Cooley LLP

MEMORANDUM

TO:	Bill Mayland
FROM:	Molly M. Novotny
DATE:	October 10, 2013
RE:	A&R Huntington Metro Proffers

Enclosed, please find signed proffers for RZ/FDP 2013-MV-001. With Megan Duca being out, I understand you will be the keeper of this document.

Please let me know if you have any questions. I can be reached at 703-456-8105. Thanks.

CONFIDENTIALITY NOTE: This memorandum and the information it contains are intended to be a confidential communication only to the person or entity to whom it is addressed. If you have received this information in error, please notify us by telephone and return this original to this office by mail.

PROFFER STATEMENT
A&R HUNTINGTON METRO

RZ/FDP 2013-MV-001

April 4, 2013
Revised June 27, 2013
Revised August 12, 2013
Revised September 4, 2013
Revised October 2, 2013
Revised October 10, 2013

A&R Huntington Metro LLC and 2317 Huntington LLC (collectively, the "Applicant"), as owners of the property identified on the Fairfax County Tax Map as Tax Map 83-1 ((8)) Parcels 0092A, 0092B, 0093A, 0093B, and 0094A (the "Property"), seek to rezone the Property from the C-5 (Neighborhood Retail Commercial) District to the Planned Residential Mixed Use ("PRM") District (the "Rezoning").

Pursuant to Section 15.2-2303(A) of the Code of Virginia, as amended, and subject to approval by the Fairfax County Board of Supervisors of the Rezoning, the Applicant hereby proffers that development of the Property shall be in accordance with the following conditions (the "Proffers"), which, if the Rezoning is approved by the Board of Supervisors, shall replace and supersede any and all existing proffered conditions applicable to the Property. In the event the Rezoning is denied, these Proffers shall immediately be null and void.

GENERAL

1. Conceptual/Final Development Plan

   A. Development of the Application Property shall be in substantial conformance with the Conceptual Development Plan/Final Development Plan entitled "Huntington Avenue Properties" prepared by Bowman Consulting Group, consisting of twenty-eight (28) sheets, dated November 16, 2012, as revised through October 2, 2013 (CDP/FDP).

   B. Notwithstanding that the CDP/FDP is presented on twenty-eight (28) sheets, it shall be understood that the proffered portion of the CDP shall be the entire plan relative to the points of access, the maximum number and type of dwelling units, maximum gross floor area, the square footage of non-residential uses, building heights, the amount and location of open space, the location of the limits of clearing and grading, uses, setbacks from peripheral lot lines and the general location and arrangement of the buildings and parking. The Applicant has the option to request an FDPA

for elements other than the CDP elements from the Planning Commission for all or a portion of the FDP in accordance with the provisions set forth in Section 16-402 of the Fairfax County Zoning Ordinance (the "Zoning Ordinance").

C. Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications from the Final Development Plan (FDP) may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layout shown on the FDP without requiring approval of an amended FDP provided such changes are in substantial conformance with the FDP as determined by the Zoning Administrator.

2. Proposed Development. The Applicant shall be permitted to develop the Property with up to a maximum of 135,800 gross square feet, inclusive of up to a maximum 141 multifamily dwelling units and up to a maximum 3,534 gross square feet of secondary uses such as retail sales establishments, eating establishments, and personal service establishments, all as more particularly shown on the CDP/FDP and described in these Proffers (the "Proposed Development").

A. Ground-Floor Uses on Huntington Avenue. The Applicant shall use its "best efforts" to establish community-serving secondary/retail uses on the ground floor of the Proposed Development along the Property's frontage on Huntington Avenue in the location shown on the CDP/FDP (the "Retail Space"). The Applicant's "best efforts" shall include retaining a qualified retail broker or internal leasing agent and marketing the Retail Space for such uses for at least twelve (12) months following submission of a building permit application for the Proposed Development. In the event the Applicant is unable to lease the Retail Space despite the Applicant's marketing efforts, as evidenced by documentation provided to the Zoning Evaluation Division of the Department of Planning and Zoning ("ZED"), the Applicant may substitute residential units or residential amenities for the Retail Space, provided the exterior design of such alternate uses helps create a sense of place on the street comparable to that shown on Sheets 10 and 16 of the CDP/FDP, and that the maximum number of dwelling units does not exceed 141.

BUILDING DESIGN

3. Architecture. The Applicant shall design the Proposed Development with high-quality architecture and building materials that are typically used on the exterior of residential buildings of a similar quality. The architectural design of the building shall be consistent with the conceptual elevations as shown on the CDP/FDP, and shall be generally consistent in style on all sides of the building. Exterior building materials for the residential building shall be selected by the Applicant from among the following: brick, masonry/stone, aluminum, steel, glass, cementitious paneling

and siding, and architectural pre-cast concrete headers, sills, and trim details, provided that final architectural details and accents may include other materials. While design details are provided with the CDP/FDP and these Proffers, the Applicant may adjust or modify the architectural plans, elevations, illustrations, materials, and building heights subsequent to CDP/FDP approval as part of its final design without requiring CDPA, FDPA, PCA or other zoning approval, provided the general quality and characteristics of design remain in substantial conformance with those shown on the CDP/FDP and set forth in these Proffers.

