



APPLICATION ACCEPTED: March 4, 2009
PLANNING COMMISSION: September 10, 2009
BOARD OF SUPERVISORS: September 14, 2009 @ 4:00 PM

County of Fairfax, Virginia

September 9, 2009

CRA

STAFF REPORT ADDENDUM

**APPLICATIONS RZ 2009-PR-006
Concurrent w/ PCA 2004-PR-003-02
and PCA 2009-PR-007**

PROVIDENCE DISTRICT

APPLICANT: Arlington Boulevard Consolidation, LLC

PRESENT ZONING: R-1 and C-3

REQUESTED ZONING: C-3

PARCEL(S):

RZ 2009-PR-006:	49-3 ((9)) 6 & 6A
PCA 2004-PR-003-02:	49-3 ((9)) 7A pt. & 11A pt. and 49-3((1)) 135
PCA 2009-PR-007:	49-3 ((1)) 104B

ACREAGE:

RZ 2009-PR-006:	33,976 sq. ft. (0.78 acres)
PCA 2004-PR-003-02:	2.02 ac
PCA 2009-PR-007:	43,124 sq. ft (0.99 acres)

FAR:

RZ 2009-PR-006:	0.59
PCA 2004-PR-003-02:	1.40
PCA 2009-PR-007:	1.0

OPEN SPACE: 30% (Overall Development)

PLAN MAP: Office

RZ PROPOSAL: The applicant seeks to rezone Tax Map Parcels 49-3 ((9)) 6 & 6A totaling 33,976 square feet (0.78 acres) from R-1 to C-3 District to permit the construction of a 20,000 square foot, 2-story (35 feet tall) office building at a 0.59 FAR.

William O'Donnell

PCA PROPOSALS: The applicant seeks to amend PCA 2004-PR-003 previously approved for commercial development at a 1.50 FAR (0.64 FAR for the overall Arlington Boulevard Consolidation) to allow modifications to the approved proffers and General Development Plan (GDP) to permit an access drive for Tax Map Parcels 49-3 ((9)) 6 & 6A; a secondary access point to the approved parking structure located on Tax Map Parcel 49-3 ((1)) 104B & 135; and other site modifications. In addition, the applicant seeks to establish proffers for Parcel 104B to incorporate portions of the previously approved Office Building A and parking structure located on Parcel 104B in the overall Arlington Boulevard Consolidation and also to vacate the existing covenant on the parcel.

STAFF RECOMMENDATIONS:

Staff recommends approval of RZ 2009-PR-006 subject to proffers consistent with those found in Attachment 1 of this report.

Staff recommends approval of PCA 2004-PR-003-02 subject to proffers consistent with those found in Attachment 2 of this report.

Staff recommends approval of PCA 2009-PR-007 subject to proffers consistent with those found in Attachment 2 of this report.

Staff recommends approval of a modification of the loading space requirement for office uses to permit a maximum of four loading spaces shown on the GDP.

Staff recommends approval of a waiver of the Interior Parking Lot Landscaping requirement for the upper level of the parking structure located on Tax Maps 49-3 ((1)) 104B & 135 in favor of the proposed solar panels shown on the GDP.

Staff recommends approval of a waiver of the service drive requirement along Route 50 in favor of the applicant providing inter-parcel access to the adjacent property to the west.

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 rezoning 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.

O:\wodonn\ZED\Rezoning\RZ 2009-PR-006 ABC Consolidation\RZ 2009-PR-006 ABC Consolidation_Staff_Report_Addendum_Cover.doc



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).

Rezoning Application

RZ 2009-PR-006

Applicant: ARLINGTON BOULEVARD CONSOLIDATION LLC
Accepted: 03/04/2009
Proposed: COMMERCIAL
Area: 33,976 SF OF LAND; DISTRICT - PROVIDENCE

Zoning Dist Sect:
Located: NORTH SIDE OF PENNELL STREET
APPROXIMATELY 500 FEET WEST OF
INTERSECTION WITH WILLIAMS DRIVE

Zoning: FROM R- 1 TO C- 3
Overlay Dist: CRA
Map Ref Num: 049-3- /09/ /0006 /09/ /0006A

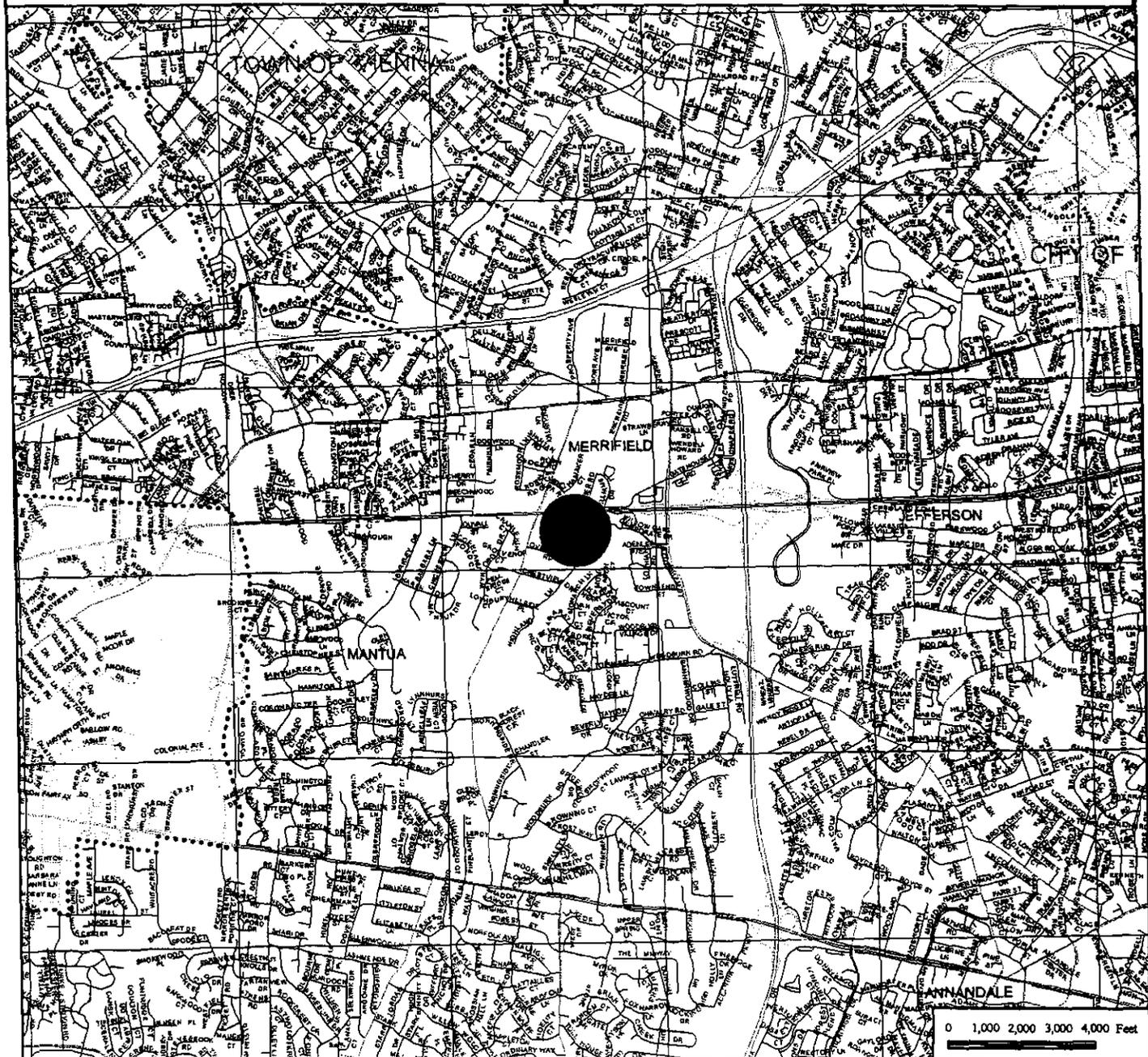
Proffered Condition Amendment

PCA 2009-PR-007

Applicant: ARLINGTON BOULEVARD CONSOLIDATION LLC
Accepted: 03/04/2009
Proposed: TO ESTABLISH PROFFERS ON EXISTING C-3
ZONED PROPERTY
Area: 43,124 SF OF LAND; DISTRICT - PROVIDENCE

Zoning Dist Sect:
Located: S. SIDE OF ARLINGTON BLVD. APPROX 450
FT. W. OF INTERSECTION WITH WILLIAMS DRIVE

Zoning: C- 3
Overlay Dist: CRA
Map Ref Num: 049-3- /01/ /0104B



Rezoning Application

RZ 2009-PR-006

Applicant: ARLINGTON BOULEVARD CONSOLIDATION LLC
Accepted: 03/04/2009
Proposed: COMMERCIAL
Area: 33,976 SF OF LAND; DISTRICT - PROVIDENCE

Zoning Dist Sect:
Located: NORTH SIDE OF PENNELL STREET
APPROXIMATELY 500 FEET WEST OF
INTERSECTION WITH WILLIAMS DRIVE

Zoning: FROM R- 1 TO C- 3
Overlay Dist: CRA
Map Ref Num: 049-3- /09/ /0006 /09/ /0006A

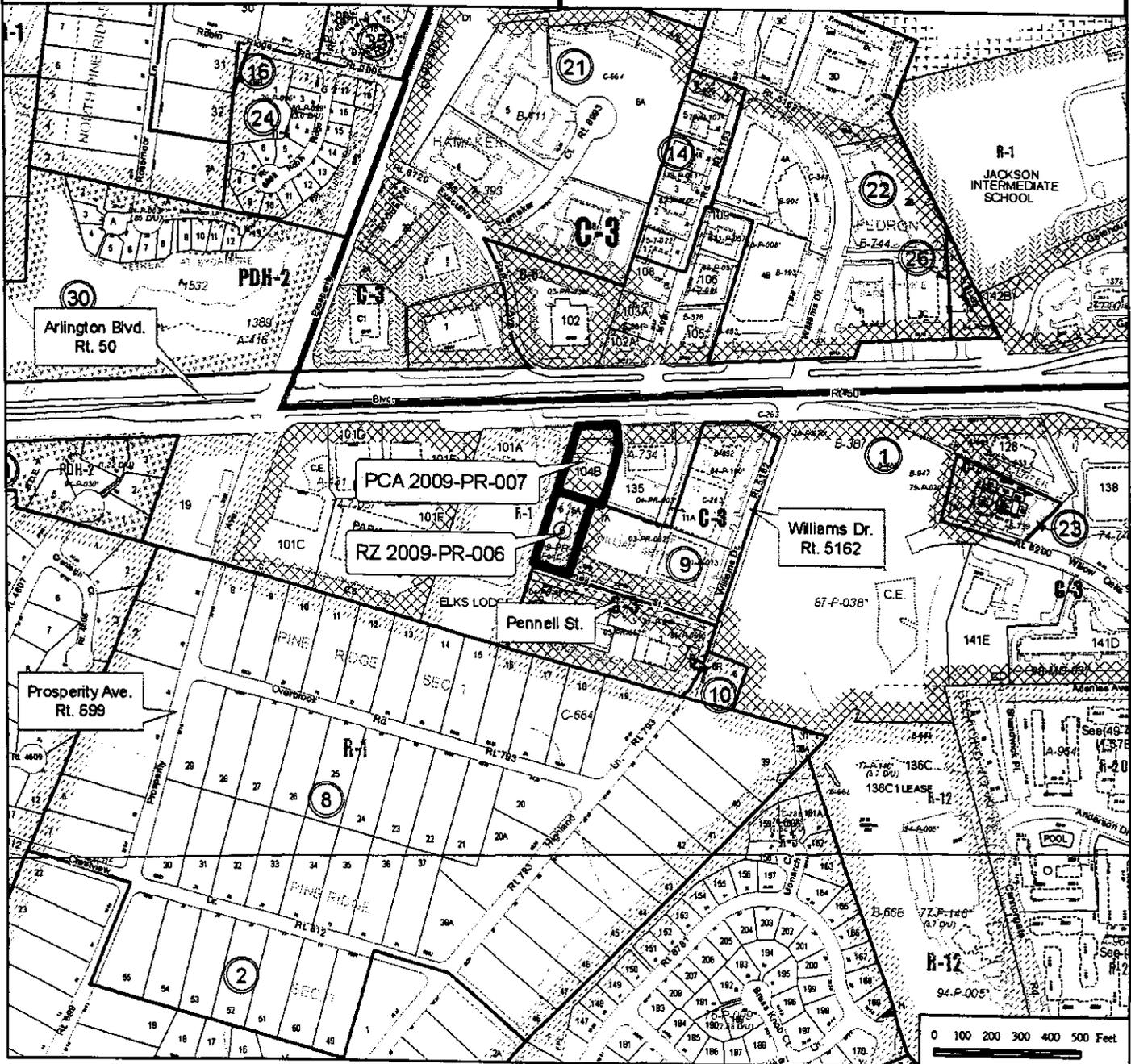
Proffered Condition Amendment

PCA 2009-PR-007

Applicant: ARLINGTON BOULEVARD CONSOLIDATION LLC
Accepted: 03/04/2009
Proposed: TO ESTABLISH PROFFERS ON EXISTING C-3
ZONED PROPERTY
Area: 43,124 SF OF LAND; DISTRICT - PROVIDENCE

