

PROFFER STATEMENT

KINGSTOWNE L L.P.
KINGSTOWNE PARCEL O L.P.
KINGSTOWNE M&N LP
BP KINGSTOWNE OFFICE BUILDING T LLC
KINGSTOWNE TOWNE CENTER L.P.
BP KINGSTOWNE OFFICE BUILDING K LLC
BP KINGSTOWNE THEATRE LLC
PCA 84-L-020-23

January 25, 2008

Pursuant to Section 15.2-2303(A), Code of Virginia (1950, as amended) and Section 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), the property owner and applicant for itself and its successors or assigns (hereinafter collectively referred to as the "Applicant") in this Proffer Condition Amendment ("PCA") and Final Development Plan Amendment ("FDPA") proffers that the development of the parcels under consideration and shown on the Fairfax County Tax Maps as Tax Map references 91-2-((1)) 26K, 91-2 ((1)) 32F, 91-2 ((1)) 36B, 91-2 ((1)) 36C, 91-2 ((1)) 36G, 91-2 ((1)) 36H, 91-2 ((1)) 36I (the "Property"). The Property will be in accordance with the following conditions if, and only if, Proffer Condition Amendment application PCA 84-L-020-23 and FDPA 84-L-020-2-13 are granted. In the event that this PCA and FDPA are not granted, these proffers will immediately be null and void and of no further force and effect.

GENERAL

1. Previous Proffers.

A. This property is subject to the proffers dated October 20, 1999, associated with the previous proffer condition amendment application, PCA 84-L-020-16, which incorporates proffers associated with previous approvals within the Kingstowne Towne Center. The following proffers, number 2 through 20 shall be in addition to the proffers included in the October 20, 1999 proffers as applied to the Property.

B. In addition, this property is also subject to proffer # 9 (which references Proffer #14 of PCA 84-L-020-16) of PCA 84-L-020-19, dated April 26, 2001, which incorporates proffers associated with previous approvals within the Kingstowne Towne Center. The following proffers, number 2 through 20 shall be in addition to proffer #9 included in the April 26, 2001, proffers as applied to the Property.

2. Proffered Condition Amendment/Final Development Plan Amendment. The Property shall be developed in substantial conformance with the "PCA/CDPA/FDPA" entitled "Kingstowne Towne Center" of the Proffered Condition Amendment/CDPA/FDPA dated August 15, 2006, and revised through September 19, 2006, January 29, 2007, April 30, 2007,

and June 20, 2007, respectively, prepared by Tri-Tek Engineering consisting of ten (10) sheets (the "Plan").

3. Minor Modifications. Minor modifications to the Plan may be permitted when necessitated by sound engineering or that may become necessary as part of final site plan or engineering, pursuant to Section 16-403(4) of the Zoning Ordinance. Building footprints, building heights and square footages may be decreased so long as the development otherwise is in substantial conformance with these Proffers and the Plan.

TRANSPORTATION

4. Street Lights on Manchester Boulevard. Prior to site plan approval for the first office building associated with this PCA, the Applicant shall pay the street light installation fees to Dominion Virginia Power to install three (3) street lights along the north side of Manchester Boulevard between Manchester Lakes Drive and Kingstowne Village Parkway.

5. Parking. Parking shall be provided in accordance with the parking requirements of Article 11 of the Fairfax County Zoning Ordinance. However, the Applicant reserves the right to provide more parking than shown on the Plan based on market conditions, or to seek County approval for a reduction from that shown, only if in substantial conformance with the PCA/CDPA/FDPA.

6. Traffic Signal Warrant Studies - Kingstowne Village Parkway. Within one hundred and twenty (120) days, of the issuance of the building permit for the first of the four buildings subject to this PCA, the Applicant shall submit Traffic Signal Warrant Studies for the following intersections referenced below. If VDOT determines that either or both signals are warranted, the Applicant shall install such signal(s), including pedestrian phasing and marking of crosswalks, at its cost and expense, at such time as VDOT recommends signal(s) be installed.

