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

Dated - July 23, 2008
Revised – October 2, 2008

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

GENERAL

1. Previous Proffers. All previous proffers associated with PCA 92-P-001-3, PCA 92-P-001-2 and PCA 1998-PR-052 as they apply to the Property shall be eliminated by and superseded by the following proffers.

2. Proffered Condition Amendment/Rezoning/Generalized Development Plan. The Property shall be developed in substantial conformance with Sheets 1 through 18 of the Proffered Condition Amendment/Rezoning/Generalized Development Plan dated August, 2006, and revised through June 27, 2008, prepared by Patton, Harris, Rust & Associates and consisting of 18 sheets (the "GDP").

3. Minor Modifications. Minor modifications to the GDP may be permitted when necessitated by sound engineering or that may become necessary as part of final site plan or engineering, pursuant to Section 18-204(5) of the Zoning Ordinance.

ENVIRONMENT

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

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

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

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

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

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

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

FUTURE OF TYSONS & FAIRFAX COUNTY - SUSTAINABILITY

9. Future Tysons & Fairfax County - Sustainability Program.

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

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

B. This Program is anticipated to focus on and be designed to enhance issues related to parks and recreation, open space, cultural venues and activities, Tysons area and Fairfax County improvement initiatives, energy and environmental enhancements, live-near-your-work programs and work force housing and affordable housing initiatives. The SPM shall also have the discretion to coordinate with, utilize and rely upon appropriate MITRE professionals and resources (that is, engineers, PhD's and other professionals) to analyze and address these issues to the extent that the SPM deems appropriate and necessary.

C. The SPM shall liaise with Fairfax County, Commonwealth of Virginia departments, stakeholders, other Tysons area land owners, Tysons area businesses, organizations and community groups to encourage employees in Tysons to live in closer proximity to their work.

D. The duties of the SPM shall be undertaken for a minimum period of two years and may be part of other duties assigned to the individual(s).

TRANSPORTATION DEMAND MANAGEMENT

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

A. Vehicle Trip Objectives.

i. General. Implementation of the TDM Plan shall limit the number of vehicle trips generated by the Property through the use of mass transit, ride-sharing and other strategies as outlined below.

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

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

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

B. Definitions.

i. Transportation Coordinator. Within ninety (90) days of approval of PCA 92-P-001-05 and Rezoning 2008-PR-011, the Applicant shall appoint a TC for the project. The Applicant shall provide written notice to FCDOT of the appointment of the TC and shall furnish FCDOT with evidence of such TC's qualifications and thereafter shall do the same with any change in such appointment. Following the initial appointment of the TC, the Applicant shall continuously employ, or cause to be employed as specified above, a TC for the Property. The TC's duties shall be to develop, implement and monitor the various components of the TDM Plan and revise the TDM Plan as appropriate. The TC shall oversee all elements of the TDM Plan and act as the liaison between the Applicant and FCDOT. The duties of the TC may be part of other duties assigned to the individual(s).

ii. Peak Hour. The relevant weekday AM or PM "peak hour" shall be that 60-minute period during which the highest volume of mainline through volumes occurs between 6:00 and 9:00 AM and 4:00 to 7:00 PM, respectively, as determined by mechanical and/or manual traffic counts conducted by a qualified traffic engineering firm as approved by FCDOT. To determine the peak hour, such counts shall be collected beginning on a Monday at 2400 hours and continuing to the following Thursday at 2400 hours during a week between September 1 and November 1 (but not including a week containing a federal holiday or when public schools are not in session). The methodology for determining the peak hour may be modified, in agreement between the Applicant and FCDOT without requiring a PCA, in order to respond to technological and/or other improvements in trip counting.

iii. TDM Remedy Fund. The TDM Remedy Fund is an account into which the Applicant will deposit payments as may be required pursuant to this Proffer (the "TDM Remedy Fund"). Such funds shall be used by the Applicant towards TDM measures and programs.

iv. TDM Penalty Payments. TDM Penalty Payments may be required to be paid pursuant to this Proffer (the "TDM Penalty Payments"). Penalty funds paid to the County shall be applied to transportation improvements in the vicinity of the Property at the County's sole discretion.

