PROFFERS
ARLINGTON BOULEVARD CONSOLIDATION
RZ 2004-PR-003
May 3, 2004

Pursuant to Section 15.2-2303(A), Code of Virginia, 1950, as amended, ARLINGTON BOULEVARD CONSOLIDATION LLC, (the "Applicant") for the owners, themselves, their successors and assigns in RZ 2004-PR-003 (the "Application"), filed for property identified as Fairfax County Tax Map 49-3 ((9)) 1B, 2, 2A, 3, 4, 7A, and 11A, and 49-3 ((1)) 135 (the "Application Property") hereby agrees to the following proffers, provided that the Board of Supervisors approves the Application rezoning the Application Property from the C-3 and R-1 Districts to the C-3 District and the companion Special Exception Application SE 2004-PR-007. In the event that the Application and SE 2004-PR-007 are approved by the Board of Supervisors, any previous proffers applicable to the Application Property or portions thereof, shall be deemed null and void and shall have no further force or effect.

1. Development Plan. Development of the Application Property shall be in substantial conformance with the Generalized Development Plan/Special Exception Plat prepared by Dewberry & Davis LLC, dated December 29, 2003, as revised through April 6, 2004, and consisting of nine sheets (the "GDP").

2. Minor Modifications. Pursuant to Par. 5 of Sect. 18-204 of the Zoning Ordinance, minor modifications to the GDP may be permitted as determined by the Zoning Administrator. Parking shall be provided in substantial conformance with the GDP.

3. Allocation of Approved GFA. As reflected on the GDP, the total maximum allowable gross floor area ("GFA") shall be 300,000 square feet (excluding cellars) or 0.641 floor area ratio ("FAR"). As reflected on the GDP, not more than 23,420 square feet of GFA shall be constructed on the portion of the Application Property that is located south of the current southern right-of-way line of Pennell Street. The balance of the total maximum allowable GFA may be constructed north of the existing southern right-of-way line of Pennell Street. The Applicant reserves the right to construct less than the maximum allowable GFA and to reduce the parking requirement in proportion to any such reduction.

4. Building Heights. Proposed Buildings D and E shown on the GDP shall be limited to 34 feet in height. Proposed Building A shown on the GDP shall be limited to 90 feet in height. Existing Buildings B and C shall not be increased in height above 102 and 57 feet, respectively. Any proposed penthouses shall not exceed twenty-five feet in height and, all new penthouses shall be provided in accordance with Sect. 2-506 of

the Zoning Ordinance. Proposed parking structure # 3, as shown on the GDP, shall not exceed 70 feet in height.

5. Residential Buffers. As shown on the GDP, the Applicant shall provide a buffer of existing vegetation and supplemental plantings between new development in the area of the Application Property located south of Pennell Street (as defined in Proffer 3 above) and the existing residential development located to the south and east of such portions of the Application Property. As shown on the GDP, such buffer shall be a minimum of 75 feet in width as measured from the southern property line of the Application Property. Such buffer shall be a minimum of 35 feet in width as measured from the eastern boundary line of the Application Property, as shown on the GDP. No utilities or stormwater management/best management practice facilities shall be located within the buffer areas. The supplemental plantings as referenced above shall be designed to provide a comprehensive planting program to include the existing vegetation that equates to a transitional screening 2 requirement as determined appropriate by the Urban Forestry Division.

6. Tree Preservation. The Applicant shall submit a tree preservation plan as part of the site plan submission for the proposed development program south of Pennell Street. The preservation plan shall be prepared by a professional with experience in the preparation of tree preservation plans, such as a certified arborist or landscape architect, and reviewed and approved by the Urban Forestry Division.

The tree preservation plan shall consist of a tree survey that includes the location, species, size, crown spread and condition rating percentage of all trees twelve inches in diameter and greater twenty feet to either side of the limits of clearing and grading shown on the GDP for the tree save area south of Pennell Street. The tree survey shall also include areas of clearing and grading not shown on the GDP resulting from engineering requirements, such as off-site clearing and grading for utilities or stormwater outfall. The condition analysis ratings shall be prepared using methods outlined in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture. Specific tree preservation activities that will maximize the survivability of trees identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the plan.

