PROFFERS

Springfield Parcel C LLC

PCA 1998-LE-064
RZ 2008-LE-015

April 29, 2009

Pursuant to Section 15.2-2303(a) Code of Virginia, 1950, as amended, Springfield Parcel C LLC, (hereinafter referred to as the "Applicant"), for itself, successors and assigns in PCA 1998-LE-064 and RZ 2008-LE-015, filed for property identified as Tax Map 90-2 ((1)) 56C (part) and 90-4 ((1)) 11B pt. (hereinafter referred to as the "Application Property") hereby proffers that the development of the Application Property shall be in accordance with the following proffers, provided that the Board of Supervisors approves PCA 1998-LE-064 and RZ 2008-LE-015. These proffers shall supersede and replace all previously approved proffers applicable to the Application Property.

1. GENERALIZED DEVELOPMENT PLAN

   a. Subject to the provisions of 18-204 of the Fairfax County Zoning Ordinance (hereinafter referred to as the "Zoning Ordinance"), development of the Application Property shall be in substantial conformance with the generalized development plan ("GDP") consisting of twenty-one (21) sheets, prepared by Urban, Ltd., dated June 26, 2008 and revised through April 23, 2009.

   b. Minor modifications to the GDP may be permitted as determined by the Zoning Administrator. The Applicant reserves the right to modify the layout shown on the GDP at time of site plan based on final engineering and design provided that there is no decrease in the amount or location of open space or landscaping as shown on the GDP. Should tenant requirements not include a minimum setback, or should Department of Defense setback requirements be reduced, the Applicant shall consider a reduction in those setbacks as shown on the GDP. The distances to peripheral lot lines may be decreased, but to no less than minimum Zoning Ordinance requirements, without necessitating approval of a proffered condition amendment.

2. USES

   a. As shown on the GDP, the Application Property shall be developed with office and accessory uses. Development on the Application Property shall include a maximum of 474,000 square feet of gross floor area ("GFA"). Accessory uses may include, but not be limited to, sundry shop, banking center and eating facilities to support the tenants in each building.

Accessory uses shall be designed for tenant use with the intent to minimize midday vehicle trips to and from the Application Property.

b. Cellar space in each building, if provided, shall include a mix of uses such as the following:

i. Unoccupied areas used by the building tenants or owners (such as restrooms, mechanical rooms, electrical rooms, janitor and building maintenance rooms, bulk storage for documents, paper and office supplies, goods and products of the building tenant or janitorial supplies);

ii. Specialty areas used by the building tenants or owners (such as computer rooms, battery rooms, "clean rooms," security tanks, SCIF rooms, libraries, etc.);

iii. Simultaneous or accessory uses used by the building tenants or owners (such as conference rooms, conference centers, fitness center, employee cafeterias or canteens, employee lounges or classrooms, banking center, sundry shop); and

iv. Offices.

3. TRANSPORTATION

a. Prior to the issuance of a tenant Non-Residential Use Permit ("Non-RUP") for the first office building on the Application Property, Joseph Alexander Road, from Metropolitan Center Drive to the Metro Access Road shall be constructed as shown on the GDP.

b. Prior to the issuance of the first tenant Non-RUP for the Application Property, the Metro Access Road which has been constructed between Springfield Center Drive and the Joseph Alexander Transportation Center, shall be open for use to provide private and/or public shuttle bus, transit, and pedestrian access between the Application Property and the Joe Alexander Transportation Center.

c. The Applicant shall be responsible for the maintenance (repairs/snow plowing/ice removal) of the Metro Access Road. The Applicant may transfer these maintenance responsibilities to an owner/tenants association established for the maintenance of the land area identified as Land Unit D, within the Franconia Springfield Transit Station Area of the Fairfax County Comprehensive Plan ("Land Unit D"). Prior to the issuance of the first tenant Non-RUP for the Application Property, the Applicant shall provide security to the County for the timely performance of maintenance

of the Metro Access Road in accordance with a maintenance agreement (the "Agreement") executed by the Applicant and the County. In the event that the Applicant fails to timely perform maintenance on the road in accordance with the terms of the Agreement, the County shall have the right to accomplish the needed maintenance and the Applicant shall reimburse the County for the costs incurred by the County, and this duty to reimburse shall be secured by a performance bond, all in accordance with the terms of the Agreement. The Applicant's obligation for maintenance under this paragraph may be assigned or transferred to an entity comprised of owners/tenants within Land Unit D.