A. Kingstowne Village Parkway and King Centre Drive.

B. Kingstowne Village Parkway at the travel aisle entrance located at the northeast corner of building N-1 on the Plan. In addition, if permitted by VDOT, the Applicant shall also install a crosswalk and a pedestrian-operated crossing signal at the intersection.

TRANSPORTATION DEMAND MANAGEMENT

7. Transportation Demand Management Program. This Proffer sets forth a program for a transportation demand management plan (the "TDM Plan") that shall be implemented by the Applicant, and, subsequently, by the respective tenants in proposed buildings M-1, M-2, N-1 and N-2 in order to encourage the use of transit (Metrorail and bus), other high-occupancy vehicle commuting modes, walking and biking all in order to reduce automobile trips generated by the proposed development.

A. Program Manager. Prior to the issuance of the first Non-RUP for the first proposed office building as part of this development, the Applicant shall designate an individual

to act as the Program Manager ("PM") for the Property, whose responsibility will be to implement the TDM strategies. The duties of the PM may be a part of other duties assigned to the individual(s). The Applicant shall provide written notice to Fairfax County Department of Transportation ("FCDOT") of the appointment of the PM within ten (10) days of such appointment, and thereafter, within ten (10) days of any change in such appointment.

B. TDM Plan. Ninety (90) days after the appointment of the PM, the PM shall submit to FCDOT for review and approval the TDM Plan to be implemented for the Property. The TDM Plan and any amendments thereto shall include provisions for the following with respect to the proposed development:

- i. Information Dissemination. The PM shall make Metro maps, schedules and forms, ridesharing and other relevant transit option information available to owners/tenants and employees in a common area; such as a central lobby, community room, or building management office.
- ii. Ride Matching. The PM shall coordinate and assist with vanpool and carpool formation programs, ride matching services including adjacent office buildings and homeowners associations, and established guaranteed ride home programs.
- iii. Teleworking Center. Encourage Tenants to provide a teleworking center where appropriate, wired with high capacity data/network connections available for use by all of their employees to promote teleworking to those whose work can be productively undertaken using such practices.
- iv. Car Sharing Information. The PM shall make information available regarding the use of car sharing program(s) to tenants and employees (such as ZipCar/FlexCar).
- v. Website. The PM shall develop and maintain a TDM project website that includes targeted information including 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.
- vi. Preferential Parking. Owner/Developer shall provide preferential office parking for car/van pools in all parking structures within the proposed development.

C. FCDOT Response. If FCDOT has not responded with any comments to the PM within thirty (30) days of receipt of the TDM Plan, the TDM Plan shall be deemed to be approved.

D. Vehicle Trip Objectives. The goal of the TDM Plan shall be to reduce the number of vehicle trips generated by the four (4) office buildings associated with this PCA by fifteen percent (15%) from what would be projected by using methods based on ITE, 7th edition, Trip

Generation rates and/or equations (the "ITE Trip Generation Rate") for Land Use Code 710 (General Office) through the use of mass transit, ride-sharing and other strategies.

E. Annual Surveys & Coordination with FCDOT. Following approval of the first Non-RUP for the first proposed office building, an annual survey (the "Annual Survey") shall be completed in September of each year and provided to FCDOT. The Annual Survey shall be conducted during a week without any holidays and when Fairfax County Public Schools are in session. The Annual Survey shall gather information on the effectiveness of the TDM Plan and shall be used by the PM to determine whether changes to the TDM Plan are needed to insure that the vehicle trips are within the Vehicle Trip Objectives targeted goal. If the Annual Survey reveals that changes to the TDM Plan are needed, the Applicant, through the PM shall coordinate such changes with FCDOT and implement and adjust the TDM Plan accordingly. The PM shall coordinate the preparation of Annual Survey materials and the methodology for validating survey results with FCDOT at least thirty (30) days prior to completing each year's Annual Survey, and shall collect and analyze the results. Such analysis shall include at a minimum:

- i. A description of the TDM measures in effect for the survey period and a description of how such measures have been implemented;
- ii. The number of people surveyed and the number of people who responded in each of the four (4) buildings;
- iii. The results of any surveys taken during the survey period;
- iv. The number of employees participating in the TDM programs displayed by category of participants and by mode of use;
- v. 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
- vi. A description of the uses of the buildings on the Property at the time the survey was conducted and levels of occupancy.
- vii. Annual surveys shall be conducted unless and until the Applicant has demonstrated to FCDOT that it is meeting or exceeding the 15% trip reduction goal. After the goal has been met for three (3) consecutive years, the Applicant will reduce the surveys to bi-annually. If the Applicant demonstrates that the goal has been met for two consecutive bi-annual surveys, the Applicant may terminate the surveys, although it will continue this proffered TDM Program.

F. Existing Bus for Shuttle Service. The Applicant has established and shall continue to maintain a Metro-related, van/shuttle service consisting of a single bus (the "Original Bus") with a capacity for 14 passengers including a wheelchair lift. The Original Bus currently

runs round trip from the Kingstowne Towne Center (the "Town Center") to the Franconia Springfield Metro Station.

G. Additional Bus for Shuttle Service. A larger bus/shuttle, with a minimum seating capacity for 20 passengers, shall be operational by the time of issuance of the first Non-RUP for the third office building developed as part of this application. This bus shall serve the Town Center and will be provided by the Applicant and/or the Town Center Owners Association and/or other Town Center Owners. The bus shall run round trips from the Town Center to the Franconia Springfield Metro Station.

H. Applicant's Contribution. The Applicant shall contribute (through the PM) Ten Thousand and No/100 Dollars (\$10,000.00) per building (with said \$10,000 contribution to be made upon the issuance of the first Non-RUP for each building) in SmarTrip cards. Each card shall be for a minimum of \$5.00 for use and distribution to the employees of that specific building to encourage and incite the use of Metrorail and bus.

I. Penalty for Non-Attainment. Each year that the Applicant conducts its Annual Survey (as required by these proffers) and does not meet its 15% reduction objective (as reflected in Proffer 7(D)), the Applicant shall contribute a maximum of Ten Thousand and No/100 Dollars (\$10,000.00) either to its SmarTrip Card Program or an alternative program deemed appropriate in consultation with FCDOT. Each such card shall be for a minimum of \$5.00 for use and distribution to the employees of the office buildings subject to this PCA and used to encourage and incite the use of Metrorail and bus.

J. Bus Shelters. Subject to the granting of any offsite easements at no cost to the Applicant and the establishment of bus routes (by the County or the Washington Metropolitan Airport and Transit Authority), the Applicant shall install two (2) bus shelters at the Kingstowne Towne Center. The design and materials of the bus shelters shall be complementary to the buildings in the Towne Center. The bus shelters shall be provided prior to the issuance of the first Non-RUP for the second proposed office building associated with this PCA.

K. Bicycle Racks. The Applicant shall install at least two (2) bicycle racks for each of the four (4) buildings for a total of eight (8) bicycle racks throughout the parking garage (collectively, the "Bike Racks"). Each Bike Rack shall be installed prior to the issuance of the first Non-RUP for each office building. The Additional Bike Racks shall be located on the exterior of and in proximity to Buildings B-5 and N-2. In addition, the Applicant shall install two (2) more Bike Racks on the exterior of and in proximity to B-5 and N-2. Said Bike Racks shall be installed prior to the issuance of the first Non-RUP for Building N-2.

TRANSPORTATION IMPROVEMENTS

8. Transportation Improvements. Subject to VDOT approval, the Applicant shall construct the following transportation improvements (the "Improvements"):

A. Garages. The Applicant shall not install card readers, ticket spitters, gates, or any such equipment that would cause delays at the garage entrances for each building from the Kingstowne Village Parkway.

