



# County of Fairfax, Virginia

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June 17, 2008

## STAFF REPORT ADDENDUM

### APPLICATION PCA 2004-PR-003

#### PROVIDENCE DISTRICT

**APPLICANT:** Arlington Boulevard Consolidation LLC

**PRESENT ZONING:** C-3

**PARCEL(S):** 49-3 ((1)) 135 and 49-3 ((9)) 11A (Part)

**ACREAGE:** 1.88 acres

**FAR/DENSITY:** 0.64 (overall development)  
1.50 (PCA site area)

**OPEN SPACE:** 32%

**PLAN MAP:** Office

**PROPOSAL:** Amend RZ 2004-PR-003 previously approved for office development to permit site modifications.

#### STAFF RECOMMENDATIONS:

Staff recommends approval of PCA 2004-PR-003 subject to the execution of proffers consistent with those found in Attachment 1 of this report.

Staff recommends approval of a waiver of the service drive requirement along Route 50 in favor of the travel lane depicted on the GDP.

Suzie Battista

Staff recommends approval of the modification of the transitional screening and barrier requirements along the southern, southwestern and southeastern portions of the site in favor of the landscaping and barriers depicted on the GDP.

Staff recommends approval of a modification of the loading space requirement to permit three loading spaces for Building A.

It should be noted that it is not the intent of staff to recommend that the Board, in adopting any conditions proffered by the owner, relieve the applicant/owner from compliance with the provisions of any applicable ordinances, regulations, or adopted standards.

It should be further noted that the content of this report reflects the analysis and recommendation of staff; it does not reflect the position of the Board of Supervisors.

The approval of this Proffered Condition Amendment does not interfere with, abrogate or annul any easement, covenants, or other agreements between parties, as they may apply to the property subject to this application.

For information, contact the Zoning Evaluation Division, Department of Planning and Zoning, 12055 Government Center Parkway, Suite 801, Fairfax, Virginia 22035-5505, (703) 324-1290.

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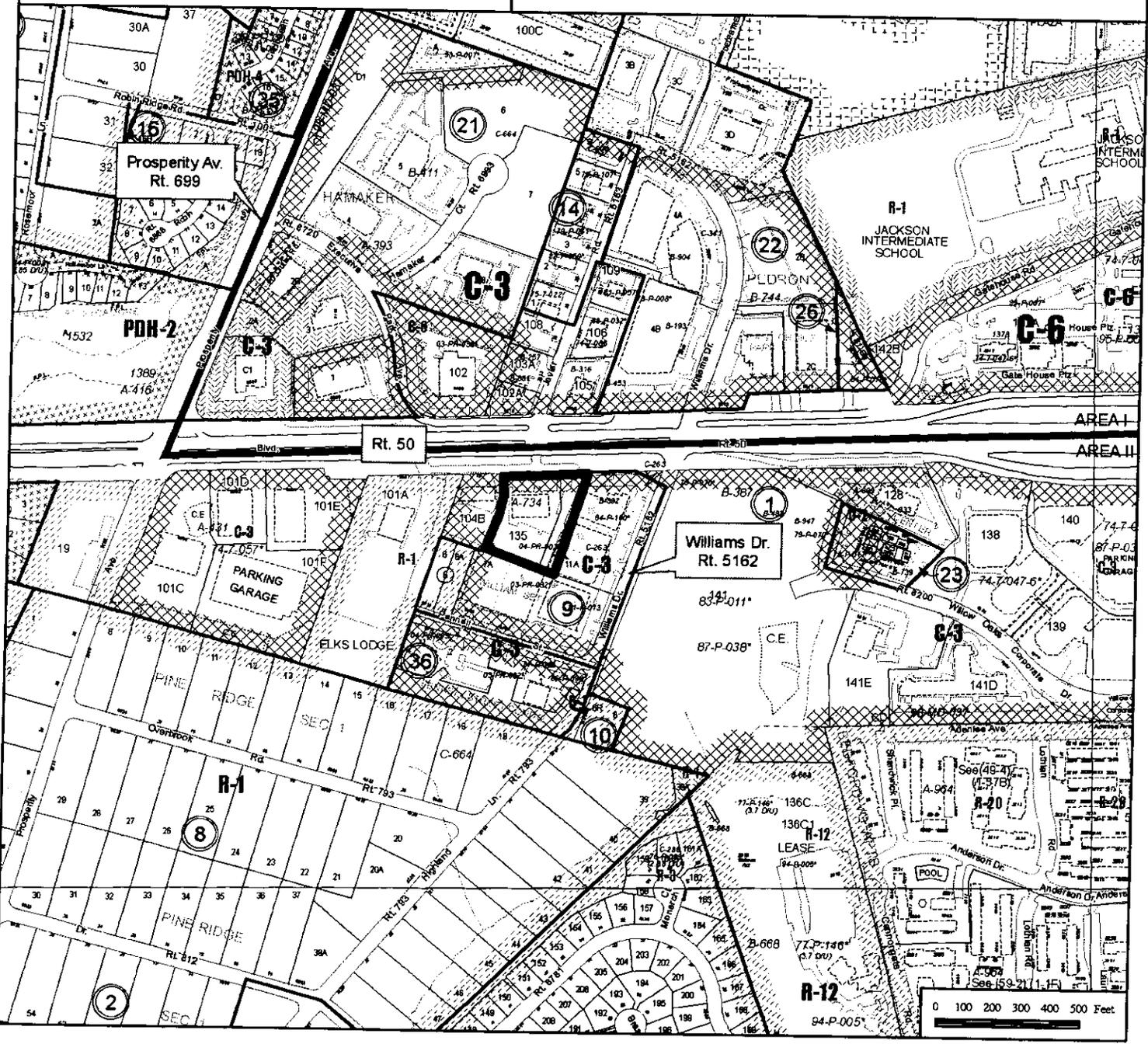
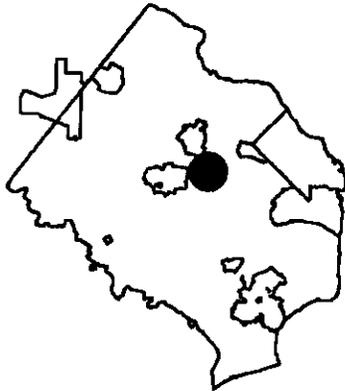
Americans with Disabilities Act (ADA): Reasonable accommodation is available upon 7 days advance notice.  
For additional information on ADA call (703) 324-1334 or TTY 711 (Virginia Relay Center).

**Proffered Condition Amendment**  
**PCA 2004-PR-003**

**Applicant:** ARLINGTON BOULEVARD CONSOLIDATION LLC  
**Accepted:** 10/12/2007  
**Proposed:** AMEND RZ 2004-PR-003 PREVIOUSLY APPROVED FOR COMMERCIAL DEVELOPMENT TO PERMIT MODIFICATION TO APPROVED PROFFERS

**Area:** 1.88 AC OF LAND; DISTRICT - PROVIDENCE  
**Zoning Dist Sect:**  
**Located:** SOUTH SIDE OF ARLINGTON BOULEVARD WEST OF ITS INTERSECTION WITH WILLIAMS DRIVE

**Zoning:** C-3  
**Overlay Dist:**  
**Map Ref Num:** 049-3- /01/ /0135 /09/ /0011A pt.



## **BACKGROUND**

The applicant, Arlington Boulevard Consolidation LLC, requests to amend the proffers and plan associated with RZ 2004-PR-003 to allow the previously approved building identified as "Proposed Office A" on the GDP/PCA Plan to be constructed differently from what was previously approved.

The staff report for PCA 2004-PR-003 was published on April 30, 2008, and recommended approval subject to the execution of proffers consistent with those contained in the staff report.

Since the publication of the staff report, staff has worked with the applicant in order to better define the application, as the applicant's submissions and the staff report did not clearly articulate the intent of the PCA. The applicant intends to construct a single office building across a property line that is shared with Parcel 104B, which is not part of the subject application.

## **DISCUSSION**

The applicant has provided a revised GDP that clarifies the intent for Building A to be constructed across a shared property line, not to create a zero-setback situation as was described in the staff report. As Parcel 104B is not part of the application area but will contain half of the proposed building, a restrictive covenant has been provided in order to bind this parcel to the proffers associated with PCA 2004-PR-003. Any future development on Parcel 104B shall be restricted by the obligations in the proffers. In addition to binding the off-site portion of the building to the proffer obligations of PCA 2004-PR-003, the applicant has done, via proffers, the following:

- Agreed to submit a single site plan for the single building across the shared property line
- Limited the building height for entire Building A
- Extended the Transportation Management proffers to the off-site portion of Building A
- Updated the TDM proffer to address potential medical office tenants
- Brought forward the Merrifield Shuttle proffer and added a commitment for ongoing cooperation with that program
- Provided an improved pedestrian refuge area in the Route 50 crosswalk
- Brought forward the building architecture proffer to apply to the entire Building A

- Applied the commercial drive through restrictive proffer to the off-site parcel
- Updated the streetscape proffer to include frontage along Parcel 104B
- Extended the parking lot lighting proffer to the off-site parcel
- Updated the stormwater management proffer to include Parcel 104B
- Extended the landscaping proffer to the off-site parcel
- Applied the trash collection proffer to the off-site parcel
- Provided for interim site entrance configuration until the details of the preferred option are finalized with VDOT and FCDOT

These proffer changes allow the building to be looked at holistically; the extension of proffers to Parcel 104B helps mitigate the off-site portions' impact on the area.

In addition to the proffer revisions, a loading space modification has been included in this addendum. This modification is a reaffirmation that was mistakenly excluded from the staff report. The modification will permit three loading spaces for Building A instead of the Zoning Ordinance provision of five. Staff recommends approval of this modification.

## **CONCLUSIONS AND RECOMMENDATIONS**

### **Staff Conclusions**

The changes included in the revised proffers and plans are intended to clarify the application and demonstrate the applicant's intent to construct one building across the property line shared with Parcel 104B. The restrictive covenant and modified proffers allow the applicant's commitments for Building A to be extended to the off-site portion of the building. Staff continues to recommend approval of this application.

### **Recommendations**

Staff recommends approval of PCA 2004-PR-003 subject to the execution of proffers consistent with those found in Attachment 1 of this report.

Staff recommends approval of a waiver of the service drive requirement along Route 50 in favor of the travel lane depicted on the GDP.

Staff recommends approval of the modification of the transitional screening and barrier requirements along the southern, southwestern and southeastern portions of the site in favor of the landscaping and barriers depicted on the GDP.

Staff recommends approval of a modification of the loading space requirement to permit three loading spaces for Building A.

It should be noted that it is not the intent of staff to recommend that the Board, in adopting any conditions proffered by the owner, relieve the applicant/owner from compliance with the provisions of any applicable ordinances, regulations, or adopted standards.

It should be further noted that the content of this report reflects the analysis and recommendation of staff; it does not reflect the position of the Board of Supervisors.

The approval of this Proffered Condition Amendment does not interfere with, abrogate or annul any easement, covenants, or other agreements between parties, as they may apply to the property subject to this application.

