

PROFFERS

**RZ 1998-LE-064
SPRINGFIELD EAST, L.C.
SPRINGFIELD METRO CENTER (PHASE II)**

March 4, 2003

Pursuant to Section 15-2.2303A of the 1950 Code of Virginia, as amended, the undersigned applicant and owner, for itself and its successors or assigns (hereinafter referred to as "Applicant"), hereby proffer the following conditions provided the Subject Property (sometimes referred to herein as Springfield Metro Center II) is rezoned to the C-4 District as proffered herein.

1. **Generalized Development Plan.** Subject to the provisions of Section 18-204 of the Zoning Ordinance, the Subject Property shall be developed in substantial conformance with the Generalized Development Plan/Special Exception Plat ("GDP/SE Plat"), entitled "Springfield Metro Center II," prepared by Dewberry & Davis, revised and last dated May 14, 2002.
2. **Joe Alexander Drive.** Prior to the issuance of the first Non-Residential Use Permit ("Non-RUP") for occupied office/hotel floor area, i.e., not the building shell ("Occupied Space") in the first building on the Subject Property, Joe Alexander Drive, from Metropolitan Center Drive northward to the Metro Access Road, shall be constructed as shown on the GDP/SE Plat and open for public use. For purposes of these proffers, "open for public use" shall mean that the committed road improvement is open to traffic as provided herein, whether or not accepted into the state system.
3. **Metro Access Road.** The purpose of the Metro Access Road is to provide access to and from the Joe Alexander Transportation Center for residents, occupants, visitors and invitees within the area described herein as "Land Unit D." Land Unit D and the Metro Access Road link between Springfield Center Drive and the Metro Station are depicted on a map entitled "Springfield Metro Center II," which is attached hereto as Exhibit A and incorporated herein by reference.
 - a. **Construction.** The Applicant shall obtain a construction permit for the Metro Access Road prior to, or at the same time as, the issuance of the building permit for the first building on the Subject Property. Prior to the issuance of the first Non-RUP for Occupied Space in the first building on the Subject Property, the Metro Access Road, linking development on the Subject Property with the Joe Alexander Transportation Center, shall be constructed and open for use to provide private and/or public shuttle bus, transit and pedestrian access between the Subject Property and the Transportation Center. Said Access Road shall have a road bed designed and constructed in accordance with the standards of the Fairfax County Public Facilities Manual for a Category II road as determined by the Department of Public Works and Environmental Services ("DPWES").

- b. Maintenance.** 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 a Land Unit D owners/tenants association established to take over these maintenance responsibilities. Prior to the issuance of the first Non-RUP for Occupied Space in the first building on the Subject 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 Cash Escrow, all in accordance with the terms of the Agreement. At a subsequent time, the Applicant's obligations for maintenance under this paragraph may be assigned or transferred to an entity composed of owners/tenants within Land Unit D, pursuant to the terms of the Agreement.
- 4. Springfield Center Drive Extension.** Prior to issuance of the first Non-RUP for Occupied Space on the Subject Property, the Applicant shall provide a road extension, open for travel connecting the current Springfield Center Drive terminus directly to Joe Alexander Drive. Said road extension shall be constructed as shown on the GDP/SE Plat. The Applicant shall dedicate a public access easement over that portion of Springfield Center Drive that is located on the Subject Property.
- 5. Street Construction Standards/Dedication.** The Joe Alexander Drive construction on the Subject Property (Paragraph 2 above) and the Springfield Center Drive Extension (Paragraph 4 above) 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 DPWES and VDOT. Both of these roads shall be constructed within a seventy (70) foot wide right-of-way with a fifty-two (52) foot wide roadway. The Applicant shall provide right-of-way dedication of these street segment areas upon demand by Fairfax County or VDOT that these street segment areas become a part of a public roadway network. In which case, dedication shall be made in fee simple to the Board of Supervisors.
- 6. Shuttle Bus.** A shuttle bus system shall be established as follows:

 - a.** At the time of the issuance of the first Non-RUP for Occupied Space in the first building, and for the benefit of all occupants, visitors and invitees on the Subject Property, and on the property which is known as Springfield Metro Center I (i.e., the property which was the subject of RZ 1998-LE-006), the Applicant shall either (i) pay to participate on an equitable basis in an area Transportation Management Association ("TMA"), i.e., TAGS, if the TMA provides shuttle bus service between the property and the Joe Alexander Transportation Center that is substantially equivalent to the requirements of this Proffer No. 6, as determined

by the Fairfax County Department of Transportation ("FCDOT") or (ii) if such TMA participation is not available, the Applicant shall provide, operate and maintain shuttle bus services, individually or cooperatively with the Applicant/successors-in-title of the property known as Springfield Metro Center I. Said shuttle bus service shall be coordinated with the shuttle bus obligation 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 in RZ 1998-LE-006.

- b. 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 FCDOT. If these buses are part of TAGS, they shall have signage indicating that they are a part of the TAGS system, through coordination with TAGS.
- c. 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. Shuttle bus stops shall be located at the front entrance of each of the three (3) buildings on the Subject Property.
- d. If shuttle bus service is provided by the Applicant as described in a(ii) above, it shall continue to be provided by the Applicant for a period of two (2) years from the date on which the initial Non-RUP for Occupied Space is issued, unless a shuttle bus service is provided in lieu of the Applicant's shuttle bus service by an area TMA, as provided in a(i) above, before the expiration of said two (2) years. If the shuttle 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 Subject Property. 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 & 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 shuttle service as determined by FCDOT, the management entity for the uses on the Subject Property may, in lieu of providing

use of public transportation, carpooling, vanpooling and other ridesharing programs, created under the TDM Plan. Upon completion of each annual report, a copy of said report shall be transmitted to the Fairfax County Department of Transportation.

8. **Parking.** The construction of the parking garages may be phased by the Applicant. Initially, surface parking may be provided within the building/garage footprint areas shown on the GDP/SE Plat, so long as each use receiving a Non-RUP has sufficient parking available to meet proffered parking allocations and/or code requirements, whichever is greater. The Courtyard area, shown in detail on Sheet 8 of the GDP/SE Plat, shall not be utilized for surface parking. The Applicant shall provide landscaped buffering along the eastern border of the site to provide a buffer between this temporary surface parking and the adjacent off-site parcels. This buffering shall be installed contemporaneously with the installation of the applicable area of surface parking. All temporary surface parking areas shall meet the parking lot landscaping requirements of the Zoning Ordinance. However, any landscaping and/or landscape buffering associated with any temporary parking areas can be displaced by the construction of the buildings and/or garages shown on the GDP/SE Plat. Upon construction of the buildings and/or the garages, landscaping and buffering will be provided as shown on the GDP/SE Plat. The number of parking spaces built with each building on the property shall meet and may exceed code requirements, but the total number of spaces at buildout will not exceed that shown on the GDP/SE Plat. At a minimum, the surface parking spaces located south of Building Number 3 shall be available for use by students of Northern Virginia Community College from 7:00 p.m. to 11:00 p.m. each day.
9. **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 of this space is allocated to one building, this facility will be available to occupants of all of the office buildings and the hotel, unless separate recreational exercise facilities are provided within the hotel, in which case the office building recreational space need not be made available to visitors and guests of the hotel.
10. **Stormwater Management.** Stormwater management ("SWM") and Best Management Practices ("BMP") for the Subject Property shall be provided in accordance with the requirements of the Public Facilities Manual and the Chesapeake Bay Preservation Ordinance, as approved by DPWES. All or a portion of the SWM/BMPs may also be provided underground, on-site in a location and manner acceptable to DPWES. At this time, the Applicant intends to apply to DPWES for a waiver of on-site SWM/BMPs in order to utilize the off-site regional SWM/BMP facility located on the Joe Alexander Transportation Center property for all or a portion of the SWM/BMP requirement. In the event a waiver of on-site SWM/BMPs is not approved by DPWES, a Proffered Condition Amendment ("PCA") application may be necessary if on-site SWM/BMPs affect the layout so as to create a layout that is not in substantial conformance with the GDP/SE Plat.

by the Fairfax County Department of Transportation ("FCDOT") or (ii) if such TMA participation is not available, the Applicant shall provide, operate and maintain shuttle bus services, individually or cooperatively with the Applicant/successors-in-title of the property known as Springfield Metro Center I. Said shuttle bus service shall be coordinated with the shuttle bus obligation 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 in RZ 1998-LE-006.

