

**General Dynamics Corporation
PCA 86-C-054-02
CDPA 86-C-054
FDPA 86-C-054-02-01**

**Proffer Statement
April 5, 2016
Revised June 16, 2016
Revised August 1, 2016
Revised August 22, 2016
Revised August 30, 2016**

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Sect. 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended) (the “Zoning Ordinance”), the property owner and applicant, for themselves and their successors and assigns (collectively, the “Applicant”), hereby proffer that the development of the parcel under consideration and shown on the Fairfax County Tax Map as 18-3 ((1)) 11B1 (the “Property”) shall be in accordance with the following conditions (“Proffers”) if, and only if, PCA 86-C-054-02, CDPA 86-C-054, and FDPA 86-C-054-02-01 (collectively, the “Application”) is granted. If approved, these Proffers supersede all previous proffers approved for the Property. In the event that this Application is denied, these Proffers shall be immediately null and void and of no further force or effect, and the Existing Proffers shall remain in effect.

GENERAL

1. Conceptual Development Plan Amendment/Final Development Plan Amendment. The Property shall be developed in substantial conformance with the Conceptual Development Plan Amendment/Final Development Plan Amendment for Reston Eastgate (collectively, the “CDPA/FDPA”) dated January 4, 2016, and revised through August 22, 2016 prepared by Urban, Ltd., and consisting of 61 sheets, as further described below.
2. CDPA Elements. Notwithstanding that the Conceptual Development Plan Amendment and the Final Development Plan Amendment are presented on the same sheets and collectively defined as the CDPA/FDPA in Proffer 1, it shall be understood that the CDPA consists of (i) the maximum square footage of permitted development on the Property; (ii) the general location and arrangement of the buildings on the Property as shown on the CDPA/FDPA; and (iii) the points of access to the Property and general pedestrian and vehicular circulation routes through the Property (collectively, the “CDPA Elements”). The CDPA elements do not include the architectural design elements of the proposed buildings. The Applicant reserves the right, as may be necessary or required, to request approval from the Planning Commission of a further FDPA pursuant to Section 16-402 of the Zoning Ordinance for elements other than the CDPA Elements related to all or a portion of the Property and the CDPA/FDPA, provided such FDPA is in substantial conformance with these Proffers.
3. Minor Modifications. Minor modifications to the Proposed Development may be permitted pursuant to Sections 16-402 and 18-204 of the Zoning Ordinance as determined by the

Zoning Administrator and when necessitated by sound engineering or as necessary as part of final site design or engineering.

4. Future Applications. Any portion of the Property may be the subject of a CDPA, FDPA, Proffered Condition Amendment (“PCA”), Rezoning, Special Exception (“SE”), Comprehensive Sign Plan, Special Permit (“SP”), Variance or other zoning action without the joinder and/or consent of the owner(s) of the other land area(s) comprising the Property. Previously approved proffered conditions or development conditions applicable to a particular portion of the Property that are not the subject of such an application shall remain in full force and effect.

PROPOSED DEVELOPMENT

5. Proposed Development. The Applicant may develop the Property in phases with up to a maximum 190,000 gross square feet of development, along with surface and structured parking and other accessory uses and structures (collectively, the “Proposed Development”), generally as shown on Sheets 8-9 of the CDPA/FDPA. The first phase of the Proposed Development may contain up to 160,000 gross square feet of development (“Phase I”), with the option to add up to 30,000 square feet of additional development in a second phase (“Phase II”) as more particularly shown on Sheet 12 of the CDPA/FDPA. Irrespective of the uses permitted under the Planned Development Commercial (“PDC”) provisions of the Zoning Ordinance, the permitted uses on the Property shall be restricted to the following:

A. Offices;

B. Conference facilities, provided that such facility shall be restricted for the exclusive use of employees and/or contractors of and visitors to the office building comprising the Proposed Development;

C. Accessory eating establishments and fast food restaurants, provided that such facility shall be restricted for the exclusive use of employees and/or contractors of and visitors to the office building comprising the Proposed Development;

D. Accessory health clubs, provided that such facility shall be restricted for the exclusive use of employees and/or contractors of and visitors to the office building comprising the Proposed Development;

E. Accessory child care center and any associated outdoor play area, provided that such facility shall be restricted for the exclusive use of children of employees and/or contractors of the office building comprising the Proposed Development;

F. Accessory financial institutions; and

G. Accessory uses and accessory service uses as permitted by Article 10.

6. Future Development Options. Prior to this Application, the Property was permitted to develop with up to 357,694 square feet of office and associated uses, while the Proposed Development shown on the CDPA/FDPA would permit no more than 190,000 square feet to be developed on the Property without first amending the CDPA/FDPA and these Proffers to reflect

the proposed location and configuration of any additional structures or uses. The Applicant reserves the right to pursue approval of one or more CDPA/FDPA/PCA by the Board of Supervisors and the Planning Commission, respectively, to increase the total allowable development on the Property beyond the Proposed Development shown on the CDPA/FDPA. The Applicant acknowledges that the County's review of any such application(s) will be based, among other things, on an analysis of the Comprehensive Plan recommendations in effect at the time of such application(s). Modifications to these Proffers (including required transportation improvements, stormwater management, etc.) also may be necessary to mitigate the impacts of any future development beyond the Proposed Development.

7. Maximum Building Height. The Proposed Development shall not exceed the maximum building height of one hundred and ten feet (110') as shown on Sheet 2 of the CDPA/FDPA. Building height shall be measured in accordance with the provisions of the Zoning Ordinance and shall be exclusive of those structures that are excluded from the maximum height regulations as set forth in Section 2-506 of the Zoning Ordinance. Notwithstanding the foregoing, however, nothing shall preclude the Applicant from constructing the Proposed Development to a lesser building height than that which is represented on the CDPA/FDPA.