Zoning Dist Sect:
Located: S. SIDE OF ARLINGTON BLVD. APPROX 450
FT. W. OF INTERSECTION WITH WILLIAMS DRIVE

Zoning: C- 3
Overlay Dist: CRA
Map Ref Num: 049-3- /01/ /0104B

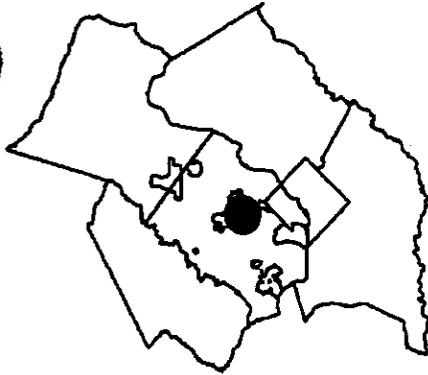


Proffered Condition Amendment

PCA 2004-PR-003-02

Applicant:
Accepted:
Proposed:

ARLINGTON BOULEVARD CONSOLIDATION LLC
03/04/2009
AMEND RZ 2004-PR-003 PREVIOUSLY
APPROVED FOR COMMERCIAL DEVELOPMENT
TO PERMIT SITE MODICATIONS

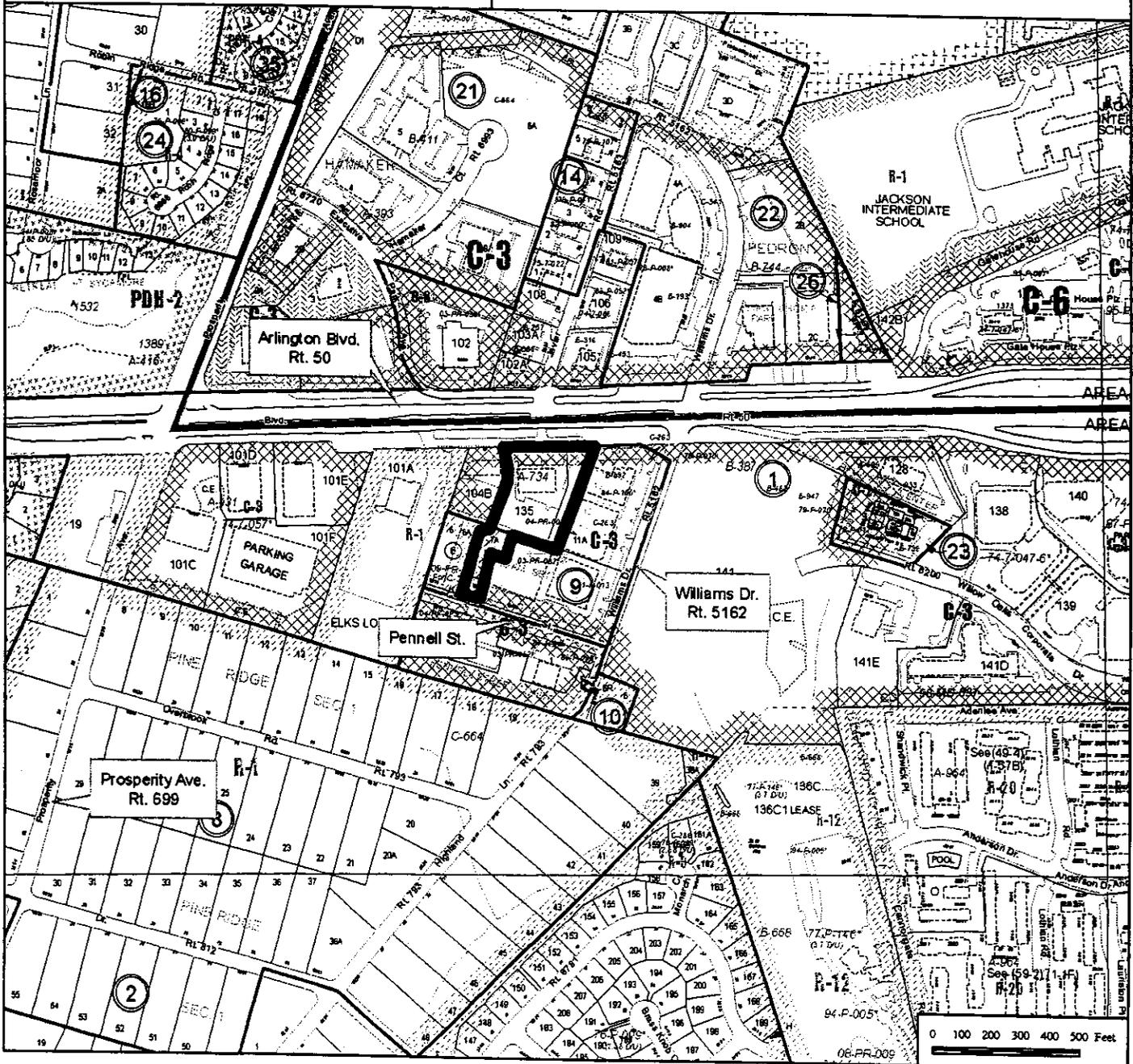


Area:
Zoning Dist Sect:
Located:

2.02 AC OF LAND; DISTRICT - PROVIDENCE
SOUTH SIDE OF ARLINGTON BOULEVARD
APPROXIMATELY 225 FEET WEST OF ITS
INTERSECTION WITH WILLIAMS DRIVE AND
NORTH OF PENNELL STREET

Zoning:
Overlay Dist:
Map Ref Num:

C-3
CRA
049-3- /01/ /0135 /09/ /0007A pt.
/09/ /0011A pt.



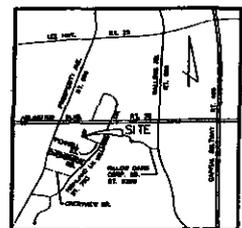
Arlington Boulevard Consolidation Lots 6 & 6A

Providence District Fairfax County, Virginia

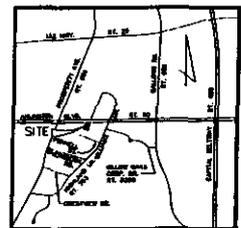
Generalized Development Plan - Lots 6 & 6A / RZ 2009-PR-006

Generalized Development Plan Amendment - Lot 104B / PCA 2009-PR-007

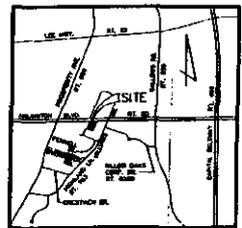
Partial Generalized Development Plan Amendment -
Lots 7A (Pt.), 11A (Pt.) and 135 / PCA 2004-PR-003-02



VICINITY MAP - Lots 6 & 6A
SCALE: 1" = 2,000'



VICINITY MAP - Lot 104B
SCALE: 1" = 2,000'



VICINITY MAP - Lots 7A (Pt.), 11A (Pt.) & 135
SCALE: 1" = 2,000'

Applicant:

Arlington Boulevard Consolidation LLC
8401 Arlington Boulevard
Fairfax, Virginia 22031

Sheet Index

1. COVER SHEET
2. GDP / GOFA - OVERALL PLAN
3. GDP / GOFA - IMPLACEMENT PLAN AND OPTIONAL PLANS
4. NOTES AND TABULATIONS
5. CROSS SECTIONS
6. CROSS SECTIONS AND SITE DETAILS
7. ELEVATIONS AND PERSPECTIVES
8. LANDSCAPE DETAIL
9. ADEQUATE OUTFALL ANALYSIS
10. STORMWATER MANAGEMENT

Arlington Boulevard Consolidation
Lots 6 & 6A
Generalized Development Plan /
Generalized Development Plan Amendments



Revised September 4, 2009
Revised August 19, 2009
Revised July 20, 2009
Revised May 5, 2008
Revised September 4, 2008
August 5, 2008

M-10713

1 2 3 4 5

Legend
 --- EXISTING VEGETATION
 --- LIMITS OF CLEARING AND GRADING



Note:
 THE BASE FOR THIS GRAPHIC IS THE GENERALIZED DEVELOPMENT PLAN (GDP) APPROVED BY THE BOARD OF SUPERVISORS ON MAY 18, 2004 WITH ITS APPROVAL OF THE 2004-PRIOR, AND ALSO THE INITIAL PROPOSED CLUSTER AMENDMENT PLAN APPROVED BY THE BOARD ON JUNE 28, 2004. THE BASE ALSO INCLUDED THE PROPOSED COORDINATED DEVELOPMENT PROGRAM ON LOT 101B, IT IS TO BE NOTED THAT THE PROPOSED DEVELOPMENT PROGRAM ON PORTIONS OF THE GDP LAND AREA THAT WAS APPROVED ON MAY 18, 2004 HAVE BEEN ALLOWED IN ACCORDANCE WITH REQUIREMENTS FOR INTERPRETATION APPROVED IN THE WETLANDS VEWS.

