



PPEA PROPOSAL

ONE UNIVERSITY DEVELOPMENT



AHP
Virginia
LLC



Soto



**ONE UNIVERSITY
DEVELOPMENT**



January 10, 2018

Cathy Muse, Chief Procurement Officer
Director, Department of Procurement and Material Management
Fairfax County, Virginia
12000 Government Center Parkway, Suite 427
Fairfax, VA 22035-0013

Re: PPEA Proposal for One University - Capstone Collegiate Communities/AHP Virginia, LLC/Good Shepherd Housing and Family Services, Inc. dated January 10, 2018

Dear Ms. Muse,

Capstone Collegiate Communities ("C3"), AHP Virginia LLC/Good Shepherd Housing and Family Services, Inc. ("GSH" or "Good Shepherd") are pleased to submit our considerable interest in re-developing the property currently owned by the FCRHA, known by One University. The property is located on the northwest corner of University Drive and Ox Road, directly west of the main campus of George Mason University. The 10.7 acre site currently houses FCRHA offices and 46 units of affordable housing. Capstone and AHP/Good Shepherd propose to maximize the value of the property by demolishing the existing improvements and replacing these existing improvements with a mix of more and newer affordable housing units as well as off-campus student housing which will accommodate the needs of both of these markets.

Capstone learned about this re-development opportunity through its current efforts to build off-campus student housing on a 6.15 acre site which is located at University Drive and Democracy Lane in the city of Fairfax. Because Capstone believes the demand for off-campus graduate and under-graduate housing is in excess of 1,500 beds, Capstone is interested to re-developing both properties to meet current un-met demand for housing for George Mason students.

Our affordable housing proposal envisions building 154 family units plus 80 senior units of affordable housing in a four-five story design as well as 295 units/805 beds of student housing in a mix of 1, 2, 3 and 4 bedroom units. It will also include a five-story parking deck, top of the marketing amenities and lush landscaping. CUBE 3 Studio, Inc and Soto Architecture & Urban Design, PLLC, our architectural partners, have designed our initial massing study. The project, while privately developed, constructed and operated, will enhance the goals and mission of FCRHA, Fairfax County and George Mason University. High quality housing to meet the current affordable housing demands within Fairfax County and professionally-managed, pedestrian-oriented off-campus student housing for GMU students will benefit key stakeholders in Fairfax County.

With Capstone and AHP/Good Shepherd's successful track-record of developing high-quality multi-family housing to their respective residents, we believe we are the most well-suited team to partner with Fairfax County and FCRHA to re-develop the site. We will work diligently and collaboratively to maximize the value of the land and to build a transformative project within the county to address need for more quality, affordable housing within Fairfax County as well as sustainable off-campus student housing for George Mason students. Thank you for your consideration in advance to be submit this proposal to be part of this very exciting county initiative.

Best Regards,



Angie Rawie
Executive Vice President, Development

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EXECUTIVE SUMMARY

Capstone Collegiate Communities ("C3") and AHP Virginia, LLC and Good Shepherd Housing and Family Services, Inc. ("AHP/Good Shepherd") collectively ("the Developers"), are pleased to submit this proposal to the Fairfax County Redevelopment and Housing Authority ("FCRHA") under the Public Private Education Facilities and Infrastructure Act of 2002, Virginia Code Ann. SS 56-575.1 et seq. (the "PPEA") to lease or purchase and re-develop the approximate 10.7 acre site comprised of three parcels of land owned by FCRHA located at 4348 Old Ox Road, 4400 St. Edwards Place and 4500 University Drive, Fairfax, VA 22030, collectively referred to as (the "Property").

Our team's proposal is to redevelop the site into an affordable housing community comprised of 234 multifamily rental apartments serving residents at various income levels will be developed. Included in the affordable housing community will be approximately 22,500 square feet for FCRHA offices and facilities. Adjacent to the affordable housing, there will be a student housing component which will include approximately 295 units/805 beds of purpose-built student housing to house George Mason University ("GMU") undergraduate and graduate students, provide leasing and amenity facilities and provide on-site parking in a parking deck at a ratio of approximately 0.75/per bedroom ("Student Housing Development"). While this proposal is a joint submittal between Capstone and AHP/Good Shepherd, Capstone will focus on developing the student housing while AHP/Good Shepherd will focus on developing the affordable housing component.

While Capstone and AHP/Good Shepherd will act as joint master-developers of the Property, the student and affordable housing will be developed, financed, owned and managed separately. The proposed student housing will be financed with a combination of private equity and debt, while the affordable housing will be financed utilizing low income tax credits, HUD-insured mortgage loans, as well as other sources of funds. The team's primary development goal is to both maximize the highest and best use of the land, while also maximizing the annual ground lease payment and/or one-time fee simple land acquisition price that can be paid to Fairfax County for the land. Our Team is proposing to either enter into a 99-year ground lease with FCRHA under terms and conditions that will be mutually agreed upon by both the Developers and FCRHA, or Capstone will purchase the Property fee simple.

Because the Developer recognizes the challenges inherent in re-zoning the property which is currently split-zoned PDH-5 and R-1 for additional density, in light of the current Comprehensive Plan for the proposed re-development area, this proposal outlines two design scenarios: 1) a scenario which assumes the Property can be successfully re-zoned for the maximum density that can be designed on the property; and 2) an alternative lower-density scenario that assumes that a lesser density zoning classification can be obtained and therefore a lower unit count of both the Student Housing and the Affordable Housing can be achieved. Under scenario two, it is assumed that a lower annual ground lease payment can be paid to FCRHA, or one-time land acquisition price and is further described later in this Proposal.

Because the three parcels which comprise the proposed site are currently split-zoned, a lengthy process of re-zoning, amendments to the existing Comprehensive Plan and all other necessary entitlements are required, in order to make the improvements as proposed. The Developers anticipate completing design work through a Design Development level of plans while securing entitlements. Once entitlements are completed, constructed documentation and project financing will be completed, which is anticipated to take approximately 6-7 months. Upon the close of financing, construction will commence on both the student and affordable housing and will continue for an estimated duration of 20-24 months.