8. Pedestrian Facilities. The Applicant may construct in phases a series of onsite pathways and sidewalks through and around the Property, generally as shown on Sheets 8-9 of the CDPA/FDPA, provided that the Applicant reserves the right, in consultation with the Urban Forest Management Division ("UFMD") of the Fairfax County Department of Public Works and Environmental Services ("DPWES") and prior to site plan approval for each development phase(s) when such facilities are to be constructed, to modify the location and dimensions of such facilities from that shown on the CDPA/FDPA as part of the Applicant's efforts to preserve existing trees and vegetation.

9. Parking Reduction. Subject to the Board of Supervisors' approval and concurrence with the DPWES determination, in recognition of the Applicant's unique requirements and expected occupancy of the Property and pursuant to Section 11-101(1) of the Zoning Ordinance, and except as set forth below, the Applicant shall provide parking for the Proposed Development in general accordance with the tabulations shown on Sheet 2 of the CDPA/FDPA, which represents an approximately 40% reduction for Phase I and a 49.5% reduction for Phase II in the required number of parking spaces the Applicant otherwise would be required to provide under Section 11-104 of the Zoning Ordinance. In particular, the Applicant shall provide parking on the Property in accordance with subsections A, B, and C.

A. Phase I and Phase II Parking. The Applicant shall provide a minimum of 250 parking spaces on the Property at all times to support the Proposed Development and up to 200 Fulltime Employees (hereinafter defined) except that the required parking may be temporarily reduced during construction of Phase II in accordance Section 11-101(1) of the Zoning Ordinance.

B. Supplementary Parking Requirements. In the event the number of fulltime employees and contractors permanently assigned to or working at the Property ("Fulltime Employees") exceeds 200 during the hours of peak parking demand, then the Applicant shall provide twenty (20) additional parking spaces for every twenty-five (25) or fraction thereof

additional Fulltime Employees above 200 (the “Supplementary Parking”), provided that the Applicant shall have no obligation to provide more than the minimum parking spaces required under the Zoning Ordinance for office uses based on the size of the building actually constructed on the Property. The number of Fulltime Employees shall be determined using employee surveys and/or the issuance of parking/access passes (or such other measure as DPWES and the Applicant may agree to use from time to time). As necessary, the location of the Supplementary Parking shall be shown on a FDPA, subject to approval by the Planning Commission, but without the need to amend the CDPA or these Proffers. The Applicant shall, concurrent with parking surveys/counts described below, submit to DPWES a tabulation of the total number of Fulltime Employees for that calendar year.

C. Parking Surveys. In an effort to validate the effectiveness of the reduced parking set forth in this Proffer 9, the Applicant shall, beginning with the first September following the issuance of the first tenant Non-Residential Use Permit (“Non-RUP”) for Phase I of the Proposed Development, and each September thereafter, conduct annual parking surveys (utilization study) to determine the peak parking demand (the "Parking Surveys") for the Property during the survey period. The Parking Surveys shall be conducted during peak parking periods (typically 10:00 am to 2:00 pm) Monday through Friday during a non-holiday week and outside the summer months (or at such other time as the Applicant and DPWES may agree) and shall document the average and peak percentage of parking spaces occupied over the course of the survey period. In the event two consecutive annual Parking Surveys demonstrate that the peak occupancy of the parking spaces established to serve the Property exceeds ninety percent (90%) during the survey period, then the Applicant shall increase the available parking on the Property by providing an additional twenty (20) or more surface or structured parking spaces or such greater amount as may be required by DPWES in consultation with the Applicant. Prior to installing any such spaces, the Applicant shall file and have approved by the County any required site plan revisions and/or building permits necessary to permit such installation, unless already approved as part of a site plan. In the event two (2) consecutive annual Parking Surveys demonstrate that the peak occupancy of the parking spaces established to serve the Property is below eighty-five percent (85%), then the Applicant shall only be required to conduct the Parking Surveys biennially to demonstrate continued compliance with the parking reduction granted with this Application, provided that the Director of DPWES may require the Applicant to conduct an additional parking utilization study at any time to verify compliance with this proffer. Such additional parking as may be required by this subsection is independent of any Supplementary Parking that may be required by subsection B above.

10. Architecture and Building Materials. The architectural design of the Proposed Development shall be in general conformance with the illustrative elevations shown on Sheets 34, 34A and 34B of the CDPA/FDPA. Building materials for the Proposed Development shall be selected from among the following: precast concrete or stone, metal, and/or glass, provided that final architectural details and accents may include other similar materials.

11. Rooftop Telecommunications Equipment and Mechanical Units. Telecommunications equipment, mechanical units, and all appurtenant facilities may be placed on the rooftop of the Proposed Development, shall comply with the applicable requirements of the Zoning Ordinance, and shall be visually screened and/or set back sufficiently from the perimeter of the roof so that

such equipment and facilities generally are not visible at street level when viewed at the property line of the Property.

12. Secure Campus. The Applicant reserves the right to develop the Property in accordance with the Interagency Security Committee Standards and/or the Unified Facilities Criteria established by the General Services Administration or Department of Defense, respectively. Adherence to these standards may include such things as the provision of a secure perimeter fence, guard house, car inspection facility and security gates, as generally shown on Sheets 8-9 of the CDPA/FDPA.

A. Security Fence. The design of the security fence shall be in general conformance with the illustrative designs shown on Sheet 34D of the CDPA/FDPA. Building materials for the portion of the security fence along the building's frontage, as shown on Sheet 34D, shall be selected from the following: masonry block, steel, stone, and/or painted metal, provided that final details and accents may include other materials. The Applicant reserves the right to use lesser materials for areas of the security fence that are not along the building's frontage. The final location of the security fence will be field located in conjunction with UFMD prior to site plan submission for the Proposed Development.

