applicable to the Submitted Building.

Submission of this letter, as described above, shall satisfy this proffer.

(7) In addition to the letter specified above, and also within one (1) year of the issuance of a NonRUP for the Submitted Building, the Applicant shall provide an electronic copy of the Manual in PDF format (or other electronic format as determined acceptable by the County) to the Environment and Development Review Branch of the Department of Planning and Zoning. This electronic version of the manual shall be edited to exclude information pertaining to security systems or maintenance of systems in classified and secure areas.

(8) All references to the U.S. Green Building Council shall apply to similar certifying agencies that are created subsequent to approval of this PCA, provided that the alternative certifying agency is acceptable to Fairfax County and the Applicant.

Add New Proffer 19:

19) Stream Valley Trail: Upon site plan approval, the Applicant shall escrow $82,000.00 (based upon $36.08 per square yard * 2,222 square yards) with Fairfax County for a paved stream valley trail to be constructed off-site, but within the Sully Magisterial District.

Add New Proffer 20:

20) Signage: All signs shall conform to Article 12 of the Zoning Ordinance and shall be unified conceptually throughout the Application Property for all phases of development.

Add New Proffer 21:

21) Lighting: All outdoor lighting fixtures shall be in accordance with the Performance Standards contained in Part 9 (Outdoor Lighting Standards) of Article 14 of the Zoning Ordinance, and shall be unified conceptually throughout the property for all phases of development.

[Signature on Next Sheet]

TITLE OWNER OF TAX MAP 44-1 ((4)) 35

THE AEROSPACE CORPORATION

By: Daniel S. Barbee
Its: General Manager Facilities Division

[END OF SIGNATURES]