d. Prior to the issuance of the first tenant Non-RUP for the Application Property, the Applicant shall provide a road extension connecting the current Springfield Center Drive terminus directly to Joseph Alexander Road. Said road extension shall be constructed as shown on the GDP. The Applicant shall dedicate a public access easement over that portion of Springfield Center Drive that is located on the Application Property.

e. The Joseph Alexander Road construction on the Subject Property and the Springfield Center Drive Extension shall be designed and constructed to meet the requirements of the Fairfax County Public Facilities Manual and VDOT street standards to allow for future acceptance into the VDOT system for maintenance and operations, as determined by the Department of Public Works and Environmental Services (DPWES) and VDOT. Joseph Alexander Road shall be constructed within a seventy-four (74) foot right-of-way and Springfield Center Drive shall be constructed within a seventy (70) foot right-of-way. The Applicant shall provide right-of-way dedication of these street segment areas upon demand by Fairfax County or VDOT, with coordination with the property owner identified as Fairfax County tax map 90-2 ((1)) 56B, so that the street segment areas can become a part of the public roadway network, in which case, dedication shall be made in fee simple to the Board of Supervisors.

f. A shuttle bus system in the vicinity of the Application Property has been established and will continue to operate as follows:

(i) At the time of issuance of the first tenant Non-RUP for the Application Property, and for the benefit of all occupants, visitors, and invitees on the Application Property, and on the property which is known as Springfield Metro Center I (the property which was the subject of RZ 1998-LE-006), the Applicant shall either (a) pay to participate on an equitable basis in an area Transportation Management Association ("TMA"), i.e., TAGS or a bus circulator system, if the TMA provides shuttle bus service between the Application Property and the Joe Alexander Transportation Center

or (b) if such TMA participation is not available, the Applicant shall provide, operate, and maintain shuttle bus services (including, but not limited to, mid-day service to Springfield Mall), individually or cooperatively, with the Applicant/successor-in-title of the property known as Springfield Metro Center I. Said shuttle bus service shall be coordinated with the shuttle bus obligations in the proffers governing Springfield Metro Center I, so as to allow occupants, visitors, and invitees of that property to utilize the Applicant's shuttle bus system in coordination with the shuttle bus system established pursuant to the proffers for RZ 1998-LE-006.

(ii) The shuttle buses utilized pursuant to this proffer shall have a "body-on-chassis" or equivalent design. They shall be sized to accommodate peak hour ridership under the schedule proffered herein, as determined by Fairfax County Department of Transportation (FCDOT). If these buses are part of TAGS, they shall have signage indicating that they part of the TAGS systems, through coordination with TAGS.

(iii) At a minimum, the shuttle bus service shall be available at ten (10) minute intervals during the morning peak hour period (6:30 a.m. to 9:00 a.m.) and the evening peak hour period (4:00 p.m. to 7:00 p.m.) (excluding Saturdays, Sundays, and national holidays) unless lesser hours are approved by FCDOT, based upon justification provided by the Applicant. The shuttle bus shall also operate at other off-peak intervals appropriate to occupant, visitor and invitee needs, subject to FCDOT approval. A shuttle bus stop shall be located on Joseph Alexander Road adjacent to the plaza.

(iv) If shuttle bus service is provided by the Applicant as described in i(b) above, it shall continue to be provided by the Applicant for a period of two (2) years from the date on which the first tenant Non-RUP for the Application Property is issued unless a shuttle bus service is provided in lieu of the Applicant's shuttle bus service by an area TMA, before the expiration of two (2) years. If the shuttle bus service is provided by the TMA, the Applicant shall be a member of the TMA, until the management entity is responsible for the service. At the conclusion of this two (2) year period, the Applicant shall establish and transfer all administrative tasks of operating the shuttle service or participating in the TMA, as applicable, to a management entity authorized to coordinate transportation management for the uses on the Application Property. The management entity shall be a joint venture between the land owners of Springfield Metro Center I and II. Written notification of the creation of the management entity and the name

and address of the representative of the entity, shall be provided to FCDOT and to the Department of Planning and Zoning. The transfer to the management entity shall be subject to the proviso that the level of existing service is not diminished, as determined by FCDOT. The management entity will thereafter be financially responsible for shuttle service operations and for implementing equitable assessment procedures for the users of the service. In the event that an area TMA is established to provide equivalent service as determined by FCDOT, the management entity for the uses on the Subject Property may, in lieu of providing its own shuttle service, participate on an equitable basis in the TMA for the benefit of the occupants, visitors, and invitees of the Application Property. If necessary, the Applicant shall grant bus access easements on Springfield Center Drive, Joseph Alexander Road, and/or the Metro Access Road, subject the permission of WMATA, to facilitate bus service, and enter into a bus access agreement prior to the issuance of the first tenant Non-RUP on the Application Property.