ENVIRONMENTAL

13. Stormwater Management Program. The Applicant shall provide the stormwater management ("SWM") and Best Management Practices ("BMP") measures as generally depicted on Sheets 17-25 of the CDPA/FDPA (the "SWM Facilities") sufficient to meet the requirements of the PFM and as set forth in this Proffer 13. The SWM Facilities may include, but are not limited to, the following: underground infiltration and/or detention vaults, urban bio-retention, bio-retention facility conservation and reforestation, compost amended managed turf/landscaped areas, downstream regional pond system, vegetated swales, Filterra, structural BMP devices and/or cisterns. The Applicant shall select and identify the specific SWM Facilities to be provided with the Proposed Development as part of the first site plan submission and shall provide as part of such site plan computations demonstrating conformance with applicable State and County SWM requirements, including 9VAC25-870, Fairfax County Code Chapter 124, and the PFM (Chapter 6).

A. Stormwater Monitoring Responsibilities. The Applicant may include in its SWM Facilities a level spreader as generally depicted on Sheet 20C of the CDPA/FDPA to disperse the release from the SWM vault, which controls runoff from the Proposed Development and subsequent improvements to Sunset Hills Road (as described in more detail in subparagraph 13(B) below). In the event the Applicant installs the level spreader as part of its SWM Facilities, then the Applicant shall, following issuance of the first Non-RUP for Phase I of the Proposed Development but prior to final bond release for Phase I, conduct periodic analyses (not less than once every three (3) months) of the effectiveness of the level spreader as a stormwater management tool and monitor for any signs of channelization or erosion on the Property and shall provide copies each analysis to the Stormwater Management Division of DPWES for review and comment. Should one or more such analyses indicate the presence of channelization or erosion resulting from the use of a level spreader, then the Applicant shall, following consultation with DPWES, modify the downstream condition from the level spreader (such as

installing rip rap armoring in the location of the erosion), to mitigate the channelization or erosion to the satisfaction of the Director of DPWES. Any such modifications or adjustments to the SWM Facilities or the Proposed Development may be completed without the need to amend the CDPA/FDPA or these Proffers, provided that the modifications are in substantial conformance with the CDPA/FDPA.

B. Accommodation of Storm Runoff From Sunset Hills Road Widening. In anticipation of the eventual widening of Sunset Hills Road to a four-lane undivided section across the Property's frontage (as shown on Sheets 20A – 20B of the CDPA/FDPA), the Applicant shall construct the SWM Facilities to sufficient capacity to accommodate, in addition to the storm runoff from the Proposed Development, storm runoff from a fully-improved Sunset Hills Road between the Washington and Old Dominion ("W&OD") Trail and Hunter Mill Road (the "Sunset Hills Road SWM Facilities"). As part of site plan approval for the Proposed Development, the Applicant shall (as necessary or appropriate) provide computations or other evidence satisfactory to the Virginia Department of Transportation ("VDOT") and the Director of DPWES demonstrating the effectiveness of the Sunset Hills Road SWM Facilities.

14. Stormwater Maintenance Responsibilities. Prior to site plan approval for the Proposed Development, the Applicant shall execute an agreement with Fairfax County (the "County") in a form satisfactory to the County Attorney (the "SWM Agreement") providing for the perpetual maintenance of all of the SWM Facilities, including the Sunset Hills Road SWM Facilities, as applicable. The SWM Agreement shall require the Applicant (and its successors/assigns) to contract with one or more maintenance/management companies to perform regular routine maintenance of the SWM Facilities (and, as necessary, the Sunset Hills Road SWM Facilities) and to provide a maintenance report annually to the Fairfax County Site Development and Inspections Division of DPWES. The SWM Agreement also shall provide, as applicable, easements for County inspection and emergency maintenance of the SWM Facilities (and, as necessary, the Sunset Hills Road SWM Facilities) to ensure that the facilities are maintained by the Applicant in good working order.

15. Landscaping. The Applicant shall implement the landscape design for the Proposed Development shown on Sheets 29-30 of the CDPA/FDPA (the "Conceptual Landscape Plan"), which illustrate the plantings and other features to be provided with the Proposed Development. The Conceptual Landscape Plan is conceptual in nature, and the tree species and planting locations may be modified by the Applicant as part of final engineering and building design, provided such modifications provide a similar quality and quantity of landscape plantings and materials as shown on the Conceptual Landscape Plan. The Applicant shall install the landscaping in phases based on the Applicant's order of construction and staging requirements, provided that the Applicant may, due to weather or other conditions and with the concurrence of UFMD, defer installation of all or portions of the required landscaping to the next available planting season so as to provide a better chance for its long term survival.

A. Native/Acclimated and Regionally Appropriate Species. The Applicant shall use native or acclimated, regionally appropriate species that are considered non-invasive as determined by the Virginia Department of Conservation and Recreation Native Plant Finder for plantings and landscaping materials throughout the Proposed Development, provided that the Applicant reserves the

right, in consultation with and approval by UFMD, to modify as part of site plan approval the exact species to be used, such as where some plant materials are not available or have been deemed by UFMD to no longer be appropriate.