4. Parking and Loading Entry Screening. In order to improve the visual aesthetics of the loading area and parking garage entrances along Biscayne Drive, the Applicant shall install automated roll-up screen doors (the "Garage Doors") at each entrance to screen such entrances when not in use. The Garage Doors shall be aesthetically treated with color, glazing and/or metal grillworks to complement the building, diminish their scale, and improve their aesthetics at the street level. Notwithstanding the above, the Applicant reserves the right to designate periods of weekday peak demand for the garage entrances during which the Garage Doors may remain open in order to facilitate the efficient movement of vehicles to and from the parking garage. The Applicant shall establish policies that direct the Garage Doors to be closed outside of the peak demand periods designated by the Applicant.

5. Transformer(s) Screening. In order to improve the visual aesthetics of the transformer(s) located along Biscayne Drive, the Applicant shall screen the transformer(s) with landscaping or treat aesthetically with color, glazing and/or metal grillworks to complement the Proposed Development, diminish the scale, and improve the aesthetics at the street level.

6. Building Height. The building height of the Proposed Development shall not exceed the maximum height identified on the CDP/FDP, exclusive of accessory structures and uses outlined in Section 2-506 of the Zoning Ordinance that may be constructed above the roof level of the Proposed Development. Final building height shall be determined at the time of site plan approval, and may be less than the maximum height shown on the CDP/FDP, provided that the Proposed Development retains a compatible urban form to that shown on the CDP/FDP.

7. Rooftop Telecommunications Equipment and Mechanical Units. Telecommunications equipment, mechanical units and all appurtenant facilities may be placed on the rooftop of the Proposed Development but shall comply with the applicable requirements of the Zoning Ordinance and be screened and/or set back sufficiently from the perimeter of the roof such that they are generally not visible from the surrounding streets at street level when viewed at a reasonable distance from the property line of the Property.

8. Geotechnical Study. Prior to site plan approval for the Proposed Development and in accordance with the provisions of the Public Facilities Manual, the Applicant shall

submit a geotechnical study of the Property to the Geotechnical Review Board (the "GRB") through the Department of Public Works and Environmental Services ("DPWES") for the review and approval of the GRB. If needed to alleviate potential structural, grading and construction problems to the Property and the adjacent properties, the Applicant shall incorporate into its site plan and/or building design appropriate engineering practices as recommended by the GRB and to the satisfaction of DPWES. In addition, the Applicant shall complete a pre-construction survey of the abutting properties and submit the results to the GRB concurrent with submission of the geotechnical study. During construction activities, the Applicant shall protect the off-site utilities located to the northeast of the Property, as determined by DPWES, from construction-related impacts except as may be permitted by the applicable utility providers following consultation and review. In the event that the geotechnical recommendations of the GRB and DPWES result in design changes that alter the Proposed Development, the Applicant may be required to submit a Proffered Condition Amendment and/or Final Development Plan Amendment.

9. Noise Study and Mitigation. Prior to site plan approval for the Proposed Development, the Applicant shall submit to the Department of Planning and Zoning (the "DPZ") and DPWES for review and comment a noise study demonstrating that, based on noise mitigation measures the Applicant proposes to include in its building design (if any), all affected interior areas of the residential units constructed on the Property will have noise levels reduced to approximately 45 dBA Ldn or less based on future traffic conditions and final site conditions, as more particularly set forth below.

    A. Noise Levels within Residential Units.

        i. 70 dBA Ldn to 75 dBA Ldn. Except as set forth in paragraph (B) below, in order to reduce interior noise to a level of no more than 45 dBA Ldn for residential units that are projected to be impacted by noise greater than 70 dBA Ldn (but not more than 75 dBA Ldn), the Applicant shall construct such units using the following acoustical measures:

            a. Exterior walls shall have a laboratory STC rating of at least 45;

            b. Doors and glazing shall have a laboratory STC rating of at least 37 unless glazing constitutes more than twenty percent (20%) of any façade exposed to noise levels of Ldn 70 dBA or above;

c. If glazing constitutes more than twenty percent (20%) of an exposed façade, then the glazing shall have a laboratory STC rating of at least 45; and

d. All surfaces shall be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials ("ASTM") to minimize sound transmission.

ii. 65 dBA Ldn to 70 dBA Ldn. Except as set forth in paragraph (B) below, in order to reduce interior noise to a level of no more than 45 dBA Ldn for residential units that are projected to be impacted by noise projected greater than 65 dBA Ldn (but not more than 70 dBA Ldn), the Applicant shall construct such units using the following acoustical measures:

a. Exterior walls shall have a laboratory sound transmission class ("STC") rating of at least 39;

b. Doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than twenty percent (20%) of any façade exposed to noise levels of Ldn 70 dBA or above;

c. If glazing constitutes more than twenty percent (20%) of an exposed façade, then the glazing shall have a laboratory STC rating of at least 39; and

d. All surfaces shall be sealed and caulked in accordance with methods approved by the ASTM to minimize sound transmission.