(v) For so long as the Applicant or the management entity operates the shuttle service, other properties within Land Unit D shall be permitted to participate in the shuttle service provided by the Applicant/management entity, provided, the owners or tenants of these properties shall make equitable arrangements with the Applicant/management entity with regard to the costs of providing the service.

(vi) In the event that public transportation via a connector bus service or some other mode of public transportation is developed which renders provision of shuttle service unnecessary, as determined by FCDOT in consultation with the Lee District Supervisor and the Applicant, then the shuttle bus shall be discontinued. In lieu of the shuttle, the Applicant shall contribute funds on an equitable basis that would otherwise be paid for the shuttle toward operation of a bus circulator system.

g. The Applicant shall reserve an easement for future dedication to Fairfax County along the western border of the Application Property extended from the intersection of Joseph Alexander Road with Metropolitan Center Drive to the southern boundary line of the property, as shown on the GDP. Said easement shall be dedicated to the Board of Supervisors at no cost, upon demand by Fairfax County. The actual construction of the extension of Joseph Alexander Road southward from Metropolitan Center Drive shall be by others.

4. TRANSPORATION DEMAND MANAGEMENT

a. The Applicant shall develop and submit to FCDOT for review, a Transportation Demand Management ("TDM") Plan for the Application Property prior to the issuance of the first tenant Non-RUP for the Application Property. The TDM Plan shall be implemented upon issuance of the first tenant non-RUP for the first building. The TDM Plan shall produce a twenty percent (20%) peak hour reduction in single-occupancy vehicle trips on the entire Application Property based upon the Institute of Transportation Engineers published trip generation rates for the applicable uses.

b. The TDM Plan shall consist of the following elements, unless FCDOT determines that one or more of these elements are unnecessary (other substitute elements may be included upon mutual agreement between the Applicant and FCDOT):

(i) Transportation coordination duties shall be assigned to an office property manager, who will implement the TDM strategies described herein ("TDM Coordinator"). The TDM Coordinator shall be available to FCDOT staff to work cooperatively to promote opportunities to enhance participation in TDM programs.

(ii) Participation in the shuttle bus program as set forth herein.

(iii) Metro maps, schedules, forms and ride sharing and other relevant transit option information shall be available to tenants and employees through a common web site, common location, or newsletter to be published at least twice a year.

(iv) The Applicant shall provide at least ten (10) reserved parking spaces for each office building for carpools/vanpools.

(v) Secure, weather protected bicycle storage shall be provided in a location convenient to tenants, employees, and visitors.

(vi) Actively promote the use of carpooling/vanpooling, the Guaranteed Ride Home Program, Metro-Check, telework and other components of the TDM Plan. The TDM Coordinator will work with staff from the Fairfax County Ridesources Program to exchange information. The Ridesources Program will maintain a database of registered carpoolers and vanpoolers along with origin, designation, and work hours of the registered carpools/vanpools.

(vii) Employers within Springfield Metro Center II will be encouraged to allow flexible work hours for personnel. The exact policy of the implementation of flexible work hours will vary by employer.

(viii) The Applicant shall provide 200 SmarTrip cards, per building each with a value of $25.00 to the TDM Coordinator at the time of the issuance of the first tenant Non-RUP for each building. The TDM Coordinator shall distribute the SmarTrip cards to employees to promote the use of mass transit.

(ix) The TDM Coordinator shall administer the on-site sale of fare media with the permission of the relevant transit service providers. Fare media to be sold shall include, but is not limited to VRE, Metrorail, Metrobus, and Fairfax Connector.

(x) Promote membership in TAGS by tenants.

(xi) The Applicant shall construct a bus stop shelter proximate to the Application Property's entrance along Joseph Alexander Road.