- B. Site Plan(s). As part of site plan approval for the Proposed Development, the Applicant shall submit to UFMD for review and approval a detailed landscape and tree cover plan (the “Landscape Plan”), which shall include, among other things:
- i. Design details for typical planting areas above structures and along streets, as appropriate;
 - ii. Composition of the planting materials and/or structural soils used for street trees or where plantings are to be located within or on top of structures and other methods to be used to ensure the viability of the proposed plantings; and
 - iii. Information demonstrating that the Landscape Plans are consistent with and are part of the implementation of the SWM Facilities defined above.
- C. Planting Quality. The Landscape Plan shall be consistent with the quality and quantity of plantings and materials shown on the Conceptual Landscape Plan, as may be modified by the Applicant as described above, and may include the use of additional shade trees and other plant materials as determined by the Applicant. The Applicant may adjust the type and location of vegetation and the design of the open spaces, courtyard areas and other improvements and plantings as approved by the Zoning Administrator and UFMD, provided such adjustments otherwise are in substantial conformance with the CDPA/FDPA. Nothing herein shall prevent the Applicant from installing more landscaping on the Property than is shown on the CDPA/FDPA.
- D. Pre-Installation Meeting. Prior to the installation of plants to meet the requirements of the approved Landscape Plan and these Proffers, the Applicant shall coordinate a pre-installation meeting on site with the landscape contractor and a representative of UFMD to review the landscape requirements of the approved Landscape Plan. Any proposed changes to the location of planting, size of trees/shrubs, and any proposed plant substitutions of species specified on the approved Landscape Plan shall be reviewed at this time and must be approved by UFMD prior to planting. The Applicant shall provide notice to UFMD not less than 72 hours prior to the Applicant’s implementation of the tree planting.
- E. Fire Marshal and Sight Distance Coordination. If it is determined during site plan review that elements of the streetscape improvements, plantings, tree preservation areas, and/or open space designs conflict with comments from either the Fire Marshal, the Fairfax County Department of Transportation (“FCDOT”) or VDOT (related to sight distance), the Applicant may relocate, remove, or modify such conflicting elements in response to such comments without the need for a PCA,

CDPA, or FDPA, provided any such modifications: (i) are made in consultation with, and subject to the approval of the Zoning Administrator, (ii) with the intent to provide the streetscape improvements, plantings, tree preservation areas, and open space designs shown on the CDPA/FDPA to the extent possible given the Fire Marshal's and/or FCDOT/VDOT's comments, and (iii) the overall tree canopy shown on the CDPA/FDPA is not reduced.

- i. Fire Lane Relocation. In the event the Applicant elects to expand the building north towards Sunset Hills Road under Phase II of the Proposed Development, as shown on Sheet 12 of the CDPA/FDPA, the Applicant shall be permitted to relocate the displaced fire lane in consultation with DPWES and without the need for a PCA, CDPA, or FDPA.

16. Limits of Clearing and Grading. Except as set forth in this Proffer 16 and Proffer 17 below, the Applicant shall strictly adhere to the primary and secondary Limits of Clearing and Grading ("LOC") as shown on Sheet 10-11 of the CDPA/FDPA. However, minor adjustment of the LOC may be made as part of final design and engineering to accommodate the location of and maintenance for the proposed internal pathways, security fence and proposed utilities, as permitted pursuant to Section 18-204 of the Zoning Ordinance and approved by UFMD and DPWES. If such adjustments are needed for the proposed utilities, the utilities shall be located in the least disruptive manner possible as determined by UFMD. The Applicant shall develop and implement a replanting plan, subject to UFMD approval, for any areas outside the primary limits of clearing and grading that must be disturbed to accommodate utilities.

17. Forest Management Plan. In recognition of the Applicant's intent to incorporate a significant portion of the Property's existing tree cover and vegetation as an amenity of the Proposed Development, the Applicant shall develop, prior to site plan approval for the Proposed Development and in consultation with the UFMD of DPWES, a forest management plan (the "Forest Management Plan" or "FMP") to govern the means and methods by which the Applicant may preserve, modify and use the areas located within the LOC (as defined in Proffer 16 and identified on the CDPA/FDPA). The Forest Management Plan shall, among other things, establish designated (i) "Tree Save Area(s)" on the Property that generally are to remain in their forested condition and not be disturbed during construction of the Proposed Development (the "Tree Preservation Plan"), along with (ii) "Amenity Areas" where the Applicant will or expects to (a) remove trees that are dead, dying or diseased and/or unlikely to survive, as determined in coordination with UFMD, and/or (b) remove trees and/or conduct grading activities in order to install elements such as walking trails, fencing, lighting, supplemental landscaping, exercise stations, gazebos, picnic tables and benches, fire pits, passive recreation areas, elevated pedestrian pathways or bridges, or other similar facilities (collectively, the "Site Amenities"). The Applicant, however, reserves the right, in consultation with the UFMD of DPWES, to adjust the boundaries of the Tree Save Areas and the Amenity Areas without need to amend the CDPA/FDPA or these Proffers, provided it is in substantial conformance with the CDPA/FDPA.

A. Implementation of Tree Save Areas and Amenity Areas.

- i. Tree Preservation/Pre-construction Meeting: Prior to the commencement of grading work on the Property, the Applicant shall retain the services of a certified arborist or

registered consulting arborist (also known as the “Project Arborist”) and conduct a pre-construction meeting with an UFMD representative to review the LOC, the Tree Preservation Plan and the Site Amenities to be installed by the Applicant as part of the initial construction of the Proposed Development. Prior to such pre-construction meeting, the Applicant shall flag or cause to have flagged the LOC for the Proposed Development and the designated Tree Save Area with a continuous line of flagging representing the approved limits of clearing and grading for areas to be disturbed and the Tree Save Area(s) areas that are to remain in their forested condition; accordingly, the Amenity Areas will be the areas between the LOC and the Tree Save Area(s). The Applicant shall adhere to any adjustments in the LOC approved with UFMD as part of such pre-construction meeting.

ii. Root Pruning. The Applicant shall root prune as needed to comply with the Tree Preservation Plan and to install the Site Amenities in the Amenity Area(s). All tree preservation measures for the Tree Save Areas shall be clearly identified, labeled, and detailed on the erosion and sediment control plan sheets and Tree Preservation Plan.

iii. Site Monitoring. The Project Arborist shall be present on site and monitor clearing, root pruning, tree protection fence installation, and any other work conducted within or adjacent to the boundaries of Tree Save Area(s) during implementation of the Phase 1 erosion and sediment control plan approved with the site plan for the Proposed Development. In addition, the Project Arborist shall be present to monitor tree preservation measures throughout construction of the Proposed Development and the installation of Site Amenities to ensure tree protection is maintained and activities are conducted as identified in the Tree Preservation Plan as approved by UFMD.