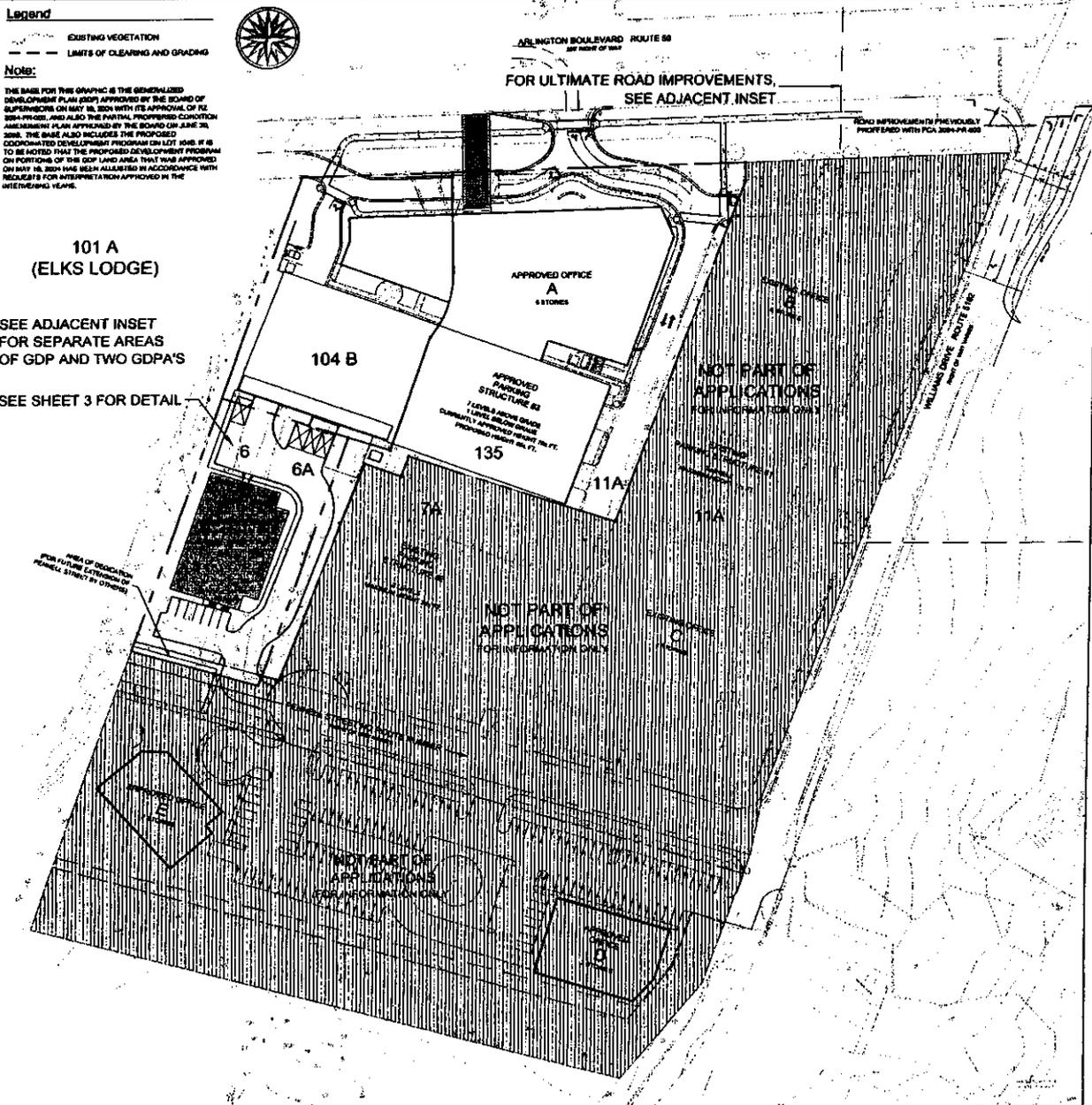
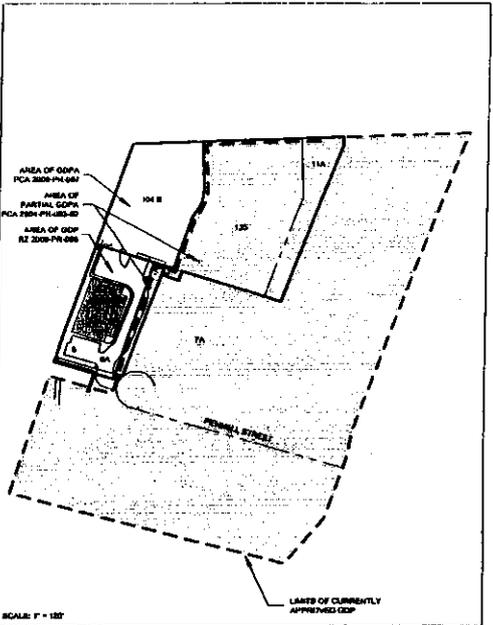
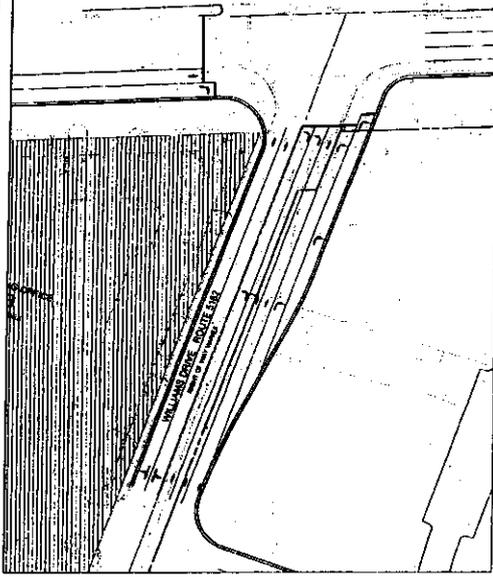
101 A
(ELKS LODGE)

SEE ADJACENT INSET
FOR SEPARATE AREAS
OF GDP AND TWO GDPA'S

SEE SHEET 3 FOR DETAIL

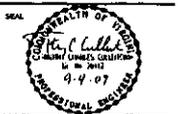
ARLINGTON BOULEVARD ROUTE 58
 FOR ULTIMATE ROAD IMPROVEMENTS,
 SEE ADJACENT INSET

Ultimate Road Improvements
 Proposed by others with PCA 07-P-028-04



Dewberry & Davis LLC
 200 WASHINGTON BLVD
 SUITE 100
 PROVO, UT 84601
 TEL: 801-733-8800
 FAX: 801-733-8801

ARLINGTON BOULEVARD
 CONSOLIDATION
 GENERALIZED DEVELOPMENT
 PLAN / PARTIAL GENERALIZED
 DEVELOPMENT PLAN AMENDMENTS
 PROVIDENCE DISTRICT
 HARRIS COUNTY, UTAH



KEY PLAN



No.	DATE	BY	Description
3	09.04.08	JAC	
4	08.18.08	APR	
3	07.30.08	APR	
2	05.05.08	APR	
1	08.04.08	APR	

DESIGNED BY: JAC
 APPROVED BY: _____
 CHECKED BY: PGT
 DATE: August 6, 2008

TITLE
**ARLINGTON BOULEVARD
 CONSOLIDATION
 GDP / GDPA**

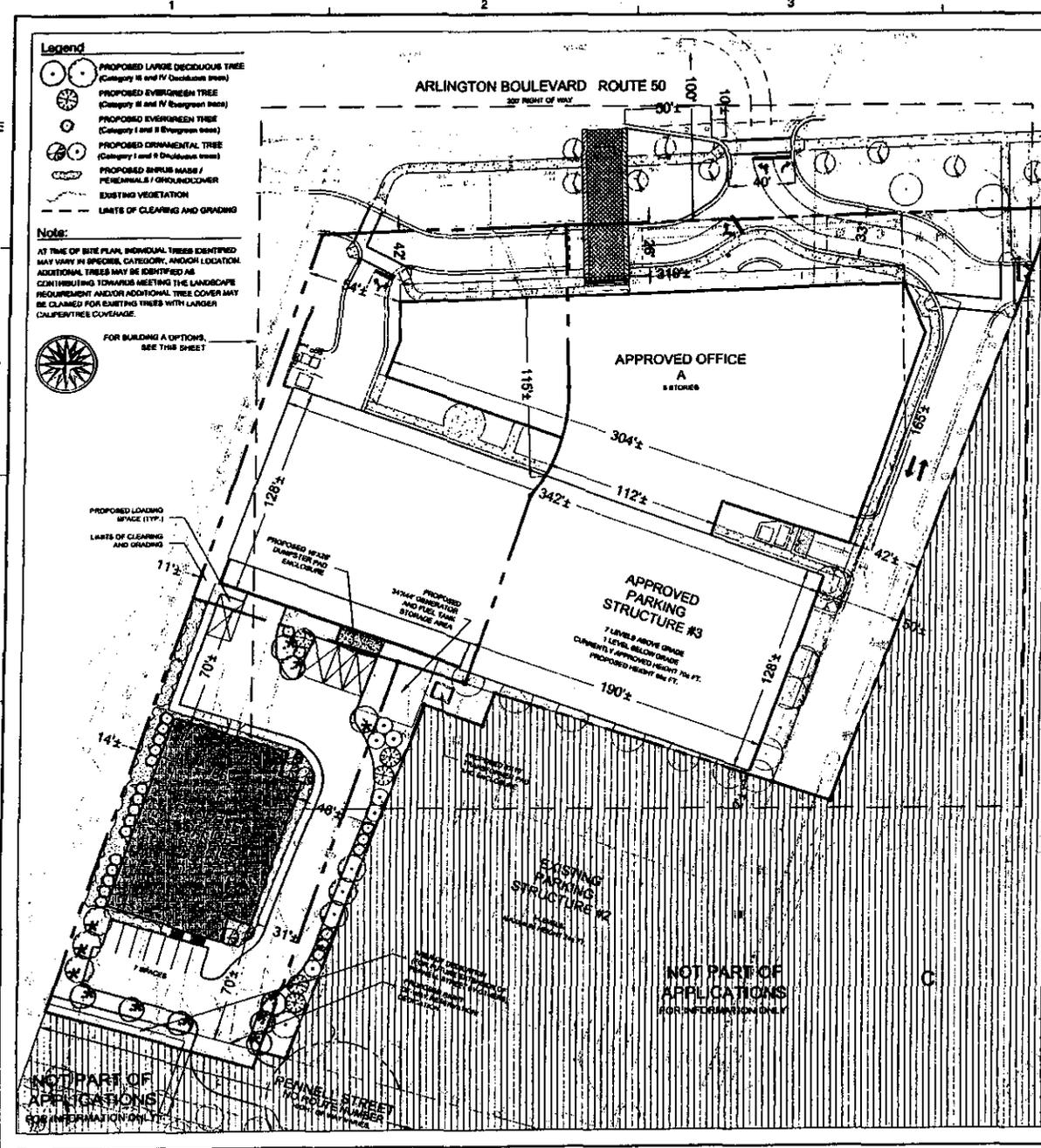
OVERALL PLAN

PROJECT NO.

2

SHEET NO. 2 of 10

M-10713



- Legend**
- PROPOSED LARGE DECIDUOUS TREE (Category II and IV Deciduous trees)
 - PROPOSED EVERGREEN TREE (Category II and IV Evergreen trees)
 - PROPOSED EVERGREEN TREE (Category I and II Evergreen trees)
 - PROPOSED ORNAMENTAL TREE (Category I and II Deciduous trees)
 - PROPOSED SHRUB MASS / PERENNIALS / GROUNDCOVER
 - EXISTING VEGETATION
 - LOTS OF CLEARING AND GRADING

Note:
 AT TIME OF SITE PLAN, INDIVIDUAL TREES IDENTIFIED MAY VARY IN SPECIES, CATEGORY, AND/OR LOCATION. ADDITIONAL TREES MAY BE IDENTIFIED AS CONTRIBUTING TOWARD MEETING THE LANDSCAPE REQUIREMENT AND/OR ADDITIONAL TREE COVER MAY BE CLAIMED FOR EXISTING TREES WITH LARGER CALIPER/TREE COVERAGE.

FOR BUILDING A OPTIONS, SEE THIS SHEET



PROPOSED LOADING SPACE (TYP.)