B. As an alternative to the mitigation strategies set forth in subparagraphs A(i) and A(ii) above, the Applicant may submit a certification by an acoustical engineer that the construction practices and/or materials proposed for the Proposed Development structure will provide sufficient noise mitigation to achieve the required interior noise levels. As part of such certification, the acoustical professional shall submit relevant information to permit the Director to verify that the proposed measures will achieve the interior noise level standard.

C. All building permit applications and building plans submitted to the County shall indicate whether such portion of the Proposed Development is required to include noise attenuation measures and, if so, the type of attenuation measure to be implemented. Building plans for the Proposed

Development also shall depict the final noise contours as determined by the noise study.

D. The Applicant shall also submit a certification by an acoustical engineer that the construction practices and/or materials proposed for the Proposed Development will provide sufficient noise mitigation to achieve DNL 65 dBA or less in the interior residential courtyard shown on Sheets 5 and 21 of the CDP/FDP. As part of such certification, the acoustical professional shall submit relevant information to permit staff within the Environment and Development Review Branch of DPZ to verify that the proposed measures will achieve the noise level standard.

10. Sustainable Design. Beginning with the initial site plan submission, the Applicant shall pursue a sustainable design program selected by the Applicant at its sole discretion, such as one of the following programs or a comparable program approved by DPZ, to be implemented in the construction of the Proposed Development.

A. EarthCraft House Program. Certification in accordance with the EarthCraft House Program as demonstrated through documentation provided to DPWES and DPZ prior to the issuance of the first RUP for the Proposed Development; or

B. National Green Building Standard ("NGBS"). Certification in accordance with the 2012 National Green Building Standard (NGBS) using the ENERGY STAR® Qualified Homes path for energy performance, as demonstrated through documentation submitted to DPWES and the Environment and Development Review Branch of DPZ from a home energy rater certified through Home Innovation Research Labs that demonstrates that the dwelling unit has attained the certification prior to the issuance of the first RUP for the Proposed Development.

AFFORDABLE HOUSING

11. Affordable Dwelling Units. If required by the provisions of Part 8 of Article 2 of the Zoning Ordinance, Affordable Dwelling Units ("ADUs") shall be provided pursuant to said regulations unless modified by the ADU Advisory Board.

12. Workforce Dwelling Units. In addition to any ADUs that may be required pursuant to these Proffers, the Applicant shall also provide for-sale and/or rental housing units on the Subject Property in accordance with the Board of Supervisors' Workforce Dwelling Unit Administrative Policy Guidelines dated October 15, 2007. Workforce Dwelling Units ("WDUs") shall be provided such that the total number of ADUs, if any, plus the total number of WDUs results in not less than 15 percent (15%) of the total residential units constructed as part of the Proposed Development. If ADUs are provided in the development, both the ADUs and the ADU bonus units shall be

deducted from the total number of dwelling units on which the WDU calculation is based.

The Applicant reserves the right to enter into a separate binding written agreement with the appropriate Fairfax County agency as to the terms and conditions of the administration of the WDUs following approval of this Application without the need for a proffered condition amendment. Such an agreement shall be on terms mutually acceptable to both the Applicant and Fairfax County and may occur after the approval of this Application. Neither the Board of Supervisors nor Fairfax County shall be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the WDUs shall be administered solely in accordance with such an agreement and the provisions of this proffer as it applies to WDUs shall become null and void. Such an agreement and any modifications thereto shall be recorded in the land records of Fairfax County.

13. Parking for Affordable Dwelling Units and Workforce Dwelling Units. If undesignated/ unreserved parking is provided on-site for the market rate units in the Proposed Development, then parking for ADUs and WDUs may also be undesignated/unreserved. If parking is reserved/designated for market rate units that elect to purchase/lease a parking space(s) in accordance with Proffer 23 below, then no less than one (1) parking space per dwelling unit shall be reserved/designated for each ADUs and/or WDUs that elects to purchase/lease such a parking space(s). In no event, however, shall the minimum number of parking spaces required for the ADUs and/or WDUs be reserved for use, sold or leased in association with any market rate units in the Proposed Development or any other use for which the parking is associated.

LANDSCAPING, OPEN SPACE, AND RECREATION

14. Landscaping. Sheet 19 of the CDP/FDP includes a conceptual landscape plan for the Proposed Development (the "Conceptual Landscape Plan"), which the Applicant shall update and separately submit to the Urban Forest Management Division ("UFMD") of DPWES for review and approval with its first site plan submission for the Proposed Development. The Applicant may modify the landscaping during site plan review to allow for final engineering and design considerations, provided that such modifications are in substantial conformance with the quality and quantity of plantings and materials shown on the Conceptual Landscape Plan. The Applicant shall install the final landscaping as shown on the approved site plan prior to issuance of the first RUP or non-RUP for the Proposed Development. All street trees shall be located subject to VDOT approval so as not to interfere with required sight distance. The Applicant shall provide maintenance and replacement of landscaping as necessary.

