

PROFFERS

Opus East, L.L.C.

RZ 2008-LE-014

May 29, 2009

Pursuant to Section 15.2-2303(a) Code of Virginia, 1950, as amended, Opus East, L.L.C. (hereinafter referred to as the "Applicant") for the owners, itself, and successors and assigns, in RZ 2008-LE-014, filed on property identified as Fairfax County tax map reference 99-1 ((1)) 22 and 23A, 99-1 ((5)) 3 and 4 (hereinafter referred to as the "Application Property") hereby proffers the following, provided that the Board of Supervisors approves a rezoning of the Application Property from the C-8 and I-5 Districts to the C-4 District in conjunction with a generalized development plan for an office, retail, and/or hotel development. These proffers shall replace and supersede all previous proffers, if any, approved on the Application Property.

1. GENERALIZED DEVELOPMENT PLAN

- a. Subject to the provisions of Section 18-204 of the Fairfax County Zoning Ordinance (hereinafter referred to as the "Zoning Ordinance"), development of the Application Property shall be in conformance with the generalized development plan, consisting of twenty-two (22) sheets prepared by Urban, Ltd., dated July 22, 2008 and revised through April 3, 2009 ("GDP"). 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 design provided that there is no decrease in the amount of open space and landscaping as shown on the GDP. Distances to peripheral lot lines as dimensioned on the GDP may be decreased at time of site plan to no less than the minimum Zoning Ordinance requirements and without any disturbance to the Environmental Quality Corridor (EQC).
- b. Portions of the Application Property may be the subject of a partial and separate proffered condition amendment (PCA) without joinder and/or consent of the other property owners, provided that the request satisfies the provisions of Paragraph 6 of Section 18-204 of the Zoning Ordinance as determined by the Zoning Administrator. Previously approved proffered conditions applicable to property that is not the subject of such a PCA shall otherwise remain in full force and effect.

2. USES

- a. As shown on the GDP, the Application Property shall be developed with office, retail (as qualified by paragraph b. below) and accessory uses. As an option, Building V as shown on the GDP may be developed as a hotel.

Development on the Application Property shall not exceed 978,500 square feet of gross floor area (GFA). The construction of the improvements on the Application Property may be phased.

- b. Retail uses up to 20,000 gross square feet to support the office development may be located in Buildings IV and V as shown on the GDP. Additional accessory services in accordance with the Zoning Ordinance may be located in all buildings shown on the GDP, such as a dry cleaner drop off/pick up, sundry shop, banking center, and eating facilities to support the tenants of each building. Accessory services shall be designed to support office tenants with the intent to minimize midday vehicle trips to and from the Application Property.

3. TRANSPORTATION

- a. Subject to Virginia Department of Transportation (VDOT) and Department of Public Works and Environmental Services (DPWES) approval, the Applicant shall dedicate and convey in fee simple to the Board of Supervisors right-of-way up to a width of 63.94 feet from the centerline along the Application Property's Backlick Road frontage as shown on the GDP. Dedication shall be made at time of site plan or upon demand of either Fairfax County or VDOT, which shall first occur.
- b. Subject to VDOT and DPWES approval, Applicant shall construct frontage improvements to Backlick Road within the dedicated right-of-way, including a right turn lane with a taper and a left turn lane with a taper at the full access location on Backlick Road, as shown on the GDP. Improvements shall be constructed with site development and shall be open for traffic, but not necessarily accepted by VDOT for maintenance, prior to the issuance of a Non-Residential Use Permit (Non-RUP) on the Application Property.
- c. Subject to VDOT warrants and approval, the Applicant shall install a traffic signal within existing right-of-way at the Application Property's full access onto Backlick Road. Should a bus shelter be located off-site as described in proffer 3.i., pedestrian count down heads and a painted crosswalk shall be provided with the traffic signal, subject to VDOT approval. Should VDOT warrants for a traffic signal not be met at time of site plan approval, the Applicant shall escrow funds for future installation with DPWES. If not used for signal installation, the escrowed funds shall be returned to the Applicant three (3) years after construction of the final building on the Application Property is completed.
- d. The Applicant shall install an eight (8) foot wide asphalt trail along the Application Property's Backlick Road frontage as shown on the GDP. Said trail shall be located on the Application Property within a public

ingress-egress easement and shall be privately maintained. Installation of the trail shall be completed prior to the issuance of a Non-RUP on the Application Property.