B. Manchester Boulevard. The Applicant shall extend the left turn storage bay for eastbound Manchester Boulevard at Kingstowne Village Parkway by shortening the westbound left turn bay on Manchester Boulevard at Manchester Lakes Drive to a length of approximately one hundred (100) feet.

C. Kingstowne Village Parkway/Manchester Boulevard Intersection. The Applicant shall extend the northbound Kingstowne Village Parkway left turn approach to Manchester Boulevard and Kingstowne Boulevard by reducing the length of the southbound Kingstowne Village Parkway left turn lane at Kings Center Drive to a length of approximately one hundred (100) feet.

D. Kingstowne Village Parkway/Removal of Grass Island. The Applicant shall remove the grass island on Kingstowne Village Parkway between the entrances east and west of Parcel M and extend both the east and westbound left turn bays through this area as shown on the Plan.

E. Kingstowne Village Parkway/Left Turn Lane. The Applicant shall eliminate the eastbound Kingstowne Village Parkway left turn lane (just east of the theatre entrance and exit) and lengthen the westbound turn lane as shown on the Plan.

F. Kingstowne Village Parkway/Curb Line. The Applicant shall widen the westbound through lane located at Kingstowne Village Parkway opposite the travel aisle along the eastern side of Parcel M located on the Plan so as to better accommodate u-turn movements from eastbound Kingstowne Village Parkway.

G. Kingstowne Boulevard/Westbound Left Turn Bay. The Applicant shall extend the length of the westbound Kingstowne Boulevard left turn bay (that is at the approach on Kingstowne Boulevard leading to the intersection with Kingstowne Village Parkway) by a length of at least two hundred (200) feet as shown on the Plan.

H. Kingstowne Boulevard/Eastbound Left Turn Bay. The Applicant shall extend the length of the eastbound Kingstowne Boulevard left turn bay (that is at the approach on Kingstowne Boulevard leading to the intersection with Kingstowne Village Parkway) by a length of at least one hundred and fifty (150) feet as shown on the Plan.

I. Kingstowne Village Parkway/Left Turn Lane at South Van Dorn Street. The Applicant shall extend the eastbound Kingstowne Village Parkway left turn lane at South Van Dorn Street by a distance of at least two hundred and fifty (250) feet.

J. Right Turn Lane at South Van Dorn Street at Kingstowne Village Parkway. The Applicant shall extend the southbound right turn lane on South Van Dorn Street by a distance of

at least three hundred and fifty (350) feet, to include two hundred and fifty (250) feet for the turn lane extension and one hundred (100) feet for the taper.

9. Synchronization Traffic Analyses. The Applicant shall reflect all of these proposed Improvements on its site plan for the first office building. As part of its analysis and justification for these improvements, the Applicant shall have a traffic engineer of its choice perform Synchronization Traffic Analyses (the "Analyses") in order to evaluate these Improvements. The Applicant shall provide the Analyses concurrent with the first site plan. All Improvements are subject to approval by VDOT. All of the Improvements shall be completed and "open to traffic" (this does not mean accepted into the VDOT System) prior to the issuance of the first Non-RUP for the first office building.

ENVIRONMENT

10. Landscaping. As part of its site plan submission for the proposed buildings, the Property shall be landscaped using a mix of shade and/or ornamental trees and evergreen trees of a quantity and species consistent with the existing landscaping at the Property and within the Town Center. A landscaping plan shall be submitted to the Urban Forest Management Division of the Department of Public Works and Environmental Services at the time of site plan for each of the proposed office buildings.

LIGHTING

11. Lighting. Parking lot or exterior building lighting located on the Property shall be directed inward and/or downward and designed with shielded fixtures in order to minimize glare onto adjacent properties and in accordance with applicable provisions of the Zoning Ordinance.