LOTS OF CLEARING AND GRADING

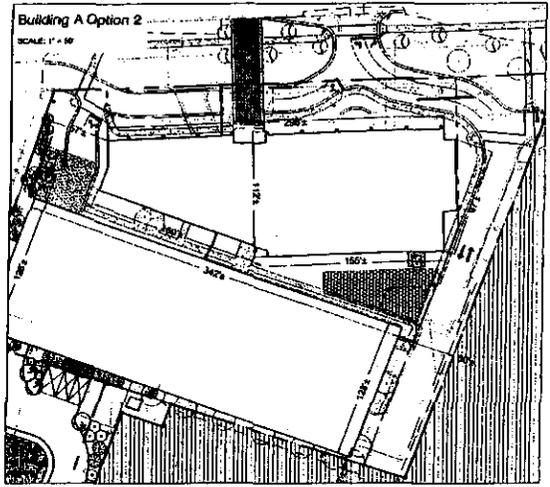
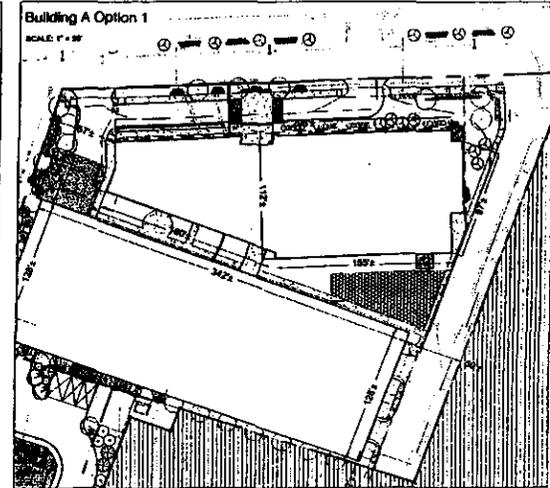
PROPOSED WOOD STORAGE ENCLOSURE

PROPOSED STREET OBSERVATION AND FUEL TANK STORAGE AREA

EXISTING PARKING STRUCTURE #2

EXISTING VEGETATION

PROPOSED WOOD STORAGE ENCLOSURE



Parking Lot Landscaping Tabulation Lots 6 & 6A

PARKING LOT AREA	13,300 SF ±
PARKING LOT LANDSCAPING REQUIRED (8%)	1,064 SF ±
PARKING LOT LANDSCAPING PROPOSED (15.7%)	2,100 SF ±
12 PROPOSED TREES @ AVE. 175 SF EA = 2,100 SF	
TREE COUNTED TOWARD PARKING LOT LANDSCAPING REQUIREMENT	

Tree Canopy Tabulation - Lots 6 & 6A

BITE AREA	33,879 SF ±
TREE CANOPY REQUIRED (16%)	5,421 SF ±
AREA OF EXISTING TREES TO REMAIN	3,404 SF ±
AREA OF PROPOSED LANDSCAPING	3,404 SF ±
12 TREES @ AVE. 175 SF EA = 2,100	
1 TREE @ AVE. 100 SF EA = 100	
5 TREES @ AVE. 75 SF EA = 375	
17 TREES @ AVE. 50 SF EA = 850	
TOTAL TREE COVER PROVIDED (15.7%)	3,404 SF ±

Note:
 THE PARKING LOT LANDSCAPING AND TREE CANOPY TABULATIONS ARE PRELIMINARY. THE TABULATIONS ARE INTENDED TO REFLECT THE MINIMUM LANDSCAPE AND CANOPY REQUIREMENTS FOR THE PROPOSED DEVELOPMENT. PRELIMINARY FINAL CALCULATIONS WILL BE PROVIDED WITH THE SUBMITTAL OF SURVEY AND FINAL ENGINEERING AT TIME OF SITE PLAN PREPARATION. AT TIME OF SITE PLAN, INDIVIDUAL TREES IDENTIFIED MAY VARY AND/OR ADDITIONAL TREES MAY BE IDENTIFIED AS CONTRIBUTING TOWARD MEETING THE LANDSCAPE REQUIREMENT AND/OR ADDITIONAL TREE CANOPY MAY BE CLAIMED FOR EXISTING TREES WITH LARGER CALIPER/TREE COVERAGE.

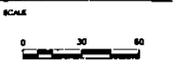


Dewberry & Davis LLC
 1000 North 17th Street, Suite 200
 Arlington, VA 22209
 TEL: 703.441.1000
 FAX: 703.441.1001
 WWW.DDBERRY.COM

ARLINGTON BOULEVARD CONSOLIDATION
 GENERALIZED DEVELOPMENT PLAN / PARTIAL GENERALIZED DEVELOPMENT PLAN AMENDMENTS
 WASHINGTON COUNTY, VIRGINIA



KEY PLAN



NO.	DATE	BY	DESCRIPTION
1	08.04.09	AWP	PRELIMINARY
2	08.10.09	AWP	
3	07.30.09	AWP	
4	05.05.09	AWP	
5	08.04.09	AWP	

DRAWN BY: AWP
 APPROVED BY: PGT
 CHECKED BY: PGT
 DATE: August 5, 2009

TITLE
 ARLINGTON BOULEVARD CONSOLIDATION
 GDD / GDPA
 ENLARGEMENT PLAN AND OPTIONAL PLANS
 PROJECT NO.

Dewberry & Davis LLC
 10000 Old Dominion Blvd., Suite 100
 Fairfax, VA 22031
 Phone: 703-261-1000
 Fax: 703-261-1001
 www.dewberry.com

ARLINGTON BOULEVARD
 CONSOLIDATION
 GENERALIZED DEVELOPMENT
 PLAN / PARTIAL GENERALIZED
 DEVELOPMENT PLAN AMENDMENTS
 PROVIDENCE DISTRICT
 FAIRFAX COUNTY, VIRGINIA



KEY PLAN

SCALE

AS NOTED

No.	DATE	BY	Description
1	09.04.08	JAC	
2	06.19.08	JAC	
2	07.28.09	APM	
1	05.05.08	APM	Rev. Sheet

DESIGNED BY: APM
 APPROVED BY: [Signature]
 CHECKED BY: PCP
 DATE: August 5, 2009

TITLE
**ARLINGTON BOULEVARD
 CONSOLIDATION
 GDP / GDPA
 CROSS SECTIONS
 AND SITE DETAILS**

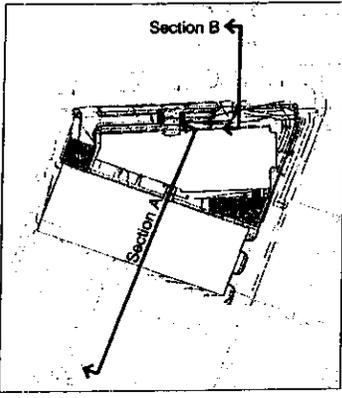
PROJECT NO.

6

SHEET NO. 6 OF 10

M-10713

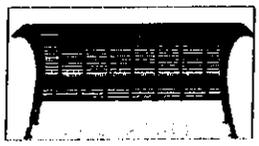
NOTE:
 THE TYPICAL SITE FURNITURE AND CROSS SECTIONS PRESENTED ON THIS SHEET ARE PRELIMINARY AND ARE SHOWN TO ILLUSTRATE THE GENERAL THEME AND CHARACTER OF THE PROPOSED FEATURES AND DEVELOPMENT. THEY ARE SUBJECT TO MINOR MODIFICATION WITH FINAL ENGINEERING AND ARCHITECTURAL DESIGN.



SECTION KEY MAP
 SCALE: 1" = 100'



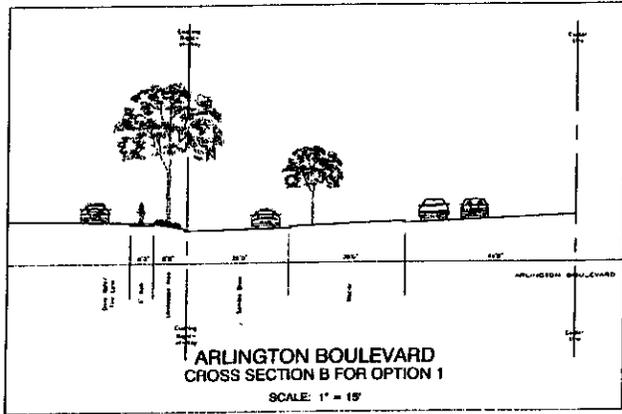
TYPICAL
 DECORATIVE LIGHT



TYPICAL BENCH

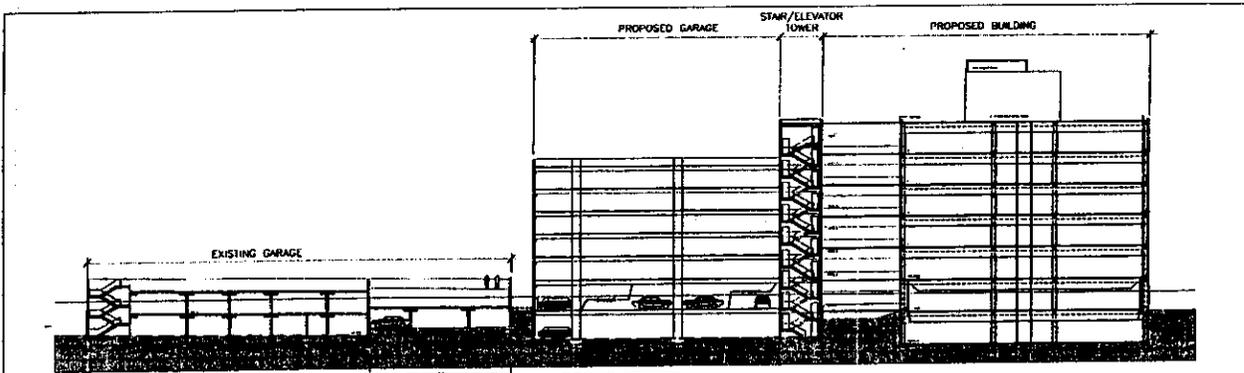


TYPICAL
 TRASH RECEPTACLE



ARLINGTON BOULEVARD
 CROSS SECTION B FOR OPTION 1

SCALE: 1" = 15'

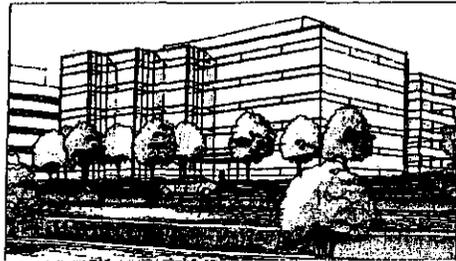


CROSS SECTION A

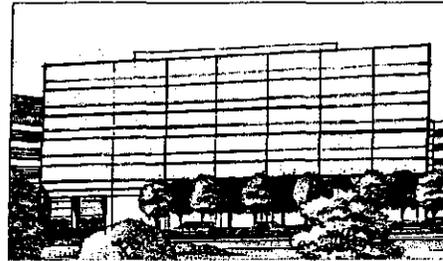
SCALE: 1" = 25'

E
D
C
B
A

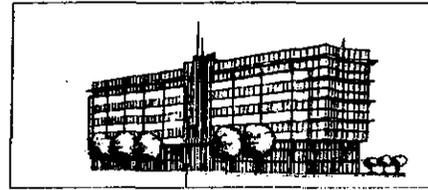
1 2 3 4 5



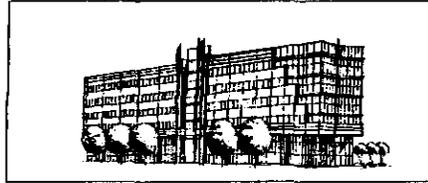
APPROVED BUILDING A



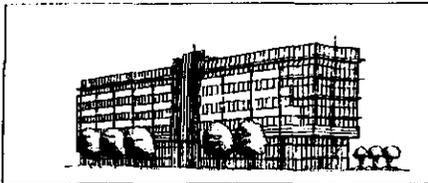
APPROVED BUILDING A



BUILDING A - APPROVED ELEVATION 8

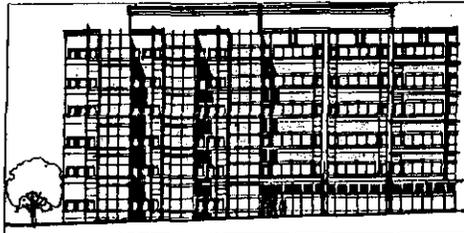


BUILDING A - APPROVED ELEVATION 9

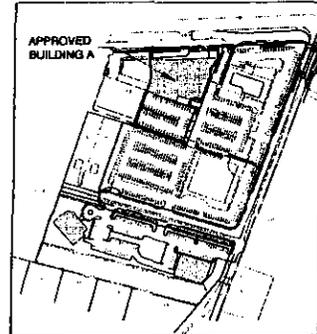


BUILDING A - APPROVED ELEVATION 10

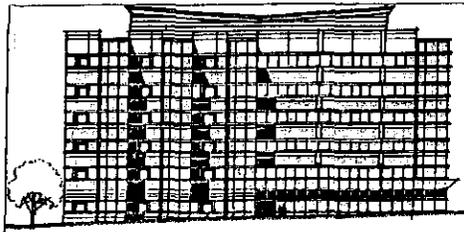
NOTE: THE BUILDING ELEVATIONS AND SKETCHES PRESENTED ON THIS SHEET ARE PRELIMINARY AND SUBJECT TO REFINEMENT AND MINOR MODIFICATION WITH FURTHER ARCHITECTURAL AND ENGINEERING DESIGN. THEY ARE PRESENTED TO ILLUSTRATE THE GENERAL ARCHITECTURAL THEME OF THE APPROVED BUILDING A. THEY ARE SUBJECT TO MINOR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