- e. A public access easement shall be recorded over the road connecting Backlick Road and Fullerton Road as shown on the GDP. Said easement shall be recorded by the Applicant in conjunction with the submission of a site plan for either Building IV or Building V, whichever is submitted first. The Applicant shall construct the road connection between Backlick Road and Fullerton Road as shown on the GDP prior to the issuance of a Non-RUP for either Building IV or Building V as shown on the GDP.
- f. The Applicant shall provide an interparcel access easement to the adjacent property identified among the Fairfax County tax map records as 99-2 ((1)) 1C (Parcel 1C) as shown on the GDP concurrent with construction of the adjacent travel aisle. The location of the interparcel access may be relocated by the owner of Parcel 1C within an area approximately 172 feet west along the shared property line with Parcel 1C. The location of the relocated access selected by the owner of Parcel 1C shall be subject to the Applicant's review and input, which shall be provided within sixty (60) days of receipt of a written proposal. The Applicant's input shall be based upon the relationship of the selected access point to existing improvements; security measures; vehicular circulation; and conformance with standard engineering design. The Applicant's input shall be considered in determination of the location of the relocated access. If input is not received within sixty (60) days of receipt of a written proposal, the location shall be established as proposed. If agreement cannot be reached between the Applicant and the owner of Parcel 1C as to the appropriate location for interparcel access, the location of the relocated access shall be determined by FCDOT. Construction of the access, and any relocation of the easement, shall be at the sole expense of the owner of Parcel 1C at such time as a site plan is approved for Parcel 1C. The interparcel access as shown on the GDP and any subsequent relocation shall remain unobstructed by the Applicant, and shall be subject to reciprocal interparcel access agreements between the Applicant and the owner of Parcel 1C. Neither the Applicant nor the owner of Parcel 1C shall permit use of the interparcel access by tractor-trailer trucks.
- g. The Applicant shall make a monetary contribution to Fairfax County for the construction of Ramp D of Phase 4 (Boudinot Drive interchange) of the Fairfax County Parkway Extension project (VDOT Project #R000-029-249), or an equivalent amount to a future road fund established by Fairfax County in the area. In the event VDOT Project #R000-029-249 is funded before the contribution is made by the Applicant, the contribution may be applied to another VDOT project located within five (5) miles of the Application Property, but within the Lee Magisterial District. The

amount of the contribution shall be \$1.00 per gross square foot of development for each of the first three buildings constructed on the Application Property, and \$1.50 per gross square foot of development for each of the last two buildings constructed on the Application Property. Said contribution shall be made for each building at the time of the issuance of a Non-Residential Use Permit for that building. The contribution amounts shall be adjusted annually for inflation as reported by the Marshall & Swift Building Cost Index from the approval date of the rezoning application.

- h. The Applicant shall extend the eastbound left turn bay along Fullerton Road by 123 feet to create a 175 foot turn bay plus a 50' taper. Said extension shall be constructed by reconfiguring the existing median and removal of the westbound left turn bay as shown in the GDP, or as approved by VDOT at time of site plan approval.
- i. The Applicant shall install a bus shelter along the Application Property's Backlick Road frontage as shown on the GDP, subject to review and approval by VDOT and WMATA. In the alternative, the bus shelter may be installed off-site on the east side of Backlick Road in a location coordinated with FCDOT as reviewed and approved by VDOT and WMATA subject to the following:
 - i. A suitable location is selected within existing right-of-way at no cost to the Applicant;
 - ii. The location does not require modification of limited access line; and
 - iii. No bus turnout is required.
- j. The Applicant reserves density credit as maybe permitted by the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance for all dedications described herein and as may be reasonably required by Fairfax County or VDOT whether such dedications occur prior to or at time of site plan approval.