iv. On-Site Invasive Species Management Plan. At the time of the first site plan submission for the Proposed Development, the Applicant shall provide to UFMD for review and approval an invasive species management plan for the Amenity Area west of the building, to include the following information:

- (1) Identify targeted species to be suppressed or managed;
- (2) Identify targeted area of invasive management or suppression;
- (3) Method of management or suppression;
- (4) Timing of treatments; and
- (5) Duration of invasive management program.

v. Installation of Site Amenities in Site Amenity Areas. The Applicant reserves the right to remove existing trees and other vegetation and to conduct grading activities within Amenity Area(s) to permit installation, modification and replacement of Site Amenities that the Applicant may, from time to time, deem necessary or appropriate to serve the Proposed Development, provided, however, that any such activities shall be conducted in accordance with the following limitations and conditions:

(1) The Site Amenity(ies) shall be designed and implemented with input from the Project Arborist to minimize impacts to trees to be retained and enhance the potential for trees to contribute to and enhance the user's experience of the features;

(2) Not less than seventy-five (75) percent tree canopy shall be maintained within the Amenity Area west of the building;

(3) Grading shall be minimized to the extent possible to avoid impacts to trees that are to be retained;

(4) The Site Amenity(ies) shall not be attached to trees to be preserved or retained;

(5) Supplemental plantings within the Amenity Area(s) shall be limited to native or acclimated, regionally appropriate species of trees, shrubs and ground covers, exclusive of turf; and

(6) Trees with crowns overhanging one or more Site Amenity(ies) shall be pruned and/or reinforced to reduce the risk of injury due to dead limbs and structural defects.

18. Transformer Locations. As part of site plan approval for the Proposed Development, the Applicant shall identify on such site plan the location of transformers and/or switchgear to serve the Property. The Applicant reserves the right to expand the LOC and/or shift any landscaping and site features to accommodate the transformers and/or switchgear, provided that such an expansion and/or shift does not result in a reduction in the total amount of open space for the Property. The final location and installation of such transformers and/or switchgear shall not require approval of a PCA, CDPA or FDPA, provided the location shown is in substantial conformance with the CDPA/FDPA.

19. Utility Locations. Utilities, including, but not limited to, water, electric, gas, cable, telephone, telecommunication, sanitary sewer and storm sewer lines, as applicable, shall be installed within the street network to the maximum extent feasible, as determined by DPWES, or shall be placed in locations that do not conflict with the plantings, tree preservation areas, and open space areas shown on the CDPA/FDPA and Landscape Plan. If there is no other option, as determined by the Applicant, the utilities may be placed within the plantings, tree preservation areas, and open space areas, provided that the long-term health of trees and other plantings within such areas is ensured by the provision of sufficient soil volume, as verified by UFMD. The Applicant reserves the right to shift proposed landscaping to avoid proposed utility easements. The Applicant shall be permitted to relocate, remove, or modify the plantings, tree preservation areas, and/or open space areas to avoid conflicts with utilities without the need for a PCA, CDPA, or FDPA, provided: (i) any such modifications are made with the intent to provide the plantings, tree preservation areas, and open space areas shown on the CDPA/FDPA to the extent possible given the utility needs, and (ii) the overall tree canopy shown on the CDPA/FDPA is not reduced.

ARCHEOLOGY

20. Phase III Recovery. The Applicant has completed a Phase II Archeological Evaluation of the Property (Site #44FX1569) to evaluate/update previous investigations of the Property. Based on the results of that evaluation, the Applicant agrees, in consultation with the Cultural Resources Division of the Fairfax County Park Authority (“FCPA”), to retain the services of a third-party historical or cultural resources firm and conduct a Phase III data recovery excavation and processing of artifacts recovered from the Property, along with interpretation and additional analyses of such artifacts (the “Phase III Recovery”). Field work for the Phase III Recovery shall be completed prior to the commencement of grading or land disturbance within the identified boundaries of Site #44FX1569, but not later than April 1, 2017, unless deferred by the Applicant in consultation with FCPA. The final scope of the Phase III Recovery shall be determined in consultation with FCPA and may include, as appropriate, the placement of a historical marker or interpretative feature installed on the Gateway Parcel (as defined in Proffer 37 below) at the intersection of Sunset Hills Road and the W&OD Trail to commemorate the location and significance of artifacts recovered from the Property, as appropriate. The Applicant’s cost to complete the Phase III Recovery, including any commemorative feature or marker, shall not exceed \$375,000, with any additional costs to be borne by the FCPA based on the final scope of work agreed to by the Applicant and FCPA. Any artifacts recovered from the Property shall be conveyed to and become the property of FCPA or the County in accordance with procedures and standards established by FCPA.

GREEN BUILDING CERTIFICATION

21. LEED Silver. The Applicant shall seek LEED Silver certification under the U.S. Green Building Council’s (“USGBC”) Leadership in Energy and Environmental Design (LEED) certification (or other comparable rating system as agreed upon by the Applicant and the Environmental Review Branch (“EDRB”) of the Department of Planning and Zoning (“DPZ”)) for the office building constructed on the Property. If the Applicant elects the LEED certification process, then certification shall be under LEED Version 3 or higher for New Construction (LEED-NC) or Core and Shell (LEED-CS).

A. Project Checklist. The Applicant will include, as part of the site plan submission and building plan submission, a list of specific credits that the Applicant anticipates attaining for the Proposed Development under the applicable LEED rating system. A LEED-accredited professional (“LEED-AP”) who is also a professional engineer or licensed architect will provide certification statements at both the time of site plan review and the time of building plan review for the building(s) for which certification is sought confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED Silver certification of the project.

