PROFFERS
RZ 2009-PR-006
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 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 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. 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]