DEVELOPMENT TEAM

Capstone Collegiate Communities, LLC also known as "C3," specializes in the development, construction and management of high-quality, off-campus student housing developments in close proximity to major colleges and universities across the country.

Capstone Collegiate Communities was formed in January 2012 as part of the restructuring of Capstone Development, the most active and experienced developer of student housing in the country for more than 23 years. Capstone Development had a portfolio that included 131 communities in 33 states which reflected almost \$3.1 billion in project costs and 83,000 beds. Capstone Collegiate Communities carries on Capstone Development's legacy in the student housing industry with a specific focus on off campus/new construction developments.

The three principals of C3, Rob Howland, John Vawter and Ben Walker, were key personnel in Capstone Development and were integral to the success of the off-campus/new construction developments Capstone successfully delivered over the years. Collectively, they bring years' worth of valuable student housing experience and knowledge to this new company. Their off-campus development experience reflects over \$1.8 billion in project costs and more than 37,000 beds. More information about Capstone and its previous projects can be provided in supplemental marketing materials.

Capstone Properties, LLC manages student housing communities in various markets across the country. At its peak, Capstone Properties managed over 19,000 beds at one time. For the 2017-18 year, we started the fall semester at 92% leased and we are managing 7,854 beds in 9 different markets. Currently, we are already 53% preleased for fall 2018.

AHP Virginia LLC

AHP Virginia LLC (AHP) is a proven multifamily developer that specializes in the acquisition, development, construction and management of affordable housing. AHP has an established record of success working with the Fairfax County in public-private ventures. Utilizing a disciplined and analytical underwriting process, the principals of AHP have been involved in the successful financing development of over 56 projects throughout Virginia, Maryland and Washington, DC. These projects include the \$68 million renovation and preservation of both phases of the former Janna Lee Village into Creekside Village Apartments and the renovation and preservation of the subsidized housing project known as Hunting Creek Townhomes.

Additionally, AHP worked with Fairfax County OPEH in identifying and acquiring condominium units at Colchester Towne Condominiums to house

tenants as part of the Fairfax/Falls Church 10-Year Plan to Prevent and End Homelessness. This program, administered by New Hope Housing, works to provide housing to those persons at risk of homelessness or divert persons from shelters. Most recently, AHP partnered with the County again to acquire and preserve Mount Vernon House Senior Apartments. AHP commenced a substantial renovation of this 130-unit Section 8 elderly project as the HAP was expiring. Immediately upon acquiring the facility, AHP renewed the HAP Section 8 contract.

In addition to these Fairfax County ventures, AHP and its two principals, Rick Edson and Charles Wilson, have more than 50 years of combined experience in the acquisition, development, investment and financing of affordable housing. AHP and its principals have recently (or are currently) involved as co-developer/co-general partner/consultant in the following affordable housing developments in the Washington D.C. region:

- Mount Vernon House, Fairfax County, VA – 130 units, senior
- Creekside Village, Fairfax County, VA – 319 units, family
- Hunting Creek Townhomes, Fairfax County, VA – 35 units, family
- The Lodge at Marlton, Upper Marlboro, MD – 102 units, senior
- Madison House, Leesburg, VA – 100 units, senior
- William Watters House, Sterling, VA – 91 units, senior
- Mill Park Terrace, Fredericksburg, VA – 129 units, senior
- Mosby Heights Apartments, Harrisonburg, VA – 112 units, family
- Ft. Washington Manor, Ft. Washington, MD – 150 units, senior



For more than 40 years, Good Shepherd Housing and Family Services, Inc. ("GSH") has helped end homelessness and enable self-sufficiency by providing affordable housing and emergency financial services to low-income and working families and individuals in Fairfax County, Virginia. Last year alone GSH helped more than 1,000 working-class households who were living unstably housed or were, in fact, experiencing an episode of homelessness. GSH housing is not just "bricks and sticks". Rather, the housing is the kind of housing that gives households a fresh start to a new future. When combined with our strong support services, GSH housing gives them hope, by transforming their lives, their neighborhoods and our community. Within two years, most of GSH's residents become self-sufficient by improving their credit scores, enhancing their incomes, slashed their debt burdens, and learning to budget and spend their dollars wisely.

CONCLUSION

Having studied the site extensively, the Development Team has determined that the highest and best use of the Property is to develop a residential mixed-use community offering a comfortable, affordable and proximate housing solution for both GMU students and residents seeking affordable housing options in Fairfax County. Based on focus groups conducted by Capstone with GMU students, as well as community-wide commentary that George Mason University and the Fairfax County are in considerable need of more affordable housing and professionally managed "off-campus" student housing, we believe our proposed development best addresses that highest and best use to re-develop the Property.

The skilled and creative approach provided by our design partners CUBE 3 Studio, Inc and Soto Architecture & Urban Design, PLLC will provide quality, highly amenitized multifamily housing as well as provide much needed housing that supports the initiatives of GMU, Fairfax County, FCRHA, and local stakeholders.

The proposed re-development will comply with and address the primary goals outlined in the Fairfax Comprehensive Plan: 1) increasing the county's affordable housing supply; and, 2) revitalize the older existing residential property. The proposed affordable housing will replace the older existing affordable housing units with state-of-the-art affordable housing units as well as significantly increase the County's affordable housing supply. In addition, Capstone will build the first "purpose-built" housing that is leased by the bed rather than by the unit, off-campus student housing project in Fairfax. Capstone believes this will enhance the sustainable housing supply for GMU students by providing a pedestrian, walk-able student housing option for GMU students. Furthermore, by providing 604 parking spaces on-site for its student housing residents, GMU will benefit by increasing its parking supply by the same 604 spaces since Capstone is confident our residents will forgo parking on campus. This relief from on-campus parking demand will have a net impact of improving vehicular traffic congestion in the area immediately surrounding GMU and city of Fairfax and county at large.