The Applicant shall retain the services of a certified arborist or landscape architect to monitor construction work and tree preservation efforts south of Pennell Street in order to ensure conformance with tree preservation proffers. The monitoring schedule shall be described and detailed in the tree preservation plan and reviewed and approved by the Urban Forestry Division. The Applicant shall have the limits of clearing and grading marked with a continuous line of flagging prior to the pre-construction meeting. Before or during the pre-construction meeting, the Applicant's certified arborist or landscape architect shall walk the limits of clearing and grading with an Urban Forestry Division representative to determine where minor adjustments to the clearing limits can be made to increase the survivability of trees at the edge of the limits of clearing and grading. Trees that are not likely to survive construction due to their species and/or their proximity to disturbance will also be identified at this time, and the Applicant shall be given the option of removing them as part of the clearing operation. Any tree that is designated for removal at the edge of the limits of clearing and grading or within a tree preservation area, shall be removed using a chain saw to avoid damage to surrounding trees. If a stump must be removed, this shall be done using a stump grinding machine in a manner causing as little disturbance as possible to the adjacent trees.

The tree preservation plan shall show the sweet gum tree identified on the GDP as "possible tree save" to be preserved. The Applicant shall coordinate with the Urban Forestry Division to ensure survival of the sweet gum tree and redesign the parking area surrounding the tree if necessary to ensure its survival so long as such redesign does not result in a loss of parking spaces or otherwise restrict the proposed development program for Buildings D and/or E.

All trees shown to be preserved on the tree preservation plan shall be protected by tree protection fence. Tree protection fencing four foot high; 14 gauge welded wire attached to 6 foot steel posts driven 18 inches into the ground and placed no further than 10 feet apart shall be erected at the limits of clearing and grading as shown on the demolition, and phase I & II erosion and sediment control sheets for the tree save areas south of Pennell Street. Any tree shown to be preserved on the tree preservation plan that dies (as determined by the Urban Forestry Division) within two (2) years of the issuance of the Non-RUP for Building D shall be removed and replaced by the Applicant with a new tree having a minimum caliper of 3 ½ to 4 inches and of a species as approved by the Urban Forestry Division.

All tree protection fencing shall be installed prior to any clearing and grading activities, including the demolition of any existing structures. The installation of all tree protection fence, except super silt fence, shall be performed under the supervision of a certified arborist. Three days prior to the commencement of any clearing, grading, or demolition activities, the Urban Forestry Division shall be notified and given the opportunity to inspect the site to assure that all tree protection devices have been correctly installed.

7. Barrier Fence. The Applicant shall provide and maintain a six-foot tall solid barrier fence or wall within the buffer areas referenced in Proffer 5 above and depicted on the GDP to help screen the proposed new development from the Pine Ridge Subdivision to the south and southeast of the Application Property. Such barrier fence or wall shall be of a quality design and material that will complement the proposed Buildings D and E and shall be field located in coordination with the Urban Forestry Division to maximize the preservation of existing vegetation within the buffer area.

8. Limits of Clearing and Grading. The Applicant shall conform to the limits of clearing and grading shown on the GDP.

9. Site Access. As shown on the GDP, access to the Application Property, to include all construction traffic, shall be solely from the north via Arlington Boulevard (Route 50), Williams Drive (Route 5162) and/or Pennell Street. No parking of construction vehicles or vehicles used by construction workers associated with construction on the Application Property shall be allowed in the Pine Ridge residential community. The Applicant shall not connect Williams Drive to Highland Lane to the south. A barricade separating Williams Drive and Highland Lane shall be located in coordination with the Pine Ridge Civic Association and the owner of Tax Map Parcel 49-3 ((10)) 6. This proffer shall not be construed to preclude the vacation/abandonment of Pennell Street, Williams Drive and/or portions thereof.