## **ATTACHMENTS**

1. Draft Proffers
2. Affidavit
3. Declaration of Covenant
4. Supplemental Statement of Justification
5. Revised GDP/PCA Plat dated May 12, 2008

**PROFFERS**  
**ARLINGTON BOULEVARD CONSOLIDATION**  
**PCA 2004-PR-003**  
**June 13, 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, ARLINGTON BOULEVARD CONSOLIDATION LLC, (the "Applicant") for the owners, themselves, their successors and assigns in PCA 2004-PR-003 (the "PCA Application"), filed for property identified as Fairfax County Tax Map 49-3 ((1)) 135 and 49-3 ((9)) 11A part (the "PCA Property") hereby agrees to the following proffers, provided that the Board of Supervisors approves the PCA Application. The PCA Application is a "partial" proffered condition amendment application, and the PCA Property is, among other land, currently subject to proffers approved with RZ 2004-PR-003 and dated May 3, 2004 (the "May 3, 2004 Proffers"). Upon approval of this PCA Application by the Board of Supervisors, the May 3, 2004 Proffers shall remain in full force and effect except as they shall be modified, and thereby superseded, herein with respect to the PCA Property.

The approval of the PCA Application will enable the construction of a single office building across the shared property line with Tax Map Parcel 49-3 ((1)) 104B ("Parcel 104B"). Parcel 104B is not part of the PCA Property, but the obligations contained in the proffers set forth below shall apply to both the PCA Property as well as Parcel 104B, and references to "Building A" herein shall mean the entire building. The owner of Parcel 104B has executed a restrictive covenant (copy attached hereto as Exhibit A) agreeing that future development on Parcel 104B shall be restricted by the obligations contained in these proffers.

1. Development Plan. Development of the PCA Property and Parcel 104B shall be in substantial conformance with the Partial Proffered Condition Amendment Plan prepared by Dewberry & Davis LLC, dated October 9, 2007, as revised through May 12, 2008, and consisting of eleven sheets (the "PCA Plan"). All references in the May 3, 2004 Proffers to the "GDP" that apply to the PCA Property are hereby modified and superseded to refer to the PCA Plan. The PCA Plan will enable the construction of a single office building across the shared property line with Parcel 104B. The Applicant agrees that a single site plan shall be submitted for such building.
4. Building Heights. Building A shall be limited to 90 feet in height. Any proposed penthouse(s) for Building A shall not exceed 25 feet in height and shall be provided in accordance with Sect. 2-506 of the Zoning Ordinance. Proposed parking structure # 3, as shown on the PCA Plan, shall not exceed 70 feet in height.
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 percent of the transportation generated according to the Institute of Transportation Engineers ("ITE") Trip Generation Manual 6<sup>th</sup> Edition. The transportation management strategies will be implemented after 70 percent of Building A has been occupied.

The following is a list of strategies that shall be implemented with the concurrence and approval of the Fairfax County Department of Transportation ("FCDOT"):

- 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, any available Merrifield Shuttle service, 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 Metrorail, Metrobus, any available Merrifield Shuttle service, 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 FCDOT 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.
- L. The transportation coordinator shall encourage medical office tenants, if any,

to disseminate information regarding public transit in medical office waiting rooms and on medical office websites. In addition, the transit coordinator shall, on an annual basis, survey medical office tenants, if any, to collect information about tenant office hours and schedules of patient visits. The purpose of this survey is to understand how the medical offices are operating (in terms of hours of operation and patient scheduling) to determine whether there are peaks in their collective schedules that the tenants may voluntarily agree to adjust to promote a more even distribution of medical office related trips throughout the day. The results of the survey shall be shared with the medical office tenants and provided to FCDOT for information purposes only.

One year after the transportation management strategies are implemented, the Applicant shall conduct a survey of the building tenants and 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 FCDOT 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 FCDOT. The yearly report shall be submitted to the FCDOT 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 PCA Property. In addition, the Applicant shall reasonably cooperate with others who are working to establish such shuttle service in Merrifield and shall encourage and support the location of a shuttle stop to serve the PCA Property, all at no additional cost to the Applicant.
12. Bus Shelter. Prior to issuance of a Non-Residential Use Permit ("Non-RUP") for Building A, the Applicant shall install a bus shelter (with pad) along the Arlington Boulevard frontage of the PCA Property in a final location to be determined by the FCDOT. In addition, the Applicant shall construct approximately 50 feet of additional concrete between the bus shelter pad and the Arlington Boulevard curb to provide secure footing for bus riders to board/disembark. Further, the Applicant shall construct a five-foot wide concrete sidewalk that connects southward from the bus shelter to the proposed sidewalk along the front of Building A. The applicant shall

maintain the area around the bus shelter, including disposing of trash in and around the receptacles located at the bus shelter.

14. Building Architecture. The architectural design of Building A shall be in substantial conformance with the elevations shown on Sheets 5 and 6 of the PCA Plan. All sides of Building A shall be architecturally consistent. The façade of Building A shall be well-articulated and incorporate a series of vertical elements to break the horizontal scale of the building. 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 the Department of Public Works and Environmental Services ("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 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. Deleted.
16. No Drive Through. No drive through commercial facilities shall be located on the PCA Property or Parcel 104B.
17. Streetscape. The Applicant shall construct streetscape improvements along the Arlington Boulevard (Route 50) frontage of the PCA Property as shown on the PCA Plan and similar treatment shall be extended along the frontage of Parcel 104B. Benches shall be provided within the streetscape as indicated on the PCA Plan. Such improvements shall be subject to the approval of DPWES and Virginia Department of Transportation ("VDOT") and shall be completed prior to final bond release for Building A.
18. Parking Lot Lighting. All new exterior pole mounted lighting fixtures on the PCA Property and Parcel 104B shall be a maximum height of 12 feet, with fixtures directed away from, or otherwise shielded from view from, the Pine Ridge Community to the south.
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 for the PCA Property and Parcel 104B. 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 Williams Drive. 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 PCA Property and Parcel 104B (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 PCA Property and Parcel 104B. 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 PCA Plan 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.

21. Landscaping. Landscaping for the PCA Property shall be provided in accordance with the Landscape Plan on Sheets 7 and 8 of the PCA Plan and similar treatment shall be extended onto Parcel 104B. 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 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 timely approval:
- A. Construct right-turn deceleration lanes as determined by VDOT within existing right-of-way from eastbound Route 50 onto both the existing service drive entrance in front of parcel 101A and onto Williams Drive. If VDOT and/or the FCDOT do not approve the location of the right-turn deceleration lane onto the existing service drive entrance in front of parcel 101A, then the Applicant shall construct a right-turn deceleration lane at the site access (Javier Road) instead, as determined by FCDOT and VDOT.
  - B. Construct the new site entrance configuration shown as "Option 6" on Sheet 2 of the PCA Plan and maintain two-way vehicle access to the service drive to the west; provided that an interim site entrance configuration, shown as "Option 1" on Sheet 2 of the PCA Plan, may be provided while the details of "Option 6" are finalized with VDOT and FCDOT.
  - 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. No Change.
  - G. The Applicant shall improve the Route 50 median in the area that it intersects the existing crosswalk at the west side of Williams Drive crossing Route 50 in order to provide a pedestrian refuge crossing Route 50.

In the event the applicant can demonstrate to the Zoning Administrator that timely approval has not been granted by DPWES and/or VDOT, the Non-RUPs for Building A may be issued and said improvements shall be completed and accepted into the state system prior to final bond release for Building A.

Transportation improvements 22.A (part) and 22.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.

28. Trash Collection Hours. Regularly scheduled trash collection for the PCA Property and Parcel 104B 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]

APPLICANT/OWNER OF TAX MAP 49-3 ((1)) 135

ARLINGTON BOULEVARD CONSOLIDATION LLC

By: Dewberry Investments LLLP, its Managing Member

By: \_\_\_\_\_

Name: Sidney O. Dewberry

Its: General Partner

By: Northern Virginia Association of Realtors, Inc., its  
Member

By: \_\_\_\_\_

Name: \_\_\_\_\_

Its: \_\_\_\_\_

[SIGNATURES PAGES TO FOLLOW]

TITLE OWNER OF TAX MAP 49-3 ((9)) 11A part

DEWBERRY III LLLP

By: \_\_\_\_\_

Name: Sidney O. Dewberry

Its: General Partner

[SIGNATURES END]

## DECLARATION OF COVENANT

This DECLARATION OF COVENANT is made as of this \_\_\_\_\_ day of \_\_\_\_\_, 2008, by **8415 ALLIANCE LLC**, a Virginia limited liability company ("Alliance"), Grantor; and **THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY, VIRGINIA**, a body corporate and politic, Grantee (the "County").

WHEREAS, Alliance is the owner of certain property located in Fairfax County, Virginia, designated as Fairfax County Tax Map #49-3-01-104B (the "Alliance Property"), having acquired the Alliance Property by virtue of a deed recorded in Deed Book 18530 at page 1938; and

WHEREAS, the Alliance Property is zoned to the C-3 Zoning District, and is currently improved with an office building consisting of approximately 10,429 square feet of gross floor area, and is not currently subject to any proffered conditions; and

WHEREAS, the Alliance Property is located adjacent to certain property, designated as Fairfax County Tax Map #49-3-01-135 (the "ABC Property"), said property having been conveyed to Arlington Boulevard Consolidation LLC (the "ABC Owner") by virtue of a deed recorded in Deed Book 18793 at page 863; and

WHEREAS, the ABC Property is subject to proffered conditions approved by the County pursuant to RZ 2004 PR-003 (the "Zoning Action"); and

WHEREAS, the ABC Owner filed for an amendment of the Zoning Action, pursuant to application PCA 2004-PR-003 (the "PCA"), which was approved by the County on June 30, 2008, with proffered conditions more particularly set forth therein (the "PCA Proffers"); and

WHEREAS, the ABC Owner and Alliance have filed a single site plan, designated as Site Plan 2513-SP-004 (the "Site Plan") with the County, proposing to construct a single office building to be located on the Alliance Property and the ABC Property, in accordance with the Site Plan, the PCA and the PCA Proffers; and

WHEREAS, Alliance hereto desires to set forth restrictions for the Alliance Property as a result of the approval of the PCA.

NOW THEREFORE, Alliance declares that the Alliance Property shall be held, sold, occupied and conveyed, subject to this Declaration, as follows:

1. Alliance agrees to restrict future development on the Alliance Property in accordance with the PCA and the PCA Proffers, a copy of which are attached hereto as Exhibit A.

2. Alliance agrees that the interpretation of the effect of the PCA Proffers shall be as determined by the Zoning Administrator of Fairfax County (or his/her authorized designee), with the right of redress from any such interpretation as is provided by the Zoning Ordinance of Fairfax County, Virginia for proffered conditions.

3. This Declaration can be enforced by the County.

4. This Declaration shall run with and burden the Alliance Property until such time, if any, as the PCA Proffers are amended by the County to eliminate the obligations of those proffers as they burden the Alliance Property.

WITNESS THE FOLLOWING SIGNATURE:

**8415 ALLIANCE LLC**, a Virginia limited liability company

By: Dewberry Investments LLLP, its managing member

By: \_\_\_\_\_  
Name: Sidney O. Dewberry  
Title: General Partner

STATE OF \_\_\_\_\_ :  
COUNTY/CITY OF \_\_\_\_\_ :

The foregoing instrument was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_, 2008 by Sidney O. Dewberry, general partner of Dewberry Investments LLLP, managing member of 8415 Alliance LLC.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_  
Registration Number: \_\_\_\_\_

**REZONING AFFIDAVIT**

DATE: May 29, 2008  
 (enter date affidavit is notarized)

I, Elizabeth A. McKeeby, agent, do hereby state that I am an  
 (enter name of applicant or authorized agent)

(check one)             applicant  
                            applicant's authorized agent listed in Par. 1(a) below            97850e

in Application No.(s): PCA 2004-PR-003  
 (enter County-assigned application number(s), e.g. RZ 88-V-001)

and that, to the best of my knowledge and belief, the following information is true:

1(a). The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS, and LESSEES** of the land described in the application,\* and, if any of the foregoing is a **TRUSTEE,\*\*** each **BENEFICIARY** of such trust, and all **ATTORNEYS and REAL ESTATE BROKERS**, and all **AGENTS** who have acted on behalf of any of the foregoing with respect to the application:

(NOTE: All relationships to the application listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.)