In addition to the increased affordable and student housing supply, the proposed mixed-use residential housing will provide: 1) substantial new tax revenue to Fairfax County; 2) either an on-going long-term ground lease payments to FCRHA or an alternative lump sum land acquisition payment; 3) reduced local vehicular traffic and lower on-campus parking demand; 4) increased employment opportunities through both construction jobs and permanent property management employment opportunities; 5) increased overall student housing supply which may decrease future need to build on-campus housing and thereby preserve GMU bonding capacity for non-housing related campus improvements; and, 6) provide housing that meets the goals adopted in the Housing Blueprint by providing affordable housing for low income families.

SECTION I

CONFIDENTIALITY STATEMENT & LETTER OF SUPPORT

This page has been deemed Proprietary & Confidential in accordance with
Virginia Code Section 2.2-3705.6 11.b.

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SECTION II

EXPERIENCE & QUALIFICATIONS

- A. Identify the legal structure of the firm or consortium firms making the proposal. Identify the organizational structure for the project, the management approach and how each partner and major subcontractor in the structure fits into the overall team. All members of the offerors team, including major subcontractors known to the proposer must be identified at the time a proposal is submitted for the Conceptual stage. Identified team members, including major subcontractors (over \$5 million), may not be substituted or replaced once a project is approved and comprehensive agreement executed without the written approval of the County.**

The project will be led by special purpose entities ("SPE") consisting of Capstone Collegiate Communities and AHP/Good Shepherd Housing, collectively (the "Developers") responsible for developing the proposed student housing and affordable housing components, respectively. Capstone and AHP are privately owned companies, while Good Shepherd is a 501c3 not-for-profit entity. All three entities are highly respected organizations and are regarded as "best in class" in the student housing and affordable housing development and management businesses. Capstone has teamed with CUBE 3 Studio, Inc for the student housing design and AHP/Good Shepherd is utilizing the design skills of Soto Architecture & Urban Design, PLLC for the affordable housing design. Christopher Consultants, a Fairfax-based engineering firm will provide civil engineering services. A local/regional third party construction firm will be added to the team at a later date. Angie Rawie and Amanda Wallis (both serve as Executive Vice Presidents for Development with Capstone) and Rick Edson (Principal of AHP) will serve as the project executives for the project and as such, all consultants and other team members will report to them. Angie Rawie and Rick Edson will serve as the primary point of contact for the Fairfax County Redevelopment and Housing Authority.

- B. Describe the experience of the firm or consortium of firms making the proposal and the key principals involved in the proposed project including experience with the projects of comparable size and complexity. Describe the length of time in business, business experience, public sector experience and other engagements of the firm or consortium firms. Describe the past safety performance record and current safety capabilities of the firm. Describe the past technical performance history on recent projects of comparable size and complexity, including disclosure of any legal claims of the firm. Include the identity of any firms that will provide design, construction and completion guarantees and warranties and a description of such guarantees and warranties. Provide resumes of the key individuals who will be involved in the project.**

Student Housing Development

The three principals of C3 bring over 65 collective years' worth of valuable student housing development experience totaling over \$1.8 billion in project costs and more than 37,000 beds. Capstone's day-to-day project executives for this project, Angie Rawie and Amanda Wallis, have more than 40 collective years of student housing experience and have developed 10 projects with Capstone totaling over \$805M in total project costs. Capstone principals will provide all construction and completion guarantees in order to obtain project financing. Capstone has not been involved in any legal claims that would adversely affect its performance on the proposed student housing as C3 remains proud of its performance track-record through-out the industry.

C3 and its design partner CUBE 3 Studio believes it has designed a student housing project with the appropriate amenities and unit mix to attract GMU students that are seeking a high-quality, highly-amenitized off-campus housing experience. The site location coupled with the unique product will be particularly attractive to all GMU students, including those involved in Greek Life as well as upper classmen.

As one of the first firms to structure P3 transactions utilizing the privatized tax-exempt bond structure with a 501c3 owner for on-campus projects, Capstone understands the complex challenges and opportunities related to optimizing a student housing project's design and financing potential. C3 has conducted multiple focus groups with GMU students over the past four months. These focus group findings regarding GMU students' housing preferences, coupled with the findings of C3's commissioned third-party Danter Market Study, provided C3 with an informed understanding of GMU student housing market demand and rental rate assumptions. C3's in-house property management company, Capstone Management, provided estimated annual operating cost assumptions for this project. Direct construction cost estimates were derived from C3's recent construction pricing on similar student housing product in the Fairfax market. C3's long-standing equity providers provided key cap rate assumptions on which to base Capstone's projected proforma Total Return on Capital. C3's initial due diligence confirms that FCRHA's stated goal to maximize the land acquisition basis/ground lease payment, can be supported in Capstone's attached financial proforma. C3 is confident the proposed student housing is financeable in the private debt and equity markets and can be constructed and managed as a "best in class" student housing asset for the Fairfax community.

Affordable Housing Development

AHP Virginia LLC (AHP) is a proven multifamily developer that specializes in the acquisition, development, construction and management of affordable housing. AHP has an established record of success working with the Fairfax County in public-private ventures. Utilizing a disciplined and analytical underwriting process, the principals of AHP have been involved in the successful development of over 42 projects throughout mid-Atlantic region. These projects include the \$68 million renovation and preservation of both phases of the former Janna Lee Village into Creekside Village Apartments and the renovation and preservation of the subsidized housing project known as Hunting Creek Townhomes.

Additionally, AHP worked with Fairfax County OPEH in identifying and acquiring condominium units at Colchester Towne Condominiums to house tenants as part of the Fairfax/Falls Church 10-Year Plan to Prevent and End Homelessness. This program, administered by New Hope Housing, works to provide housing to those persons at risk of homelessness or divert persons from shelters. Most recently, AHP partnered with the County again to acquire and preserve Mount Vernon House Senior Apartments. AHP commenced a substantial renovation of this 130-unit Section 8 elderly project as the HAP was expiring. Immediately upon acquiring the facility, AHP renewed the HAP Section 8 contract.