10. Transportation Management Strategies. The use of mass transit, ride-sharing and other transportation strategies will be utilized to reduce single occupancy vehicular (SOV) traffic by employees to and from proposed Building A during morning and evening peak hours 6:00 a.m. to 9:00 a.m. and 4:00 p.m. to 7:00 p.m. by a minimum of 15% of the transportation generated according to the Institute of Transportation Engineers ("ITE") Trip Generation Manual 6th Edition. The transportation

management strategies will be implemented after 70% of Building A has been occupied.

The following is a list of strategies that shall be implemented with the concurrence and approval of the Department of Transportation:

A. Designation of an individual to act as the transportation coordinator for Building A whose responsibility will be to implement the transportation management strategies. The transportation management strategy position may be a part of other duties assigned to the individual(s);

B. Participation in the Fairfax County Ride Share Program;

C. Dissemination of information regarding Metrorail, Metrobus, ridesharing, and "guaranteed ride home" program sponsored by the Washington Council of Government and other relevant transit options;

D. Making Metro maps, schedules and forms available to tenants in a common area(s) of Building A for Metrobus, ridesharing and other relevant transit options;

E. Providing amenities for bicycle storage;

F. Providing a sidewalk system designed to encourage/facilitate pedestrian circulation;

G. Providing SmartTrip Cards and/or WMATA Metrochecks Program participation;

H. Providing voluntary car pool/van pool programs established, under the direction of the transportation coordinator;

I. Providing preferential parking for carpool/vanpool participants and drivers of hybrid cars;

J. Ongoing coordination by the transportation management coordinator with the Department of Transportation on an annual basis, to provide opportunities for adjustments of the program in accordance with "state of the art" strategies and recommendations;

K. Employer occupants shall be encouraged to provide alternative work schedules, including staggered work hour programs, flex-time and telework programs, and to provide information to new employees on housing opportunities in the Merrifield area.

One year after the transportation management strategies are implemented, the Applicant shall conduct a survey of employees in Building A to determine the

transportation characteristics of building tenants and employees. This survey will help inform the basis of the transportation management program. The survey shall be submitted to the Fairfax County Department of Transportation for review and approval.

Annually thereafter, the Applicant shall conduct a multi-modal transportation split survey of tenant employees in Building A to demonstrate whether such goal of reducing SOV trips by 15% has been met to the satisfaction of the Fairfax County Department of Transportation. The yearly report shall be submitted to the Fairfax County Department of Transportation for review. If the annual multi-modal transportation split survey indicates that the reduction has not occurred then the Applicant shall contribute an annual sum of $0.10 per square foot of occupied gross floor area in Building A to a transportation demand management fund to be used by the transportation coordinator to implement the Transportation Management Plan for Building A.

11. Merrifield Shuttle. At the time of site plan approval for Building A the Applicant shall make a one time contribution of $10,000 to support a Merrifield Area shuttle service. Applicant's contribution shall be held in escrow until such time as such shuttle is in operation, and includes a stop at the Application Property.

12. Bus Shelter. The applicant shall install a bus shelter at or near the bus stop on Arlington Boulevard with the location to be determined by WMATA. A sidewalk connection shall be provided from the bus shelter to the proposed sidewalk along Arlington Boulevard. The applicant shall maintain the trash receptacles located at the bus stop.

13. Turnaround. A turnaround shall be provided on Pennell Street in accordance with the GDP as approved by DPWES and VDOT. In the event that the turnaround radius as shown on the GDP is not approved, the turnaround shall be designed in accordance with the PFM requirements. Upon extension of Pennell Street to connect with Tax Map 49-3 ((1)) 101A the turnaround may be vacated. If vacated the Applicant shall remove the excess pavement, revegetate the area as necessary and return the area to an acceptable entrance to the parking lot/structure.