<b>NAME</b> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
Arlington Boulevard Consolidation LLC Agents: Philip G. Yates, JoAnna P. Legarreta a/k/a Josephine A. Pillis, Sidney O. Dewberry, J. Paul Lewis, Lawrence A. McDermott, Jane A. Quill, Susan Mekenney, Vinh Nguyen, Christine M. Todd	8401 Arlington Boulevard Fairfax, Virginia 22031	Applicant/Title Owner of Tax Map 49-3 ((1)) 135
Dewberry III LLLP f/k/a Dewberry III Limited Partnership Agents: Philip G. Yates JoAnna P. Legarreta a/k/a Josephine A. Pillis Sidney O. Dewberry J. Paul Lewis Lawrence A. McDermott	8401 Arlington Boulevard Fairfax, Virginia 22031	Title Owner of Tax Map 49-3 ((9)) 11A pt.

(check if applicable)             There are more relationships to be listed and Par. 1(a) is continued on a "Rezoning Attachment to Par. 1(a)" form.

\* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.  
 \*\* List as follows: Name of trustee, Trustee for (name of trust, if applicable), for the benefit of: (state name of each beneficiary).

**Rezoning Attachment to Par. 1(a)**

DATE: May 29, 2008  
 (enter date affidavit is notarized)

97850e

for Application No. (s): PCA 2004-PR-003  
 (enter County-assigned application number (s))

**(NOTE):** All relationships to the application are to be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in <b>BOLD</b> above)
Dewberry & Davis LLC  Agents: Philip G. Yates Lawrence A. McDermott	8401 Arlington Boulevard Fairfax, Virginia 22031	Engineers/Planners/Agent
M.J. Wells & Associates, LLC  Agents: Martin J. Wells Robin L. Antonucci Robert T. Kohler Christopher R. Kabatt Michael R. Pinkoske	1420 Spring Hill Road, Suite 600 McLean, Virginia 22102	Transportation Consultant/ Agent
Walsh, Colucci, Lubeley, Emrich & Walsh, P.C.  Agents: Martin D. Walsh Lynne J. Strobel Timothy S. Sampson M. Catharine Puskar Abby C. Denham Tara E. Wiedeman (former) Sara V. Mariska G. Evan Pritchard Elizabeth D. Baker Inda E. Stagg Kara M. Whisler Megan C. Shilling Elizabeth A. McKeeby	2200 Clarendon Boulevard 13th Floor Arlington, Virginia 22201	Attorneys/Planners/Agent

(check if applicable)

There are more relationships to be listed and Par. 1(a) is continued further on a "Rezoning Attachment to Par. 1(a)" form.

REZONING AFFIDAVIT

DATE: May 29, 2008  
(enter date affidavit is notarized)

97850e

for Application No. (s): PCA 2004-PR-003  
(enter County-assigned application number(s))

1(b). The following constitutes a listing\*\*\* of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 10 or less shareholders, a listing of all of the shareholders, **and if the corporation is an owner of the subject land, all of the OFFICERS and DIRECTORS of such corporation:**

(NOTE: Include **SOLE PROPRIETORSHIPS, LIMITED LIABILITY COMPANIES, and REAL ESTATE INVESTMENT TRUSTS** herein.)

CORPORATION INFORMATION

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Arlington Boulevard Consolidation LLC  
8401 Arlington Boulevard  
Fairfax, Virginia 22031

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF SHAREHOLDERS:** (enter first name, middle initial, and last name)  
Dewberry Investments, LLLP, Managing Member  
Northern Virginia Association of Realtors, Inc., Member

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name & title, e.g. **President, Vice President, Secretary, Treasurer,** etc.)

(check if applicable)  There is more corporation information and Par. 1(b) is continued on a "Rezoning Attachment 1(b)" form.

\*\*\* All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. *In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed.* Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

**Rezoning Attachment to Par. 1(b)**

DATE: May 29, 2008  
(enter date affidavit is notarized)

97850e

for Application No. (s): PCA 2004-PR-003  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Dewberry & Davis LLC  
8401 Arlington Boulevard  
Fairfax, Virginia 22031

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)

The Dewberry Companies LC, Member  
James L. Beight, Member  
Dennis M. Couture, Member

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

=====

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

The Dewberry Companies LC  
8401 Arlington Boulevard  
Fairfax, Virginia 22031

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Members: Sidney O. Dewberry, Barry K. Dewberry, Karen S. Grand Pre, Michael S. Dewberry, Thomas L. Dewberry

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

**Rezoning Attachment to Par. 1(b)**

DATE: May 29, 2008  
(enter date affidavit is notarized)

97850e

for Application No. (s): PCA 2004-PR-003  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Walsh, Colucci, Lubeley, Emrich & Walsh, P.C.  
2200 Clarendon Boulevard, 13th Floor  
Arlington, Virginia 22201

**DESCRIPTION OF CORPORATION:** (check one statement)  
 There are 10 or less shareholders, and all of the shareholders are listed below.  
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.  
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)  
David J. Bomgardner, E. Andrew Burcher, Thomas J. Colucci, Peter M. Dolan, Jr., Jay du Von, Jerry K. Emrich, William A. Fogarty, John H. Foote, H. Mark Goetzman, Bryan H. Guidash, Michael D. Lubeley, J. Randall Minchew, M. Catharine Puskar, John E. Rinaldi, Lynne J. Strobel, Garth M. Wainman, Nan E. Walsh, Martin D. Walsh

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

=====

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Northern Virginia Association of Realtors, Inc. f/k/a Northern Virginia Board of Realtors, Inc.  
8411 Arlington Boulevard  
Fairfax, VA 22031

**DESCRIPTION OF CORPORATION:** (check one statement)  
 There are 10 or less shareholders, and all of the shareholders are listed below.  
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.  
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)  
A 501(c)(6) not for profit corporation with no shareholders.  
Officers: Luis A. Lama, Former Chairman of the Board; Jane A. Quill, Chairman; Susan Mekenney, Chairman-Elect, Former Secretary/Treasurer; Vinh Nguyen, Secretary/Treasurer; Margaret Ireland, Past Chairman; Maggie Mueller-Tyler, COO; Christine M. Todd, CEO; James H. Foster, CFO, Mary Beth Coya, VP.

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)  
Directors-at-Large: Mary Bayat, Larry Anderson (former); Sue Bowers; Laura Fall; Scott Fortney, Bob Gering (former), Barbara Hendrickson, Pat Kline, Judi LaMorte (former), Diane Mun Lee, Vinh Nguyen (former); Mario Rubio, Charles T. Search; Trudy Severa; Karen Trainor, Jon Wolford

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

**Rezoning Attachment to Par. 1(b)**

DATE: May 29, 2008  
(enter date affidavit is notarized)

97850e

for Application No. (s): PCA 2004-PR-003  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

M.J. Wells & Associates, LLC  
1420 Spring Hill Road, Suite 600  
McLean, Virginia 22102

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)

M.J. Wells & Associates, Inc., Sole Member

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

=====

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

M.J. Wells & Associates, Inc.  
1420 Spring Hill Road, Suite 600  
McLean, Virginia 22102

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

M.J. Wells & Associates, Inc. Employee Stock Ownership Trust. All employees are eligible plan participants; however, no one employee owns more than 1% of any class of stock.

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

REZONING AFFIDAVIT

DATE: May 29, 2008  
(enter date affidavit is notarized)

97850e

for Application No. (s): PCA 2004-PR-003  
(enter County-assigned application number(s))

1(c). The following constitutes a listing\*\*\* of all of the PARTNERS, both GENERAL and LIMITED, in any partnership disclosed in this affidavit:

PARTNERSHIP INFORMATION

**PARTNERSHIP NAME & ADDRESS:** (enter complete name, number, street, city, state and zip code)

Dewberry Investments LLLP  
8401 Arlington Boulevard  
Fairfax, Virginia 22031

(check if applicable)  The above-listed partnership has no limited partners.

**NAMES AND TITLE OF THE PARTNERS** (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

General and Limited Partner:  
Sidney O. Dewberry

Limited Partners:  
Reva A. Dewberry  
Barry K. Dewberry  
Karen S. Grand Pre  
Michael S. Dewberry  
Thomas L. Dewberry

(check if applicable)  There is more partnership information and Par. 1(c) is continued on a "Rezoning Attachment to Par. 1(c)" form.

\*\*\* All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. *In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER or LESSEE\* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed.* Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

**Rezoning Attachment to Par. 1(c)**

DATE: May 29, 2008  
(enter date affidavit is notarized)

97850e

for Application No. (s): PCA 2004-PR-003  
(enter County-assigned application number (s))

**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)  
Dewberry III LLLP f/k/a Dewberry III Limited Partnership  
8401 Arlington Boulevard  
Fairfax, Virginia 22031

(check if applicable)  The above-listed partnership has no limited partners.

**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,  
**General Partner, Limited Partner, or General and Limited Partner)**

Managing General Partner:  
Sidney O. Dewberry

General and Limited Partners:  
Sidney O. Dewberry  
Reva A. Dewberry

(check if applicable)  There is more partnership information and Par. 1(c) is continued further on a  
"Rezoning Attachment to Par. 1(c)" form.

REZONING AFFIDAVIT

DATE: May 29, 2008  
(enter date affidavit is notarized)

97850e

for Application No. (s): PCA 2004-PR-003  
(enter County-assigned application number(s))

1(d). One of the following boxes **must** be checked:

In addition to the names listed in Paragraphs 1(a), 1(b), and 1(c) above, the following is a listing of any and all other individuals who own in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\*** of the land:

Other than the names listed in Paragraphs 1(a), 1(b), and 1(c) above, no individual owns in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\*** of the land.

2. That no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land.

**EXCEPT AS FOLLOWS:** (NOTE: If answer is none, enter "NONE" on the line below.)

None

(check if applicable)  There are more interests to be listed and Par. 2 is continued on a "Rezoning Attachment to Par. 2" form.

REZONING AFFIDAVIT

DATE: May 29, 2008  
(enter date affidavit is notarized)

97850e

for Application No. (s): PCA 2004-PR-003  
(enter County-assigned application number(s))

3. That within the twelve-month period prior to the public hearing of this application, no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household, either directly or by way of partnership in which any of them is a partner, employee, agent, or attorney, or through a partner of any of them, or through a corporation in which any of them is an officer, director, employee, agent, or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has, or has had any business or financial relationship, other than any ordinary depositor or customer relationship with or by a retail establishment, public utility, or bank, including any gift or donation having a value of more than \$100, singularly or in the aggregate, with any of those listed in Par. 1 above.

**EXCEPT AS FOLLOWS:** (NOTE: If answer is none, enter "NONE" on line below.)

Northern Virginia Association of Realtors Political Action Committee donated in excess of \$100 to Connolly for Supervisor and Supervisors Penelope A. Gross, Patrick Herrity, Jeff C. McKay, Linda Q. Smyth and Catherine M. Hudgins.

(NOTE: Business or financial relationships of the type described in this paragraph that arise after the filing of this application and before each public hearing must be disclosed prior to the public hearings. See Par. 4 below.)