B. County Team Member. The Applicant will designate the Chief of the EDRB as a team member in the USGBC’s LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, as applicable, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

C. Design-Related Credit Review. Prior to building plan approval, the Applicant will submit documentation to the EDRB regarding the USGBC's preliminary review of design-oriented credits in the LEED program (as applicable or available, depending on the form of LEED pursued) for the building(s) for which certification is sought. This documentation will demonstrate that such building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED Silver certification.

D. Green Building Escrow. If the Applicant is unable, prior to building plan approval, to provide documentation of the USGBC's preliminary review of the design-oriented credits demonstrating that such building for which certification is sought is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to support the attainment of LEED Silver certification, the Applicant will, prior to building plan approval for such building(s), post a "Green Building Escrow" in the form of cash or a letter of credit from a financial institution authorized to do business in the Commonwealth of Virginia in the amount of \$2 per gross square foot for such office building. This escrow will be in addition to, and separate from, other bond requirements and will be released upon demonstration of attainment of LEED Silver certification, or a higher level of certification, by the USGBC under the applicable version of the LEED rating system. The provision to the EDRB of documentation from the USGBC that such building has attained LEED Silver certification will be sufficient to satisfy this commitment.

E. Release of Green Building Escrow. The Green Building Escrow for building, as applicable, shall be released in accordance with the following:

i. If the Applicant is able, subsequent to building plan approval, to provide documentation of the USGBC's preliminary review of the design-oriented credits demonstrating that the building subject to such building plan approval is anticipated to attain a sufficient number of design-oriented credits that, along with the anticipated construction-related credits, will be sufficient to support the attainment of LEED Silver certification, the County shall release the entirety of the Green Building Escrow for such building(s) to the Applicant. Prior to the release of the bond for such building(s), the Applicant shall provide documentation to the EDRB demonstrating the status of attainment of LEED certification from the USGBC for the building.

ii. At the time the Applicant provides to the EDRB documentation from the USGBC demonstrating that LEED Silver certification has been attained, the entirety of the Green Building Escrow for such building(s) shall be released to the Applicant.

iii. If prior to final bond release for the Proposed Development, the Applicant provides to the EDRB documentation demonstrating that LEED Silver certification for the building has not been attained but that the building has been determined by the USGBC to fall within three (3) points of attainment of LEED certification, fifty percent (50%) of the Green Building Escrow will be released to the Applicant; the other fifty percent (50%) will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

iv. If prior to final bond release for the Proposed Development, the Applicant fails to provide documentation to the EDRB demonstrating attainment of LEED Silver certification or demonstrating that the building has fallen short of LEED Silver certification by three (3) points or more, the entirety of the escrow for that building will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

F. Extension of Time. If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of the EDRB, that USGBC completion of the review of the LEED Silver certification application has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the time frame may be extended as determined appropriate by the Zoning Administrator, and no release of escrowed funds shall be made to the Applicant or to the County during the extension.

SITE DESIGN

22. Lighting. All on-site outdoor and parking garage lighting provided with the Proposed Development shall comply with the Outdoor Lighting Standards of Section 14-900 of the Zoning Ordinance. All proposed parking lot and building mounted security lighting shall utilize full cut-off fixtures. When measured outside the building, interior lighting of the building shall not exceed the Outdoor Lighting Standards of Part 9 of Article 14 of the Zoning Ordinance.

23. Signage. All signage established on the Property shall comply with the requirements of Article 12 of the Zoning Ordinance, except that the Applicant reserves the right to request approval by the Planning Commission of a comprehensive sign plan in accordance with Section 12-210 of the Zoning Ordinance.

24. Generators, Dumpsters, Cooling Towers. The locations and numbers of generators and associated fuel storage and cooling towers shown on the CDPA/FDPA are preliminary and may vary or change (location, size and quantity) as a result of final engineering, architectural design and final user/occupant requirements, provided the amount of impervious surface is not increased and the amount of open space is not decreased. Exterior dumpsters and generators shall be visually screened using landscaping, enclosures or similar treatments, as determined by the Applicant.

TRANSPORTATION IMPROVEMENTS

25. Sunset Hills Road. Subject to FCDOT and VDOT approval, the Applicant shall construct within the existing, dedicated public right-of-way the improvements shown on the CDPA/FDPA (the "Sunset Hills Road Improvements") and open them to traffic (but not necessarily have them accepted by VDOT for maintenance) no later than the issuance of the first Non-RUP for the Proposed Development. The Sunset Hills Road Improvements will result in one through travel lane in each direction plus turn lanes into the Property. In the event VDOT and/or FCDOT approves a different roadway or pedestrian facility configuration than that shown on the CDPA/FDPA, then the Applicant may be permitted to construct such alternate designs without approval of a CDPA/FDPA or PCA. Any additional right-of-way needed to accommodate the Sunset Hills Road Improvements shall be dedicated at no cost and conveyance, in fee simple, to

the Board of Supervisors at the time of site plan approval for the Proposed Development. Any such additional right-of-way shall only be required to the extent necessary to accommodate the Sunset Hills Road Improvements.

26. Escrow in Lieu of Frontage Improvements. In recognition of the Applicant's commitment to construct the Sunset Hills Road Improvements outlined in Proffer 25 above, the Applicant may request from DPWES and FCDOT a waiver of any remaining improvements along the Property's frontage on Sunset Hills Road. Should the waiver be approved, the Applicant shall, in lieu of such construction and prior to site plan approval for the Proposed Development, escrow funds in the amount of \$1,500,000 with the County for future improvements to Sunset Hills Road or for other road improvements in the vicinity of the Property, as determined by the Board of Supervisors. The Applicant will cooperate with FCDOT, VDOT and the Hunter Mill District Supervisor's Office on the future alignment of Sunset Hills Road and completion by others of the associated improvements along the Property's frontage.