A. The residential courtyard shown on Sheet 21 shall be landscaped with natural turf in lieu of synthetic.

15. Planting Width Details. Street tree species and planting sites are depicted on the Conceptual Landscape Plan but may be revised during site plan review subject to the approval of UFMD. Where minimum planting widths of eight (8) feet cannot be provided, alternative measures as approved by the UFMD shall be used to satisfy the following specifications for all planting sites:

A. A minimum of 5.5 feet open surface width and 50 square feet open surface area for Category II and III trees (as defined in Table 12.17 of the PFM), with the tree located in the center of such open area. The depth of planting spaces shall be 3 to 4 feet.

B. A minimum rooting area of eight (8) feet wide (may be achieved with techniques to provide uncompacted soil below hardscape areas), with no barrier to root growth within four feet of the base of the tree. Structural soil shall not be used to satisfy requirements for soil volume.

C. Soil volume for Category III trees (as defined in Table 12.17 of the PFM) shall be 700 cubic feet per tree for single trees. For two (2) trees planted in a contiguous planting area, a total soil volume of at least 600 cubic feet per tree shall be provided. For three or more trees planted in a contiguous area, the soil volume shall equal at least 500 cubic feet per tree. A contiguous area shall be any area that provides root access and soil conditions favorable for root growth throughout the entire area. Minimum soil volumes of 700 cubic feet will be achieved in areas of lower pedestrian volume and may be reduced to a minimum of 400 cubic feet where utility locations preclude greater soil volume.

D. Soil specifications in planting sites shall be provided in the planting notes to be included in all site plans filed subsequent to the approval of this Rezoning.

E. The Applicant shall contact UFM at least three (3) business days prior to installation of street trees pursuant to this proffer, and provide an opportunity for UFM staff to verify conformance with above requirements.

16. Cisterns. The Applicant shall install cisterns in the general locations shown on Sheet 21 of the CDP/FDP to capture storm runoff from the building to be used for irrigation purposes. Upon approval of DPWES, the cistern(s) shall be installed prior to the issuance of the first Residential Use Permit ("RUP") for the residential building.

17. Limits of Disturbance. The Applicant shall adhere to the Limits of Disturbance

("LOD") as noted on the CDP/FDP. Minor adjustment of the LOD at time of final design and engineering and the location of proposed utilities may be permitted pursuant to Section 16-403 and Section 18-204 of the Zoning Ordinance.

18. Streetscape. Prior to the issuance of the first RUP for the Proposed Development, the Applicant shall install streetscape improvements on the Property as conceptually illustrated on Sheets 19 through 21 of the CDP/FDP and further defined below. The Applicant shall be permitted to modify the streetscape elements during site plan review to allow for final engineering and design considerations provided such modifications are in substantial conformance with the CDP/FDP.

    A. Biscayne Drive plaza. The Applicant shall construct an ADA compliant multi-tiered plaza made up of hardscape and natural lawn area along Biscayne Drive as more particularly shown on Sheet 20 of the CDP/FDP.

    B. Huntington Avenue. The Applicant shall construct an ADA compliant corner terrace of approximately 500 square feet, programmed as public space with seating and interpretive plaque as more particularly shown on Sheet 20 of the CDP/FDP.

    C. Huntington Avenue Building Zone. The building zone along Huntington Avenue is the area between the building and the back of the sidewalk. The building zone will vary in width provided the minimum zone is at least three (3) feet wide.

19. Signage. Signage for the Property shall be provided in accordance with the requirements of Article 12 of the Zoning Ordinance. The Applicant reserves the right to pursue approval of a comprehensive sign plan in accordance with the requirements set forth in the Zoning Ordinance.

20. Private Amenities and Recreation Facilities for Residents. Pursuant to Paragraph 2 of Section 6-409 of the Zoning Ordinance, the Applicant shall provide on-site recreational facilities for the future residents of the Property as shown on the CDP/FDP, and shall expend a minimum of $1,700.00 per residential unit in doing so. In the event the total cost of recreational improvements constructed on the Application Property is demonstrated to be less than one thousand seven hundred dollars ($1,700.00) per unit, the Applicant shall provide the remainder in a cash contribution to the Fairfax County Park Authority ("FCPA") for the development of active recreational facilities in the vicinity of the Application Property prior to the issuance of the final RUP for the Proposed Development.

21. Off-site Recreational Facilities. Prior to the issuance of the first RUP for the Proposed Development, the Applicant shall contribute $893.00 per resident generated by the Proposed Development, up to a maximum total $191,102.00, to the Board of Supervisors for park, trail and athletic field improvements in the Mount Vernon

District intended to serve the future residents, as determined by FCPA in consultation with the Supervisor for the Mount Vernon District. In the event that fewer than 141 units are constructed, the total contribution may be adjusted/lowered by $1,355 per unit not constructed.