PENTHOUSE/ROOFTOP SCREENING

12. Penthouse/Rooftop Screening. If the Applicant utilizes a glass façade for the mechanical/rooftop equipment, the Applicant shall either insure that the glass is opaque and cannot be seen through and/or have a backing to the glass to screen its rooftop/mechanical equipment.

BREIGHTON – SUPPLEMENTAL LANDSCAPING

13. Supplemental Landscaping Along Kingstowne Village Parkway. The Applicant shall plant forty (40) cryptomeria (or other, similar, fast-growing evergreen trees) every twenty (20) feet along the north side of Kingstowne Village Parkway, across from the Towne Center, said plantings shall be located between existing Buildings K and T (that is, along the area contiguous to Brighton) of the Towne Center. These trees shall be a minimum of eight (8) feet at the time of planting and shall be planted during the spring of 2008.

14. Brighton Neighborhood Landscaping. Representatives from the Applicant shall meet with representatives from the Brighton neighborhood, Kingstowne Residential Owner's Corporation ("KROC") and a representative from the Fairfax County Urban Forest Management

Division of the Department of Public Works and Environmental Services to tour the Brighton neighborhood. The Applicant shall implement up to a maximum of Twenty Thousand and No/100 Dollars (\$20,000) of additional, supplemental landscaping along appropriate areas of the Brighton neighborhood border to help create additional screening and buffering. Said plantings shall be installed during the spring of 2008 in locations as finally determined by the KROC Board of Trustees with the advisement of the Brighton neighborhood representatives and coordinated with and approved by KROC.

BUILDING HEIGHT

15. Market Analysis of Building Height. Recognizing the Brighton neighborhood's desire to minimize the visual and shadow impact of the four (4), proposed buildings on its neighborhood, the Applicant shall re-evaluate its target-market and likely corporate-tenancies for these buildings. The Applicant shall not construct any (or all) of these four (4) buildings to its maximum height if the Applicant's research does not support the need for or desirability of achieving the maximum height in order to secure the Applicant's target corporate and office tenants. The Applicant shall submit a copy of its research findings to the Lee District Supervisor and Planning Commissioner upon completion.

16. Height of the Two Office Buildings located closest to Kingstowne Village Parkway. As part of its market analysis (as required by Proffer #15), Applicant retains the option to reduce the height of the two buildings located closest to Kingstowne Village Parkway (Buildings M-1 and N-1). Should the Applicant determine, based on this market analysis, that its target corporate and retail tenants would lease and occupy these buildings with a lower height and a modestly reconfigured floor plan, the Applicant may reduce the height of either or both Building M-1 and/or N-1 by 12' each, down to a maximum height of 188'. Applicant may recapture any lost square footage associated with this height reduction by adjusting the building footprints shown on the Plan, and by including additional first floor retail and restaurant uses, so long as said adjustments remain in substantial conformance with the Plan (as determined by the Zoning Evaluation Division) and further provided that there be no reduction in the size of the "Pedestrian Plaza Area" shown to the east side of and contiguous to Building N-2.

17. Architectural & Design Review. The Applicant is required by its existing Kingstowne covenants to present final building elevations (said elevations shall be in general conformance to the rendering attached as Exhibit A, which shall be in lieu of the previously proffered architectural renderings) and architectural treatment, landscaping, screening and other exterior building details to the Kingstowne Commercial Owners Corporation Architectural Review Committee ("KCOC-ARC"). In its final design, architecture, treatment and proposed landscaping for each of these four (4), proposed buildings, the Applicant shall take into account the visual and potential shadow impact of each of these buildings on the Brighton neighborhood to the north and pursue the recommendations of the KCOC-ARC (as required by covenant) to foster an attractive, visually interesting project.

18. Plaza Design. The "Pedestrian Plaza Area" between buildings B-5, J-1 and J-2 (as reflected on Sheet 3 of 10 on the Plan) shall remain in substantial conformance to what has been constructed on the site in this area, as reflected on attached Exhibit B.