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Good Shepherd – For more than 40 years, GSH has helped end homelessness and enable self-sufficiency by providing affordable housing and emergency financial services to low-income and working families and individuals in Fairfax County, Virginia. Last year alone GSH helped more than 1,000 working-class households who were living unstably housed or were, in fact, experiencing an episode of homelessness. GSH housing is not just "bricks and sticks". Rather, the housing is the kind of housing that gives households a fresh start to a new future. When combined with our strong support services, GSH housing gives them hope, by transforming their lives, their neighborhoods and our community. Within two years, most of GSH's residents become self-sufficient by improving their credit scores, enhancing their incomes, slashed their debt burdens, and learning to budget and spend their dollars wisely.

GSH focuses on developing and managing scattered-site affordable rental housing units (mainly one to four bedroom condo units). GSH completed our 63rd purchase this month, where our housing is found along fifteen miles of Richmond Highway in Fairfax County from Huntington to Lorton. GSH combines both property management together with supportive services in order to move our residents to self-sufficiency and permanent housing stability. GSH targets struggling low-income working families (83% of our residents) whose income levels are 40 to 60% of the AMI.

By its bylaws, GSH can operate anywhere in Fairfax County. While we have concentrated our services and housing in the Richmond Highway area, and GSH believes it is well qualified to expanding to other parts of the County (e.g., One University Drive in Fairfax).

As a 501c3 nonprofit provider, GSH has a very diverse revenue base with 52% of our income from "Rental Income" as a landlord and property manager; 29% from "Individual Giving and Foundation Support"; and only 18% from "Government Grants." GSH is also one of a handful of Community Housing Development Organizations (CHDO) in Fairfax County, a HUD designation for affordable housing developers serving a low-income population. This designation opens up access to special HOME funding for affordable housing development.

- C.** *For each firm or major contractor (\$ 1 Million or more) that will be utilized in the project, provide a statement listing all of the firm's prior projects and clients for the past three years with contact information for such clients (names/addresses/telephone numbers). If a firm has worked on more than ten projects during this period, it may limit prior project list to ten, but shall first include all projects similar in scope and size to the proposed project, and second, it shall include as many of its most recent projects as possible. Each firm or major subcontractor shall be required to submit all performance evaluation reports or other documents in its possession evaluating the firm's performance during the preceding three years in terms of cost, quality, schedule, safety and other matters relevant to the successful project development, operation and completion.*

Capstone, as student housing developer, is joined by CUBE 3 Studio, Inc., a nationally recognized architectural, landscape and interior design firm based in Lawrence, Massachusetts. CUBE 3 Studio will provide architectural, landscape and interior design services for the student housing development. Their corporate biography, team resumes and representative projects immediately follow this narrative.

AHP/Good Shepherd, as affordable housing developer, is joined by Soto Architecture & Urban Design, PLLC ("Soto"), a well-respected Washington, DC based architectural firm. Soto will provide architectural, landscape and interior design services for the affordable housing development. Their corporate biography, team resumes and representative projects immediately follow this narrative.

- D. Provide the names, addresses, and telephone numbers of persons within the firm or consortium firms who may be contacted for further information.**

Student Housing Development

Angie Rawie
Executive Vice President, Development
Capstone Collegiate Communities
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214-300-5922
arawie@capstonemail.com

Affordable Housing Development

Rick Edson
Principal
AHP Virginia, LLC
4520 East West Highway, Suite 615
Bethesda, MD 20814
240-505-9293
redson@hcadc.com

- E. Provide a current or most recently audited financial statement of the firm or firms and each partner with an equity interest of twenty percent or greater.**

The financial statements for the developers are available upon request.

- F. Identify any persons known to the private entity who would be obligated to disqualify themselves from participation in any transaction arising from or in connection to the project pursuant to The Virginia State and Local Government Conflict of Interest Act, Chapter 31 (§2.2-3100 et seq.) of Title 2.2.**

Student Housing Development – None.

Affordable Housing Development – None.

- G. Identify proposed plan for obtaining sufficient numbers of qualified workers in all trades or crafts required for the project.**

This plan will be provided when the general contractor has been selected.

- H. Provide information on any training programs, including but not limited to apprenticeship programs registered with the U.S. Department of Labor or a State Apprenticeship Council, in place for employees of the firm and employees of any member of a consortium firm.**

This plan will be provided when the general contractor has been selected.

- I. Provide information on the level of commitment by the firm to using small, women-owned, or minority businesses in developing the project.*

This plan will be provided when the general contractor has been selected.

- J. For each firm or major subcontractor that will perform construction and/or design activities, provide a sworn certification by an authorized representative of the firm attesting to the fact that the firm is not currently debarred or suspended by any federal, state or local government entity.*

CUBE 3 Studio, Inc and Soto Certification Regarding Debarment follows this narrative.

In addition, once a general contractor has been selected, the general contractor will provide a similar Certification Regarding Debarment.

- K. Describe worker safety training programs, job-site safety programs, accident prevention programs, written safety and health plans, including incident investigation and reporting procedures.*

All contractors retained by Developers will have excellent training programs in place. A comprehensive training plan will be provided for each contractor once general contractor is selected.

- L. Virginia Code 22.1-296.1C provides: "Prior to awarding a contract for the provision of services that require the contractor or his employees to have direct contact with students, the school board shall require the contractor and, when relevant, any employee who will have direct contact with students, to provide certification that (i) he has not been convicted of a felony or any offenses involving the sexual molestation or physical or sexual abuse or rape of a child; and (ii) whether he has been convicted of a crime of moral turpitude." Identify the proposed plan for complying with the intent of Va. Code §22.1-296. 1C if the contractor or its employees or subcontractors, will have direct contact with students.*

The Developers have a zero-tolerance policy for inappropriate behavior. As a student housing developer committed to providing safe, comfortable housing for university students, Capstone takes extreme care to maintain a safe environment for its residents, not only upon the completion of construction during on-going property operations, but also during the construction phase of its projects. As such, Capstone will thoroughly interview and vet its general contracting partner on this project to maintain the highest standard for site control and contractor management.