(xii) Twelve (12) months after the issuance of tenant Non-RUPs for the first building that constitutes eighty-five percent (85%) of the floor area for that building, and annually thereafter, the TDM Coordinator shall prepare a report quantifying the use of public transportation, carpooling, vanpooling and other rideshare programs, created under the TDM Plan. Upon completion of each annual report, a copy of said report shall be transmitted to FCDOT.

c. Within one (1) year following full occupancy of the first office building, the effectiveness of TDM strategies shall be evaluated using surveys and/or traffic counts, if deemed necessary by the Applicant, prepared by the TDM Coordinator in cooperation with FCDOT. The Applicant shall submit to FCDOT the results of the surveys and/or traffic counts in order to determine travel characteristics and whether the required reduction in trips has been achieved. If the peak hour trip reduction goal of twenty percent (20%) has not been achieved, 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 trip reduction goal. The surveys shall be conducted annually and submitted to FCDOT until the full occupancy of the second office building. Upon achievement of the trip reduction goal for two (2) successive years following occupancy of the second office building, no additional surveys shall be required.

d. In the event that the goal of a twenty percent (20%) peak hour reduction in single occupancy vehicle trips is not met within one (1) year from the issuance of one hundred percent (100%) of the tenant Non-RUPs for first office building, the Applicant shall provide a contribution in the amount of two thousand five hundred dollars and 00/100 ($2,500.00) toward transportation incentives which will directly reduce vehicle trips associated with the Application Property. Such incentives shall include, but not be limited to, the provision of SmarTrip cards to employees and additional coordination with employees to promote ridesharing and increased transit use. Said contribution shall be made each year that the goal of a twenty percent (20%) peak hour reduction in single occupancy vehicle trips is not reached, or for a period of five (5) years following the full occupancy of the second office building, or until the Applicant and FCDOT agree to readjust the reduction percentage, whichever shall first occur.

5. PARKING

a. The Applicant reserves the right to provide surface parking in addition to the garage parking that shown on the GDP, as long as open space is not decreased. Surface parking shall not be provided between the front of the proposed office buildings and Joseph Alexander Road.

b. The height of the parking garage along the eastern border of the site shall not exceed an average height of forty-two (42) feet. Prior to the issuance of a building permit for the parking garage, the Applicant shall conduct a noise analysis, subject to DPWES and the Environment and Development Review Branch of DPZ review and approval, to determine whether the garage wall facing the RF&P railroad line will reflect noise into the Windsor Park subdivision in excess of Zoning Ordinance standards. If it does, the Applicant shall include recognized noise attenuating materials and/or design in the design and construction of this wall of the garage.

c. The Applicant shall provide parking to meet minimum Zoning Ordinance requirements, including parking as may be required for those areas defined as cellar space.

6. RECREATION

A minimum of 1,000 square feet of floor space shall be allocated in one or more of the office buildings to provide indoor recreational exercise facilities. If all the space is allocated to one building, this facility will be available to occupants of both buildings, subject to approval by building tenants.

7. STORMWATER MANAGEMENT/BEST MANAGEMENT PRACTICES

a. The Applicant shall provide Stormwater Management (SWM) and Best Management Practices (BMP) in the locations as generally shown on the GDP. Said facilities shall be designed in accordance with the Public Facilities Manual and the Chesapeake Bay Preservation Ordinance, unless modified by DPWES. All or a portion of the SWM/BMPs may be provided underground, on-site in a location and manner acceptable to DPWES.

b. Subject to receipt of any necessary agreements, letters of permission or easements from the property owner at no cost to the Applicant, the Applicant shall upgrade the existing pipe outfall located on adjacent property identified among the Fairfax County tax map records as 90-2 ((1)) 60. The existing outfall pipe is adequate in accordance with DPWES standards, however, the Applicant will take the following measures as permitted by DPWES and the property owner to improve the outfall:

(i) Removal of two existing trees at the end section;

(ii) Removal of trash and fallen trees from the existing channel for approximately fifty (50) feet downstream of the end section;

(iii) Installation of Class 1 rip rap around end section and fifty (50) feet downstream of end section;

(iv) Lining the existing channel with Class 1 rip rap; and

(v) Installation of an eight (8) inch tall check dam ten (10) feet from the end section to create a stilling basin at the outfall.