- b. 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 FCDOT. If these buses are part of TAGS, they shall have signage indicating that they are a part of the TAGS system, through coordination with TAGS.
- c. 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. Shuttle bus stops shall be located at the front entrance of each of the three (3) buildings on the Subject Property.
- d. If shuttle bus service is provided by the Applicant as described in a(ii) above, it shall continue to be provided by the Applicant for a period of two (2) years from the date on which the initial Non-RUP for Occupied Space is issued, unless a shuttle bus service is provided in lieu of the Applicant's shuttle bus service by an area TMA, as provided in a(i) above, before the expiration of said two (2) years. If the shuttle 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 Subject Property. 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 & 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 shuttle 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 on the Subject Property.

- e. For so long as the Applicant or the management entity operates the shuttle service, other properties within Land Unit D (as shown on Exhibit A) 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 cost of providing the service.
- f. 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, then the shuttle bus will not be required and the requirements of this proffer shall be null and void. This determination will be made by FCDOT in consultation with the Lee District Supervisor.

7. **Transportation Demand Management.** The Applicant shall develop and submit to FCDOT for review, a Transportation Demand Management ("TDM") Plan for the Subject Property sixty (60) days prior to the issuance of the first Non-RUP for the Occupied Space for the first building. This Plan shall be implemented upon occupancy of said first building. The TDM Plan shall produce a ten percent (10%) reduction in overall single-occupancy vehicle trips on the entire Subject Property based upon the Institute of Transportation Engineers published trip generation rates for the applicable uses. 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):

- a. **Designation of a TDM Coordinator.** An individual associated with Springfield Metro Center II will be charged with overseeing the implementation of the TDM Plan, as proposed. The duties of this designated employee will include those responsibilities associated with a Transportation Demand Management Coordinator ("TDMC"), including the administration, coordination, implementation, and management of the Springfield Metro Center II TDM Plan for all on-site personnel as set forth herein.
- b. **Shuttle Bus Program.** Participation in the shuttle bus program as set forth in Paragraph 6 above.
- c. **Distribution of Transit Literature and Promotion of Transit Use.** Distribute, display, and promote transportation information that may be issued by the Fairfax County Ridesources Program, Metropolitan Washington Council of Governments ("COG"), Transportation Association of Greater Springfield ("TAGS"), and other sources in a designated central location in each building. Ensure that ridesharing and transit information is included as part of new employee benefits/orientation packages among tenants.

- d. **Development of Ridesharing Programs.** Actively promote the use of carpooling/vanpooling, the Guaranteed Ride Home Program, Metro-Chek, telework and other components of the TDM Plan with on-site personnel. Assist in the formation of carpools/vanpools among on-site personnel. The designated TDMC will distribute and/or display rideshare information on-site. This information will aid in the formation of carpools and/or vanpools and promote ridesharing. Additionally, the TDMC will work with staff from the Fairfax County Ridesources Program to exchange information. The Ridesources Program will maintain a database of registered carpools and vanpools, along with the origin, destination, and work hours of the registered carpools/vanpools.
- e. **Pedestrian and Bicycle Incentives.** In order to facilitate pedestrian movements within, and adjacent to the development, a network of integrated sidewalks and trail connections shall be provided as shown in the GDP/SE Plat. In addition, other on-site amenities including street landscaping, lighting and street furniture, as shown on the GDP/SE Plat, shall be provided to encourage pedestrian activity. Bike racks shall be located on the site within the parking structures. The location of bike racks shall be determined coincident with the filing of individual site plans.
- f. **Designation of Carpool and Vanpool Spaces.** As an incentive to promote ridesharing, some parking spaces will be reserved for "carpool" and "vanpool" parking. The amount of carpool/vanpool spaces designated within each parking structure may vary with the individual site plan. Reserved carpool/vanpool parking spaces will be appropriately signed and parking restrictions will be enforced.
- g. **Variable/Staggered Work Hours.** Employers within the Springfield Metro Center II development will be encouraged to allow for flexible work hours for personnel. The exact policy for the implementation of flexible work hours will vary by employer.
- h. **On-Site Sale of Fare Media.** The TDMC 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 bus fare media.
- i. **TAGS Membership.** Promote membership in TAGS by tenants.
- j. **Bus Stop Shelter.** In the event that the Shuttle Bus Program is replaced by a connector bus, or other form of transit service, the Applicant will construct a bus stop shelter proximate to the site's entrance along Joe Alexander Drive.
- k. **Annual Reports.** Twelve (12) months after the issuance of Non-RUPs for the first building that constitute eight-five (85) percent of the floor area for that building, and annually thereafter, the TDMC shall prepare a report quantifying the