**CAPSTONE COLLEGIATE
COMMUNITIES, LLC**

**TEAM CORPORATE
BIOGRAPHY'S/
RESUMES/
COMPLETED
PROJECTS**



ABOUT

Capstone Collegiate Communities, LLC also known as "C3," specializes in the development, construction and management of **high-quality, off-campus student housing** developments in close proximity to major colleges and universities across the country.

HISTORY

Capstone Collegiate Communities was formed in January 2012 as part of the restructuring of Capstone Development, the most active and experienced developer of student housing in the country for more than 23 years.

Capstone Development had a portfolio that included 131 communities in 33 states which **reflected almost \$3.1 billion in project costs and 83,000 beds**. Capstone Collegiate Communities carries on Capstone Development's legacy in the student housing industry with a specific focus on off campus/new construction developments.

LEADERSHIP

The three principals of C3, **Rob Howland, John Vawter and Ben Walker**, were key personnel in Capstone Development and were integral to the success of the off-campus/new construction developments Capstone successfully delivered over the years. Collectively, they bring years' worth of valuable student housing experience and knowledge to this new company. **Their off-campus development experience reflects over \$1.8 billion in project costs and more than 37,000 beds.**



SERVICES

C3 is made up of **three distinct divisions**, each solely focused on one area of the student housing niche:

- **Development – C3**
- **Construction – Cottage Builders, Inc.**
- **Management – Capstone Properties, LLC**

Together these three divisions make C3 a company able to take our student housing developments all the way from start to finish including acquisition,



pre-development due diligence, design, financing, and construction through project delivery, lease up and disposition. C3 creatively leads the big picture of structuring the deal while also using its extensive experience to execute the detailed nuts and bolts needed to make every deal successful.

Because C3 approaches every development opportunity as new and unique, it maintains flexibility and innovation throughout the pre-development, design, and construction phases which allows C3 to deliver the best possible product in each and every market. In Capstone's long history, we have worked with many partners including the schools themselves, city governments, and public-private/non-profit organizations to successfully meet the goals and objectives of each stakeholder often working through numerous and complex development challenges. C3 will continue this tradition of **innovation, flexibility and collaboration**.

PRODUCT TYPES

Specifically, C3 focuses on four product types:

- **Lofts**
- **Lodges**
- **Cottages**
- **High-Rise**

Each of these product types represents a different type of **charming and appealing** residential facility designed specifically for college students. C3 developments include a variety of floor plans providing one to six bedroom living arrangements each with **bed/bath parity**. C3 strives to make the floor plans highly functional for the residents while also being aesthetically pleasing with high-end finishes and upgrades such as 9 foot ceilings, granite countertops and wood or wood-like flooring.

LOFTS are in-fill, mixed-use developments that are high density and often include structured parking and occasionally a component of retail. The lofts are made up of townhomes and flats units.





LODGES are four to five story wood frame communities that are typically surface parked. The lodges are made up of townhomes and flats units.



COTTAGES are low-density, "new urbanism" style residential neighborhoods on large tracts of land. The Cottages are comprised of free-standing houses, townhomes and duplexes with a centralized clubhouse.



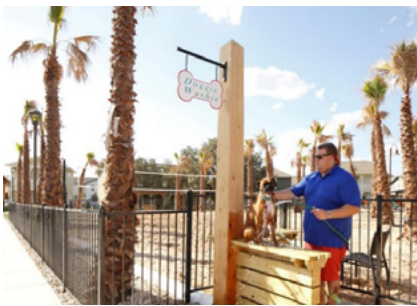
HIGH-RISE are in-fill towers in urban markets on small tracts of land. Typically the product is concrete construction in excess of 11 stories.



CAPSTONE COLLEGIATE COMMUNITIES, LLC



Each community also includes top of the line **amenities** that create a **unique lifestyle for students**, an element of our communities as important as the facilities themselves. These amenities vary with each development but often include features such as scenic lakes, walking trails, open green spaces, frisbee golf courses, dog parks, basketball, tennis, volleyball and bocce ball courts, and expansive resort-style pools. There are also attractive and comfortable community buildings such as the clubhouse that offer gathering places, state-of-the-art fitness facilities, tanning salons, game rooms, theaters, saunas, steam rooms and both community and private study rooms. The property managers create many events for the residents, such as Taco Tuesdays, pumpkin carving contests, tailgating parties at the pool, and many more, throughout the year to heighten this community experience.





EXPERIENCE

C3's total portfolio includes 58 communities with over 37,000 beds and more than \$1.8 billion dollars in development costs.

Since 2007, C3 Principals have developed the following Lodge, Loft & Cottage communities, representing more than to \$1.3 billion in total development costs and 21,498 beds:

- Creekside of Auburn (Auburn, AL)
Awarded MFE'S "Student Project of the Year" in 2008
- The Retreat of Clemson (Clemson, SC)
- Cottage Grove at Gainesville (Gainesville, FL)
- The Cottages of Hattiesburg (Hattiesburg, MS)
- The Cottages of Columbia (Columbia, MO)
- The Cottages of Lubbock (Lubbock, TX)
- The Cottages of Norman (Norman, OK)
- The Cottages of Baton Rouge, Phase 1 & 2 (Baton Rouge, LA)
Awarded "Best New Development – Innovator Awards" by SHB in 2011
- The Cottages of Lakeshore (Birmingham, AL)
Certified LEED® Gold & Awarded MFE'S "Community Service" award in 2011
- The Lofts of Kennesaw (Kennesaw, GA)
- The Cottages of College Station, Phase 1 & 2 (College Station, TX)
- The Cottages of Durham (Durham, NH)
- The Lodges of East Lansing, Phase 1 & 2 (East Lansing, MI)
- The Cottages of Boone (Boone, NC)
- 13th and Olive, Phase 1 & 2 (Eugene, OR)
- The Lofts at City Center, Phase 1 & 2 (Tuscaloosa, AL)
- The Cottages of New Mexico (Albuquerque, NM)
- The Capstone Cottages of San Marcos (San Marcos, TX)
- The Lodges of Colorado Springs (Colorado Springs, CO)
- Hannah Lofts & Townhomes (East Lansing, MI)
Awarded "Best Architecture & Design" by SHB in 2015
- Northpoint Crossing, Phase 1 & 2 (College Station, TX)
- The Cottages of Tempe (Tempe, AZ)
- Arlington Cottages & Townhomes (Baton Rouge, LA)
- The Junction (College Station, TX)
- Freemont Station (Flagstaff, AZ)
- The Capstone Cottages of Lubbock (Lubbock, TX)



CAPSTONE COLLEGIATE COMMUNITIES, LLC

In addition, we currently have the following communities **under construction**, representing more than **\$213 Million in total development costs and an additional 2,231 beds** as well as many more projects in the pre-development stage.