(check if applicable) [ ] There are more disclosures to be listed and Par. 3 is continued on a "Rezoning Attachment to Par. 3" form.

4. That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land have been listed and broken down, and that prior to each and every public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Paragraph 3 above, that arise on or after the date of this application.

WITNESS the following signature:

(check one)

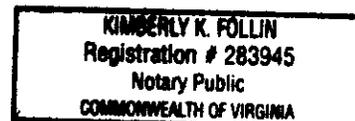
Elizabeth A. McKeeby  
[ ] Applicant [x] Applicant's Authorized Agent

Elizabeth A. McKeeby, agent  
(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 29 day of May 2008, in the State/Comm. of Virginia, County/City of Arlington.

Kimberly K. Follin  
Notary Public

My commission expires: 11/30/2011



**DECLARATION OF COVENANT**

This DECLARATION OF COVENANT is made as of this \_\_\_\_\_ day of \_\_\_\_\_, 2008, by **8415 ALLIANCE LLC**, a Virginia limited liability company ("Alliance"), Grantor; and **THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY, VIRGINIA**, a body corporate and politic, Grantee (the "County").

WHEREAS, Alliance is the owner of certain property located in Fairfax County, Virginia, designated as Fairfax County Tax Map #49-3-01-104B (the "Alliance Property"), having acquired the Alliance Property by virtue of a deed recorded in Deed Book 18530 at page 1938; and

WHEREAS, the Alliance Property is zoned to the C-3 Zoning District, and is currently improved with an office building consisting of approximately 10,429 square feet of gross floor area, and is not currently subject to any proffered conditions; and

WHEREAS, the Alliance Property is located adjacent to certain property, designated as Fairfax County Tax Map #49-3-01-135 (the "ABC Property"), said property having been conveyed to Arlington Boulevard Consolidation LLC (the "ABC Owner") by virtue of a deed recorded in Deed Book 18793 at page 863; and

WHEREAS, the ABC Property is subject to proffered conditions approved by the County pursuant to RZ 2004 PR-003 (the "Zoning Action"); and

WHEREAS, the ABC Owner filed for an amendment of the Zoning Action, pursuant to application PCA 2004-PR-003 (the "PCA"), which was approved by the County on June 30, 2008, with proffered conditions more particularly set forth therein (the "PCA Proffers"); and

WHEREAS, the ABC Owner and Alliance have filed a single site plan, designated as Site Plan 2513-SP-004 (the "Site Plan") with the County, proposing to construct a single office building to be located on the Alliance Property and the ABC Property, in accordance with the Site Plan, the PCA and the PCA Proffers; and

WHEREAS, Alliance hereto desires to set forth restrictions for the Alliance Property as a result of the approval of the PCA.

NOW THEREFORE, Alliance declares that the Alliance Property shall be held, sold, occupied and conveyed, subject to this Declaration, as follows:

1. Alliance agrees to restrict future development on the Alliance Property in accordance with the PCA and the PCA Proffers, a copy of which are attached hereto as Exhibit A.

2. Alliance agrees that the interpretation of the effect of the PCA Proffers shall be as determined by the Zoning Administrator of Fairfax County (or his/her authorized designee), with the right of redress from any such interpretation as is provided by the Zoning Ordinance of Fairfax County, Virginia for proffered conditions.

3. This Declaration can be enforced by the County.

4. This Declaration shall run with and burden the Alliance Property until such time, if any, as the PCA Proffers are amended by the County to eliminate the obligations of those proffers as they burden the Alliance Property.

WITNESS THE FOLLOWING SIGNATURE:

**8415 ALLIANCE LLC**, a Virginia limited liability company

By: Dewberry Investments LLLP, its managing member

By: \_\_\_\_\_  
Name: Sidney O. Dewberry  
Title: General Partner

STATE OF \_\_\_\_\_ :  
COUNTY/CITY OF \_\_\_\_\_ :

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2008 by Sidney O. Dewberry, general partner of Dewberry Investments LLLP, managing member of 8415 Alliance LLC.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_  
Registration Number: \_\_\_\_\_



Timothy S. Sampson  
 (703) 618-4135  
[tsampson@arl.thelandlawyers.com](mailto:tsampson@arl.thelandlawyers.com)

WALSH COLUCCI  
 LUBELEY EMRICH  
 & WALSH PC

May 9, 2008

**Via E-Mail**

Ms. Kris Abrahamson  
 Fairfax County Department of Planning & Zoning  
 Zoning Evaluation Division  
 12055 Government Center Parkway, #801  
 Fairfax, VA 22035

Re: PCA 2004-PR-003 (the "Application")  
 Tax Map: 49-3 ((1)) 135 and 49-3 ((9)) part 11A (the "Application Property")

Dear Ms. Abrahamson:

On behalf of the Applicant, Arlington Boulevard Consolidation, LLC, and in furtherance of our recent communications, this letter is provided as a supplement to the statement of justification for the above-referenced Application.

By way of background, on May 10, 2004, the Board of Supervisors of Fairfax County approved RZ 2004-PR-003 to permit, among other things, the redevelopment of the Application Property with a six (6) story office building containing 122,859 square feet of gross floor area (GFA). At the time RZ 2004-PR-003 was approved, the adjacent property to the west of the Application Property, identified as Tax Map Parcel 49-3 ((1)) 104B ("Parcel 104B") was owned by an entity unrelated to the Applicant.

Parcel 104B was at that time, and continues to be, improved with an office building consisting of approximately 11,000 square feet of GFA. That building was constructed in 1963 pursuant to the site's C-3 zoning. Parcel 104B is not subject to proffers.

During the processing of RZ 2004-PR-003, the Applicant and the then-owner of Parcel 104B discussed the relationship between their respective properties. Proffer #15 approved with RZ 2004-PR-003 was the result of that effort, providing for a building setback and buffer on the Application Property adjacent to the shared property line.

At this time, however, Parcel 104B is now owned by an entity that is affiliated with the Applicant. The Applicant filed this Application for the express purpose of amending the proffers and development plan to eliminate the setback and buffer requirements of Proffer # 15 in order to allow for the construction of a single building crossing the existing shared property line with Parcel 104B. In furtherance of that objective, the Applicant also submitted SP # 2513-SP-004 on November 8, 2007.

PHONE 703 528 4700 • FAX 703 525 3197 • WWW.THELANDLAWYERS.COM  
 COURTHOUSE PLAZA • 2200 CLARENDON BLVD., THIRTEENTH FLOOR • ARLINGTON, VA 22201-3359

LOUDOUN OFFICE 703 737 3633 • PRINCE WILLIAM OFFICE 703 680 4664

The Application Property does not include Parcel 104B, and the Application does not propose to rezone Parcel 104B or otherwise incorporate that parcel into the proffered zoning approval. As a result, the Application would enable the construction of a single building, the majority of which will be located on land that is subject to proffers and a smaller portion of which will be located on land that is not subject to proffers.

Although this may be an atypical circumstance, the Applicant strongly believes that the resulting project will provide substantial benefits to the County and community compared to the alternative development that would result on both the Application Property and Parcel 104B. We believe this is strongly evidenced by the support the proposal has earned from the nearby Pine Ridge Civic Association.

The explanation for this project's specific benefits starts with an analysis of the Comprehensive Plan recommendations for Parcel 104B, which is located in Land Unit L of the Merrifield Suburban Center of the Comprehensive Plan. Land Unit L is divided into 5 Sub-Units (L1-L5). The Comprehensive Plan contains a number of options for various land assemblages among the parcels located in Sub-Units L2, L3 and L4. The Application Property is located within Sub-Unit L3. Parcel 104B is located within Sub-Unit L2. The Application Property is zoned C-3 and is subject to a proffered rezoning that was approved in conformance with the recommendations for Sub-Unit L3. As discussed above, Parcel 104B is zoned C-3 and is not subject to proffers.

The maximum density allowable on Parcel 104B under its existing C-3 zoning is 1.0 floor area ratio ("FAR"), resulting in approximately 43,284 square feet of allowable GFA. However, the maximum density recommended for Parcel 104B under the Comprehensive Plan varies from 0.5 FAR to 0.6 FAR depending on certain land consolidation provisions. Therefore, if Parcel 104B were subject to review under the recommendations of the Comprehensive Plan, that parcel would lose 40% - 50% of its land value going in. Moving forward, the parcel would be subjected to the expense of the review process and a pro rata allocation of the cost of proffers. As a result, the Applicant believes there is no circumstance under which Parcel 104B would redevelop in a way that subjected it to the recommendations of the Comprehensive Plan.

Thus, we believe that under any circumstance, Parcel 104B will develop as a matter of right under its existing zoning. However, this Application will enable Parcel 104B to be redeveloped under its existing zoning in a way that is coordinated with an approved, proffered development plan. The Applicant believes that this opportunity is a substantial win-win for both the County and the project.

The efficiencies of developing, constructing and operating a single building instead of two are obvious. Among other things, under the one-building scenario, construction-related disruptions to established businesses neighbors are minimized; fewer natural resources are required in building construction and operation; greater

energy efficiency results from building operations; and vehicular and pedestrian circulation can be more effectively managed.

In addition, the Applicant is willing to amend certain of the existing proffers applicable to the Application Property so that the effect of those proffers carries over to Parcel 104B, which otherwise would be developed without proffers as a matter of right. Specifically, the Applicant agrees to amend Proffer # 10 so that the Transportation Management Strategies to which the Application Property is subject will extend to the entire building. This is a substantial public benefit that will require single occupancy vehicle trip reductions consistent with the Merrifield Suburban Center Plan on a property that would not otherwise be subject to such a requirement. Likewise the Applicant agrees to amend Proffer # 14 so that the Building Architecture requirements to which the Application Property is subject will extend to Parcel 104B. In addition, Proffer # 14 includes a commitment to provide a rooftop design that meets the standard set forth in Credit 7.2 of the U.S. Green Building Council's Leadership in Energy and Environmental Design (LEED) Green Building Rating System. So, as proposed by the Applicant, development on Parcel 104B will include a LEED roof where it would not otherwise be required.

We believe that the concept of extending the effect of these proffers to Parcel 104B would not create undue enforcement concerns. These proffers are already in place and will be enforced with respect to the building constructed on the Application Property. The fact that the Applicant is proposing to extend that building across the existing property line will make enforcement of the off-site aspects of these building-related proffers seamless. The Applicant will proffer to submit a single site plan for the building, and, simply put, the building will have only one architectural design, one roof and one program of transportation management strategies to review, approve and enforce.

In sum, the justification for this Application is substantial. The Application does not propose to increase the approved GFA for the Application Property or amend the development program in any material way. The Application will not result in the development of any more GFA on Parcel 104B than would otherwise be developed. The Application does not change the land uses that will otherwise be developed on the Application Property or Parcel 104B. The Application will not increase the vehicle trips that would otherwise be generated by development on the Application Property or Parcel 104B. The Application will, however, provide for a far more coordinated development of the Application Property and Parcel 104B than would otherwise occur, and in so doing will result in fewer vehicle trips, greater architectural control and better environmental efficiency than would be otherwise result.