22. Photographic Documentation of the Existing Property. Prior to any land disturbing activity on the Property, outside of any geotechnical study, the Applicant shall photographically document the interior and exterior of the existing structures. In addition, the Applicant shall prepare a hand survey of the Property showing existing features and structures, general landscape features, interior floor plans, and a plan showing the number and angle of photographic views. Prior to initiation of such documentation, the Applicant or its consultant shall meet with the DPZ historic preservation planner to determine the appropriate methodology for documentation, which the Applicant shall use to satisfy this proffer. At a minimum, such methodology shall include views of each façade, perspective views, exterior detail views (such as the main entrance, stairs, porches, and other character defining features), interior detail views (such as moldings, newel posts, stairways and other character defining features) and general streetscape views. All photographs or other documentation shall be contributed to DPZ and directly to the Virginia Room of the Fairfax County Public Library for curation, with the intent that such photographs will be available for exhibit in the Huntington area or the Virginia Room of the Fairfax County Public Library. The Applicant shall provide written documentation to DPZ that the required documentation has been submitted to the Virginia Room.

PARKING AND LOADING

23. Parking. Parking for the Proposed Development shall be provided in accordance with the provisions of Article 11 of the Zoning Ordinance. Notwithstanding anything in this Proffer to the contrary, the Applicant reserves the right to seek a parking reduction for the Proposed Development given its proximity to the Huntington Metrorail Station, as the same may be approved by the Board of Supervisors.

    A. Unbundled Parking for Residential Uses. All for-sale residential units shall be offered exclusive of parking (i.e. at a separate cost). All leases for residential units shall be offered exclusive of parking (i.e. at a separate cost).

24. Electric Vehicle Charging Facilities. As part of the site plan approval for the Proposed Development, the Applicant shall designate on the site plan and install at least one (1) electric vehicle charging station within the parking garage for the residential building to serve two (2) parking spaces, along with ancillary wiring and infrastructure necessary to increase, if demand dictates, the number of electric vehicle charging stations in the future.

TRANSPORTATION

25. Bicycle Parking. Bicycle racks, bike lockers, and/or bike storage areas (collectively "Bicycle Parking") shall be provided as generally shown the CDP/FDP, with the specific locations determined as part of site plan approval for the Proposed Development and in consultation with the Fairfax County Department of Transportation ("FCDOT") Bicycle Coordinator or his/her designee. The total number and design of Bicycle Parking spaces provided shall be determined at the time of site plan approval but shall generally be consistent with the Fairfax County Policy and Guidelines for Bicycle Parking. The Bicycle Parking shall be installed prior to the issuance of the first RUP for the Property.

26. Bicycle Lane Along Huntington Avenue. Prior to issuance of the first RUP for the Proposed Development, the Applicant shall contribute $39,270 to the Board of Supervisors for the cost of providing striping curbing, pavement and storm drain relocation along the Property's frontage on Huntington Avenue necessary to accommodate an on-street bicycle lane within the existing right-of-way, as more particularly shown on Sheet 23 of the CDP/FDP. The amount of the contribution shall be adjusted in accordance with Proffer 35 below. Actual installation of the future bicycle lane and related facilities shall be completed by others.

27. Huntington Avenue Median. Subject to VDOT and FCDOT approval, prior to the issuance of the first RUP for the Proposed Development, the Applicant shall reconstruct the median along the Property's Huntington Avenue frontage in the location and configuration shown on Sheet 23 of the CDP/FDP. To the extent necessary, the Applicant shall apply for a design waiver from VDOT to allow for this improvement, as shown. In the event that the design waiver and/or median configuration is not approved by VDOT, the Applicant shall contribute $10,000.00 to the Board of Supervisors to be used for regional road improvements in the vicinity of the Property.

28. Pedestrian Circulation. Prior to issuance of the first RUP for the Proposed Development, the Applicant shall install concrete sidewalks on the Property in the locations shown as proposed on Sheets 5 and 22 of the CDP/FDP (the "Pedestrian Circulation Plan") in order to enhance pedestrian connectivity to and through the Property. The Applicant shall be responsible for maintenance of all of the Pedestrian Circulation Plan proposed sidewalks installed out of the right of way. For the purpose of this Proffer, maintenance means, landscaping, snow removal and the provision of the general upkeep and cleanliness of the pedestrian path.

29. Pedestrian Enhancements.

    A. Biscayne Drive Pedestrian Improvements. Subject to VDOT approval, the Applicant shall install a marked pedestrian crosswalk, pedestrian ramps

and a countdown pedestrian signal (if necessary) on the Biscayne Drive approach of the intersection with Huntington Avenue and abutting the Property, as shown on Sheet 5 of the CDP/FDP, prior to the issuance of the first RUP for the Proposed Development. The Applicant shall not be required to replace existing signal poles, signal heads or controllers. In the event that VDOT does not approve the above proposed crosswalk improvements, the Applicant shall contribute $5,000.00 to the Board of Supervisors to be used for regional road improvements in the vicinity of the Property

B. Additional Pedestrian Improvements. The Applicant shall contribute $30,000 to the Board of Supervisors for additional pedestrian improvements on the north and west legs of the intersection of Biscayne Drive with Huntington Avenue not addressed in the immediately preceding Proffer 30A. The Applicant shall contribute such funds prior to the issuance of the first RUP for the Proposed Development.