The rejection by DPWES and/or the property owner of one or more of the above measures shall not preclude installation of the remaining measures, if approved.

8. PEDESTRIAN CONNECTIVITY

Prior to site plan submission, the Applicant shall coordinate pedestrian connections with NVCC to facilitate pedestrian travel from its campus to the Metro Access Road. The Applicant shall extend the sidewalk to the common property line with NVCC based upon coordination of the location of the tie-in with NVCC. The Applicant shall diligently pursue coordination of pedestrian connections with NVCC and provide documentation in support of such efforts to DPWES, including, if applicable, documentation that the coordination was not successful. Pedestrian connections to NVCC may be modified from those shown on the GDP to facilitate pedestrian travel so long as said modifications do not

degrade the pedestrian network shown on the GDP, as determined by the Department of Planning & Zoning.

9. DESIGN

a. The principal façade building materials for the office buildings shall consist of brick, natural stone, pre-cast concrete, or other masonry finish and glass. In addition, one or two additional accent materials (e.g., stone) may be included. Features, such as canopies and/or awnings, shall be used to identify building entrances.

b. The building materials used for the parking garage shall be complementary to those used for the office buildings, of comparable quality, and subdued colors. The Applicant shall install a screen on the side of the parking garage adjacent to Springfield Center Drive Extension that will be seasonally covered in vines to enhance the appearance of the garage. Prior to site plan approval, final architectural drawings shall be submitted to the Lee District Supervisor and Planning Commissioner for review for compliance with these proffers.

c. Development and landscaping of the urban plaza area and at the corner of Joseph Alexander Road and Springfield Center Drive shall be in substantial conformance with the details shown on Sheet 11 of the GDP.

d. The light standards shall feature semi-cutoff shielding for street lights. Lighting standards in the plaza area and in the parking lots shall feature full cut-off shielding.

e. In the event that low level security walls, including other possible security features such as bollards, planters and/or boulders, are required by tenants as vehicle barriers, the walls and/or other security features shall be constructed of materials that are complementary to the building materials, such as brick, masonry and/or concrete that is similar to pre-cast as may be utilized on the office buildings, and designed to complement the buildings(s). The walls and other possible security features, if necessary, shall be located on the perimeter of the Application Property and shall not exceed three (3) feet in height. The security features shall be integrated as part of an overall landscape design that will feature a mix of plantings to enhance their appearance. The design of the security plan shall not rely on the repetitive use of a single element such as continuous rows of bollards or planters. Portions of the barriers may function as hardened street furniture, including benches, lampposts, signposts, planters, etc. Fencing should be avoided and, if fencing is provided, it shall have some degree of transparency in order to mitigate the lack of integration caused by solid fencing. Prior to approval, the final site plan shall be submitted to the Lee

District Supervisor and Planning Commissioner for review for compliance with these proffers.

f. Low-level lighting, designed to provide for a safe pedestrian pathway to the Metro Access Road, shall be installed along all perimeter sidewalks adjacent to the Application Property and phased with individual building construction.

g. A crosswalk shall be provided across Joseph Alexander Road from the Application Property to the adjacent multi-family residential development as shown on the GDP. Subject to any necessary letters of permission or easements at no cost to the Applicant, the Applicant shall install an accessible ramp from the street to the sidewalk.

h. The pavement elevation of the loading dock adjacent to Springfield Center Drive as shown on the GDP shall be lowered four (4) feet to minimize its appearance.

i. The design of the buildings shall not preclude future first floor retail.

j. The grade adjacent to Springfield Center Drive shall be adjusted to screen the loading area as generally shown on the GDP. The Applicant shall provide a plaza/seating area adjacent to Springfield Center Drive as generally shown on the GDP. Mechanical equipment, including HVAC units, shall not be installed on the top of the loading area.