27. Sunset Hills Road Traffic Signal. Subject to the acquisition of all necessary off-site right-of-way and/or temporary/permanent easements, the Applicant shall design and install a traffic signal, if warranted and approved by FCDOT and VDOT, at the intersection of Business Center Drive and Sunset Hills Road. The Applicant agrees to dedicate to VDOT, if necessary, additional easements within the Property to accommodate the signal pole and equipment, as well as to work in good faith with FCDOT and VDOT to acquire, at no additional cost to the Applicant, any off-site right-of-way or easements necessary to accommodate the traffic signal. The Applicant shall be entitled to receive from FCDOT and/or VDOT, prior to the commencement of construction for installation of the traffic signal, all funds previously collected by the County from other developments and/or reserved by the County for the installation of a traffic signal at this location. The traffic signal shall be installed prior to issuance of the first Non-RUP for the Proposed Development, provided that the timing for completion of the traffic signal may be deferred by the Applicant, with concurrence of the Zoning Administrator. In the event installation of the signal is delayed due to the inability to acquire off-site right-of-way or easements, such that the signal will not be installed prior to final bond release for the Proposed Development, then the Applicant shall be relieved of the obligation to install the signal and, instead, shall assign to the County and/or VDOT all plans and permits obtained by the Applicant in furtherance of the traffic signal installation and shall contribute up to \$275,000 to the County, less all hard and soft costs expended to date by the Applicant in pursuit of the signal (as evidenced by receipts provided to FCDOT), for use by the County to install the signal.

MULTIMODAL IMPROVEMENTS

28. Bus Shelter. The Applicant shall construct a concrete pad and walkway to connect pedestrians from the proposed multipurpose trail to the existing bus shelter located along the Property's frontage on Sunset Hills Road (the "Bus Shelter"). The Applicant also shall, if requested by FCDOT prior to site plan approval, relocate the Bus Shelter to another location along the Property's frontage. The final location and timing of placement of the Bus Shelter shall be determined in consultation with FCDOT at site plan.

29. Bicycle Parking. The Applicant shall install bicycle racks, bike lockers, and/or bike storage areas in the Proposed Development that provide a total of at least ten (10) bicycle

parking spaces (“Bicycle Parking”). Locations for the Bicycle Parking shall be provided generally as shown on Sheet 32. The final design, location and amount of Bicycle Parking shall be determined at site plan in consultation with FCDOT. The Applicant shall install the Bicycle Parking prior to the issuance of the first Non-RUP for the portion of the building in which such facilities are to be provided.

30. Electric Vehicle Charging Facilities. Prior to issuance of the first Non-RUP, the Applicant shall provide a minimum of one (1) recharging station that serves two (2) parking spaces for electric cars within the parking garage on the Property. The Applicant also shall provide space and infrastructure to accommodate additional electric vehicle-ready parking spaces in the parking garage on the Property. “Electric vehicle-ready” means the provision of space, conduit banks, conduits, and access points allowing for the easy installation of vehicle charging stations in the future, and does not include the installation of transformers, switches, wiring, or charging stations.

31. Pedestrian Connection to Sunset Hills Road. Subject to FCDOT and/or VDOT approval, the Applicant shall construct a pedestrian connection from the Proposed Development to the sidewalk/trail to be located on Sunset Hills Road, generally as shown on Sheet 8 of the CDPA/FDPA, provided that such connection shall be considered part of the Applicant’s secured campus and subject to the same security requirements and standards as the balance of the Property, thereby permitting the Applicant to use electronic or other means to restrict access to employees and authorized visitors of the Proposed Development.

32. Pedestrian Connection to the Washington & Old Dominion Trail. The Applicant shall request from the Northern Virginia Regional Park Authority (“NVRPA”) permission to connect and, if approved, construct the 10-foot multipurpose trail fronting the Property along Sunset Hills Road (the “Multipurpose Trail”) to the Washington and Old Dominion trail (“W&OD”) at an angle linking the existing sidewalk along Sunset Hills Road west of the Property to provide pedestrians a direct connection between these facilities. In the event NVRPA does not grant permission for a direct connection, the Applicant shall coordinate with FCDOT, DPWES and NVRPA to determine an alignment that is acceptable to these reviewing agencies and construct the agreed-upon alignment. The configuration of the Multipurpose Trail shall be determined prior to site plan approval and shall be constructed prior to the issuance of a Non-RUP for the Proposed Development.

TRANSPORTATION DEMAND MANAGEMENT

33. TDM Goal, Performance and Monitoring. The Applicant shall implement a Transportation Demand Management (“TDM”) program that reduces the AM and PM peak hour trips associated with the Proposed Developed by a minimum of twenty-five percent (25%) (the “TDM Goal”) from the total number of vehicle trips that would be expected from a fully-leased, commercial office building as estimated by ITE’s *Trip Generation Manual*, 9th Edition based on gross floor area (the “Baseline Trips”). The Applicant agrees to periodically monitor its conformance with the TDM Goal and to implement additional TDM measures as may be required to accomplish the stated objective.

A. TDM Monitoring Plan. Between September and December beginning with the first calendar year following the issuance of the first Non-RUP for each of Phase I and Phase II of the Proposed Development and then again every three (3) years thereafter (as limited by this paragraph), the Applicant shall evaluate the total number of vehicle trips to and from the site using surveys and/or traffic counts prepared by the Applicant and as reviewed by FCDOT (the “TDM Monitoring Plan”). Neither the Applicant’s employees/tenants nor adjacent property owners shall be notified of the date and time of the surveys and/or traffic counts. All costs, such as the employment of a traffic consultant, associated with undertaking the traffic study shall be funded by the Applicant. The Applicant shall use the results of the surveys and/or traffic counts to determine if the TDM Goal has been met and shall submit this information in a Report to FCDOT for review and approval no later than March 1st of the year it is due. The Applicant thereafter shall repeat the surveys/traffic counts triennially until such time as two consecutive triennial traffic counts following completion of Phase I and, as applicable, Phase II of the Proposed Development show that the trip reduction objective has been met, after which the Applicant shall provide supplemental surveys as may be requested by FCDOT, but not more often than once every five (5) years. Nothing herein shall preclude the Applicant, in consultation with and as approved by FCDOT, from modifying the TDM Monitoring Plan based on the results of one or more surveys and/or traffic counts, or tolling the surveys and counts, of which all such modifications can be implemented without the requirement for approval of a PCA by the Board of Supervisors.