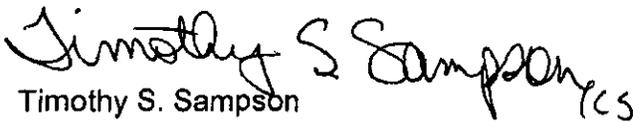
You have stated that there are policy implications of this proposal that staff will be addressing. We encourage staff to evaluate this proposal for all it is and not allow its merits to be overshadowed by abstract policy discussion. At the end of the day, this Application proposes very little change to the approved plan. It seeks simply to build on

the Application Property up to the side property line in a district where there is no side yard requirement. The fact that this would, in this case, enable the construction of a single building across that existing property line is a benefit to the County, the community and the Applicant. Despite the atypical nature of this proposal, we believe that the atypical nature of the circumstances surrounding this property as well as the substantial benefit the proposal provides far and away warrant staff's recommendation of approval.

As always, thank you for your attention to this matter. If you have any questions or would like additional information, please do not hesitate to contact me.

Very truly yours,

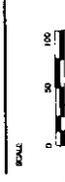
WALSH, COLUCCI, LUBELEY, EMRICH & WALSH, P.C.

Handwritten signature of Timothy S. Sampson in cursive, with the initials 'CS' at the end.

Timothy S. Sampson

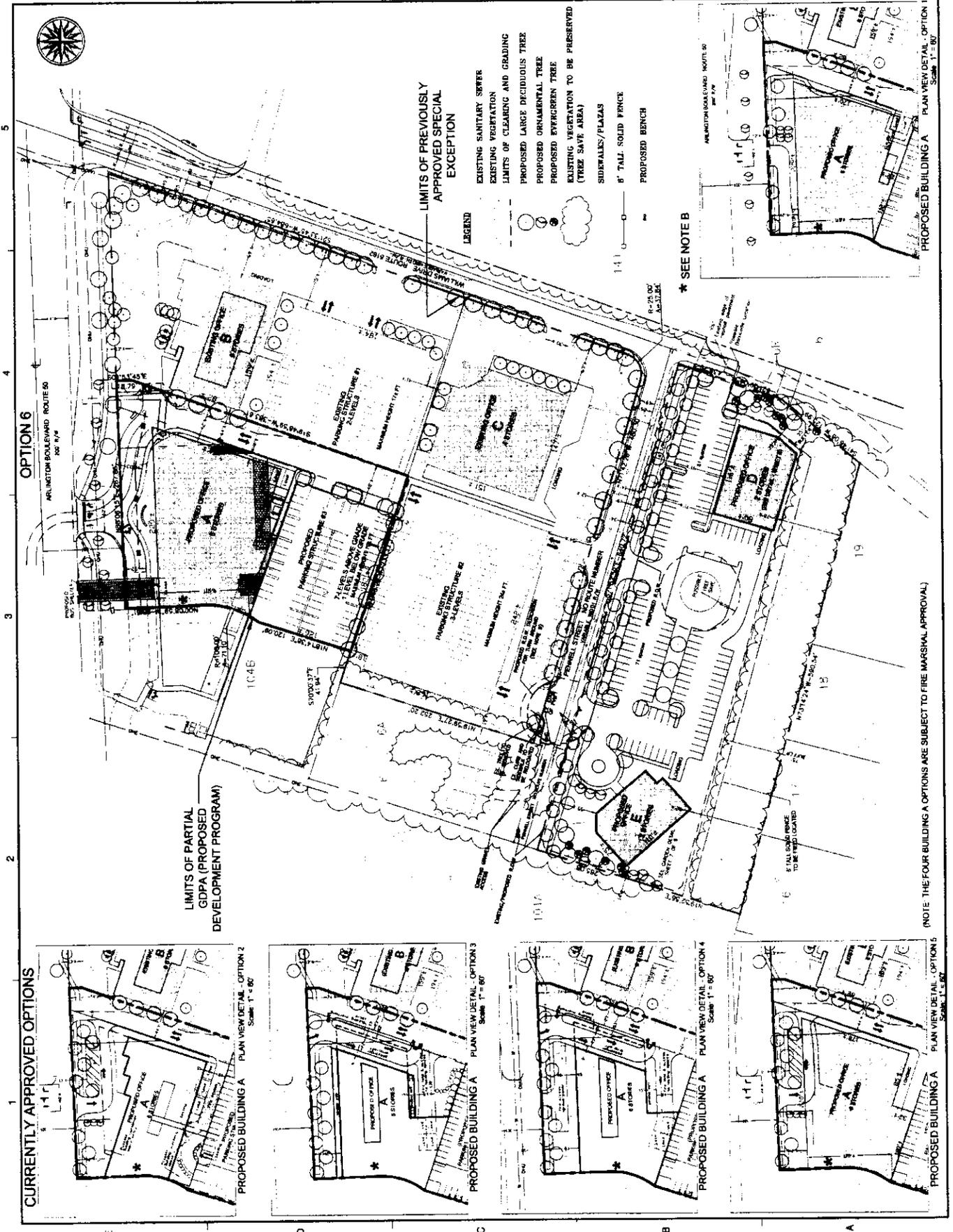
cc: Linda Smyth  
Ken Lawrence  
Sidney O. Dewberry  
JoAnna P. Legarreta  
Phil Yates  
Elizabeth McKeeby





NO.	DATE	BY	DESCRIPTION
1	01/09/08	JAC	PRELIMINARY
2	04/03/08	JAC	REVISED PER COMMENTS
3	05/12/08	JAC	REVISED PER COMMENTS
4	07/01/08	JAC	REVISED PER COMMENTS
5	07/01/08	JAC	REVISED PER COMMENTS

DESIGNED BY: JAC  
 CHECKED BY: JAC  
 DATE: 03/06/09  
 TITLE: PARTIAL GENERALIZED DEVELOPMENT PLAN AMENDMENT  
 PROJECT NO.: PCA 2004-PR-003

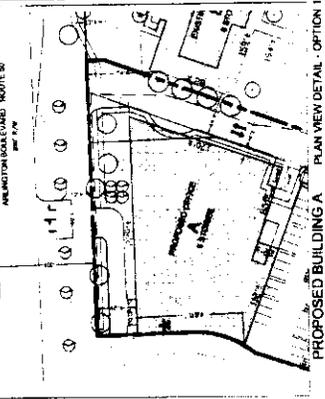


LIMITS OF PREVIOUSLY APPROVED SPECIAL EXCEPTION

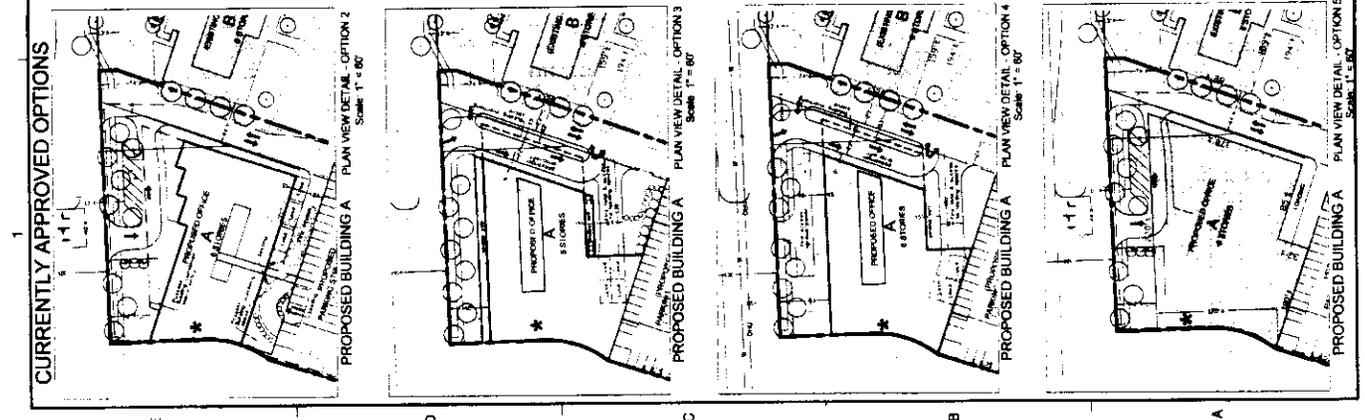
**LEGEND**

- EXISTING SANITARY SEWER
- EXISTING VEGETATION
- LIMITS OF CLEARING AND GRADING
- PROPOSED LARGE DECIDUOUS TREE
- PROPOSED ORNAMENTAL TREE
- PROPOSED EVERGREEN TREE
- EXISTING VEGETATION TO BE PRESERVED (TREE SAVE AREA)
- SIDEWALKS/PLAZAS
- 8' TALL SOLID FENCE
- PROPOSED BENCH

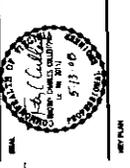
\* SEE NOTE B



(NOTE: THE FOUR BUILDING A OPTIONS ARE SUBJECT TO FIRE MARSHAL APPROVAL)



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TABULATION

Table with 2 columns: Description and Area. Includes rows for 'TOTAL FLOOR BRACES PROVIDED', 'PROPOSED GROUND FLOOR AREA', 'PROPOSED FLOOR AREA RATIO (FAR)', etc.

Table with 2 columns: Description and Area. Includes rows for 'TOTAL FLOOR BRACES PROVIDED', 'PROPOSED GROUND FLOOR AREA', 'PROPOSED FLOOR AREA RATIO (FAR)', etc.

Table with 2 columns: Description and Area. Includes rows for 'TOTAL FLOOR BRACES PROVIDED', 'PROPOSED GROUND FLOOR AREA', 'PROPOSED FLOOR AREA RATIO (FAR)', etc.

THE FLOOR AREA RATIO FOR THE TOTAL DEVELOPMENT PROPOSED ON THE TOTAL DEVELOPMENT SITE IS 1.14. THIS IS IN ACCORDANCE WITH THE DEVELOPMENT PLAN AMENDMENT AND THE ZONING ORDINANCE. THE DEVELOPMENT PLAN AMENDMENT AND THE ZONING ORDINANCE REQUIRE A FLOOR AREA RATIO OF 1.14 FOR THIS TYPE OF DEVELOPMENT.

THE DEVELOPMENT PLAN AMENDMENT AND THE ZONING ORDINANCE REQUIRE A FLOOR AREA RATIO OF 1.14 FOR THIS TYPE OF DEVELOPMENT. THE DEVELOPMENT PLAN AMENDMENT AND THE ZONING ORDINANCE REQUIRE A FLOOR AREA RATIO OF 1.14 FOR THIS TYPE OF DEVELOPMENT.



THE DEVELOPMENT PLAN AMENDMENT AND THE ZONING ORDINANCE REQUIRE A FLOOR AREA RATIO OF 1.14 FOR THIS TYPE OF DEVELOPMENT. THE DEVELOPMENT PLAN AMENDMENT AND THE ZONING ORDINANCE REQUIRE A FLOOR AREA RATIO OF 1.14 FOR THIS TYPE OF DEVELOPMENT.

THE DEVELOPMENT PLAN AMENDMENT AND THE ZONING ORDINANCE REQUIRE A FLOOR AREA RATIO OF 1.14 FOR THIS TYPE OF DEVELOPMENT. THE DEVELOPMENT PLAN AMENDMENT AND THE ZONING ORDINANCE REQUIRE A FLOOR AREA RATIO OF 1.14 FOR THIS TYPE OF DEVELOPMENT.