MISCELLANEOUS

19. 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") 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 and FDPA does not adversely affect the other phases. Previously approved zoning applications applicable to the balance of the Property that is not the subject of such PCA and FDPA shall otherwise remain in full force and effect.

20. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and his successors or 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.

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SIGNATURES APPEAR ON THE FOLLOWING PAGES.]

21. 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.

Kingstowne L.L.P., a Virginia limited partnership,
as to Tax Map Parcel Number: 91-2-((1)) 26K

By: Halle and Halle, Inc., a Maryland
corporation, its General Partner

By: Warren E. Halle
Name: Warren E. Halle
Title: President

By: [Signature]
Name: Jonathan B. Halle
Title: Secretary

Kingstowne Parcel O L.P., a Virginia limited
partnership, as to Tax Map Parcel Number: 91-2-
((1)) 32F

By: Halle and Halle, Inc., a Maryland
corporation, its General Partner

By: Warren E. Halle
Name: Warren E. Halle
Title: President

By: [Signature]
Name: Jonathan B. Halle
Title: Secretary

Kingstowne M&N LP, a Virginia limited
partnership, as to Tax Map Parcel Number: 91-2-
((1)) 36B

By: Halle and Halle, Inc., a Maryland
corporation, its General Partner

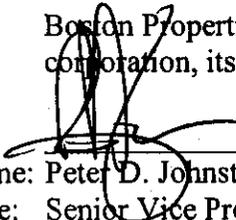
By: Warren E. Halle
Name: Warren E. Halle
Title: President

By: [Signature]
Name: Jonathan B. Halle
Title: Secretary

BP Kingstowne Office Building T LLC, a Delaware
limited liability company, as to Tax Map Parcel
Number: 91-2-((1)) 36C

By: Boston Properties Limited Partnership, a
Delaware limited partnership, its
Member/Manager

By: Boston Properties, Inc., a Delaware
corporation, its General Partner

By: 
Name: Peter D. Johnston
Title: Senior Vice President-Regional Manager

Kingstowne Towne Center L.P., a Virginia limited partnership, as to Tax Map Parcel Number: 91-2-((1)) 36G

By: Halle and Halle, Inc., a Maryland corporation, its General Partner

By: Warren E. Halle

Name: Warren E. Halle

Title: President

By: Jonathan B. Halle

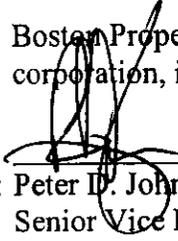
Name: Jonathan B. Halle

Title: Secretary

BP Kingstowne Office Building K LLC, a
Delaware limited liability company, as to Tax Map
Parcel Number: 91-2-((1)) 36H

By: Boston Properties Limited Partnership, a
Delaware limited partnership, its
Member/Manager

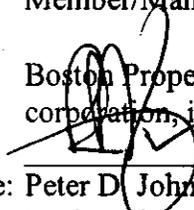
By: Boston Properties, Inc., a Delaware
corporation, its General Partner

By: 
Name: Peter D. Johnston
Title: Senior Vice President-Regional Manager

BP Kingstowne Theatre LLC, a Delaware limited liability company, as to Tax Map Parcel Number: 91-2-((1)) 36I

By: Boston Properties Limited Partnership, a Delaware limited partnership, its Member/Manager