C. Components of the TDM Plan. In order to meet the Maximum Trips After Reduction objectives, the TDM Plan shall be implemented by the Applicant, subject to FCDOT approval. The minimum components of the TDM Plan are specified in this Proffer and may be subsequently adjusted by mutual agreement between the Applicant and FCDOT. At a minimum, the TDM Plan shall contain the following elements:

i. Meetings with Stakeholders – The TC shall attend meetings with community groups and organizations that have a mutual interest in furthering the success of TDM programming and the effectiveness of mass transit and other non-SOV commuting. Such meetings may include TYTRAN, the Dulles Corridor Rail Association and any Tysons area-wide sustainability program or related activities (such as those referenced in the Fairfax County Comprehensive Plan Amendment Item No. S07-CW-3CP adopted by the Fairfax County Board of Supervisors on December 3, 2007, as may be amended in the future). The TDM Annual Report (discussed in Proffer 10.F.iii) shall contain a list of the community groups and organizations with which meetings were attended.

ii. Upon completion of Phase II of the Metrorail extension (that is, the extension of the service to Route 772 in Loudoun County), the Applicant shall work with the above referenced stakeholders, organizations and community groups to initiate and support a 'Campaign to Ride to Work' to encourage people that work in Tysons Corner to use the Metrorail service.

iii. Website – Development and maintenance of a TDM project website to provide targeted information that includes multi-modal transportation information, real-time travel and transit data, the possibility of online transit pass sales or value loading and connections to supporting links. Within one hundred and eighty (180) days of approval of this application, the Applicant shall confirm in writing to the County that the website has been created.

iv. Dissemination of information – Dissemination of information in the TC's on-site office as well as in prominent locations throughout the Property, such as, but not limited to building lobbies and cafeterias. This dissemination of information shall include information about transit

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

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

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

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

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

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

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

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

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

E. TDM Account.

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

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

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

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

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

that the vehicle trips are within the Maximum Trips After Reduction targeted goal. If the Annual Survey reveals that changes to the TDM Plan are needed, the Applicant through the TC shall coordinate such changes with FCDOT and implement and adjust the TDM Budget accordingly. The TC shall coordinate the preparation of Annual Survey materials and the methodology for validating survey results with FCDOT prior to doing each year's Annual Survey, and shall collect and analyze the results. Such analysis shall include at a minimum:

a. A description of the TDM measures in effect for the survey period and a description of how such measures have been implemented;

b. The number of people surveyed and the number of people who responded in each building;

c. The results of any surveys taken during the survey period;

d. The number of employees participating in the TDM programs displayed by category of participants and by mode of use;

e. An evaluation of the effectiveness of the TDM Plan and its program elements and, if necessary, proposed modifications to the plan and program elements; and

f. A description of the uses of buildings on the Property at the time the survey was conducted and levels of occupancy.

ii. Notwithstanding the aforementioned, the Annual Survey shall only be completed during those years where trip counts are required by these Proffers.

iii. Annual Report. The TC shall submit a written annual report on the TDM Plan to the FCDOT no later than January 15. The Annual Report shall include:

a. A description of the TDM strategic efforts for the year, including, as applicable, sample marketing materials;

b. A financial statement that includes the TDM Budget for the year and a detailed summary of actual TDM Plan income and expenditure for the previous year;

c. A description of how any excess funds (as discussed in Proffer 10.E.ii) shall be used;

d. A summary of the levels of occupancy of the office buildings at the Property;

e. An analysis of the results of the Annual Survey;

f. A compilation and analysis of the results of any Trip Counts that were conducted during the year;

g. Discussion of any changes proposed to the TDM Plan;

h. The amount of money then on deposit in the TDM Penalty Fund; and

i. A list of community groups and organizations with which meetings have been attended.

iv. Adjustments to Calendar and Due Dates. At the mutual agreement of the FCDOT and the Applicant the due dates for the delivery of the Annual Report may be altered by up to 60 days if changes have occurred, or appear to have occurred, in trip characteristics.

v. Meetings with FCDOT. The Applicant shall meet with FCDOT annually within 45 days after submission of the Annual Report, to discuss the results of the Trip Counts, the Annual Survey, the Annual Report and the TDM Plan.