use of public transportation, carpooling, vanpooling and other ridesharing programs, created under the TDM Plan. Upon completion of each annual report, a copy of said report shall be transmitted to the Fairfax County Department of Transportation.

8. **Parking.** The construction of the parking garages may be phased by the Applicant. Initially, surface parking may be provided within the building/garage footprint areas shown on the GDP/SE Plat, so long as each use receiving a Non-RUP has sufficient parking available to meet proffered parking allocations and/or code requirements, whichever is greater. The Courtyard area, shown in detail on Sheet 8 of the GDP/SE Plat, shall not be utilized for surface parking. The Applicant shall provide landscaped buffering along the eastern border of the site to provide a buffer between this temporary surface parking and the adjacent off-site parcels. This buffering shall be installed contemporaneously with the installation of the applicable area of surface parking. All temporary surface parking areas shall meet the parking lot landscaping requirements of the Zoning Ordinance. However, any landscaping and/or landscape buffering associated with any temporary parking areas can be displaced by the construction of the buildings and/or garages shown on the GDP/SE Plat. Upon construction of the buildings and/or the garages, landscaping and buffering will be provided as shown on the GDP/SE Plat. The number of parking spaces built with each building on the property shall meet and may exceed code requirements, but the total number of spaces at buildout will not exceed that shown on the GDP/SE Plat. At a minimum, the surface parking spaces located south of Building Number 3 shall be available for use by students of Northern Virginia Community College from 7:00 p.m. to 11:00 p.m. each day.
9. **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 of this space is allocated to one building, this facility will be available to occupants of all of the office buildings and the hotel, unless separate recreational exercise facilities are provided within the hotel, in which case the office building recreational space need not be made available to visitors and guests of the hotel.
10. **Stormwater Management.** Stormwater management ("SWM") and Best Management Practices ("BMP") for the Subject Property shall be provided in accordance with the requirements of the Public Facilities Manual and the Chesapeake Bay Preservation Ordinance, as approved by DPWES. All or a portion of the SWM/BMPs may also be provided underground, on-site in a location and manner acceptable to DPWES. At this time, the Applicant intends to apply to DPWES for a waiver of on-site SWM/BMPs in order to utilize the off-site regional SWM/BMP facility located on the Joe Alexander Transportation Center property for all or a portion of the SWM/BMP requirement. In the event a waiver of on-site SWM/BMPs is not approved by DPWES, a Proffered Condition Amendment ("PCA") application may be necessary if on-site SWM/BMPs affect the layout so as to create a layout that is not in substantial conformance with the GDP/SE Plat.

11. **Easement.** The Applicant shall reserve an ancillary easement fifteen (15) feet in width for future dedication to Fairfax County along the western border of the Subject Property extending from the intersection of Joe Alexander Drive with Metropolitan Center Drive southward to the southern boundary line of the property, as shown on the GDP/SE Plat. 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 Joe Alexander Drive southward from Metropolitan Center Drive shall be by others.
12. **Signage Program.** The Applicant shall implement an on-site signage program by providing project identification signs and directional signs in various locations to facilitate flow of pedestrian and vehicular traffic on-site as well as access to the Joe Alexander Transportation Center. These signs shall be located generally as shown on Sheets 3, 4 and 9 of the GDP/SE Plat, unless alternative or additional locations are approved by the Zoning Enforcement Branch of the Zoning Administration Division pursuant to Article 12 of the Zoning Ordinance. The design of said signs shall be compatible with the signs in Springfield Metro Center I (RZ 1998-LE-006) as shown on the GDP/SE Plat.
13. **NVCC Campus Connection.** Prior to site plan submission, the Applicant shall pursue meetings with representatives of the Northern Virginia Community College ("NVCC") campus to coordinate pedestrian connections with NVCC to facilitate pedestrian travel from the 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/SE Plat to facilitate pedestrian travel so long as such modifications do not degrade the pedestrian network shown on the GDP/SE Plat, as determined by the Department of Planning & Zoning.
14. **Noise Attenuation.**
 - a. The hotel facility shall be constructed of building materials that reduce interior noise to 45 dBA Ldn. Exterior walls shall be constructed of building materials with a sound transmission class ("STC") of at least 39, and glazing shall have an STC of at least 28.
 - b. As an alternative to "a" above, the Applicant may elect to have a refined acoustical analysis performed prior to building permit issuance, subject to approval of DPWES, to verify or amend the noise levels and impact areas set forth above and/or to determine which portions of the building may have sufficient shielding to permit a reduction in the mitigation measures prescribed above.