4. 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 the Department of Public Works and Environmental Services (DPWES) for review and approval 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.

5. STORMWATER MANAGEMENT/BEST MANAGEMENT PRACTICES

- a. The Applicant shall provide stormwater management (SWM) and best management practices (BMP) in locations as generally shown on the GDP. Said facilities shall be designed in accordance with the requirements of the Public Facilities Manual and Chesapeake Bay Preservation Ordinance, unless modified by DPWES. In the event that the SWM or BMPs are modified by DPWES, modification of the SWM/BMP locations as shown on the GDP shall not require the approval of a proffered condition amendment if determined by the Department of Planning and Zoning (DPZ) to be in conformance with the GDP.
- b. Following installation of the outfall pipe located in the northwest corner of the Application Property and shown on the GDP, the Applicant shall install a soil stabilization mat in accordance with the Virginia Erosion and Sediment Control Handbook (Standard 3.36) and plant a grass mix such as Detention Mix by Ernst Conservation Seeds or equivalent to control erosion in the area of the outfall pipe.

6. LANDSCAPING AND OPEN SPACE

- a. The Applicant shall provide landscaping on the Application Property as generally shown on the GDP.
 - i. For the Application Property exclusive of the area between the rear of the parking garage and the western property line, deciduous trees shall have a minimum of two and a half (2 ½) to three (3) inch caliper and evergreens shall have a minimum height of six (6) to eight (8) feet at time of planting. The Applicant shall utilize native species as coordinated with Urban Forest Management.
 - ii. Between the rear of the parking garage and the western property line, the Applicant shall plant a native mix of ground cover, shrubs, deciduous trees and evergreens of various sizes to reforest the area. Deciduous trees shall be one (1) to two (2) inch caliper and shrubs shall be 18-24 inches. Said planting shall be coordinated with Urban Forest Management at time of site plan submission.
- b. The Applicant shall submit a detailed landscape plan as part of the first and all subsequent plan submissions for review and approval by Urban Forest Management.

- c. The Applicant shall provide on-site passive recreation amenities as generally shown on Sheet 12A of the GDP. Amenities shall include, but not be limited to, benches, tables and chairs, a paved pathway and an interpretative sign to describe the various plant species in the garden as shown on the GDP. The final locations and amenities shall be selected by the Applicant at time of site plan approval.
- d. The Applicant shall contribute a total of fifty thousand (\$50,000.00) to the Fairfax County Park Authority for improvements to the Family Recreation Area at the Lee District Park in two installments. Prior to the issuance of a Non-RUP for either Building I, II or III, as shown on the GDP, the Applicant shall contribute the sum of twenty-five thousand dollars (\$25,000.00); and prior to the issuance of a Non-RUP for either Building IV or Building V, as shown on the GDP, the Applicant shall contribute the sum of twenty-five thousand dollars (\$25,000.00). The contribution amounts shall be adjusted annually for inflation as reported by the Marshall & Swift Building Cost Index from the approval date of this rezoning application.