C. Biscayne Drive/Site entrances. Prior to site plan approval for the Proposed Development, the Applicant shall propose measures or treatments designed to reduce conflicts between pedestrians and vehicles at the Proposed Development's vehicular entrances from Biscayne Drive. Such measures may include, but need not be limited to, special pavement markings or treatments, mirrors, audible signals or other systems of the Applicant's choosing. All elements of the program that are intended to be located in the public right-of-way shall be reviewed and approved by VDOT. The Applicant shall install such measures prior to the issuance of the first RUP for the Proposed Development and shall be responsible for the maintenance of such measures and treatments.

30. Transportation Demand Management Plan.

A. Trip Reduction Objective. The objective of this TDM Program shall be to reduce the vehicle trips generated by residents of the Proposed Development (i.e., not including trips associated with the retail uses) during weekday peak hours by 45%. To determine the maximum total peak hour trips, the Applicant shall multiply the total number of residential vehicle trips that would be expected to be generated by the dwelling units developed on the Property as determined by the application of the Institute of Traffic Engineers, 9th Edition, Trip Generation rates and/or equations (the "ITE Trip Generation") by 55%, the product of which shall be referred to herein as the "Maximum Trips After Reduction." For purposes of this calculation, the maximum number of dwelling units proposed to be constructed on the Property is 141, and this number of units shall be applied to the calculation described in the preceding sentence.

B. TDM Program Components. The TDM Program may include, but not necessarily be limited to, the following components:

(i) Property-wide TDM Program Management.

(ii) Dissemination of County/Regional Program Information.

(iii) Live-Work-Play Marketing.

(iv) Bicycle Parking, as set forth in Proffer 26.

(v) Regular monitoring/reporting.

(vi) Parking Management.

(vii) Participation in a larger Transportation Management Association should one be established for the area that includes the Property.

(viii) Upon initial leases for the Proposed Development, make available SmartTrip cards loaded with a minimum of $25 to all residential tenants.

C. Process of Implementation. The TDM Program shall be implemented as follows, provided that modifications, revisions, and supplements to the implementation process as set forth herein as coordinated with FCDOT can be made without requiring a Proffered Condition Amendment ("PCA").

(i) TDM Program Manager. The Applicant shall appoint and continuously employ, or cause to be employed, a TDM Program Manager (TPM) for the Property. The TPM shall be appointed no later than sixty (60) days after the issuance of the building permit for the Property. The TPM duties may be part of other duties associated with the appointee. The Applicant shall notify FCDOT and the District Supervisor in writing within 10 days of the appointment of the TPM. Thereafter the Applicant shall do the same within ten (10) days of any change in such appointment.

(ii) TDM Work Plan (the "Annual Report") and Annual Budget. If not already effectuated for the then-current calendar year, the TPM shall prepare and submit to FCDOT an initial TDM Work Plan (the "TDMWP") (and thereafter an Annual Report and Annual Budget as described below) no later than 180 days after issuance of the first building permit associated with the Property. The Annual Report shall include, at a minimum:

a. Details as to the start-up/on-going components of the TDM Program;

b. The budget needed to implement the TDM program (the "TDM Budget") for the coming calendar year;

c. A determination of the applicable Maximum Trips After Reduction for the Property in accordance with Paragraph B above; and

d. Provision of the specific details associated with the monitoring and reporting requirements of the TDM program in accordance with the TDM plan.

The initial Annual Report and subsequent Annual Report shall be reviewed by FCDOT. If FCDOT has not responded with any comments within sixty (60) days after submission, then the TDM Program shall be deemed approved, and the TDM Program shall be implemented. If FCDOT responds with comments on the Program and/or budget, then the TPM will meet with FCDOT staff within fifteen (15) days of receipt of the County's comments. Thereafter but in any event, no later than thirty (30) days after the meeting, the TPM shall submit such revisions to the TDM Program as discussed and agreed to with FCDOT and begin implementation of the approved program and fund the approved TDM Budget.

Thereafter, the TPM shall by no later than February 1st of each calendar year submit an Annual Report summarizing the results of the TDM Program and updating the TDM Program and TDM Budget for the coming calendar year. The Annual Reports shall be subject to the same review and approval process as described in this Proffer 31.C(ii) for the initial submission.

(iii) TDM Account. If not previously established, the TPM shall establish a separate interest bearing account with a bank or other financial institution qualified to do business in Virginia (the "TDM Account") within 30 days after approval of the initial TDMWP and subsequent Annual Report and TDM Budget. All interest earned on the principal shall remain in the TDM Account and shall be used by the TPM for TDM purposes. The TDM Account shall be funded by the Applicant through the TPM. Funds in the TDM Account shall not be utilized for purposes other than to fund TDM strategies/programs and/or specific infrastructure needs as may be approved in consultation with FCDOT.

Funding of the TDM Account shall be in accordance with the budget for the TDM Program elements to be implemented in each calendar year. The TPM shall provide written documentation to FCDOT demonstrating the establishment of the TDM Account within ten (10) days of its establishment. The TDM Account shall be replenished annually thereafter following the establishment of each year's TDM Budget. The TDM Account shall be managed by the TPM.