NOTES

- 1. THE DEVELOPMENT PLAN AMENDMENT AND THE ZONING ORDINANCE REQUIRE A FLOOR AREA RATIO OF 1.14 FOR THIS TYPE OF DEVELOPMENT. THE DEVELOPMENT PLAN AMENDMENT AND THE ZONING ORDINANCE REQUIRE A FLOOR AREA RATIO OF 1.14 FOR THIS TYPE OF DEVELOPMENT.
- 2. THE DEVELOPMENT PLAN AMENDMENT AND THE ZONING ORDINANCE REQUIRE A FLOOR AREA RATIO OF 1.14 FOR THIS TYPE OF DEVELOPMENT. THE DEVELOPMENT PLAN AMENDMENT AND THE ZONING ORDINANCE REQUIRE A FLOOR AREA RATIO OF 1.14 FOR THIS TYPE OF DEVELOPMENT.
- 3. THE DEVELOPMENT PLAN AMENDMENT AND THE ZONING ORDINANCE REQUIRE A FLOOR AREA RATIO OF 1.14 FOR THIS TYPE OF DEVELOPMENT. THE DEVELOPMENT PLAN AMENDMENT AND THE ZONING ORDINANCE REQUIRE A FLOOR AREA RATIO OF 1.14 FOR THIS TYPE OF DEVELOPMENT.
- 4. THE DEVELOPMENT PLAN AMENDMENT AND THE ZONING ORDINANCE REQUIRE A FLOOR AREA RATIO OF 1.14 FOR THIS TYPE OF DEVELOPMENT. THE DEVELOPMENT PLAN AMENDMENT AND THE ZONING ORDINANCE REQUIRE A FLOOR AREA RATIO OF 1.14 FOR THIS TYPE OF DEVELOPMENT.
- 5. THE DEVELOPMENT PLAN AMENDMENT AND THE ZONING ORDINANCE REQUIRE A FLOOR AREA RATIO OF 1.14 FOR THIS TYPE OF DEVELOPMENT. THE DEVELOPMENT PLAN AMENDMENT AND THE ZONING ORDINANCE REQUIRE A FLOOR AREA RATIO OF 1.14 FOR THIS TYPE OF DEVELOPMENT.



DATE: 5/15/08  
 PROJECT: ARLINGTON BOULEVARD CONSOLIDATION  
 SHEET NO.: 4 OF 11

AS NOTED

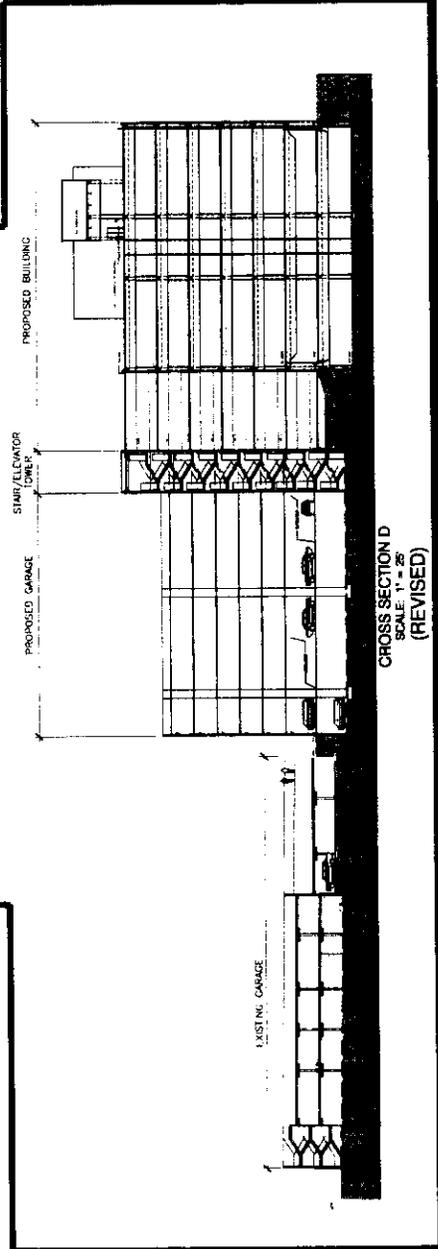
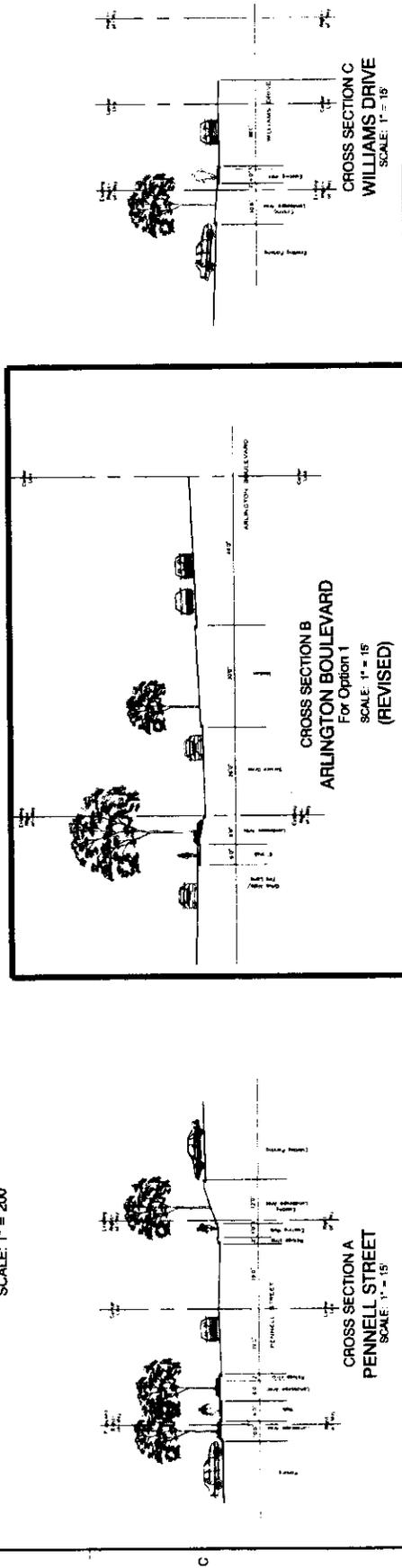
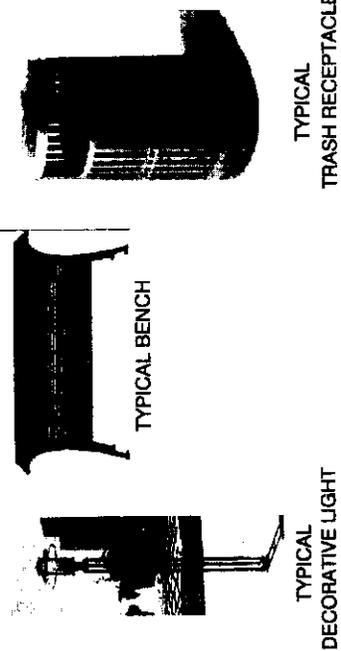
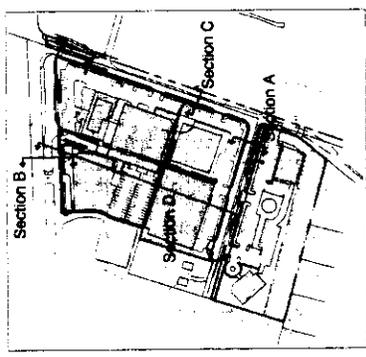
NO.	DATE	BY	DESCRIPTION
1	05/15/08	JAK	ISSUE FOR PERMITS
2	04/03/08	JAK	REVISED
3	01/09/08	JAK	REVISED

DESIGNED BY: [Blank]  
 APPROVED BY: [Blank]  
 CHECKED BY: [Blank]  
 DATE: October 8, 2007  
 TITLE: [Blank]

**CROSS SECTIONS**

PROJECT NO.: [Blank]

NOTE: The typical site furniture and cross sections presented on this sheet are shown to illustrate the general theme and character of the proposed development. They are subject to minor modification with final engineering and architectural design.





NET PLAN

NOT TO SCALE

NO.	DATE	BY	DESCRIPTION
1	01/09/08	JAC	PRELIMINARY
2	04/03/08	JAC	REVISED
3	05/12/08	JAC	REVISED

DESIGNED BY: JAC  
 CHECKED BY: JAC  
 DATE: 05/12/08  
 TITLE: ELEVATIONS

**ELEVATIONS**

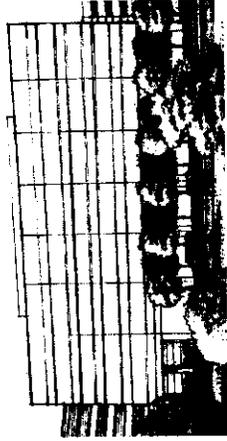
PROJECT NO.



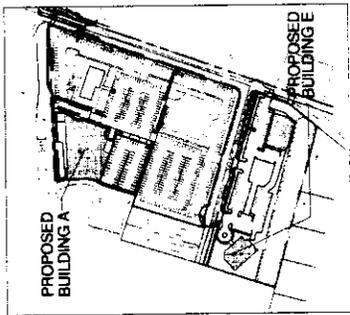
PROPOSED BUILDING E - FRONT



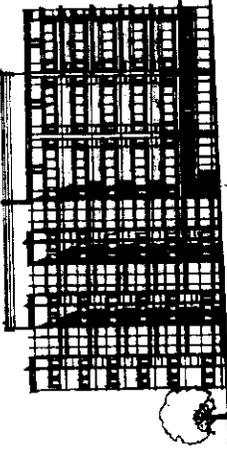
PROPOSED BUILDING E - REAR



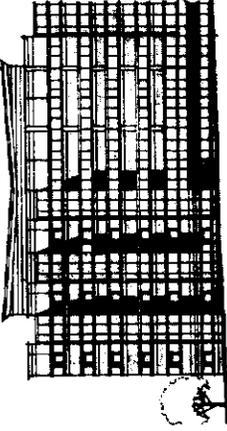
APPROVED BUILDING A - Option 2 or 3



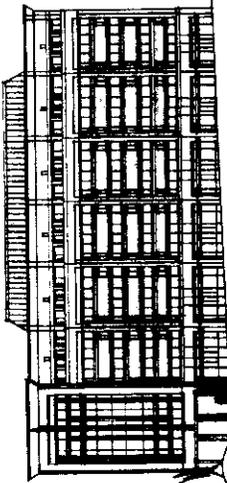
KEY MAP  
 SCALE: 1" = 200'



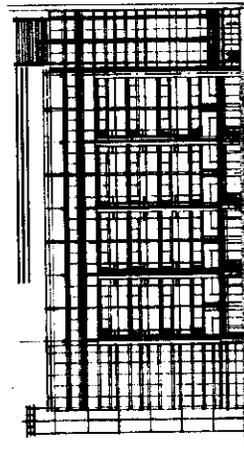
APPROVED ALTERNATIVE 1



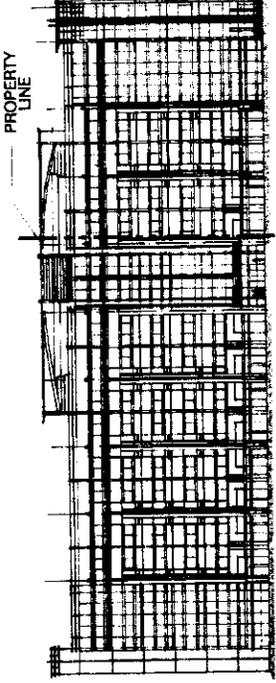
APPROVED ALTERNATIVE 2



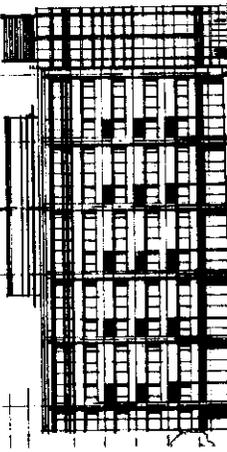
APPROVED ALTERNATIVE 3



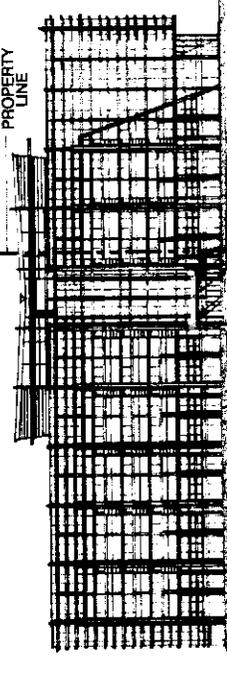
PROPOSED ELEVATION 4



PROPOSED ELEVATION 6



PROPOSED ELEVATION 5



PROPOSED ELEVATION 7

NOTE: THE BUILDING ELEVATIONS AND SKETCHES PRESENTED ON THIS SHEET ARE PRELIMINARY AND SUBJECT TO REFINEMENT AND MINOR MODIFICATION WITH FURTHER ARCHITECTURAL AND ENGINEERING DESIGN. THEY ARE PRESENTED TO ILLUSTRATE THE GENERAL ARCHITECTURAL THEME OF THE PROPOSED BUILDINGS.