7. GREEN BUILDING PRACTICES

- 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. The LEED accredited professional shall work with the team to incorporate LEED design elements into this project. At time of site plan submission, the Applicant shall provide documentation to the Environment and Development Review Branch of DPZ demonstrating compliance with the commitment to engage such a professional.
- b. LEED Certification:
 - (1) Prior to the issuance of a building permit for each building (the "Submitted Building"), the Applicant shall provide a LEED Scorecard (the "Scorecard") that lists the anticipated 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 approval of this rezoning. The Scorecard shall meet, at least, the minimum number of credits necessary to attain LEED Core and Shell Certification of the Submitted Building.
 - (2) In the event that the Submitted Building is not LEED Core and Shell Certified, within one (1) year of the issuance of its final Non-RUP, the Applicant shall provide evidence to DPWES of filing for LEED Core and Shell Certification with the U.S. Green Building Council, and 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. This LEED Building Escrow shall be in addition to and separate from other bond or escrow requirements and shall be released upon demonstration to DPWES 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. If the Submitted Building is LEED Core and Shell Certified within one (1) year of the issuance of the final Non-RUP, then no LEED Building Escrow shall be required or provided for that Submitted Building.

Maximum LEED Building Escrow Amounts for Each Building

| Buildings | Use | Escrow |
|------------------|--------------|---------------|
| I | Office | \$369,000 |
| II | Office | \$410,000 |
| III | Office | \$505,000 |
| IV | Office | \$407,000 |
| V | Office/Hotel | \$266,000 |

(3) If, within two (2) years of issuance of the Non-RUP for the Submitted Building, the Applicant provides evidence to DPWES demonstrating that LEED Core and Shell 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 points or less of attainment of LEED Core and Shell 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 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 the County during this extended time-frame.

(4) If, within two (2) years of issuance of the Non-RUP for the Submitted Building, the Applicant fails to provide evidence demonstrating attainment of LEED Core and Shell Certification, or otherwise provides evidence that the Submitted Building has fallen short of LEED Core and Shell Certification by four points or more, 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 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.

(5) Within one (1) year of the issuance of a Non-RUP 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 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.

(6) In addition to the letter specified above, and also within one (1) year of the issuance of a Non-RUP 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.

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

8. TRANSPORTATION DEMAND MANAGEMENT STRATEGIES

- a. The Applicant shall utilize mass transit, ride-sharing, telecommuting and other transportation demand management (TDM) strategies to reduce peak hour single occupancy vehicle trips to and from the Application Property during the AM and PM peak periods. The TDM strategies shall be implemented prior to issuance of the first Non-RUP for the Application Property with a goal of reducing peak hour trips by 15% (the "TDM Goal") derived from trip generation rates as set forth in the Institute of Transportation Engineers, Trip Generation Manual, 7th Edition Land Use, Code 710 (General Office). The TDM strategies specified in this proffer may be subsequently modified by mutual agreement between the Applicant and FCDOT. Strategies shall include the following:
 - i. Metro maps, schedules and forms, ridesharing and other relevant transit option information shall be available to tenants and employees through either a common website or newsletter to be published at least twice a year.
 - ii. Transportation coordination duties shall be assigned to an office property manager, who will implement the TDM strategies described herein, and coordinate said TDM strategies with the hotel manager, if a hotel is constructed on the Application Property. The transportation coordinator shall be available to Fairfax County Department of Transportation (FCDOT) staff to work cooperatively to promote opportunities to enhance participation in TDM programs. In addition, the transportation coordinator shall encourage and coordinate the formation of carpools and vanpools by promoting participation in established ride-matching programs.
 - iii. Secure, weather protected bicycle storage for twenty-five (25) bicycles shall be provided in a location convenient to employees and visitors.
 - iv. Provision of preferential parking for car/van pools.
 - v. Employers shall be encouraged to allow flexible work hours for personnel. The exact policy of the implementation of flexible work hours will vary by employer.