G. Trip Counts.

i. Trip Count Measurement Dates. For purposes of this Proffer, Trip Counts shall be measured on three consecutive days over a maximum two week period (but not including a week containing a federal holiday or when public schools are not in session); these dates are referred to as "Trip Count Measurement Dates." Trip Counts shall be conducted between September 1 and November 1 and shall continue annually thereafter except as discussed in this Proffer 10.G.i.

ii. Frequency of Trip Counts.

a. Following the issuance of the first Non-RUP for MITRE 4, the Applicant shall conduct Trip Counts annually until such time as two consecutive annual Trip Counts indicate that the trips generated in the AM and PM Peak Hours are equal to or less than the applicable Maximum Trips After Reduction. After that time, the Applicant shall conduct Trip Counts every two years. If two consecutive biennial Trip Counts indicate that the trips generated in the AM and PM Peak Hours are equal to or less than the applicable Maximum Trips After Reduction, then the Applicant shall conduct additional Trip Counts at not greater than five (5) year intervals to determine whether the Maximum Trips After Reduction are continuing to be met. As provided in Proffer

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

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

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

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

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

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

iii. Continue to conduct Trip Counts annually.

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

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

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

i. 0% - 2.5% above Maximum Trips After Reduction = $500 per vehicle trip.

ii. 2.5% - 5% above Maximum Trips After Reduction = $750 per vehicle trip.

iii. 5% + above Maximum Trips After Reduction = $1,000 per vehicle trip.

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

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

shall be subject to a penalty of $200 per day payable to Fairfax County to be used for transit or transportation related improvements in the vicinity of the Property until such time as the report is submitted to FCDOT.

TRANSPORTATION

11. Tysons Transportation Fund. The Applicant shall provide a contribution of $3.87 per new non-residential square foot constructed on the Property to Fairfax County for the Tysons Transportation Fund. Concurrent with site plan approval for new non-residential development, the Applicant shall contribute 10% of the aforementioned amount, with the remainder of the contribution to be made prior to issuance of the Non-RUP for MITRE 4. The square foot amount of the contribution to be made shall be adjusted, as approved by the Board of Supervisors, in conformance with Code of Virginia regulations from base year of 2008 to the actual date of payment.

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

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

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

15. MITRE Plaza Signage.

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

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

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

17. Future Road Connection.

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

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

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

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

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

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

TREE PRESERVATION

18. Limits of Clearing and Grading.

A. The Applicant shall conform to the limits of clearing and grading for the construction of MITRE 4 and related parking as shown on the GDP, subject to allowances for the installation of utilities, the proposed transitional screening yard fence along the south eastern boundary of the Property and the proposed trail connection to Westgate park on the eastern edge of the Property as determined necessary by the Director of DPWES.

B. If it is deemed necessary to install utilities in areas protected by the limits of clearing and grading as shown on the GDP, such utilities shall be located in the least disruptive manner necessary as determined by UFMD and DPWES.

C. A replanting plan shall be developed and implemented, subject to approval by UFMD, DPWES for any areas protected by the limits of clearing and grading that must be disturbed for any utilities.

D. If Applicant must tie any new utilities into the existing utilities located within the 25 foot and 35 foot transitional screening area along the southern Property boundary, Applicant shall make perpendicular connections (in order to minimize any impact on the transitional screening area) and not run any new lines or connections parallel within said area.

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

20. Tree Preservation Fencing.

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

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

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

A. Root pruning shall be done with a trencher or vibratory plow to a depth of 18 inches.

B. Root pruning shall take place prior to any cleaning and grading, or demolition of structures.

C. Root pruning shall be conducted with the supervision of a certified arborist.

D. A UFMD, DPWES representative shall be informed when all root pruning and tree protection fence installation is complete.