By: Boston Properties, Inc., a Delaware corporation, its General Partner

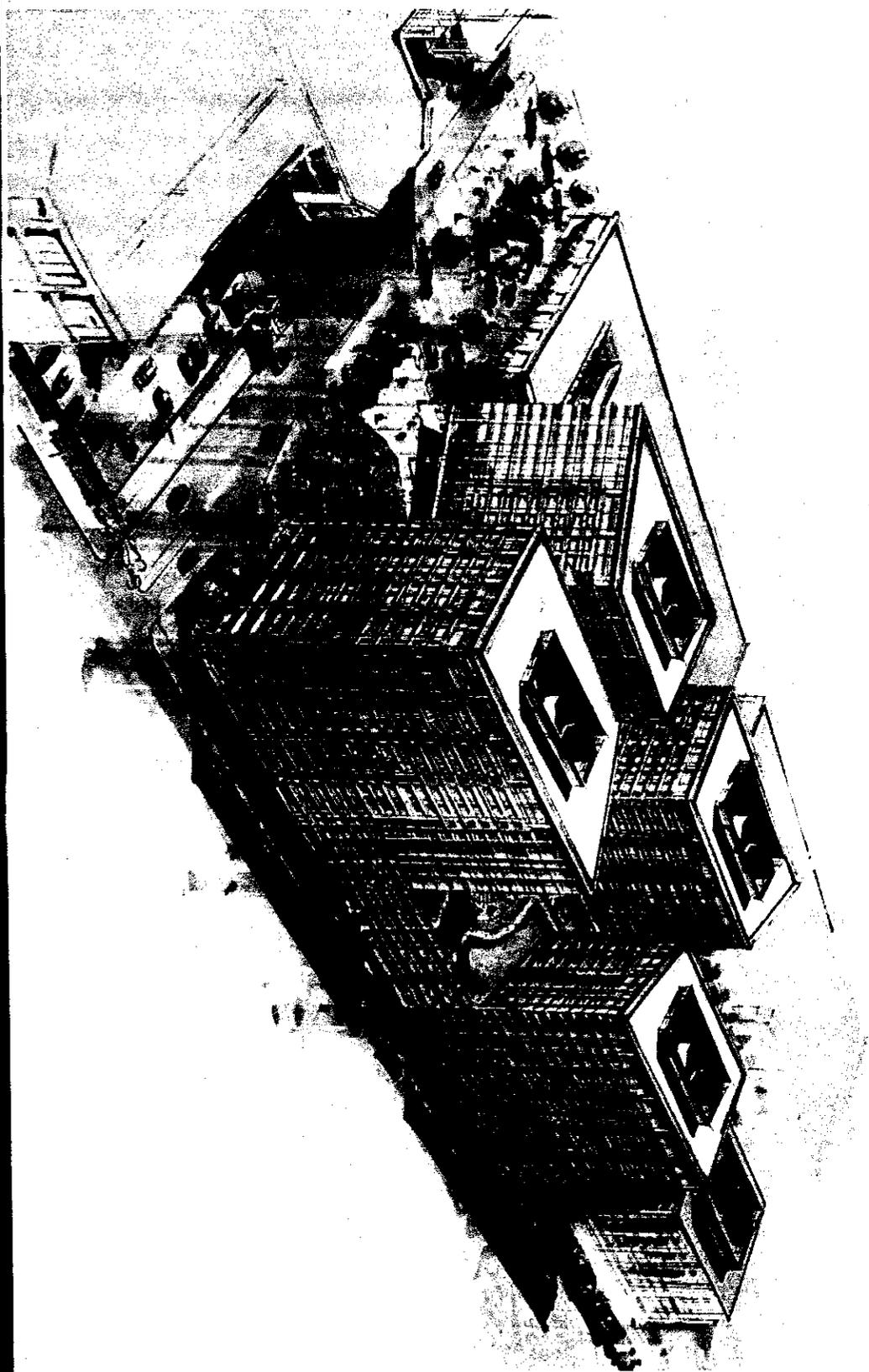
By: 
Name: Peter D. Johnston
Title: Senior Vice President-Regional Manager