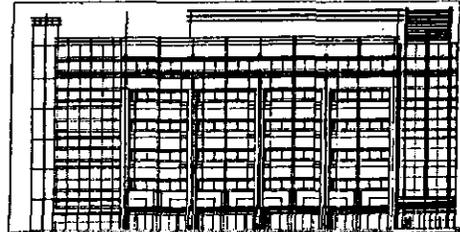
APPROVED ALTERNATIVE 1



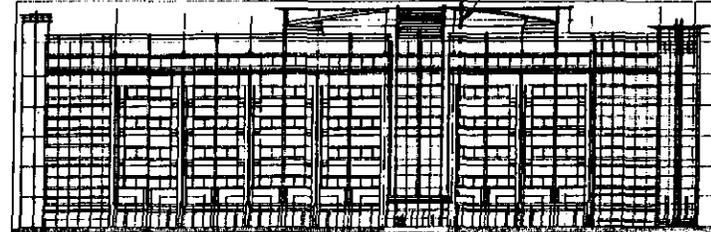
KEY MAP
SCALE: 1" = 200'



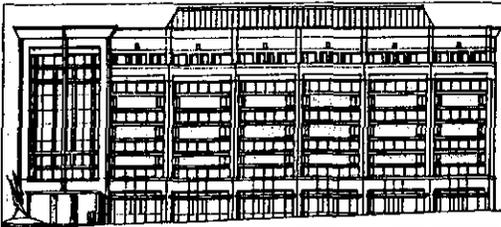
APPROVED ALTERNATIVE 2



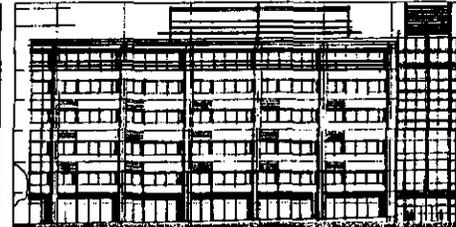
APPROVED ELEVATION 4



APPROVED ELEVATION 6



APPROVED ALTERNATIVE 3



APPROVED ELEVATION 5



APPROVED ELEVATION 7

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



Dewberry & Davis LLC
1801 PHILADELPHIA BLVD
FLOOR 2000
Arlington, VA 22202
TEL: 703.441.1000
WWW.D&D.COM

**ARLINGTON BOULEVARD
CONSOLIDATION**
GENERALIZED DEVELOPMENT
PLAN / PARTIAL GENERALIZED
DEVELOPMENT PLAN AMENDMENTS
PROWESS DISTRICT
FAIRFAX COUNTY, VIRGINIA



KEY PLAN

SCALE
NOT TO SCALE

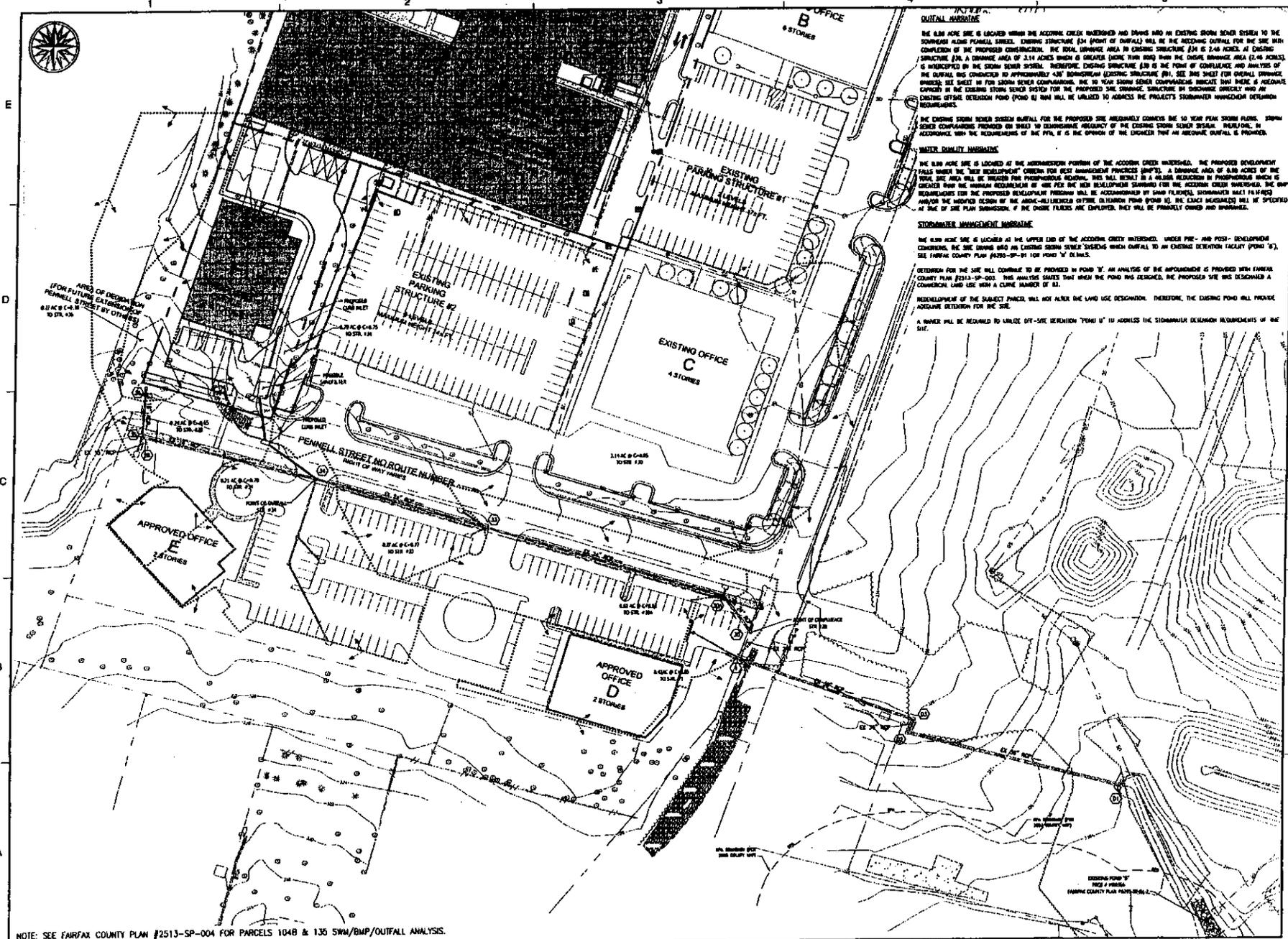
No.	DATE	BY	DESCRIPTION
4	09.04.08	JAC	
3	08.18.08	AWB	
2	07.20.08	AWB	
1	05.08.08	AWB	New Sheet

REVISIONS

DRAWN BY: AWE
APPROVED BY: [Signature]
CHECKED BY: PGT
DATE: August 5, 2008

TITLE:
**ARLINGTON BOULEVARD
CONSOLIDATION**
GDP / GDPA
ELEVATIONS AND
PERSPECTIVES

PROJECT NO.:



NOTE: SEE FAIRFAX COUNTY PLAN #2513-SP-004 FOR PARCELS 104B & 136 SWM/BMP/OUTFALL ANALYSIS.

EXISTING STORM SEWER SYSTEM
 THE 6.88 ACRE SITE IS LOCATED WITHIN THE ACCORDION CREEK WATERSHED AND DRAINS INTO AN EXISTING STORM SEWER SYSTEM TO THE SOUTHWEST ALONG PENNELL STREET. EXISTING STRUCTURE #1 (PART OF OFFFALL) WILL BE THE RECEIVING OFFFALL FOR THE SITE WITH COMPLETION OF THE PROPOSED CONSTRUCTION. THE TOTAL DRAINAGE AREA TO EXISTING STRUCTURE #1 IS 2.44 ACRES. AT EXISTING STRUCTURE #1 A DRAINAGE AREA OF 3.14 ACRES WHICH IS GREATER (MORE THAN 80%) FROM THE DRAINAGE AREA (2.44 ACRES) IS INTERCEPTED BY THE STORM SEWER SYSTEM. THEREFORE EXISTING STRUCTURE #1 IS THE POINT OF COMPLIANCE AND ANALYSIS OF THE OFFFALL IS CONSIDERED TO APPROXIMATELY 450' DOWNSTREAM (EXISTING STRUCTURE #1). SEE SHEET FOR OFFFALL ANALYSIS. SEE SHEET FOR FUTURE STORM SEWER CONSTRUCTION. THE 10 YEAR STORM SEWER CAPACITY INDICATES THAT THERE IS ADEQUATE CAPACITY IN THE EXISTING STORM SEWER SYSTEM FOR THE PROPOSED SITE DRAINAGE STRUCTURE BY THROUGH DIRECTLY INTO AN EXISTING OFFFALL (STRUCTURE #1) WHICH WILL BE UTILIZED TO ADDRESS THE PROJECT'S STORMWATER MANAGEMENT DESIGN REQUIREMENTS.

WATER QUALITY MANAGEMENT
 THE 6.88 ACRE SITE IS LOCATED AT THE WATERSHED PORTION OF THE ACCORDION CREEK WATERSHED. THE PROPOSED DEVELOPMENT FALLS WITHIN THE "HIGH DEVELOPMENT" CATEGORY FOR BEST MANAGEMENT PRACTICES (BMPs). A DRAINAGE AREA OF 6.88 ACRES OF THE TOTAL SITE AREA WILL BE REQUIRED FOR PHOSPHORUS REDUCTION. THIS IS A 60% REDUCTION IN PHOSPHORUS WHICH IS GREATER THAN THE MINIMUM REQUIREMENT OF 40% PER THE BEST MANAGEMENT PRACTICES FOR THE ACCORDION CREEK WATERSHED. THE BMP REQUIREMENTS FOR THE PROPOSED DEVELOPMENT PROJECTS WILL BE ACCOMPANIED BY SWAP PRACTICES. SWAP PRACTICES MUST BE PLACED AT THE DOWNSTREAM SECTION OF THE ADOPTED-BEST MANAGEMENT PRACTICES (BMPs). THE EXACT REQUIREMENTS WILL BE SPECIFIED AT THE TIME OF THE PLAN SUBMISSION. IF THE OWNER, FUNDERS AND EMPLOYER, THEY WILL BE PRIMARILY OWNED AND MAINTAINED.

STORMWATER MANAGEMENT
 THE 6.88 ACRE SITE IS LOCATED AT THE UPPER END OF THE ACCORDION CREEK WATERSHED. UNDER PRE- AND POST- DEVELOPMENT CONDITIONS, THE SITE DRAINS INTO AN EXISTING STORM SEWER SYSTEM WHICH OFFFALL TO AN EXISTING DETENTION FACILITY (POND #1), SEE FAIRFAX COUNTY PLAN #2513-SP-004 FOR PARCELS 104B & 136 SWM/BMP/OUTFALL ANALYSIS.

DETENTION FOR THE SITE WILL CONTINUE TO BE PROVIDED IN POND #1. AN ANALYSIS OF THE IMPROVEMENT IS PROVIDED WITH FAIRFAX COUNTY PLAN #2513-SP-004. THIS ANALYSIS STATES THAT WHEN THE POND WAS DESIGNED, THE PROPOSED SITE WAS DESIGNATED A COMMERCIAL LAND USE WITH A CLUMP NUMBER OF 12.

REDEVELOPMENT OF THE SUBJECT PARCEL WILL NOT ALTER THE LAND USE DESIGNATION. THEREFORE, THE EXISTING POND WILL PROVIDE ADEQUATE DETENTION FOR THE SITE.