14. Building Architecture. The architectural design of Buildings A, D and E shall be in substantial conformance with the elevations shown on Sheets 5 and 6 of the GDP.

All sides of Building A shall be architecturally consistent. The façade treatment of Building A shall include a combination of building materials and shall be at least 70% masonry (brick and/or precast concrete) and glass. Other materials, which may include (but not necessarily be limited to) stone, metal, and exterior insulation finish system, may be used to provide architectural detail and fenestration to the building façade. Photographs of Buildings B and C shall be provided to the Director of DPWES prior to site plan approval so that the Director may determine whether Building A is architecturally compatible and similar in character with Buildings B and C. The architecture of Buildings D and E shall be in substantial conformance with the elevations shown on Sheets 5 and 6 of the GDP and shall include materials and features to provide a residential character to the building's appearance. Specifically, Buildings D and E shall incorporate residential materials, which may include (but not necessarily be limited to) brick, and/or stone veneer and/or siding (wood, vinyl and/or hardi-board) in the façade of the building and shall incorporate residential architectural features such as a hip, sloped or gable roof design with architectural singles. The existing and proposed parking garage façades facing Williams Drive and Pennell Street have been designed to be compatible with the existing buildings through architectural design, material and/or placement of ornamental vines. The Applicant will incorporate sustainable design elements in the final design of the rooftop of Building A such that the rooftop design meets the standard set forth in Credit 7.2 of the U.S. Green Building Council's Leadership in Energy and Environmental Design Green Building Rating System Version 2.1. The Applicant shall provide a confirmation from a qualified design professional at the time of building permit application for Building A to demonstrate that such sustainable design elements have been incorporated in the building plans.

15. Building Location. The location of proposed Building A shall be a minimum of nine feet and shall maintain a minimum average distance of 14 feet from the common side property line with Lot 104B, said average to be based on measurements made at approximate 10 foot intervals along the building. Within said area, and within the area between the proposed parking garage and the common side property line as represented on the GDP, the Applicant shall provide landscaping to serve as screening between the properties to include shrubs, trees where possible, and possibly an ornamental vine on the parking garage structure all as may be approved by the Urban Forestry Division. In addition, the Applicant shall erect a solid construction fence along the common property line during construction of Building A and its associated garage.

16. No Drive Through. No drive through commercial facilities shall be located on the site.

17. Streetscape. Concurrent with development of Building A, the Applicant shall construct streetscape improvements along the Arlington Boulevard (Route 50) frontage of the Application Property as shown on the GDP. The Applicant shall construct streetscape improvements to Pennell Street as shown on the GDP concurrent with the construction of Buildings D and E. Benches shall be provided within the streetscape as indicated on the GDP.

18. Parking Lot Lighting. Parking lot lighting for the surface parking lot located in the area of the Application Property located south of Pennell Street as shown on the GDP shall be designed and located in accordance with the glare standards as set forth in Part 9 of Article 14 of the Zoning Ordinance. All new exterior pole mounted lighting fixtures shall be a maximum height of 12 feet, with fixtures directed away from the Pine Ridge Community to the south. The Applicant shall retrofit those existing exterior lighting fixtures that are visible from the Pine Ridge residential community to current Zoning Ordinance standards to reduce glare directed toward the Pine Ridge Community to the south while maintaining reasonable and adequate security lighting on the Application Property.