- The Cottages of Fort Collins (Fort Collins, CO)
- The Madison Townhomes & Flats (Bozeman, MT)
- The Lofts of Austin (Austin, TX)
- Hope Cottages (Birmingham, AL)

Capstone Properties currently **manages and leases 9 communities with 7,854 beds:**



- Cottage Grove of Gainesville (Gainesville, FL)
- Valentine Commons (Raleigh, NC)
- Northpoint Crossing (College Station, TX)
- The Junction (College Station, TX)
- Freemont Station (Flagstaff, AZ)
- The Capstone Cottages of Lubbock (Lubbock, TX)
- The Cottages of Fort Collins (Fort Collins, CO)
- The Madison Townhomes & Flats (Bozeman, MT)
- The Lofts of Austin (Austin, TX)

C3 CONTACT INFO

Corporate Office

Capstone Collegiate Communities, LLC
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Birmingham, AL 35223
205.414-6400

Development

John E. Vawter, Principal
(205) 586-4228
jvawter@capstonemail.com

Finance & Accounting

Rob Howland, Principal
(205) 414-6416
rhowland@capstonemail.com

Management

Ben Walker, Principal
bwalker@capstonemail.com

CAPSTONE COLLEGIATE COMMUNITIES, LLC



AMANDA WALLIS
Executive Vice President –
Development

Amanda came to Capstone in January 2008 as a Senior Vice President for the Cottage Division of Capstone Development Corp. Amanda earned a bachelor's degree in Business Administration-Finance from Auburn University at Montgomery and two masters degrees in 1998 and 1999 both from Auburn University in Auburn, AL – a Masters in Building Science and a Masters in Community Planning. She now has over 16 years' experience in land development for both public and private land developers and home builders. Since 2012 Amanda has been an Executive Vice President for C3 continuing her role in development for off-campus new construction projects including both Cottage-style developments and high-density, mixed-use developments. Amanda is responsible for all aspects of the development program from acquisition, pre-development due diligence, design, financial analysis and construction through project delivery and disposition. To date, Amanda's experience at Capstone includes the delivery of 10,492 beds totaling over \$680 million in development costs. Her development experience ranges from developing low density Cottages, mid-rise both single-purposed and mixed-use development to an 18-story high rise building.

COMPLETED PROJECTS:

The Cottages of Baton Rouge Baton Rouge, LA

Delivered 2010/2011
382 Units, 1920 Beds
Development Cost \$66,700,000

The Cottages of College Station Phase 1 & 2, College Station, TX

Delivered 2011
369 Units, 1354 Beds
Development Cost \$65,978,642

The Cottages of Boone Boone, NC

Delivered 2013
202 Units, 894 Beds
Development Cost \$50,626,420

The Cottages of Albuquerque Albuquerque, NM

Delivered 2014
162 Units, 786 Beds
Development Cost \$45,215,204

Northpoint Crossing Phase 1 & 2, College Station TX

Delivered 2014/2015
627 Units, 1842 Beds
Development Cost \$152,766,369

Arlington Cottages & Townhomes, Baton Rouge, LA

Delivered 2016
179 Units, 732 Beds
Development Cost \$55,046,667

The Junction College Station, TX

Delivered 2016
186 Units, 801 Beds
Development Cost \$52,018,706

The Capstone Cottages of Lubbock, Lubbock, TX

Delivered 2017
214 Units, 969 Beds
Development Cost \$62,579,495

CAPSTONE COLLEGIATE COMMUNITIES, LLC



ANGIE RAWIE

Executive Vice President –
Development

Angie joined Capstone in 2012 after more than 20 years in multifamily and student housing development. Prior to joining Capstone, she served in a number of executive level business development and development positions outside Capstone. In her current role as Executive Vice President, she is responsible for all aspects of development from land acquisition, entitlements, financial modeling through construction and lease up. Angie attended Dartmouth College and holds a B.A degree from Smith College. She also holds a M.S. degree in Real Estate Development from the University of Southern California (USC). In her role as Executive Vice President for C3, Angie is responsible for all aspects of the development program from acquisition, pre-development due diligence, design, financial analysis and construction through project delivery and disposition. To date, Angie's experience at Capstone includes the delivery of over 2,120 beds totaling over \$125 million in development costs. Her development experience ranges from developing low density Cottages to an 18-story high rise building.

COMPLETED PROJECTS:

The Lofts at City Center

Five-story wood frame product with attached parking deck
University of Alabama

Delivered:

Phase I – 608 beds, fall 2013

Phase II – 618 beds, fall 2014

1,225 Beds

Development Cost \$73,000,000

Capstone Cottages of San Marcos

Cottage Style Student Housing

Texas State San Marcos

Delivered – fall 2014

899 Beds

Development Cost \$54,000,000

AFFILIATIONS

- Junior League (Dallas, Texas) Member.
- Leadership Dallas, 1998.
- Leadership Texas, 1999.
- Dallas Children's Theatre, past Board Member.