A BUFFER WILL BE REQUIRED TO UNLIDED OFF-SITE DETENTION POND #1 TO ADDRESS THE STORMWATER DESIGN REQUIREMENTS OF THE SITE.



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ARLINGTON BOULEVARD
CONSOLIDATION
GENERALIZED DEVELOPMENT
PLAN / PARTIAL GENERALIZED
DEVELOPMENT PLAN AMENDMENT
FAIRFAX COUNTY, VIRGINIA



NO.	DATE	BY	DESCRIPTION
3	08-01-08	JMK	
4	02-15-09	JMK	
1	01-29-08	AKB	
2	05-05-09	JMK	
1	06-04-08	JMK	

DESIGNED BY: JMK
 APPROVED BY: JMK
 CHECKED BY: JMK
 DATE: August 5, 2008

TITLE:
 ARLINGTON BOULEVARD
 CONSOLIDATION
 GDP / GDPA
 SWM/BMP/OUTFALL ANALYSIS
 PROJECT NO.

BACKGROUND

The applicant, Arlington Boulevard Consolidation, LLC, submitted three applications to add Tax Map Parcels 49-3 ((9)) 6 & 6A consisting of 0.78 acres and Tax Map Parcel 49-3 ((1)) 104B consisting of 0.99 acres, to the consolidated commercial development that was previously approved with RZ 2004-PR-003 at a 0.64 FAR on 10.74 acres. These applications include **RZ 2009-PR-006** filed on Tax Map Parcels 49-3 ((9)) 6 & 6A (Parcels 6 & 6A), **PCA 2004-PR-003-02** filed on Tax Map Parcels 49-3 ((9)) 7A pt. & 11A pt. (Parcels 7A & 11A) and Tax Map Parcel 49-3 ((1)) 135 (Parcel 135); and **PCA 2009-PR-007** filed on Tax Map Parcel 49-3 ((1)) 104B (Parcel 104B); all comprising approximately a 3.79 acre property of a total of 12.51 acres (the entire Arlington Boulevard Consolidation.) These applications are more specifically described below.

RZ 2009-PR-006

The applicant proposes to rezone 33,976 sq. ft. (0.78 acres) of land (Parcels 6 & 6A) from the R-1 District to the C-3 District to implement a Comprehensive Plan Option for Sub-Unit L-3 of the Merrifield Suburban Center. This option permits the addition of a 20,000 square foot, 2-story (35 feet tall) office building (Building F) at a 0.59 Floor Area Ratio (FAR) on Parcel 6 & 6A into the overall Arlington Boulevard Consolidation. In addition, the applicant proposes to provide specific proffers related to the proposed Building F (e.g. provision of green building techniques and transportation demand management strategies).

PCA 2004-PR-003-02

The applicant seeks to amend PCA 2004-PR-003 previously approved for commercial development at an overall 0.64 FAR to allow modifications to the approved proffers and General Development Plan (GDP) with no change in gross floor area (GFA) or the overall FAR. In particular, the applicant proposes the following:

- to provide an access drive for Parcels 6 & 6A, and a secondary access point to the approved parking structure located on Parcels 104B & 135;
- to increase the height of the parking structure on Parcels 104B & 135 from 70 feet to 85 feet to allow for the potential installation of solar panels on the upper level; and
- to remove a landscaped buffer that served Parcels 6 & 6A as a residential use, and other site modifications.

PCA 2009-PR-007

The applicant proposes to incorporate floor area (43,124 square feet at a 1.0 FAR) from a previously approved covenant on Parcel 104B into the overall Arlington Boulevard Consolidation development and to establish proffers associated with this floor area for the approved office building (Office Building A) and parking structure

partially located on Parcel 104B. The proposal would increase the previously approved FAR from 0.64 FAR to a maximum of 0.67 FAR, which would be below the Comprehensive Plan Option of 0.68 FAR referenced in Sub-Unit L-3 of the Merrifield Suburban Center.

The staff report, recommending approval of this application, was published on August 26, 2009. In the report, staff expressed concerns about the preservation of existing trees located on-site and off-site along the western property line. Staff also highlighted some potential site plan review concerns from the Virginia Department of Transportation (VDOT), which were primarily focused on the proposed improvements to the access point at Javier Road.

Since the publication of the staff report, the applicant has continued to work with staff to modify their application and agreed to several proffer edits, which are included in Attachment 1 and 2 (with changes black-lined from proffers included in Appendices 1 and 2 of the original staff report.) The edits generally include changes to tree preservation, transportation and other proffer commitments as follows:

- Additional Language in Proffer 4 (RZ 2009-PR-006 cellar space) as it relates to cellar use within Building F. The applicant also added language to allow the peak hour for single occupancy vehicle trips to be adjusted in the future.
- Additional Language in the Transportation Demand Management proffers (Proffer 9 in RZ 2009-PR-006 and Proffer 10 in PCA 2004-PR-003-02/PCA 2009-PR-007) to combine the responsibilities of the transportation coordinator for Buildings A and F, to provide a shower and changing facility within the Buildings A and F and to include a provision for quality control that allows the applicant to conduct surveys for two consecutive years until the SOV goal has been met.
- Deletion of Proffer 12 (RZ 2009-PR-006 Tree Preservation) in favor of a tree preservation proffer which commits the applicant to provide a tree preservation plan that includes a tree preservation walk through, fencing, site monitoring and a tree bonding provision.
- Additional language in Proffer 14A (PCA 2004-PR-003-02/PCA 2009-PR-007 Green Building Practices) to ensure that the applicant installs solar panels concurrent with the construction of the parking structure or submit a return on investment (ROI) analysis of the solar panels to Environment and Development Review Branch of DPZ at the time of building permit approval.
- Additional language in Proffer 15 (RZ 2009-PR-006 Building Architecture) to ensure that Building F is architecturally compatible and similar in character with Building A.

- Additional language in Proffer 22 (PCA 2004-PR-003-02/PCA 2009-PR-007 Transportation Improvements) to ensure that a painted crosswalk and pedestrian countdown signal crossing of Route 50 is installed at the Javier Drive intersection.

The applicant also revised the GDP/SEA Plat, which is contained in the front of this staff report addendum and now dated August 5, 2008, as revised through September 4, 2009. The revisions generally include minor clarifications to Notes 2, 8, 14, 21, 22, 23 and 27 on Sheet 4 of the GDP. In addition, Cross-Section A on Sheet 5 and 6 was modified to show the elevations of a potential penthouse on Building A. No other substantial changes were made. VDOT has reviewed this revised GDP and has since revised their memo included in Appendix 10 of the staff report. They indicated that waivers of the VDOT Access Management Standards and modification of the service drive may be required during site plan review (See Attachment 3). No other comments were provided.

CONCLUSIONS AND RECOMMENDATION

Staff Conclusions

Staff continues to believe that the subject application is in harmony with the Comprehensive Plan and in conformance with the applicable Zoning Ordinance provisions with the implementation of the Proffers contained in Attachments 1 and 2.

Staff Recommendations

Staff recommends approval of RZ 2009-PR-006 subject to proffers consistent with those found in Attachment 1.

Staff recommends approval of PCA 2004-PR-003-02 subject to proffers consistent with those found in Attachment 2.

Staff recommends approval of PCA 2009-PR-007 subject to proffers consistent with those found in Attachment 2.

Staff recommends approval of a modification of the loading space requirement for office uses to permit a maximum of four loading spaces as shown on the GDP.

Staff recommends approval of a waiver of the Interior Parking Lot Landscaping requirement for the upper level of the parking structure located on Tax Map Parcel 49-3((1)) 104B & 135 in favor of the proposed solar panels shown on the GDP.

Staff recommends approval of a waiver of the service drive requirement along Route 50 in favor of the applicant providing inter-parcel access to the adjacent property to the west.

It should be noted that it is not the intent of staff to recommend that the Planning Commission, 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.

The approval of this rezoning 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.

It should be further noted that the content of this report reflects the analysis and recommendations of staff; it does not reflect the position of the Planning Commission.

ATTACHMENTS

1. Revised Proffers RZ 2009-PR-006
2. Revised Proffers PCA 2004-PR-003-02 and PCA 2009-PR-007
3. VDOT Analysis

PROFFERS
RZ 2009-PR-006
ARLINGTON BOULEVARD CONSOLIDATION LLC
August 19 ~~September~~ 8, 2009

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 RZ 2009-PR-006 (the "Application"), filed for property identified as Fairfax County Tax Map 49-3 ((9)) 6 and 6A (the "Application Property") hereby agrees to the following proffers, provided that the Board of Supervisors approves the Application.

1. Development Plan. Development of the Application Property shall be in substantial conformance with the Generalized Development Plan/Generalized Development Plan Amendment/Partial Generalized Development Plan Amendment prepared by Dewberry & Davis LLC, dated August 5, 2008, as revised through August 19 ~~September~~ 4, 2009, and consisting of 10 sheets (the "GDP").
2. Minor Modifications. Pursuant to Paragraph 5 of Section 18-204 of the Zoning Ordinance, minor modifications to the GDP and these proffers may be permitted as determined by the Zoning Administrator.
3. Proposed Development/Uses. Development on the Application Property shall include a maximum of 20,000 square feet of gross floor area ("GFA"). This does not include cellar area as provided in the Zoning Ordinance. Except as otherwise provided herein, the Application Property may be used for office and accessory service uses as permitted in the Fairfax County Zoning Ordinance. No drive through commercial facilities shall be located on the Application Property.
4. Cellar Use. Cellar floor area within Building F shall not be occupied by uses that generate independent peak hour single occupancy vehicle trips to the Application Property. For purposes of this Proffer 4, the relevant peak hour(s) shall be 8:00 – 9:00 AM and 5:00 – 6:00 PM. The relevant peak hour may be adjusted within the peak hour windows as set forth in Proffer 9, as determined through subsequent TDM analysis; provided, however, that any adjustment in the peak hours shall take effect only upon issuance of non-residential use permit(s) for subsequent occupants within the cellar space.
5. Parking. As noted on the GDP, the majority of the required parking for Building F shall be located in the parking garage to be constructed on the adjacent parcels 49-3 ((1)) 104B and 135 (PCA 2004-PR-003-02 and PCA 2009-PR-007). Limited surface parking shall also be provided on the Application Property as shown on the GDP.

6. Road Dedication. The Applicant shall dedicate to the Board of Supervisors fee simple right-of-way to accommodate the future widening/extension of Pennell Street in a location as generally shown on the GDP. Such dedication shall occur as part of the site plan for Building F or upon demand by Fairfax County whichever is first. Density credit shall be reserved for the Application Property as permitted by the provisions of Par. 4 of Sect. 2-308 of the Fairfax County Zoning Ordinance for all dedications described herein and/or on the GDP and/or as may be required by Fairfax County or VDOT.
7. Site Access. The Applicant shall construct vehicular access to the Application Property as shown on the GDP subject to DPWES approval.
8. Future Extension of Pennell Street. The Applicant acknowledges that Pennell Street may be extended in the future by others as generally shown on the GDP to connect to Tax Map parcel 49-3 ((1)) 101A as may be approved by FCDOT and/or VDOT. The Applicant agrees to cooperate in granting necessary easements to allow for the extension of Pennell Street.
9. Transportation Demand 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 F 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 F 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 F 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), including the role of transportation coordinator for Building A as approved on Parcels 135 and 104B that are subject to PCA 2004-PR-003-02 and PCA 2009-PR-007;
- 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 F for Metrorail, Metrobus, any available Merrifield Shuttle service, ridesharing and other relevant transit options such as, for example, taxi-ride home vouchers for medical patients or possible shuttle service between the Application Property and Inova Fairfax Hospital;
- E. Providing sheltered amenities for bicycle storage and a shower and changing facility for building employee use;
- 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 coordinate with any TDM programs in place on Parcels 135 and 104B that are subject to PCA 2004-PR-003-02 and PCA 2009-PR-007.
- M. The Applicant shall establish an annual budget of \$10,000 for TDM promotions such as transportation fairs.