**POSSIBLE ALTERNATIVE FRONT ELEVATIONS  
 FOR PROPOSED BUILDING A**



NOT PLAN

SCALE

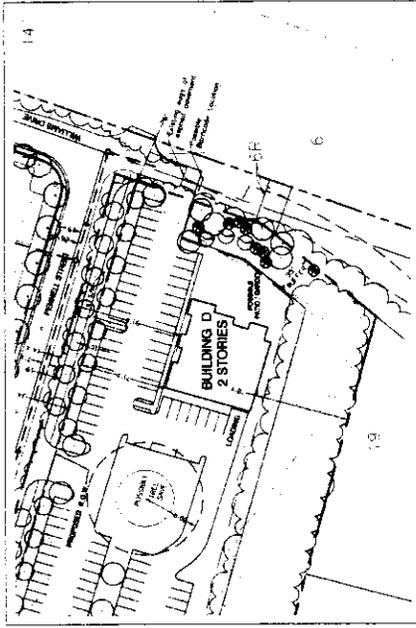
NOT TO SCALE

NO.	DATE	DESCRIPTION
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2	04.03.08 JMC	REVISED
3	05.17.08 JMC	REVISED

DESIGNED BY: JMC  
 APPROVED BY: JMC  
 CHECKED BY: JMC  
 DATE: OCTOBER 11, 2007  
 TITLE:

**BUILDING D ELEVATIONS**

PROJECT NO.



BUILDING D



BUILDING D FRONT ELEVATION



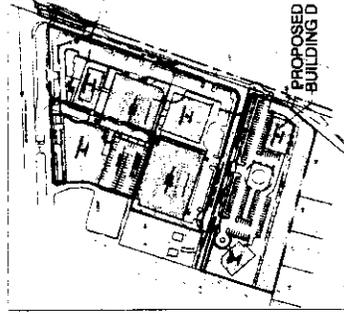
BUILDING D REAR ELEVATION



BUILDING D WEST ELEVATION



BUILDING D EAST ELEVATION



KEY MAP  
 SCALE: 1" = 200'

NOTE:  
 THE BUILDING ELEVATIONS PRESENTED ON THIS SHEET ARE PRELIMINARY AND SUBJECT TO REFINEMENT AND MINOR MODIFICATION WITH FURTHER ARCHITECTURAL AND ENGINEERING DESIGN. THEY ARE PRESENTED TO ILLUSTRATE THE GENERAL ARCHITECTURAL THEME OF THE PROPOSED BUILDING.

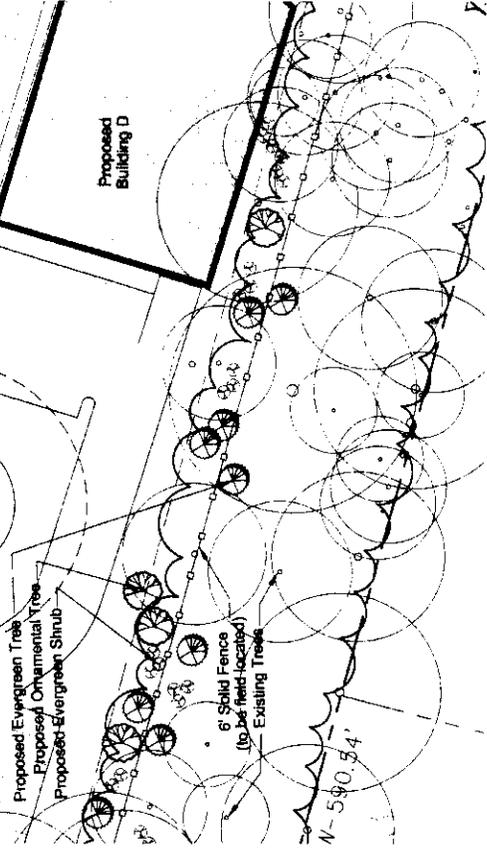
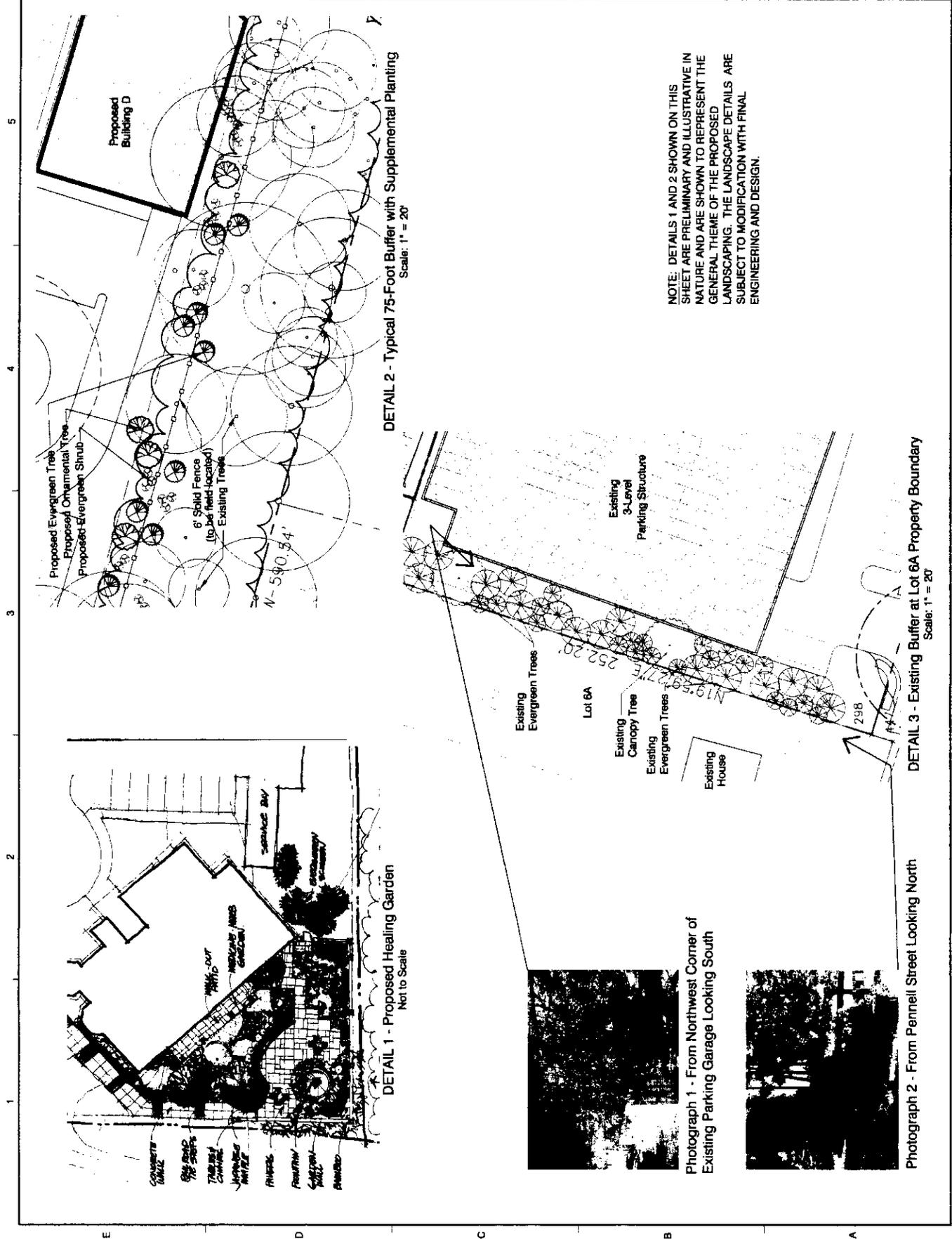


AS NOTED

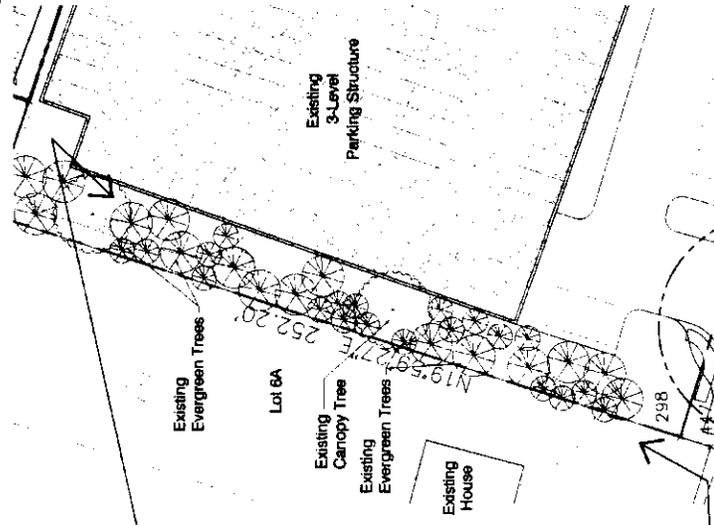
NO.	DATE	DESCRIPTION
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2	08-03-09	REVISED
3	07-20-09	REVISED

DESIGNED BY: [Name]  
 APPROVED BY: [Name]  
 DATE: October 9, 2007  
 FILE: [Name]

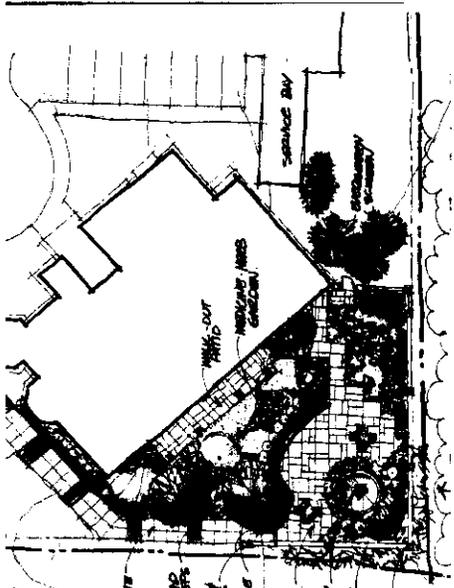
**LANDSCAPE  
 DETAIL SHEET**



DETAIL 2 - Typical 75-Foot Buffer with Supplemental Planting  
 Scale: 1" = 20'



DETAIL 3 - Existing Buffer at Lot 6A Property Boundary  
 Scale: 1" = 20'



DETAIL 1 - Proposed Healing Garden  
 Not to Scale



Photograph 1 - From Northwest Corner of Existing Parking Garage Looking South



Photograph 2 - From Pennell Street Looking North

NOTE: DETAILS 1 AND 2 SHOWN ON THIS SHEET ARE PRELIMINARY AND ILLUSTRATIVE IN NATURE AND ARE SHOWN TO REPRESENT THE GENERAL THEME OF THE PROPOSED LANDSCAPING. THE LANDSCAPE DETAILS ARE SUBJECT TO MODIFICATION WITH FINAL ENGINEERING AND DESIGN.