(iv) TDM Remedy Fund. At the same time the TPM creates and funds the TDM Account, the TPM shall establish a separate interest bearing account (referred to as the "TDM Remedy Fund") with a bank or other financial institution qualified to do business in Virginia. Funding of the TDM Remedy Fund shall be at the rate of $0.10 per gross square foot of new residential uses on the Property. Funding shall be provided by the Applicant prior to the issuance of the first initial RUP associated with the Property. This amount shall be adjusted annually as set forth in Proffer 35 below. Funds from the TDM Remedy Fund shall be drawn upon only for purposes of immediate need for TDM funding and may be drawn on prior to any TDM Budget adjustments as may be required.

(v) TDM Incentive Fund. The "TDM Incentive Fund" is an account into which the Applicant through the TPM, shall deposit contributions to fund a transit incentive program for initial purchasers/lessees within the Subject development. Such contributions shall be made one time at the rate of $0.02 per gross square foot of new residential uses constructed on the Property and provided prior to the issuance of the first RUP. This amount shall be adjusted annually as set forth in Proffer 35 below. If funds remain after incentives are provided to initial purchasers/lessees, the Applicant shall continue to provide incentives until the fund is depleted.

(vi) Monitoring. The TPM shall verify that the proffered trip reduction goals are being met through the provision of person surveys, trip counts of residential uses and/or other such methods as may be reviewed and approved by FCDOT. Surveys shall be conducted and traffic counts collected for the Property beginning with the first September after issuances of the first initial RUP. Surveys shall be conducted every three (3) years and Vehicular Traffic Counts shall be collected annually until the results of three consecutive annual traffic counts conducted upon Build Out show that the applicable trip reduction goals for the Property have been met. Any time

during which Person Survey response rates do not reach 20%, FCDOT may request additional surveys be conducted the following year. At such time and notwithstanding Paragraph H below, Person Surveys and Vehicular Traffic Counts shall thereafter be provided every five (5) years. Notwithstanding the aforementioned, at any time prior to or after Build Out, FCDOT may suspend such Vehicle Traffic Counts if conditions warrant such without the need for a PCA.

D. Remedies. If the TDM Program monitoring reveals that the Maximum Trips After Reduction for the Property is exceeded, then the TPM shall meet and coordinate with FCDOT to address, develop and implement such remedial measures as may be identified in the TDM Plan and Annual Report.

(i) If the TDM Program monitoring reveals that the Maximum Trips After Reduction for the Property is exceeded, then the TPM shall meet and coordinate with FCDOT to address, develop and implement such remedial measures as may be, but not limited to those, identified in the TDM Plan and Annual Report. Such remedial measures shall be funded by the Remedy Fund; the amount of additional monies to be expended annually on remedial measures shall be based on the following scale:

Trip Goals Exceeded	Remedy Expenditure
Up to 1%	No Remedy needed
1.1% to 3%	3% of Remedy fund
3.1% to 6%	6% of Remedy Fund
6.1% to 10%	10% of Remedy Fund
Over 10%	15% of Remedy Fund

(ii) There is no requirement to replenish the TDM Remedy Fund at any time. Any cash left in the Remedy Fund shall be released to the Applicant once three consecutive counts conducted upon build out (defined as 85% of the units are occupied) show that the Maximum Trips After Reduction have not been exceeded.

E. Additional Trip Counts. If an Annual Report indicates that a change has occurred that is significant enough to reasonably call into question whether the applicable vehicle trip reduction goals continue to be met, then FCDOT may require the TPM to conduct additional Trip Counts within 90 days to determine whether in fact such objectives are being met. If any such Trip Counts demonstrate that the applicable vehicle trip reduction goals are not being met, then the TPM shall meet with FCDOT

to review the TDM strategies in place and to develop modifications to the TDM Plan to address the surplus of trips.

F. Review of Trip Reduction Goals. At any time and concurrent with remedial actions as outlined in Paragraph D, the Applicant may request that FCDOT review the vehicle trip reduction goals established for the Property and set a revised lower goal for the Property consistent with the results of such surveys and traffic counts provided for by this Proffer. In the event a revised lower goal is established for the Property, the Maximum Trips After Reduction shall be revised accordingly for the subsequent review period without the need for a PCA.

G. Continuing Implementation. The Applicant through the TPM shall bear sole responsibility for the implementation of the TDM Program and compliance with this Proffer. The Applicant through the TPM shall continue to administer the TDM Program in the ordinary course in accordance with this Proffer including submission of Annual Reports.

H. Notice to Owners. The current owner shall advise all successor owners and/or developers of their funding obligations pursuant to the requirements of this Proffer prior to purchase and the requirements of the TDM Program, including the annual contribution to the TDM Program (as provided herein), shall be included in all initial and subsequent purchase documents.