19. Stormwater Management. Stormwater management/detention ("SWM") and best management practices ("BMPs") shall be designed and constructed in accordance with Public Facility Manual ("PFM") requirements as determined by DPWES. Subject to DPWES approval, the Applicant shall provide for SWM (i.e. two- and ten-year detention) for the development through diversion of runoff into the Regional Pond "B" located to the east of the Application Property. Additional flood storage may be provided in either Regional Pond "B" or its companion facility, Pond "A," to accommodate the increased runoff from the subject site. The Applicant shall (a) obtain written permission to use off-site facilities for detention; (b) demonstrate that off-site stormwater management facilities are designed to accommodate the Application Property (or relevant portion thereof); and (c) demonstrate that stormwater will be adequately conveyed to the off-site facilities. The ultimate design of the off-site facilities (future retrofit of Regional Pond "B" and Pond "A") will be prepared in accordance with current County design criteria and will provide enhanced – extended detention beyond that which is provided by the existing Ponds which currently are not designed to provide water quality treatment. In addition, the design of the ultimate off-site facilities will provide BMP's for the contributing watershed, including the area of the Application Property. Such design objectives will exceed the stormwater management and BMP performance requirements prescribed under existing Fairfax County Ordinances and the Public Facilities

Manual for the Application Property. In the event that the Applicant does not receive approval and/or permission to use the off-site pond(s), a Proffered Condition Amendment shall be required to amend this proffer and the GDP to address stormwater management. The BMP requirements for the development may be accommodated in a combination of measures which may include conservation easements, sand filtration, stormwater inlet filtration and/or a modified design of the off-site regional pond(s) referenced above as may be approved by DPWES.

20. Density Credit. Density credit shall be reserved for the Application Property as permitted by the provisions of Par. 4 of Sect. 2-308 of the Fairfax County Zoning Ordinance for all dedications described herein and/or on the GDP or as may reasonably be required by Fairfax County or VDOT at the time of site plan approval.

21. Landscaping. Landscaping shall be provided in accordance with the Landscape Plan on Sheets 7 and 8 of the GDP. Landscaping shall include an ornamental vine planted to cover the south face of the existing parking garage on Pennell Street. The Applicant shall maintain all landscaping. All new deciduous trees provided as a part of the streetscape shall be a minimum of 3.0 inches in caliper at the time of planting; new evergreen trees shall be a minimum of six (6) to eight (8) feet in height at the time of planting. The landscape strips along the streetscape for Route 50 and south of Pennell Street shall contain ground cover, understory plantings, ornamental shrubs and/or grass and flowering plants within the landscaped strip, subject to the review and approval of the Urban Forester. The secondary landscape strip shall include shade and/or flowering trees, ornamental shrubs, ground cover, flowering plants and/or grasses, subject to the review and approval of the Urban Forester. Native trees that are conducive to air quality enhancement shall be used within the landscaping strips as determined appropriate by the Urban Forestry Division.

22. Transportation Improvements. Prior to issuance of the first Non-RUP for Building A the following improvements shall be substantially completed (i.e. open and available for use by the public but not necessarily accepted by VDOT for maintenance purposes) by the Applicant subject to DPWES and VDOT approval:

A. Construct a right-turn lane deceleration lane within existing right-of-way onto Williams Drive from eastbound Route 50;

B. Construct two outbound and one inbound lanes at the Building A entrance to

the Application Property from Route 50 to provide for an exclusive left-turn lane and a shared through-right lane out;

C. Restripe the southbound Javier Road and Williams Drive approaches to provide for an exclusive southbound left-turn lane and a shared through-right turn lane at such approaches;

D. Modify existing signal phasing to eliminate split side street approaches at Javier Road and Williams Drive;

E. Construct additional lanes on Williams Drive to provide for a left-turn lane, a through-lane and a right turn lane at the northbound Williams Drive approach at Route 50;

F. Install a crosswalk and pedestrian activated signal at the west side of Williams Drive, crossing Route 50.

Such improvements shall be accepted into the state system prior to final bond release for Building A.

Transportation improvements 21.A and 21.E are existing proffered obligations pursuant to RZ 87-P-038. If the Applicant and the owner of the property subject to RZ 87-P-038 (the "Adjacent Property") come to an agreement whereby the owner of the Adjacent Property agrees to pay its pro rata share of the cost of such improvements (and other related costs necessitated by the installation of such improvements) at such time as the owner of the Adjacent Property proceeds with development pursuant to RZ 87-P-038, as it may be amended from time to time, then the Applicant may submit such agreement and a plan to DPWES for DPWES to administer a pro rata contribution program through which the Adjacent Owner may reimburse the Applicant for such pro rata share. In no event shall the County be liable to the Applicant for any portion of the cost of such improvements or in any way related to the administration of such pro rata contribution program.