CAPSTONE COLLEGIATE COMMUNITIES, LLC

LOFTS OF FLAGSTAFF FLAGSTAFF, AZ

Completion Date
August 2017

Size of Project
Total: 232 Units; 814 Beds

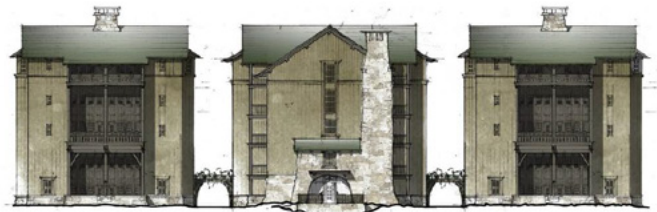
Construction Type
Wood frame
Concrete parking garage

Financial Structure
Conventional debt & equity

Architect
Dungan Nequette

General Contractor
UEB

Developer
Capstone Collegiate
Communities, LLC



ELEVATION B



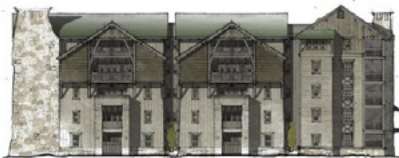
The Lofts of Flagstaff sits on a 6 acre walk-to-campus site about 3 tenths of a mile from Northern Arizona University's campus in Flagstaff, Arizona. The Lofts have 231 units and 814 beds. It embodies the best in Traditional Neighborhood Development design and exemplifies the principles of the New Urbanism concept that so many communities are striving to achieve.

The goal of The Lofts is to create not just more residential housing but a thriving neighborhood. The first floor along Forest Meadows Street has approximately 12,000 sqft of complementary retail that will enhance the living experience of the residents. Adjacent to the retail is the clubhouse of approximately 7,000 sqft with a fitness facility, study rooms, lounge areas, tanning salon, resort style spa and pool and many other amenities. The clubhouse is set to be the hub of activity, allowing everyone to live, play, and relax together. Surface parking in addition to a 760 space parking garage provides a one-to-one parking ratio for the residents as well as sufficient parking for the retail.

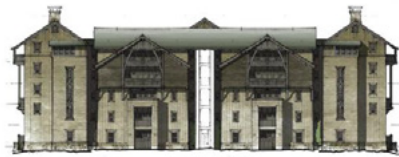
The garage is almost fully wrapped with residential and retail buildings on three sides and decorative perforated metal panel system that allows for natural ventilation while giving aesthetic interest on the fourth side.

Connectivity within the development is also one of the keys to creating the sense of community. The Lofts of Flagstaff connects Forest Meadows and West McConnell Drive allowing for easier pedestrian and bike access to campus.

The Lofts project hosts carefully designed parks and civic spaces that will serve as gathering places for the residents and the community. Each civic space has been carefully designed to create a "sense of place." The types of open spaces range from a natural park at the western edge of the development, to a civic space along Forest Meadows, to small pocket parks scattered throughout the community with fire pits and grills.



ELEVATION E



ELEVATION J



ELEVATION K

HANNAH LOFTS EAST LANSING, MI

Completion Date

August 2014 – Phase I

Size of Project

Total: 282 Units; 702 Beds

Construction Type

Wood frame
Concrete one story parking garage

Financial Structure

Conventional debt & equity

Architect

Dungan Nequette

General Contractor

Wolverine Building Group

Developer

Capstone Collegiate Communities, LLC



The goal of the Lofts is to create not just more residential housing but a thriving neighborhood. The first floor along Esoteric Way is approximately 7,500 sqft of retail which has become the hub of activity, allowing everyone to live, play, and relax together. Adjacent to the retail and facing Hannah Boulevard resides the clubhouse of approximately 5,000 sqft with a fitness facility, tanning salon and a resort style spa and pool. A bus stop at the corner of Esoteric Way and Hannah Boulevard easily allows for connection to MSU and East Lansing. Connectivity within the development is also one of the keys to creating the sense of community. The Lofts further connect the pedestrian walkways within Hannah Farms allowing for easier access throughout the entire Hannah Farms development. The Lofts also provide approximately 300 bicycle parking spaces. The Lofts currently host carefully designed parks and civic spaces that will serve as gathering places for the residents and the community. Each civic space has been carefully designed to create a "sense of place." The types of civic spaces range from a one acre natural park at the northern edge of the development, to a large civic square with fountain at the corner of Esoteric Way and Eyde Parkway, to small pocket parks scattered throughout. The development also provides two unit types not yet developed in Hannah Farms: townhouses and apartments served with an internal hallway. Residents will find the Lofts are designed to feel warm and inviting, typically using a mixture of faux wood floors in the living room and kitchen, ceramic tile in the baths, and plush carpet flooring for bedrooms. Residents enjoy the gourmet kitchens equipped with decorator cabinetry, stainless range, dishwasher, disposal, microhood, and refrigerator. The separate laundry areas include a full size washer and dryer. All appurtenances, including door knobs and lighting are satin nickel, adding charm to the interior design.



CAPSTONE COLLEGIATE COMMUNITIES, LLC

NORTHPOINT CROSSING COLLEGE STATION, TX

Completion Date

August 2014 – Phase I
August 2015 – Phase II

Size of Project

Phase I: 307 Units; 928 Beds
Phase II: 308 Units; 914 Beds

Construction Type

Wood frame over podium
Concrete parking garages

Financial Structure

Conventional debt & equity

Architect

Humphreys & Partners
Architects

General Contractor

Construction Enterprises, Inc.

Developer

Capstone Collegiate
Communities, LLC



Capstone, in partnership with Woodridge Capital Partners out of Los Angeles, California, completed the student housing development Northpoint Crossing in 2015, a high-density, mixed-used project that includes student housing, a variety of retail tenants and structured parking. Capstone served as developer while Woodridge is the owner. Northpoint Crossing sits on an 11.2 acre site at the gateway to Texas A&M University at Texas Avenue and University Drive, essentially the corner of "Main and Main."

The site plan is designed in such a way to create a true sense of place. The interior streets are tree-lined with sidewalks on both sides and on-street parallel parking spots along with bike racks and a bike path throughout the development. Balconies on the units allow residents to overlook the streets below. The retail shops serve the student residents as well as draw others to the site. The structured parking garages is wrapped with housing and retail so that they essentially disappear. Collectively, these components will create 24 hour activity and vibrancy.