I. Enforcement. If the TPM fails to timely submit a report to FCDOT as required by this Proffer, Fairfax County will thereafter issue the TPM a written notice stating the TPM has violated the terms of this Proffer and providing the TPM with sixty (60) days within which to cure such violation. If after such sixty (60) day period the TPM has not submitted the delinquent report, then the Applicant shall be subject to a penalty of $75 per day until such time as the report is submitted to FCDOT. Such penalties shall be payable to Fairfax County and shall be used for transit, transportation, or congestion management improvements within the vicinity of the Property.

STORMWATER MANAGEMENT

31. Stormwater Management. In order to protect receiving waters downstream of the Property, the Applicant shall provide stormwater management ("SWM") measures designed in accordance with the Public Facilities Manual ("PFM") in order to control the quantity and quality of stormwater runoff from the Property. As part of site plan approval for the Proposed Development, the Applicant shall demonstrate that the Proposed Development will meet applicable Fairfax County Public Facilities Manual ("PFM") requirements for stormwater quantity and stormwater quality. Stormwater

detention and Best Management Practices ("BMPs") facilities shall be provided in an appropriate system per the PFM and may include, but are not limited to, an underground detention vault, LID facilities, and infiltration trenches, all as generally set forth on the CDP/FDP (collectively, the "SWM Facilities"). Underground stormwater detention shall be provided in conformance with the conditions of DPWES Waiver #25678-WPFM-001-1, if approved by the Board of Supervisors. The Applicant may also include Low Impact Development ("LID") techniques such as tree box filters, bio-retention areas, pervious hardscapes/streetscapes, and stormwater reuse for landscape irrigation and air conditioning unit makeup water. The specific SWM Facilities shall be identified at the time of site plan approval and approved by DPWES.

Prior to site plan approval for the Proposed Development, the Applicant shall execute an agreement with the County in a form satisfactory to the County Attorney (the "SWM Agreement") providing for the perpetual maintenance of the SWM Facilities. The SWM Agreement shall require the Applicant (or its successors) to perform regular routine maintenance of the SWM Facilities and to provide a maintenance report annually to the Fairfax County Maintenance and Stormwater Management Division of DPWES, provided DPWES requests such a maintenance report. The SWM Agreement also shall address easements for County inspection and emergency maintenance of the SWM Facilities to ensure that the facilities are maintained by the Applicant in good working order.

Should the U.S. Environmental Protection Agency, the Commonwealth of Virginia, Fairfax County, or their designee, issue new or additional stormwater management requirements or regulations affecting the Property, the Applicant shall have the right to accommodate necessary changes to its stormwater management designs without the requirement to amend the CDP/FDP or these Proffers or gain approval of an administrative modifications to the CDP/FDP or Proffers. Such changes to the stormwater management design shall not materially impact the limits of clearing and grading, building locations, or road layouts

MISCELLANEOUS

32. Fairfax County Public Schools Contribution. Prior to issuance of the first building permit for the Proposed Development, the Applicant shall contribute $10,488 per expected new student generated by the Proposed Development (based on a ratio of 0.059 elementary school students, 0.019 middle school students, and 0.032 high school students per dwelling unit), up to a maximum $115,368.00 if 141 dwelling units are constructed, to the Fairfax County Board of Supervisors to be utilized for capital construction and capacity enhancements to schools to which the students generated by the Proposed Development are scheduled to attend. The final school contribution shall be determined based upon the total number of units constructed within the Proposed Development. If prior to site plan approval for the Proposed

Development, the County should increase the accepted ratio of students per subject multifamily unit or the amount of the contribution per student, the amount of the contribution shall be increased to reflect the then-current ratio and/or contribution. If the County should decrease the ratio or contribution amount, the amount of the contribution shall be decreased to reflect the then-current ratio and/or contribution. Prior to beginning construction of the Proposed Development, the Applicant shall notify the Fairfax County Public Schools of the intended construction and anticipated completion date.

33. Escalation in Contribution Amounts. All monetary contributions specified in these Proffers shall be adjusted on a yearly basis from the base month of January 2014 and change effective each January 1 thereafter, based on changes in the Consumer Price Index for all urban consumers (not seasonally adjusted) ("CPI-U"), as permitted by Section 15.2-2303.3 of the Code of Virginia, as amended.

34. Density Credit. All intensity/density attributable to land areas dedicated and/or conveyed at no cost to the Board or any other public entity pursuant to these Proffers shall be subject to the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance and is hereby reserved to the residue of the parcel of land from which it came.

35. Binding Effect. These Proffers will bind and inure to the benefit of the Applicant and its successors and assigns. If any portion of the Property is sold or otherwise transferred, the associated Proffers become the obligation of the purchaser or other transferee and shall no longer be binding on the seller or other transferor.

36. Counterparts. These Proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original, and all of which taken together shall constitute but one and the same instrument.

[SIGNATURES ON FOLLOWING PAGES]

APPLICANT/TITLE OWNER:

A&R Huntington Metro LLC, a Maryland limited liability company

By: A&R Development Corp., its Manager

By:_____

Feras B. Qumseya

Its: Vice President

APPLICANT/TITLE OWNER:

2317 Huntington LLC

By: Anwar Karam
Name: ANWAR KARAM
Title: Managing member