- vi. Coordination with FCDOT to include the Application Property as a stop on the Fairfax County Connector I-95 Street Route.
 - vii. Provision of high capacity data/network connections in all buildings.
 - viii. The expenditure of \$30,000.00 per year for each of the first two office buildings on the Application Property, when occupied, to encourage the use of mass transit, such as the Fairfax Connector and the Franconia – Springfield Metro Station. Expenditures may include the provision of 100 SmarTrip cards (or a similar fare card) per month with a value of twenty-five dollars (\$25.00) to the building manager upon the issuance of the first Non-RUP for each office building. Said SmarTrip cards shall be made available to employees to encourage use of mass transit. The funds may be used to participate in a shuttle bus service cooperatively with other developments in the area, or in an area Transportation Management Association, such as TAGS, or a regional bus circulator system.
 - ix. Upon full occupancy of the third office building constructed on the Application Property, the Applicant shall provide, or jointly participate in the provision of, a shuttle and/or bus service to the Franconia-Springfield Metro Station (the Joe Alexander Transportation Center) during the week day morning and afternoon peak traffic hours. Said shuttle shall primarily operate during both the morning and afternoon peak periods. The shuttle shall provide a minimum of four round trips per day to the Franconia-Springfield Metro Station. The shuttle schedule and destinations shall be coordinated with FCDOT and may include midday service to the Springfield Mall.
- b. The Applicant shall evaluate the TDM Goal as follows:
- i. Twelve (12) months following issuance of the first Non-RUP for the Application Property, the effectiveness of the TDM program shall be evaluated using surveys and/or traffic counts prepared by the transportation coordinator in cooperation with FCDOT. The transportation coordinator 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.

- ii. 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.
- iii. In the event that the TDM Goal has not been achieved for two consecutive surveys and/or traffic counts within twelve (12) months following issuance of the final Non-RUP issued for the second building constructed on the Application Property, the Applicant shall provide a contribution in the amount of three thousand dollars and 00/100 (\$3,000.00) to a remedy fund that shall be utilized to create additional transportation incentives as coordinated with FCDOT to directly reduce peak hour vehicle trips associated with the Application Property. During the following twelve (12) months, said transportation incentives shall be implemented. In the event that the TDM Goal is not met after the twelve (12) months of implementation, the Applicant shall provide another contribution of three thousand dollars and 00/100 (\$3,000.00) to the remedy fund that shall be utilized to create additional transportation incentives as coordinated with FCDOT to reduce peak hour vehicle trips associated with the Application Property. Said contribution to the remedy fund shall continue every other year until the TDM Goal is met for two successive years following full occupancy of the final building constructed on the Application Property; or for a period of four (4) years following the full occupancy of the final building; or until the Applicant and FCDOT agree to readjust the TDM Goal, whichever shall first occur.
- iv. In the event that the TDM Goal is not met as described in paragraph 8.b. iii, and the reduction in peak hour trips is less than ten percent (10%), the \$3,000.00 contributed by the Applicant to a remedy fund shall instead be paid into a TDM Penalty Fund to be administered by FCDOT. FCDOT may withdraw funds from the TDM Penalty Fund for use in the Lee District to promote use of mass transit.

9. NOISE ATTENUATION

- a. Should Building V as shown on the GDP be developed as a hotel, in order to reduce interior noise to a level of approximately 45 dBA Ldn, the hotel building anticipated to be impacted by highway noise having levels projected to be 65 dBA or above, shall have the following acoustical treatments measures:

- i. Exterior walls have a laboratory Sound Transmission Classification (STC) of at least 39.
- ii. Doors, windows and glazing shall have a laboratory STC rating of at least 28. If doors, windows and other glazed areas constitute more than 20 percent of any façade impacted by noise, they shall have the same laboratory STC ratings specified for exterior walls.
- iii. Adequate measures to seal and caulk between surfaces shall be provided.
- b. The Applicant reserves the right to pursue other methods of mitigating highway noise impacts that can be demonstrated prior to the filing of a building permit, through an independent noise study as reviewed and approved by DPWES and the Department of Planning and Zoning, provided that these methods will be effective in reducing interior noise levels to approximately 45 dBA Ldn.