23. Off-Site Park Contribution. Prior to issuance of the first building permit for Building A, the Applicant shall contribute a total of $36,336.00 to the Fairfax County Park Authority for park improvements and/or for improvements to access to park(s) in the Pine Ridge area as determined in consultation with the Pine Ridge Civic Association.

24. Off-site Community Contribution. Prior to issuance of the first building permit for either Building D or E, the Applicant shall contribute a total of $11,317.00 to the Pine Ridge Civic Association for community improvements.

25. Program Hours – Building D and E. Regularly scheduled program hours for activities conducted in Buildings D and E shall begin no earlier than 8:00 a.m. and end no later than 10:00 p.m. Monday through Friday; begin no earlier than 9:00 a.m. and end no later than 5:00 p.m. on Saturday; and begin no earlier than 9:00 a.m. and end no later than 1:00 p.m. on Sunday. These regularly scheduled program hours shall not apply to infrequent, scheduled special events that may be held up to twelve (12) times a calendar year which events may begin no earlier than 9:00 a.m. and end no later than 10 p.m. on Saturdays and begin no earlier than 9:00 a.m. and end no later than 5:00 p.m. on Sundays.

26. Garage Access. There shall be vehicular access to the proposed eight floor parking garage for Building A from the existing three level parking garage. An access easement shall be provided.

27. Construction Hours. All construction activity related to Buildings D and E shall be limited to between the hours of 7:00 a.m. and 6:00 p.m. Monday through Friday. Saturday construction hours shall be limited to between the hours of 9:00 a.m. and 6:00 p.m. Sunday construction hours shall be limited to interior construction only between the hours of 10:00 a.m. and 6:00 p.m. The hours of construction shall be posted at the construction site.

28. Trash Collection Hours. Regularly scheduled trash collection for the Application Property shall occur Monday through Friday and begin no earlier than 7:00 a.m.

29. Successors and Assigns. These proffers shall bind and inure to the benefit of the Applicant and its successors and assigns.

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

[SIGNATURES PAGES TO FOLLOW]

ARLINGTON BOULEVARD CONSOLIDATION LLC
APPLICANT/OWNER OF TAX MAP 49-3 ((9)) 3/
CONTRACT PURCHASER OF TAX MAP 49-3 ((9)) 4

By: _____

Name: Sidney O. Dewberry

Its: Manager

[SIGNATURES PAGES TO FOLLOW]

DEWBERRY III LIMITED PARTNERSHIP
TITLE OWNER OF TAX MAP 49-3 ((9)) 11A

By: _____

Name: Sidney D. Dewberry

Its: General Partner

[SIGNATURES PAGES TO FOLLOW]

DEWBERRY IV LIMITED PARTNERSHIP
TITLE OWNER OF TAX MAP 49-3 ((9)) 7A

By: _____

Name: Sidney O. Dewberry

Its: General Partner

[SIGNATURES PAGES TO FOLLOW]

NORTHERN VIRGINIA ASSOCIATION OF REALTORS, INC.
TITLE OWNER OF TAX MAP 49-3 ((9)) 135

By: _____

Name: Christine M. Todd

Its: CEO

[SIGNATURES PAGES TO FOLLOW]

GLENN H. SILVER, ESQUIRE, SPECIAL COMMISSIONER OF SALE, AUTHORIZED BY DECREE OF FAIRFAX COUNTY CIRCUIT COURT TO EXECUTE PROFFERS ON BEHALF OF OWNERS OF TAX MAP 49-3 ((9)) 4

GLENN H. SILVER, ESQUIRE, SPECIAL COMMISSIONER OF SALE

[SIGNATURES END]