10. GREEN BUILDING PRACTICES

a. The Applicant shall include a U.S. Green Building Council (USGBC) Leadership in Energy and Environmental Design ("LEED") accredited professional as a member of the design team. The LEED accredited professional shall work with the team to incorporate the current version, at the time of Applicant's registration, of LEED design elements into the project. At time of site plan submission, the Applicant shall provide documentation to the Environmental and Development Review Branch of DPZ demonstrating compliance with the commitment to engage such a professional.

b. The Applicant will include, as part of the site plan submission and building plan submission for any building to be constructed, a list of specific credits within the most current version, at the time of Applicant's registration, of the USGBC's Core and Shell LEED rating system that the Applicant anticipates attaining. The LEED-accredited professional will provide certification statements at both the time of site plan review and the time of building plan review confirming that the items on the list will meet

at least the minimum number of credits necessary to attain LEED Silver Core and Shell certification of the project. In addition, prior to site plan approval, the Applicant will designate the Chief of the Environment and Development Review Branch of the Department of Planning and Zoning (DPZ) as a team member in the USGBC's LEED online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

c. The Applicant shall provide documentation to the Environmental and Development Review Branch of DPZ of LEED Silver Core and Shell certification within one (1) year of the issuance of the first tenant non-RUP for each office building from the USGBC unless the Applicant provides documentation to the Environmental and Development Review Branch of DPZ that USGBC review of the LEED certification has been delayed through no fault of the Applicant.

d. Prior to building plan approval for any building to be constructed, the Applicant will submit, to the Environmental and Development Branch of DPZ, documentation from the USGBC demonstrating that LEED Silver Core and Shell precertification has been attained for that building. Prior to release of the bond for the project, the Applicant shall provide documentation to the Environment and Development Review Branch of DPZ demonstrating the status of attainment of LEED Core and Shell certification from the USGBC for each building on the property. However, if the Applicant provides evidence that LEED Silver Core and Shell precertification and certification has been delayed through no fault of the Applicant, building plan approval shall not be delayed.

e. As an alternative to the actions outlined in the above paragraphs, or if the Applicant fails to attain LEED Silver Core and Shell precertification prior to building plan approval, the Applicant will execute a separate agreement and post, for that building, a "Green Building Escrow," in the form of cash or a Letter of Credit from a financial institution acceptable to DPWES as defined in the Public Facilities Manual, in the amount of $2.00 per gross square foot for that building. This Green Building Escrow shall be in addition to and separate from other bond or escrow requirements and shall be released upon demonstration of attainment of certification by the USGBC under the most current version at the time of Applicant's registration of LEED Core and Shell rating system or other LEED rating system determined by the USGBC, to be applicable to each building. The provision to the Environment and Development Review Branch of DPZ of documentation from the USGBC that each building has attained LEED Core and Shell certification will be sufficient to satisfy this commitment.

If the Applicant fails to provide documentation to the Environmental and Development Review Branch of DPZ demonstrating attainment of LEED Core and Shell certification within one (1) year of issuance of a tenant non-RUP for each building, the escrow will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives. However, if the Applicant provides evidence that LEED Core and Shell certification has been delayed through no fault of the Applicant, this proffered time frame shall be extended until such time as evidence is obtained, and no release of escrowed funds shall be made to the Applicant or to the County during this extended time frame.

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

11. GEOTECHNICAL

Prior to site plan approval, and in accordance with the provisions of the Public Facilities Manual, the Applicant shall submit a geotechnical study of the Application Property to the Geotechnical Review Board through DPWES and shall incorporate appropriate engineering practices as recommended by the Geotechnical Review Board and DPWES to alleviate potential structural problems, to the satisfaction of DPWES. The recommendations of the Geotechnical Review Board shall be implemented during construction.

12. SUCCESSOR AND ASSIGNS

These proffers shall bind and inure to the benefit of the Applicant and its successors or assigns.

APPLICANT/TITLE OWNER OF
TAX MAP 90-2 ((1)) 56C PT.

SPRINGFIELD PARCEL C LLC, a Delaware limited liability company

By: BOSTON PROPERTIES LIMITED PARTNERSHIP, a Delaware limited partnership, its sole member and manager

By: Boston Properties, Inc., a Delaware corporation, its general partner

By: Kenneth F. Simmons
Its: Senior Vice President, Development

[SIGNATURES CONTINUES ON NEXT PAGE]

APPLICANT/TITLE OWNER OF
TAX MAP 90-4 ((1)) 11B PT.

SPRINGFIELD METRO CENTER II, LLC, a Delaware limited liability company

BY: BOSTON PROPERTIES LIMITED PARTNERSHIP, a Delaware limited partnership, its sole member and manager

BY: BOSTON PROPERTIES INC., a Delaware Corporation, its general partner

BY: _____
Name: Kenneth F. Simmons
Its: Senior Vice President, Development

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