ALL-STATE LEGAL

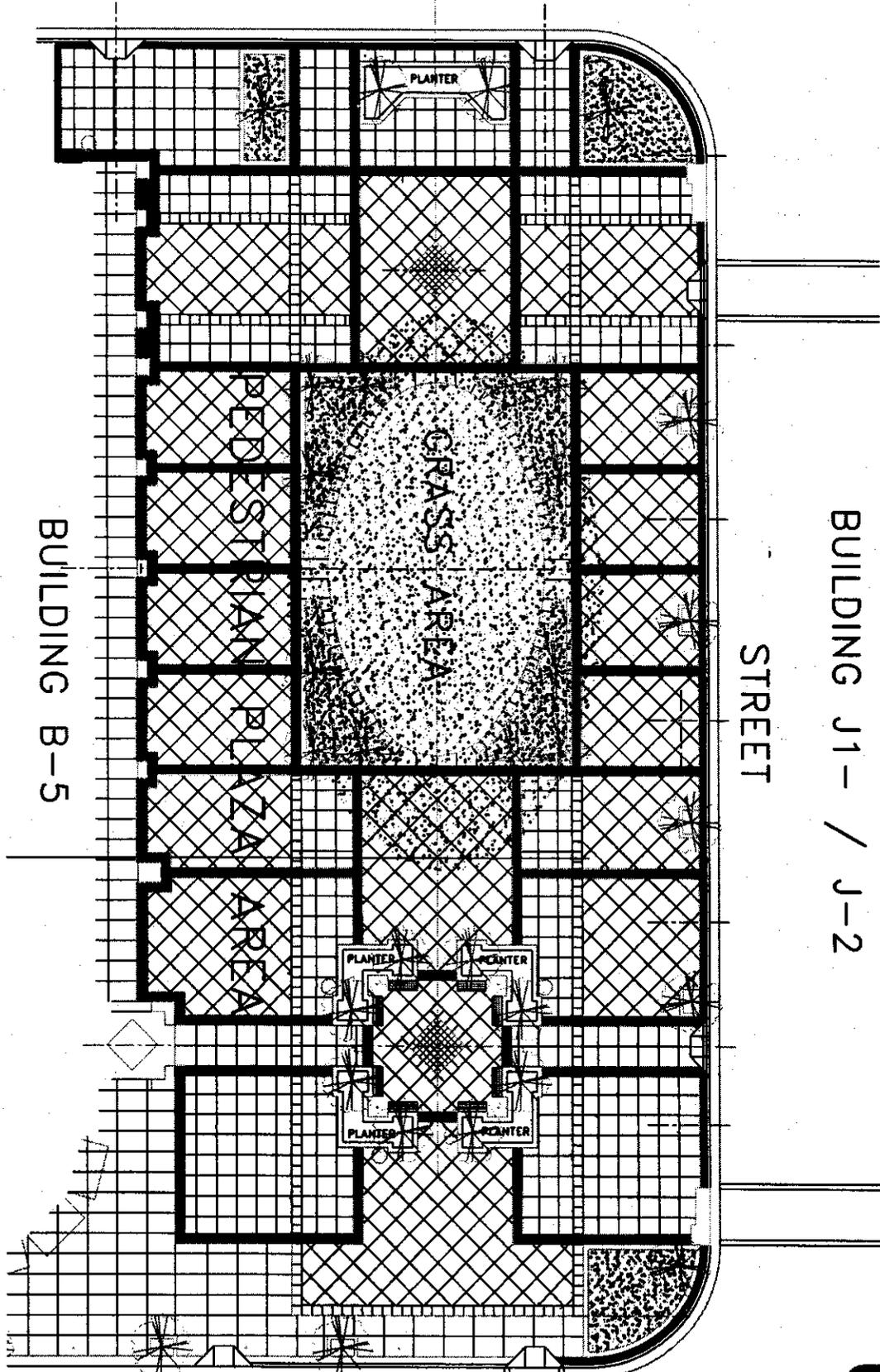
EXHIBIT

A

KINGSTOWNE TOWNE CENTER



BUILDING N2
STREET



BUILDING J1- / J-2

STREET

STREET

ALL-STATE LEGAL
EXHIBIT
B