One year after the transportation management strategies are implemented, the Applicant shall conduct a survey of the building tenants and employees in Building F 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 F 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 F to a transportation demand management fund to be used by the transportation coordinator to implement the Transportation Management Plan for Building F.

The Applicant shall continue the surveys and reports on an annual basis until such time as two (2) consecutive surveys conducted starting at least one (1) full calendar year after Building F has been fully occupied show that the SOV reduction goal has been met. Following such time, the Applicant shall conduct additional surveys and reports at three (3) year intervals. If it is reasonably determined through any of the tri-annual surveys/reports that the goal is no longer being met, the Applicant shall revert to the process of annual surveys and reports until such time as two (2) consecutive surveys show that the goal has been met, whereupon the process of tri-annual surveys/reports shall be resumed. Upon such time that three (3) consecutive tri-annual surveys/reports show that the goal continues to be met, no additional survey/report shall be required. Beyond such time, however, if FCDOT has reason to believe the stated objectives of the TDM program are not being met, the Applicant shall cooperate with FCDOT to review and reasonably address the concerns.

10. Merrifield Shuttle. At the time of site plan approval for Building F the Applicant shall make a one time contribution of \$10,000 to support a Merrifield Area shuttle service. The Applicant's contribution shall be held in escrow until such time as such shuttle is in operation, and includes a stop at the Application Property and/or within the immediate area of the southwest quadrant of the Arlington Boulevard/Williams Drive intersection.
11. Limits of Clearing and Grading. The Applicant shall conform to the limits of clearing and grading as shown on the GDP, subject to allowances for the installation of fences, utilities, and/or trails, which shall be located in the least disruptive manner necessary as determined by the Urban Forest Management Division of DPWES ("UFMD"). A replanting plan shall be developed and implemented, subject to approval by UFMD for any areas protected by the limits of clearing and grading that must be disturbed.

- ~~12. Off-site Trees. Notwithstanding the fact that there is no opportunity for tree preservation on the Application Property, the Applicant shall submit with the site plan for Building F a tree inventory and poor condition analysis for off-site trees located on the adjacent Parcel 49-3 ((1)) 101A, that are eight (8) inches in diameter or greater and located within 25 feet of the limits of clearing and grading, and shall make all reasonable efforts to lessen the impact of on-site construction activities on off-site trees as provided in Section 12-0506.2C of the Public Facilities Manual.~~
12. Tree Preservation.
- A. The Applicant shall submit a tree preservation plan as part of the site plan(s) and/or grading plan(s) submitted for the Application Property.
- B. The tree preservation plan(s) shall be prepared by a professional with experience in the preparation of tree preservation plans, such as a certified arborist or landscape architect, and shall be subject to the review and approval of UFMD. The tree preservation plan shall consist of a tree survey that includes the location, species, size, crown spread and condition rating percentage of all trees 8 inches in diameter and greater, located on the Application Property and/or on the adjacent Parcel 49-3 ((1)) 101A (subject to permission of the off-site owner being granted at no cost to the Applicant) that are located up to 25 feet from the limits of clearing and grading shown on the GDP. The condition analysis ratings shall be prepared using methods outlined in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture. Specific tree preservation activities that will maximize the survivability of trees identified to be preserved, if any, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the plan.
- C. All tree preservation-related work, if any, occurring in or adjacent to tree preservation areas, if any, shall be accomplished in a manner that minimizes damage to vegetation to be preserved, including any woody, herbaceous or vine plant species that occurs in the lower canopy environment, and to the existing top soil and leaf litter layers that provide nourishment and protection to that vegetation. Removal of any vegetation, if any, or soil disturbance in tree preservation areas, including the removal of plant species that may be perceived as noxious or invasive, such as poison ivy, greenbrier, multi-floral rose, etc. shall be subject to the review and approval of UFMD.
- D. The Applicant shall retain the services of a certified arborist or landscape architect, and shall have the limits of clearing and grading marked with a continuous line of flagging prior to a walk-through meeting with the UFMD to be held prior to any clearing and grading. During the tree preservation walk-through meeting, the Applicant's certified arborist or

landscape architect shall walk such limits of clearing and grading with an UFMD representative to determine where adjustments to the clearing limits can be made to better ensure the survivability of trees, and such adjustment shall be implemented; provided, however, that no adjustment shall be required that would affect the location and/or design of Building F or the other site improvements including a requirement for additional retaining walls. Trees within the preservation areas, if any, which are identified specifically by UFMD in writing as dead or dying, may be removed as part of the clearing operation. Any tree that is so designated shall be removed using a chain saw and such removal shall be accomplished in a manner that avoids damage to surrounding trees and associated understory vegetation. If a stump must be removed, this shall be done using a stump-grinding machine in a manner causing as little disturbance as possible to adjacent trees and associated understory vegetation and soil conditions.

E. All trees shown to be preserved on the tree preservation plan, if any, shall be protected by tree protection fence. Tree protection fencing in the form of four (4) foot high, fourteen (14) gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart or, super silt fence to the extent that required trenching for super silt fence does not sever or wound compression roots which can lead to structural failure and/or uprooting of trees, shall be erected at the limits of clearing and grading adjacent to the tree preservation areas as shown on the phase I & II erosion and sediment control sheets. All tree protection fencing shall be installed after the tree preservation walk-through meeting described in Proffer 12.D. above but prior to any clearing and grading activities. The installation of all tree protection fencing shall be performed under the direct supervision of a certified arborist, and accomplished in a manner that does not harm existing vegetation that is to be preserved. At least ten (10) days prior to the commencement of any clearing or grading activities adjacent to the tree preservation areas, but subsequent to the installation of the tree protection devices, the UFMD shall be notified and given the opportunity to inspect the site to ensure that all tree protection devices have been correctly installed. If it is determined that the fencing has not been installed correctly, no grading or construction activities shall occur until the fencing is installed correctly, as determined by UFMD.

F. The Applicant shall root prune, as needed to comply with the tree preservation requirements of these proffers. All treatments shall be clearly identified, labeled, and detailed on the erosion and sediment control sheets of the respective public improvement/site plan submission. The details for these treatments shall be reviewed and approved by UFMD, accomplished in a manner that protects affected and adjacent vegetation to be preserved, and may include, but not be limited to the following: (1)

root pruning shall be done with a trencher or vibratory plow to a depth of 18 inches; (2) root pruning shall take place prior to any clearing and grading; (3) root pruning shall be conducted with the supervision of a certified arborist; and (4) a UFMD representative shall be informed when all root pruning and tree protection fence installation is complete.

G. During any clearing or tree/vegetation removal in the areas adjacent to the tree preservation areas, a representative of the Applicant shall be present to monitor the process and ensure that the activities are conducted as proffered and as approved by UFMD. The Applicant shall retain the services of a certified arborist or landscape architect to monitor on-site all construction and demolition work and tree preservation efforts in order to ensure conformance with all tree preservation proffers, and UFMD approvals. The monitoring schedule shall be described and detailed in the Tree Preservation Plan, and reviewed and approved by UFMD.

H. The Applicant shall retain a professional arborist with experience in plant appraisal, to determine the replacement value of all trees that are 8 inches in diameter or greater located on the Application Property that are shown to be saved on the Tree Preservation Plan. These trees and their value shall be identified on the Tree Preservation Plan at the time of the first submission of the respective site plan(s). The replacement value shall take into consideration the age, size and condition of these trees and shall be determined by the so-called "Trunk Formula Method" contained in the latest edition of the Guide for Plan Appraisal published by the International Society of Arboriculture, subject to review and approval by UFMD.

I. At the time of the respective site plan approvals, the Applicant shall post a cash bond or a letter of credit payable to the County of Fairfax to ensure preservation and/or replacement of the trees for which a tree value has been determined in accordance with subparagraph H. above (the "Bonded Trees") that die or are dying due to unauthorized construction activities. The letter of credit or cash deposit shall be equal to 50% of the replacement value of the Bonded Trees. At any time prior to final bond release for the improvements on the Application Property constructed adjacent to the respective tree save areas, should any Bonded Trees die, be removed, or are determined to be dying by UFMD due to unauthorized construction activities, the Applicant shall replace such trees at its expense. The replacement trees shall be of equivalent size (at full growth), species and/or canopy cover as approved by UFMD. In addition to this replacement obligation, the Applicant shall also make a payment equal to the value (as defined in accordance with subparagraph H above) of any Bonded Tree that is dead or dying or improperly removed due to unauthorized construction activity. This payment shall be made to a fund

established by the County for furtherance of tree preservation objectives in the Providence District. Upon release of the bond for the improvements on the Application Property constructed adjacent to the respective tree save areas, any amount remaining in the tree bonds required by this proffer shall be returned/released to the Applicant

13. Landscaping. Landscaping shall be provided as generally shown on the GDP. Adjustments to the final type and location of vegetation and the landscape design shall be permitted as may be approved by UFMD.
14. Building Heights. Building F shall be limited to 35 feet in height.
15. Building Architecture. The architectural design of Building F shall be in substantial conformance with the schematic elevations shown on Sheet 5 of the GDP; and shall be architecturally compatible and similar in character with Building A.
16. Green Building Practices.
 - A. The Applicant will include, as part of the site plan submission and building plan submission for Building F, a list of specific credits within the most current version of the U.S. Green Building Council's Leadership in Energy and Environmental Design—Core and Shell (LEED®-CS) rating system, or other LEED rating system determined to be applicable to the building by the U.S. Green Building Council (USGBC), that the Applicant anticipates attaining. At least one principal participant of the Applicant's project team shall be a LEED Accredited Professional, and such professional will provide certification statements at both the time of site plan review and the time of building plan review confirming that the items on the list are expected to meet at least the minimum number of credits necessary to attain LEED Silver certification for the building.
 - B. In addition, prior to site plan approval, the Applicant will designate the Chief of the Environment and Development Review Branch of the Department of Planning and Zoning as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.
 - C. Prior to building plan approval for Building F, the Applicant will submit, to the Environment and Development Review Branch of DPZ, documentation from the U.S. Green Building Council demonstrating that LEED Silver precertification under the Core and

Shell program has been attained for that building. Prior to release of the bond for that building, the Applicant shall provide documentation to the Environment and Development Review Branch of DPZ demonstrating the status of attainment of LEED Certification from the U.S. Green Building Council for the building.

- D. As an alternative to and in lieu of the requirements of paragraphs a - c above, or if the Applicant fails to attain LEED Silver precertification prior to building plan approval, the Applicant will, prior to building permit approval, execute a separate agreement and post a "green building escrow," in the form of cash or a letter of credit from a financial institute acceptable to DPWES as defined in the Public Facilities Manual, in the amount of \$2.00 per gross square foot of building. This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of certification, by the U.S. Green Building Council, under the most current version of the LEED-CS rating system or other LEED rating system determined, by the U.S. Green Building Council, to be applicable to the building. The provision to the Environment and Development Review Branch of DPZ of documentation from the U.S. Green Building Council that the building has attained LEED certification will be sufficient to satisfy this commitment. If the applicant fails to provide documentation to the Environment and Development Review Branch of DPZ demonstrating attainment of LEED certification within two years (or such longer time if the Applicant provides documentation to the satisfaction of the Environment and Development Review Branch of DPZ that USGBC review of the LEED certification has been delayed through no fault of the Applicant) of issuance of the first Non-RUP, exclusive of core and shell, for the building, the escrow will be released to Fairfax County and will be posted to a fund within the county budget supporting implementation of county environmental initiatives.
17. Alternate Energy. Building F shall be designed so as not to preclude the installation of solar panels or other alternate energy sources either on the building's exterior walls, rooftop or elsewhere on the sites. The Applicant shall identify a target alternate energy source and demonstrate the building's respective design capacity not to preclude the alternate energy source at the time of building permit approval. The Applicant shall either install such an alternate energy technology concurrent with the construction of the building, or, at the Applicant's discretion, the Applicant shall, at the time of building permit submission, submit to Environment and Development Review Branch of DPZ a return on investment (ROI) analysis of the alternate energy technology. Subsequently, the Applicant shall prepare and submit to Environment and Development Review

Branch of DPZ an updated ROI on an annual basis starting on July 1 of each year following the first full year after the initial ROI is submitted and continuing for a period of three (3) years. With each ROI submission, the Applicant shall include an analysis of external sources of funds, if any, that may be available to implement the alternate energy technology. If and when the ROI shows that implementation of the alternate energy technology is economically viable but the Applicant elects, at its discretion, not to implement the alternate energy technology, the Applicant shall issue a report to the Environment and Development Review Branch of DPZ explaining its reasoning. In the event the Applicant proceeds, at its discretion, to implement alternate energy technology, the Applicant shall report annually to Environment and Development Review Branch of DPZ for a period of three (3) years on the impact of the alternate energy source on the level of energy consumption at the building and provide an estimate of green house gas reductions resulting from the technology.

