

PROFFERS
ARLINGTON BOULEVARD CONSOLIDATION
PCA 2004-PR-003
June 26, 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the May 3, 2004 Proffers shall remain in full force and effect except as they shall be modified, and thereby superseded, herein with respect to the PCA Property.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 June 26, 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 All references in the May 3, 2004 Proffers to the "GDP" that apply to the PCA Property are hereby modified and superseded to refer to the PCA Plan.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 6th 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 a quarterly 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, and any mechanical penthouses shall be architecturally integrated with materials and colors consistent with those of the building. 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.

- 14.A. **Green Building Practices.** The Applicant shall include a U.S. Green Building Council ("USGBC") Leadership in Energy and Environmental Design ("LEED[®]") accredited professional who is also a professional engineer or architect licensed to practice in the Commonwealth of Virginia as a member of the design team for Building A. The LEED[®] accredited professional shall work with the team to incorporate LEED[®] design elements into Building A and its site so that it will be positioned to attain LEED[®] certification for Core and Shell (or equivalent successor certification). The Applicant shall demonstrate compliance with this commitment to the Environment and Development Review Branch of DPZ at the time of site plan second submission.

The Applicant shall provide, as part of the building plan submission for Building A, a list prepared by a LEED[®] accredited professional of specific credits that the Applicant anticipates attaining within the LEED[®] - Core and Shell Development, Version 2.0, rating system, or other LEED[®] or equivalent rating system applicable to the project, along with a written statement from the LEED[®] Accredited Professional, indicating that the items on the list should meet at least the minimum number of credits necessary to position the project to attain LEED[®] certification.

The Applicant shall explore the use of solar devices on the building roof and/or garage and provide a report of its findings to the Board of Supervisors and DPZ at the time of building plan submission for Building A. If Building A is to be leased, in whole or part, to medical office tenants, then the Applicant shall also explore the differences between the application of LEED criteria to medical office tenants and to general office tenants and provide a report of its findings to the Board of Supervisors and DPZ prior to issuance of the first tenant Non-RUP requested after Building A is 70% occupied.

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. Light poles on top of the parking garage shall be no higher and no greater in number than the minimum required to provide adequate security lighting. The Applicant shall install a device to lower lighting levels for lights in and on the garage between the hours of 11 p.m. and 6 a.m. while maintaining reasonable and adequate security lighting.
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. Alternatively, the Applicant shall construct the site entrance configuration shown as "Option 1" on Sheet 2 of the PCA Plan as the permanent configuration if it is determined by FCDOT and VDOT at the time of site plan approval that Option 1 is preferred.
- 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. The crosswalk and pedestrian activated signal at the west side of Williams Drive, crossing Route 50, as required in the May 3, 2004 Proffers, have been installed.
- 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.

Proffers
Page 8

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]

Proffers

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: Jane A. Quill

Name: Jane A. Quill

Its: Chairman of the Board

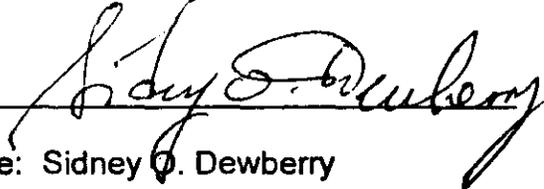
[SIGNATURES PAGES TO FOLLOW]

Proffers

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

ARLINGTON BOULEVARD CONSOLIDATION LLC

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By: 

Name: Sidney O. Dewberry

Its: General Partner

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

By: _____

Name: _____

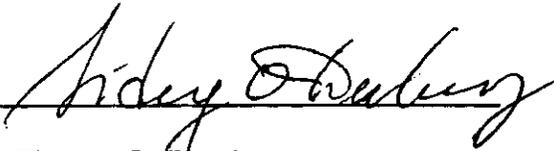
Its: _____

[SIGNATURES PAGES TO FOLLOW]

Proffers

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 effective as of the 30th day of June 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 is scheduled for decision by the County on June 30, 2008, with proffered conditions dated June 26, 2008 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.

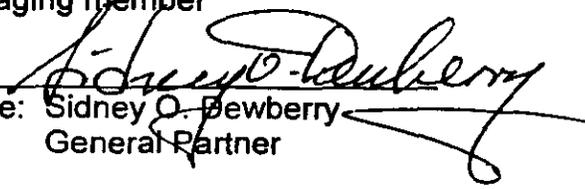
3. This Declaration can be enforced by the County.

4. This Declaration shall be effective on June 30, 2008, provided the County approves the PCA, and shall thereafter 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:

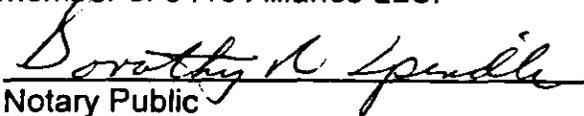
8415 ALLIANCE LLC, a Virginia limited liability company

By: Dewberry Investments LLLP, its managing member

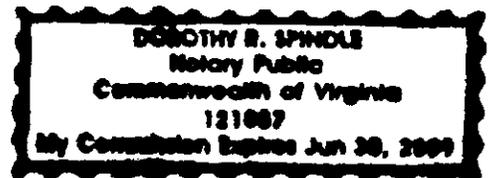
By: 
Name: Sidney O. Dewberry
Title: General Partner

STATE OF Virginia :
COUNTY/CITY OF Fairfax :

The foregoing instrument was acknowledged before me this 27th day of June, 2008 by Sidney O. Dewberry, general partner of Dewberry Investments LLLP, managing member of 8415 Alliance LLC.


Notary Public

My commission expires: June 30, 2009
Registration Number: 121087



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PROFFERS
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PCA 2004-PR-003
June 26, 2008

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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.

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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. Light poles on top of the parking garage shall be no higher and no greater in number than the minimum required to provide adequate security lighting. The Applicant shall install a device to lower lighting levels for lights in and on the garage between the hours of 11 p.m. and 6 a.m. while maintaining reasonable and adequate security lighting.
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-

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. Alternatively, the Applicant shall construct the site entrance configuration shown as "Option 1" on Sheet 2 of the PCA Plan as the permanent configuration if it is determined by FCDOT and VDOT at the time of site plan approval that Option 1 is preferred.
- 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. The crosswalk and pedestrian activated signal at the west side of Williams Drive, crossing Route 50, as required in the May 3, 2004 Proffers, have been installed.
- 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.

Proffers

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: Jane A. Quill

Name: Jane A. Quill

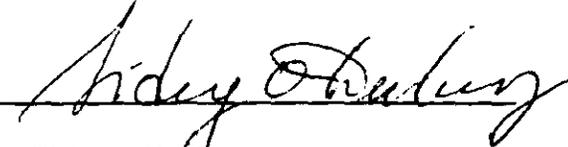
Its: Chairman of the Board

[SIGNATURES PAGES TO FOLLOW]

Proffers

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

DEWBERRY III LLLP

By: 

Name: Sidney O. Dewberry

Its: General Partner

[SIGNATURES END]