15. **Building Architectural Design.** The architectural design of the office buildings and the hotel shall be compatible with the residential buildings in Springfield Metro Center I and similar in character to the elevations presented in the Perspective (Sheet 7 of the GDP/SE Plat). The principal façade building materials shall consist of brick, natural stone, pre-cast concrete, EFIS or other masonry finish and glass. In addition, one or two additional accent materials (e.g., metal) may be included. Prior to site plan approval, the Applicant shall bring the architectural elevations of the office buildings and the hotel back to the Planning Commission for administrative review and approval regarding compatibility with the Perspective Elevations (Sheet 7 of the GDP/SE Plat).
16. **Parking Garage.** The architecture for the facades of the garage shall be similar to that shown on Sheet 6 of the GDP/SE Plat. Alternatively, the façade of the garage may utilize the same materials as the principal buildings, provided the architectural elevations of the garage are included in the Planning Commission's administrative review as provided in Paragraph 15, above. 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 issuance of a building permit for the parking garage, the Applicant shall conduct a noise analysis, subject to DPWES review and approval, to determine whether the garage wall facing the RF&P railroad line will reflect noise into 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.
17. **Courtyard.** Development and landscaping in the Courtyard shall be in substantial conformance with the detail shown on Sheet 8 of the GDP/SE Plat.
18. **Lighting.** On-site lighting standards shall be similar to the typical light standards shown on Sheet 9 of the GDP/SE Plat. These light standards shall feature semi-cutoff shielding for street lights. Lighting standards in the Courtyard area and in the parking lots shall feature full cut-off shielding.
19. **Illegal Signs.** The Applicant shall not post illegal signs on- or off-site.
20. **Soccer Fields.** The Applicant shall design and construct two (2) temporary soccer fields and a 70-car, gravel, parking lot (the "Soccer Facilities") on Tax Map 91-3 ((9)) Parcel 8B, subject to receiving the consent of that parcel owner and provided any required zoning approvals are obtained. These plans will not, however, provide for field lighting or irrigation. To this end, the Applicant shall, at Applicant's expense, prepare and submit the necessary documents and filing fees to apply for a Final Development Plan Amendment ("FDPA") application for Tax Map 91-3 ((9)) Parcel 8B to obtain approval for the Soccer Facilities.
 - a. The Applicant shall submit this FDPA application within ninety (90) days of Board of Supervisors final approval of this rezoning application. The Applicant shall also, at its own expense, prepare and submit construction plans for the Soccer Facilities to DPWES concurrently with the filing of the FDPA application. Copies of these construction plans shall also be submitted to the Fairfax County

Park Authority ("FCPA"), Planning & Development Division and to the Planning and Design Division of DPWES, for review and approval. The Applicant shall diligently pursue approval of the FDPA and the construction plans. The Applicant's construction plans for the Soccer Facilities shall comply with PFM requirements. The Applicant shall complete construction of the Soccer Facilities within one (1) calendar year after DPWES and FCPA approvals are obtained.

- b. In the event that this FDPA Application is disapproved, the Applicant shall, in lieu of constructing the Soccer Facilities, contribute the sum of \$283,000 to the FCPA to be utilized by FCPA on park recreational facilities in the general vicinity of the Subject Property. Said contribution shall be made no later than thirty (30) days after the FDPA Application disapproval is final.