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

23. Post Construction Tree Remediation.

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

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

i. Providing for the removal of the above ground portions of trees.

ii. Restoring understory plants and/or soil conditions damaged during tree removal activities (as determined by UFMD).

iii. Restoring the associated loss in canopy coverage in accordance with the tree cover guidance found in the Public Facilities Manual.

B. If wrongful or negligent acts on the part of the Applicant or the Applicant's agents caused in whole or in part, these trees to be found to be dead, dying diseased, or hazardous, as determined by UFMD at, or prior to, the final release of the project bond, in addition to the removal and restoration requirements identified above, the Applicant shall provide remuneration by paying a sum equal to the monetary value of that tree or trees as identified in the approved Tree Designation Plan into the Providence District's Tree Preservation and Planting Fund for use within the Providence Magisterial District on or off the subject Property as determined by UFMD after consultation with the District Supervisor.

C. The monetary value of the trees shall be determined using the Trunk Formula Method contained in the then present edition of the Guide for Plant Appraisal published by the International Society of Arboriculture and shall be subject to review and approval by UFMD.

CELLAR SPACE

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

A. The core area used by the building tenants or owners (such as rest rooms, mechanical rooms, electrical rooms, janitor and building maintenance rooms);

B. Specialty areas used by the building tenants or owners (such as computer rooms, battery rooms, "clean rooms", security tanks, SCIF rooms, bulk storage for documents, paper and office supplies, goods and products of the building tenant or janitorial supplies, libraries, etc.);

C. Simultaneous or accessory uses by the building tenants or owners (such as conference rooms, conference centers, employee cafeterias or canteens, employee lounges or classrooms);

D. Office use which shall not exceed 50% of the cellar space.

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

A. The core area used by the building tenants or owners (such as rest rooms, mechanical rooms, electrical rooms, janitor and building maintenance rooms);

B. Specialty areas used by the building tenants or owners (such as computer rooms, computer labs, battery rooms, "clean rooms", security tanks, SCIF rooms, bulk storage for documents, paper and office supplies, goods and products of the building tenant or janitorial supplies, libraries, etc.);

C. Simultaneous or accessory uses by the building tenants or owners (such as conference rooms, conference centers, employee cafeterias or canteens, employee lounges or classrooms);

D. Applicant shall not include office space within the MITRE 4 building cellar.

LIGHTING

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

SIGNAGE

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

LEADERSHIP IN ENERGY AND ENVIRONMENTAL DESIGN

28. Green Building Practices & Silver LEED Certification.

A. The Applicant shall include a U.S. Green Building Council Leadership in Energy and Environmental Design ("LEED") accredited professional as a member of the design team for the MITRE 4 building. The LEED accredited professional shall work with the team to incorporate LEED design elements into the project so that the MITRE 4 building will be positioned to attain LEED Silver certification. At the time of site plan submission, the Applicant shall provide documentation to the Environment and Development Review Branch of the Department of Planning and Zoning ("DPZ") demonstrating compliance with the commitment to engage such a professional.

B. The Applicant shall include, as part of the site plan submission and building plan submission for MITRE 4, a list prepared by the LEED accredited professional of specific credits that the Applicant anticipates attaining within the LEED – Core and Shell rating system, or other LEED rating system determined to be applicable

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

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

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

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

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

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

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

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

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

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

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

RECREATION

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

WORKFORCE HOUSING

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

MISCELLANEOUS

31. Severability. Pursuant to Section 18-204 of the Zoning Ordinance, any portion of the Property may be the subject of a proffered condition amendment ("PCA"), Special Exception ("SE"), Special Permit ("SP"), or Final Development Plan Amendment ("FDPA") without joinder and/or consent of the owners of the other portions of the Property, provided that such PCA, SE, SP or FDPA does not materially adversely affect the other phases. Previously approved zoning applications applicable to the balance of the Property that is not the subject of such a PCA, SE, SP or FDPA shall otherwise remain in full force and effect.

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

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

34. Counterparts. These Proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original, and all of which taken together shall constitute but one and the same instrument.

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

By: _____

Name: Sol Glasner
Title: Vice President, General Counsel & Corporate Secretary