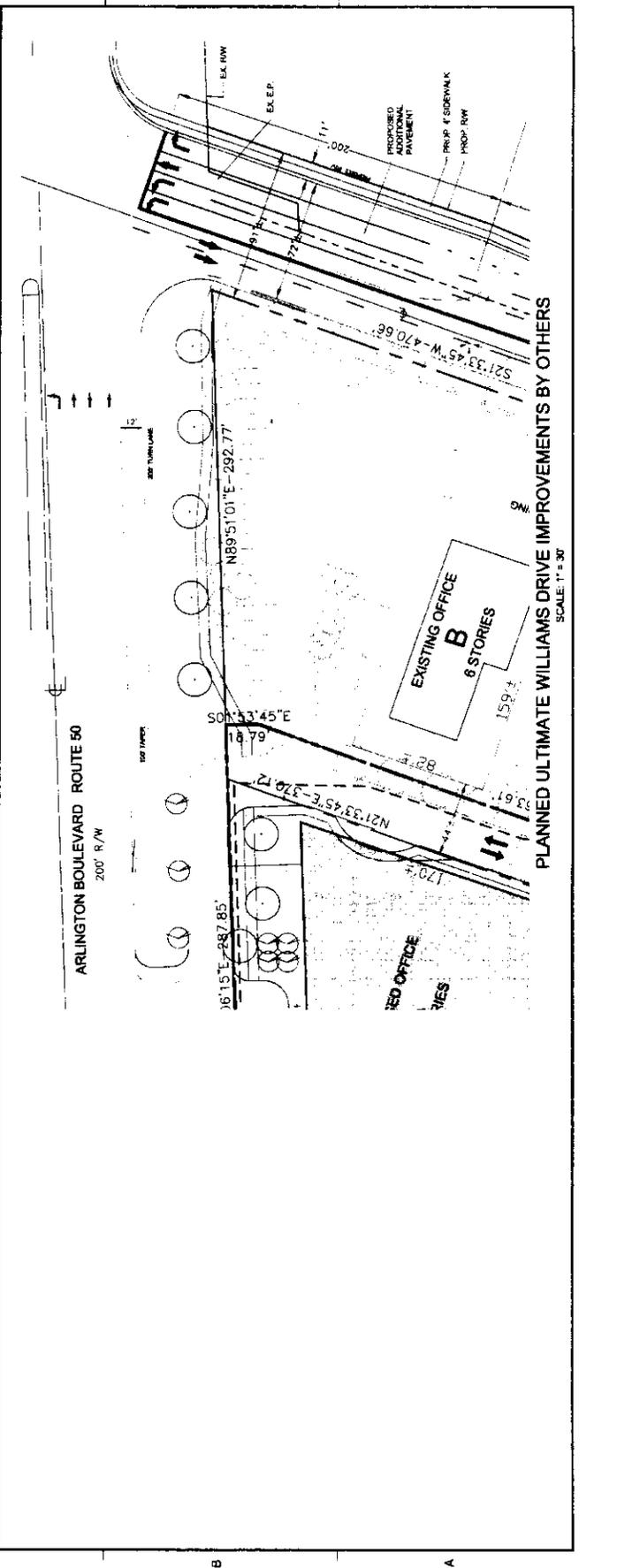
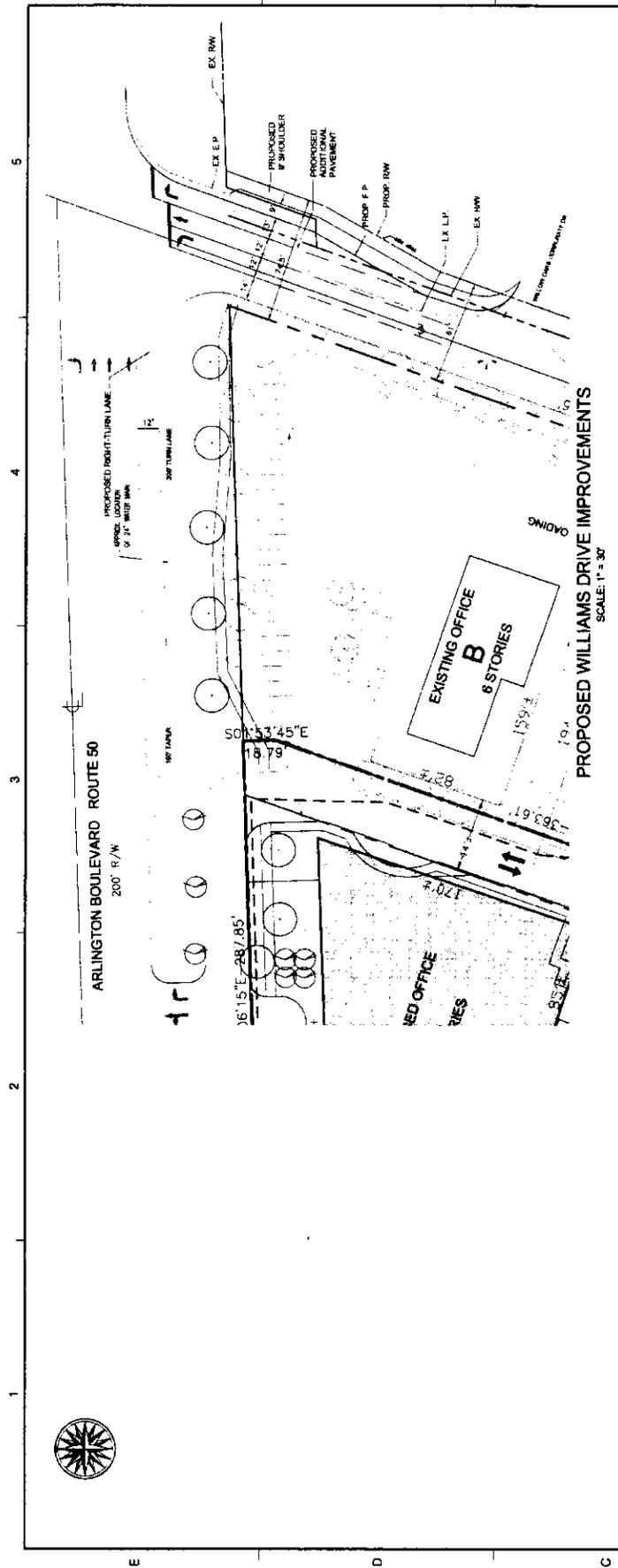
4/27/08

AS NOTED

DATE	DESCRIPTION
10/09/07	ISSUED FOR PERMITS

APPROVED BY: [Signature]  
 DATE: October 9, 2007  
 TITLE: PROJECT MANAGER

**WILLIAMS DRIVE IMPROVEMENTS**





DATE: 10/11/11

SHEET NO.

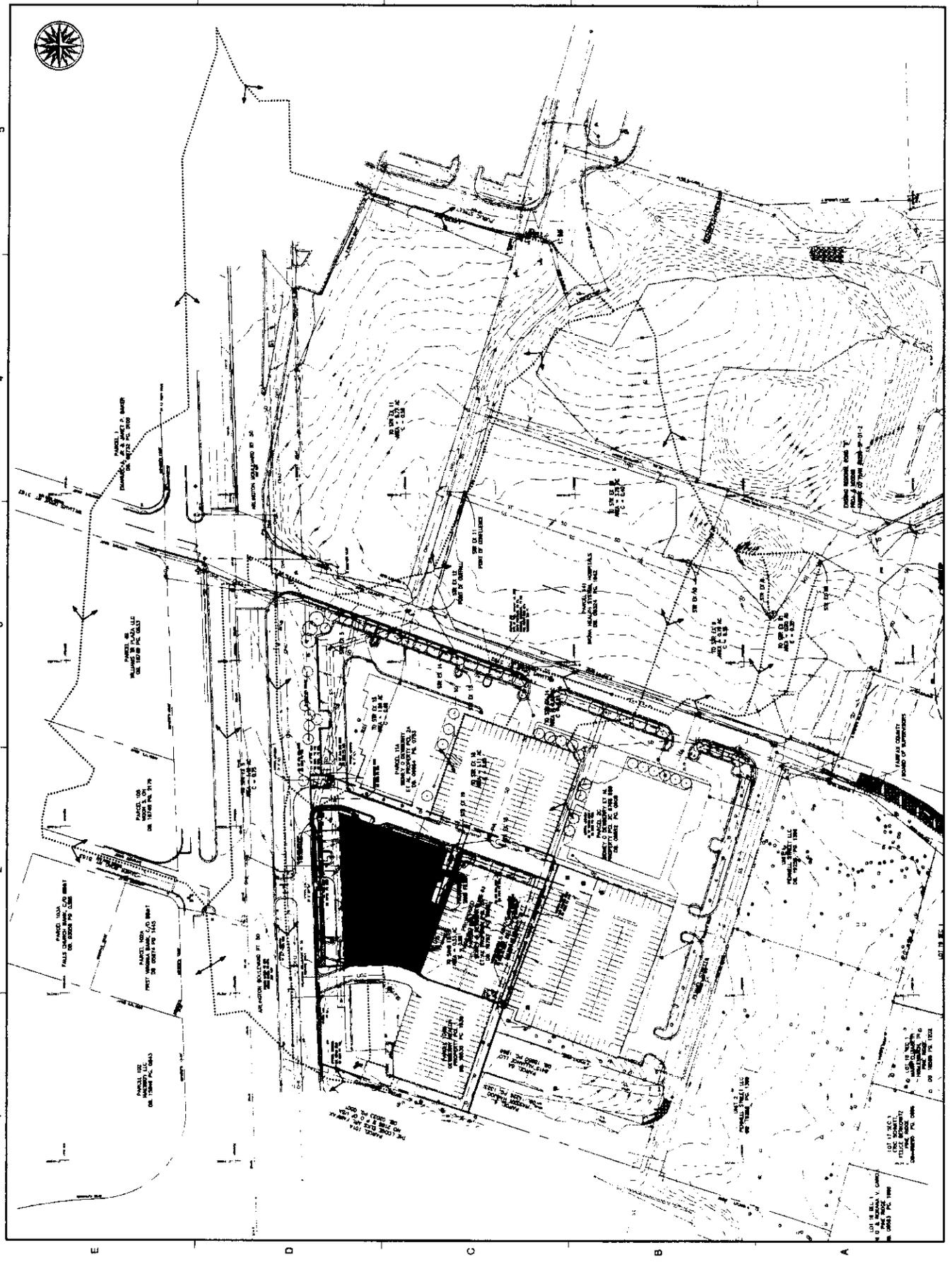


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DESIGNED BY: AKC  
 APPROVED BY: BCC  
 CHECKED BY: PCV  
 DATE: October 9, 2011

TITLE:  
**ADEQUATE OUTFALL  
 ANALYSIS**  
 PCA 2004 PR-003

PROJECT NO.





4/2/10

5/1/10

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