34. Alternative TDM Plan. In the event that (i) a traffic count or survey performed in accordance with Proffer 33(A) above shows the TDM Goal has not been met or (ii) a survey or tabulation performed in accordance with Proffer 9(B) above shows the number of Fulltime Employees exceeds 250, the Applicant will implement the following (the “Alternative TDM Plan”):

A. No later than ninety (90) days after the Applicant is notified that a traffic count or survey evidenced a failure to meet the TDM Goal, 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 outlined below. The PM duties may be a part of other duties assigned to the individual(s). The Applicant shall notify FCDOT within ten (10) days of the designation and thereafter shall do the same within ten (10) days of any change in such appointment.

B. The following is a list of potential TDM strategies that may be implemented under the Alternative TDM Plan:

i. Requirement that the Applicant disseminate information about transit services available to the Property, including Metro/Fairfax Connector maps, schedules and forms, as well as ride-sharing and other relevant transit options, to employees, and on-site independent contractors;

ii. Membership in Reston LINK or the Dulles Area Transportation Association (DATA), a recognized public-private transportation management association;

iii. SmarTrip cards and/or other fare media shall be provided to new employees at the time of initial hire in the amount of \$50;

iv. Preferential parking spaces for carpools/vanpools and electric/hybrid vehicles shall be provided throughout the Property; and/or

v. Amenities for bicyclists and walkers including conveniently located bike racks, showers and lockers.

C. Following implementation of the Alternative TDM Plan, the Applicant shall repeat the surveys/traffic counts triennially until such time as two consecutive triennial traffic counts following completion of Phase I and, as applicable, Phase II of the Proposed Development show that the trip reduction objective has been met, after which the Applicant shall provide supplemental surveys as may be requested by FCDOT, but not more often than once every five (5) years.

RESTON COMMUNITY

35. Reston Planning and Zoning Committee and Equestrian Park. Copies of the Landscape Plan for the Property shall be submitted to the Reston Planning & Zoning Committee (“P&Z”) and Equestrian Park Homeowners’ Association for review and comment prior to site plan approval by DPWES.

36. P&Z Architectural Review and Comment. Prior to the submission of building permit application(s) to the County for the Proposed Development, the Applicant shall submit architectural elevations for Phase I of the office building to the P&Z for review and comment. A copy of the submission also shall be provided to the Hunter Mill District Supervisor and the Zoning Evaluation Division of DPZ.

37. Gateway Parcel. Prior to site plan approval for the Proposed Development, the Applicant shall dedicate to the Board of Supervisors approximately .22 acres of land at the northwest corner of the Proposed Development, as more particularly shown on Sheet 7 of the CDPA/FDPA, to be used by Fairfax County or the FCPA for a publicly-accessible pocket park, wayside, public art installation or other amenity provided by others that will serve as a gateway into the Wiehle-Reston East TSA west of the Property (the “Gateway Parcel”). The Applicant shall have no obligation to construct any uses or facilities within the dedicated area, aside from portions of the 10-foot multipurpose asphalt trail, as shown on the Sheet 9 of the CDPA/FDPA, that fall within the dedicated area.

FIRE SAFETY

38. Traffic Signal Preemption Equipment. Prior to site plan approval, the Applicant shall contribute \$20,000 to the Capital Project titled Traffic Light Signals – FRD Proffers in Fund 300-C30070, Public Safety Construction for use in the installation of emergency vehicle preemption equipment on traffic signals within the Hunter Mill District as determined by the Fire and Rescue Department. The Applicant shall have no responsibility for installation or maintenance of the preemptive signal devices.

MISCELLANEOUS

39. Advanced Density Credit. Advanced density credit is reserved consistent with the provisions of the Fairfax County Zoning Ordinance, for all eligible dedications described herein or as may be required by Fairfax County or VDOT pursuant to the PFM, at the time of the site plan approval for the Property.

40. Inflationary Adjustment of Contributed Funds. Any funds contributed for transportation improvements shall escalate on a yearly basis from the base year of 2016 and change effective each January 1 thereafter until tender of payment, based on changes in the Consumer Price Index for all urban consumers (not seasonally adjusted) (“CPI-U”), both as permitted by Virginia State Code Section 15.2-2303.3(B).

41. Extension of Time. The Applicant reserves the right to request from the Zoning Administrator an extension of the time within which specific proffers may be fulfilled or completed to reflect challenges or limitations beyond the Applicant’s control or for such other reason as the Zoning Administrator may agree.

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

43. 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.

GENERAL DYNAMICS CORPORATION,
a Delaware corporation

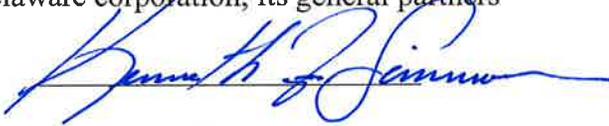
By: M Amy Gilliland
Name: M. Amy Gilliland

Title: Senior Vice President, Human Resources and
Administration

BP RESTON EASTGATE, LLC,
a Delaware limited liability company

By: Boston Properties Limited Partnership,
a Delaware limited partnership, its sole member

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

By: 

Name: Kenneth F. Simmons

Title: Senior Vice President, Development

133081658