

PROFFERS
PCA 2004-PR-003-02/PCA 2009-PR-007
ARLINGTON BOULEVARD CONSOLIDATION LLC
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of Supervisors, the May 3, 2004 Proffers shall remain in full force and effect except as they shall be modified, and superseded, herein with respect to the PCA Property.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 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 All references in the May 3, 2004 Proffers to the "GDP" that apply to the PCA Property are hereby modified and superseded to refer to the PCA Plan.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 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.

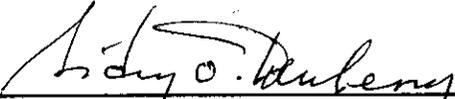
- 28. Trash Collection Hours. Regularly scheduled trash collection for the PCA Property shall occur Monday through Friday and begin no earlier than 7:00 a.m.
- 29. Successors and Assigns. These proffers shall bind and inure to the benefit of the Applicant and its successors and assigns.
- 30. Counterparts. 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

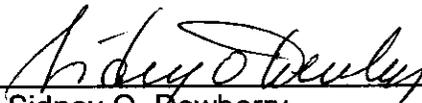
By: Dewberry Investments LLLP, its managing member



By: Sidney O. Dewberry
Its: General Partner

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

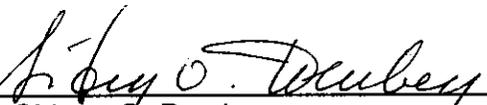
DEWBERRY III LLLP



By: Sidney O. Dewberry
Its: General Partner

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

DEWBERRY IV LLLP

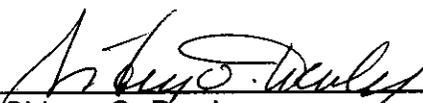


By: Sidney O. Dewberry
Its: General Partner

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