10. DESIGN

- a. The Applicant shall use similar building materials, such as brick, stone and pre-cast concrete, and architecture for all proposed buildings to create a consistent and unified architectural theme.
- b. In the event that low level security walls, including other possible security features, such as bollards, planters, or decorative fencing, are required by tenants as vehicle barriers, these features shall not exceed four (4) feet in height.
- c. The Applicant reserves the option to provide surface parking for Building I on an interim basis as shown on Sheet 6A of the GDP.
- d. Prior to site plan approval of each building to be constructed on the Application Property, the site plan and final architectural drawings shall be submitted to the Lee District Supervisor and Planning Commissioner for review and comment for compliance with these proffers.

11. SECURITY

- a. Balconies and/or operable windows shall not be used on any office/hotel building façade that faces west toward the government buildings, under construction at the time of approval of this rezoning application, on the Fort Belvoir Engineer Proving Grounds that is identified among the Fairfax County tax assessment records as 90-3 ((1)) 32.

- b. The parking garage parallel to the western property line, as shown on the GDP, shall be designed to include controlled access to any parking deck that is above the first level. This parking garage, and the roofs of Buildings I, II and III as shown on the GDP, shall be subject to periodic inspections by Fort Belvoir representatives upon the provision of twenty-four (24) hours notice to the Applicant and office building tenants.

- c. Beginning with the submission of the first site plan filed on the Application Property, the Applicant shall coordinate quarterly meetings with representatives of Fort Belvoir to discuss topics of mutual interest including, but not limited to, line of sight, security issues and installation of rooftop telecommunication equipment. Said meetings may be waived as mutually agreed to in writing by the parties, or if a reply is not received to Applicant's written request for a meeting within two (2) weeks of the date of the request. Applicant shall incorporate suggestions to its site plans and architectural drawings submitted for the Application Property, where economically feasible and practical.

12. **SUCCESSORS AND ASSIGNS**

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

13. **COUNTERPARTS**

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

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[SIGNATURES BEGIN ON THE FOLLOWING PAGE]

APPLICANT;
TITLE OWNER OF TAX MAP 99-1 ((1)) 22;
CONTRACT PURCHASER OF TAX MAP 99-1 ((5)) 3, 4 and 99-
1 ((1)) 23A

OPUS EAST, L.L.C.



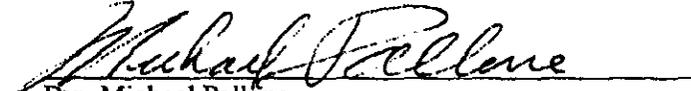
By: Marshall M. Burton
Its: Executive Vice President

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TITLE OWNER OF TAX MAP 99-1 ((1)) 23A

PALLONE ASSET MANAGEMENT, LLC

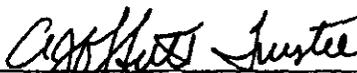
By: Pallone Chevrolet, Inc., its Sole Member

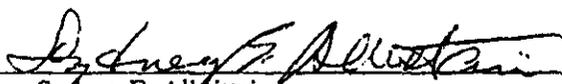

By: Michael Pallone
Its: President

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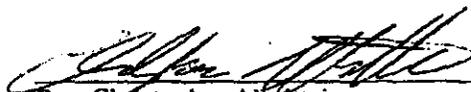
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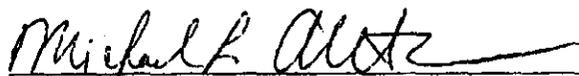
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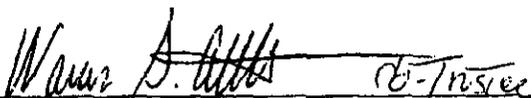

By: Anthony J. Offutt
Its: Co-Trustee


By: Sydney E. Albrittain
Its: Co-Trustee

ALBRITTAIN FAMILY 2002 TRUST


By: Christopher Albrittain
Its: Co-Trustee


By: Michael L. Albrittain
Its: Co-Trustee


By: Warren S. Albrittain
Its: Co-Trustee

[SIGNATURES END]