18. Parking Lot Lighting. All outdoor lighting shall comply with the Outdoor Lighting Standards of Part 9 of Article 14 of the Zoning Ordinance. All new exterior pole mounted lighting fixtures on the Application Property 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 Application Property. 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 Pond "B" located to the east of Williams Drive. Additional flood storage may be provided in either Pond "B" or its companion facility, Pond "A," to accommodate the increased runoff from the subject site. The Applicant shall (a) obtain written permission to use off-site facilities for detention; (b) demonstrate that off-site stormwater management facilities are designed to accommodate the Application Property (or relevant portion thereof); and (c) demonstrate that stormwater will be adequately conveyed to the off-site facilities. As reflected in PCA 87-P-038-4, the ultimate design of the off-site facilities (future retrofit of 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 BMPs for the contributing watershed, including the area of the Application Property. Such design objectives will exceed the stormwater management and BMP performance requirements prescribed under existing Fairfax County Ordinances and the Public Facilities Manual for

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

20. Park Contribution. Prior to issuance of the first building permit for Building F, the Applicant shall contribute a total of \$5,400 to the Board of Supervisors to be used for park, athletic field and/or athletic facility improvements in the general vicinity of the Application Property as determined by the Providence District Supervisor.
21. Trash Collection Hours. Regularly scheduled trash collection for the PCA Property shall occur Monday through Friday and begin no earlier than 7:00 a.m. and no later than 10:00 pm.
22. Site Plan Copies to Supervisor and Planning Commissioner. The Applicant shall deliver copies of public improvement plans, site plans, landscape plans and tree preservation plans to the Providence District Supervisor and Planning Commissioner for review and comment upon submission of such plans to DPWES.
23. Successors and Assigns. These proffers shall bind and inure to the benefit of the Applicant and its successors and assigns.

[SIGNATURE PAGE TO FOLLOW]

Applicant/Title Owner of Tax Map 49-3 ((9)) 6, 6A

ARLINGTON BOULEVARD CONSOLIDATION LLC

By: Dewberry Investments LLLP, its Managing Member

By: Sidney O. Dewberry
Its: General Partner

[SIGNATURE ENDS]

PROFFERS
PCA 2004-PR-003-02/PCA 2009-PR-007
ARLINGTON BOULEVARD CONSOLIDATION LLC
~~August 19~~September 8, 2009

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-003-02 and PCA 2009-PR-007 (the "PCA Applications"), filed for property identified as Fairfax County Tax Map 49-3 ((1)) 135 and 104B; and 49-3 ((9)) 11A part and 7A part (the "PCA Property") hereby agrees to the following proffers, provided that the Board of Supervisors approves the PCA Applications. The PCA Property is, among other land, currently subject to certain proffers approved with RZ 2004-PR-003 and dated May 3, 2004 (the "May 3, 2004 Proffers"), as amended by PCA 2004-PR-003. Upon approval of the PCA Applications by the Board of Supervisors, the May 3, 2004 Proffers shall remain in full force and effect except as they shall be modified, and superseded, herein with respect to the PCA Property.

1. Development Plan. Development of the PCA Property shall be in substantial conformance with the Generalized Development Plan/Generalized Development Plan Amendment/Partial Generalized Development Plan Amendment prepared by Dewberry & Davis LLC, dated August 5, 2008, as revised through ~~August 19~~September 4, 2009, and consisting of 10 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 (identified as Building A) consisting of a maximum total of 165,983 square feet of gross floor area ("GFA") across Parcel 104B and Parcel 135. 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 85 feet in height; provided, however, that no parking decks may be constructed above the previously approved 70 feet.

10. Transportation Demand 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), including the role of transportation coordinator for Building F proposed on Parcels 6 and 6A pursuant to RZ 2009-PR-006;
- 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 such as, for example, taxi-ride home vouchers for medical patients or possible shuttle service between the Application Property and Inova Fairfax Hospital;
- E. Providing sheltered amenities for bicycle storage and a shower and changing facility for building employee use;
- 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.
- M. The transportation coordinator shall coordinate with any TDM programs in place on Parcels 6 and 6A that are subject to RZ 2009-PR-006.

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.

The Applicant shall continue the surveys and reports on an annual basis until such time as two (2) consecutive surveys conducted starting at least one (1) full calendar year after Building A has been fully occupied show that the SOV reduction goal has been met. Following such time, the Applicant shall conduct additional surveys and reports at three (3) year intervals. If it is reasonably determined through any of the tri-annual surveys/reports that the goal is no longer being met, the Applicant shall revert to the process of annual surveys and reports until such time as two (2) consecutive surveys show that the goal has been met, whereupon the process of tri-annual surveys/reports shall be resumed. Upon such time that three (3) consecutive tri-annual surveys/reports show that the goal continues to be met, no additional survey/report shall be required. Beyond such time, however, if FCDOT has reason to believe that the stated objectives of the TDM program are not being met, the Applicant shall cooperate with FCDOT to review and reasonably address the concerns.

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 Sheet 7 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.~~ The Applicant shall design parking structure # 3, as shown on the PCA Plan, to allow for the installation of rooftop solar panels. The Applicant shall demonstrate the structure's design capacity to allow for such solar

panels at the time of building permit approval. The Applicant shall either install such solar panels concurrent with the construction of the parking structure, or, at the Applicant's discretion, the Applicant shall, at the time of building permit approval, submit to Environment and Development Review Branch of DPZ a return on investment (ROI) analysis of the solar panels. Subsequently, the Applicant shall prepare and submit to Environment and Development Review Branch of DPZ an updated ROI on an annual basis starting on July 1 of each year following the first full year after the initial ROI is submitted and continuing for a period of three (3) years. With each ROI submission, the Applicant shall include an analysis of external sources of funds, if any, that may be available to implement the solar panels. If and when the ROI shows that implementation of the solar panels is economically viable but the Applicant elects, at its discretion, not to implement them, the Applicant shall issue a report to the Environment and Development Review Branch of DPZ explaining its reasoning. In the event the Applicant proceeds, at its discretion, to implement the solar panels, the Applicant shall report annually to Environment and Development Review Branch of DPZ for a period of three (3) years on the impact of the solar panels on the level of energy consumption at the building and provide an estimate of green house gas reductions resulting from the solar panels.

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.
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. 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 outdoor lighting shall comply with the Outdoor Lighting Standards of Part 9 of Article 14 of the Zoning Ordinance. All new exterior pole mounted lighting fixtures on the PCA Property 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 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. 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 Pond "B" located to the east of Williams Drive. Additional flood storage may be provided in either 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 (or relevant portion thereof); and (c) demonstrate that stormwater will be adequately conveyed to the off-site facilities. As reflected in PCA 87-P-038-4, the ultimate design of the off-site facilities (future retrofit of 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 BMPs 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. 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 Sheet 8 of the PCA Plan and similar treatment shall be extended onto Parcel 104B. The Applicant shall maintain all landscaping. Streetscape along Route 50 shall be consistent with the Merrifield Streetscape Design Manual. 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 approved by VDOT within existing right-of-way from eastbound Route 50 onto both the existing service drive entrance in front of the adjacent parcel 49-3 ((1)) 101A and onto Williams Drive. In addition, if warranted, construct a right turn taper as approved by VDOT within existing right-of-way from eastbound Route 50 onto the site access at Javier Road as shown on the PCA Plan.
 - B. Construct the new site entrance configuration shown as "Option 2" on the Sheet 3 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 3 of the PCA Plan, may be provided while the details of Option 2 are finalized with VDOT and FCDOT. Alternatively, the Applicant shall construct the site entrance configuration shown as Option 1 on Sheet 3 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. The throat length of the site access at Javier Road will be provided to the greatest extent possible given the design constraints presented by the service drive and site access in such area.
 - C. Restripe the southbound Javier Road and Williams Drive approaches to provide for an exclusive southbound left-turn lane and a shared through-right turn lane at such approaches;
 - D. Modify existing signal phasing to eliminate split side street approaches at Javier Road and Williams Drive;

- E. Construct additional lanes on Williams Drive to provide for a left-turn lane, a through-lane and a right turn lane at the northbound Williams Drive approach at Route 50;
- F. Install a painted crosswalk and pedestrian countdown signal crossing Route 50 at the Javier Drive intersection.
- G. There is an existing crosswalk and pedestrian activated signal at the west side of Williams Drive, crossing Route 50. Such crosswalk and pedestrian signal shall be reconstructed as may be approved by VDOT in order to provide a pedestrian refuge within the Route 50 median and/or such crosswalk and pedestrian signal shall be removed in connection with the installation of a new crosswalk and pedestrian signal on the east side of the intersection as proffered pursuant to PCA 87-P-038-04.

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 PCA 87-P-038-4. If the Applicant and the owner of the property subject to PCA 87-P-038-4 (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 PCA 87-P-038-4, 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 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.

[SIGNATURE PAGE TO FOLLOW]

Applicant/Title Owner of Tax Map 49-3 ((1)) 135

ARLINGTON BOULEVARD CONSOLIDATION LLC

By: Dewberry Investments LLLP, its managing member

By: Sidney O. Dewberry
Its: General Partner

Title Owner of Tax Map 49-3 ((9)) 11A part

DEWBERRY III LLLP

By: Sidney O. Dewberry
Its: General Partner

Title Owner of Tax Map 49-3 ((9)) 7A part

DEWBERRY IV LLLP

By: Sidney O. Dewberry
Its: General Partner

Title Owner of Tax Map 49-3 ((1)) 104B

8415 ALLIANCE LLC

By: Dewberry Investments LLLP, its managing member

By: Sidney O. Dewberry
Its: General Partner



COMMONWEALTH of VIRGINIA

DEPARTMENT OF TRANSPORTATION

14685 Avion Parkway
Chantilly, VA 20151
(703) 383-VDOT (8368)
August 20, 2009

DAVID S. EKERN, P.E.
COMMISSIONER

Ms. Regina Coyle
Director of Planning and Zoning
Office of Comprehensive Planning
12055 Government Center Parkway, Suite 801
Fairfax, Virginia 22035-5511

Re: ~~PCA~~ 2004-PR-003-02, RZ 2009-PR-006 & PCA 2009-PR-007
Arlington Boulevard Consolidation, LLC
Tax Map # 49-3((01)) 0135, ((09))1B, 2, 2A, 3, 4, 7A & 11A
49-3((09)) 0006, & 6A
Fairfax County

Dear Ms. Coyle:

I have reviewed the above listed plan submitted on July 28, 2009, and received on July 30, 2009. The following comments are offered:

1. Waivers of VDOT Access Management Standards may be required at the site plan stage. If the service drive needs to be modified and a waiver is not granted, access to the western Rt. 50 end of the site could remain as a right in/right out from the service drive access to Rt. 50 west of the site.

If you have any questions, please call me at (703)383-2424.

Sincerely,

Kevin Nelson
Transportation Engineer

cc: Ms. Angela Rodehaver
fairfaxrezoningRZ2009-PR-006rz3ArlBldvConsolidation8-20-09RC