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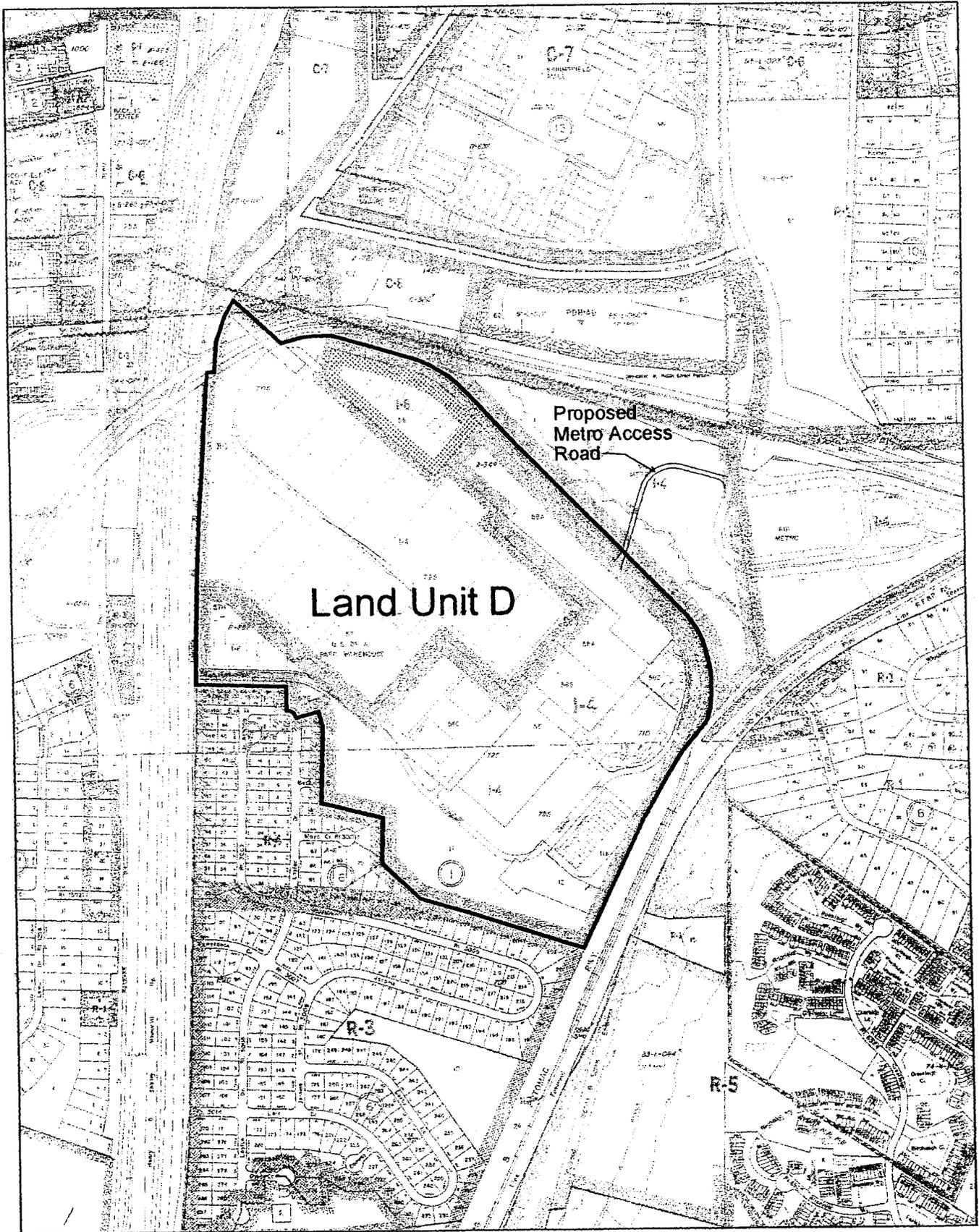
Attachment: Exhibit A

SPRINGFIELD EAST, L.C.

By: KSI SERVICES, INC., it's Managing Member

By: 

Richard W. Hausler, President



SPRINGFIELD METRO CENTER II

Exhibit A