The student housing component, positioned in 5 mid-rise buildings, consists of 615 units containing 1,842 beds that will be delivered in two phases over a two year period – the first phase delivered in August 2014 and the second phase will deliver in August 2015. The unit mix is comprised of one, two, three and four bedroom units. There is bed and bath parity in every unit and the units are fully-furnished.

Northpoint Crossing boasts a plethora of the best amenities available for students, including a 24 hour clubhouse, fitness center, business center, two pools, bike path, and green spaces.

The housing sits over 55,000 SF of retail spread throughout the various buildings on site. The tenant mix typically includes restaurants, soft goods, services, specialty stores and a grocery.

Three parking garages will serve the residential and retail tenants in addition to surface parking.



THE LOFTS AT CITY CENTER

TUSCALOOSA, AL

Completion Date

August 2013 – Phase I
August 2014 – Phase II

Size of Project

Total: 348 Units; 1226 Beds
Phase I: 176 Units; 608 Beds
Phase II: 172 Units; 618 Beds

Construction Type

Wood frame
Concrete parking garages

Financial Structure

Conventional debt & equity

Architect

Humphreys & Partners
Architects

General Contractor

Construction Enterprises, Inc.

Developer

Capstone Collegiate
Communities, LLC



Capstone and Capital Growth Properties partnered together to develop The Lofts at City Center, a high-density project that includes student housing and structured parking. The Lofts at City Center sit on an 8.3 acre site in the McFarland Boulevard Corridor near the University of Alabama in Tuscaloosa, Alabama. Students are attracted to the location, not only for its close proximity to campus, but for the variety of shopping, dining, entertainment and other amenities and services that are nearby.

The site plan is designed to create a true sense of place. The interior streets will be tree-lined with sidewalks on both sides and on-street parallel parking spots along with bike racks throughout the development. Balconies on the units will allow residents to overlook the streets below. The structured parking garages is wrapped with housing so that they will essentially disappear. The student housing consists of 348 units and 1,226 beds in 3 mid-rise buildings.

It was delivered in two consecutive phases – the first phase in August 2013 and the second phase in August 2014. The unit mix is comprised of two, three and four bedroom units, including a two story townhouse unit. There is bed and bath parity in every unit and the living rooms are fully-furnished.

The Lofts are highly amenitized. The clubhouse is the hub of activity allowing everyone to live, play, and relax together. A fully equipped study room, fitness facility, dog park and 3 resort style pools are just a few of the amenities.

On a separate site immediately west of the student housing, Capital Growth Properties is developing 55,000 SF of retail and a hotel. CGP is a leader in retail development throughout the southeast. Together, the student housing community and the adjacent retail and hotel create 24 hour activity and vibrancy.



AHP VIRGINIA, LLC

**TEAM CORPORATE
BIOGRAPHY'S/
RESUMES/
COMPLETED
PROJECTS**

AHP Virginia LLC

ABOUT

AHP Virginia, LLC (AHP) is an experienced multifamily developer that specializes in the acquisition, development, construction and management of affordable housing. AHP has an established record of success working with the County in public-private ventures. These projects include the \$68 million renovation and preservation of both phases of the former Janna Lee Village into Creekside Village Apartments and the renovation and preservation of the subsidized housing project known as Hunting Creek Townhomes. Additionally, AHP worked with Fairfax County OPEH in identifying and acquiring condominium units at Colchester Towne Condominiums to house tenants as part of the Fairfax/Falls Church 10-Year Plan to Prevent and End Homelessness. This program, administered by New Hope Housing, works to provide housing to those persons at risk of homelessness or divert persons from shelters.

Most recently, AHP partnered with the County again to acquire and preserve Mount Vernon House Senior Apartments. AHP commenced a substantial renovation of this 130-unit Section 8 elderly project as the HAP was expiring. Immediately upon acquiring the facility, AHP renewed the HAP Section 8 contract.

In addition to these Fairfax County ventures, AHP and its two principals, Rick Edson and Charles Wilson, have more than 50 years of combined experience in the acquisition, development, investment and financing of affordable housing.

AHP and its principals have recently (or are currently) been involved as co-developer/co-general partner/consultant in the following affordable housing developments in the Washington, D.C. region:

- Mount Vernon House, Fairfax County, VA – 130 units, senior
- Creekside Village, Fairfax County, VA – 319 units, family
- Hunting Creek Townhomes, Fairfax County, VA – 35 units, family
- The Lodge at Marlton, Upper Marlboro, MD – 102 units, senior
- Madison House, Leesburg, VA – 100 units, senior
- William Watters House, Sterling, VA – 91 units, senior
- Mill Park Terrace, Fredericksburg, VA – 129 units, senior
- Mosby Heights Apartments, Harrisonburg, VA – 112 units, family
- Ft. Washington Manor, Ft. Washington, MD – 150 units, senior

AHP VIRGINIA, LLC CONTACT INFO

4520 East West Highway, Suite 615
Bethesda, Maryland 20814
(240) 505-9293

AHP VIRGINIA, LLC

RICK EDSON

Key Principal

Education/Certification

M.B.A., New York University

Bachelor of Arts, Occidental College

PROFESSIONAL REGISTRATIONS/AFFILIATIONS

- Advisory board, Housing Tax Credit Advisor
- Advisory board, LIHC Monthly Report
- Commissioner, Montgomery County Housing Opportunities Commission
- Member, Virginia Housing Development Authority's Northern Virginia Advisory Board

RELEVANT EXPERIENCE

Rick has been responsible for the development of more than 1,600 units of affordable housing since 1999. Rick served as Senior Vice President–Acquisitions and Development for two national affordable housing finance and development companies, The Richman Group Affordable Housing Corporation from 1985 to 1997, and Simpson Housing Solutions, LLC from 1997 to 1998. During this time he was responsible for the finance and development of more than 4,500 affordable housing units located in New York, California, Maryland and Virginia.

QUALIFICATIONS

- Written articles on tax credits for Affordable Housing Finance and Urban Land Magazine
- Co-Chairperson of numerous affordable housing conferences
- Served on the Housing Finance Review Committee of the Maryland Department of Housing and Community Development
- Former member of the Governor's Housing Policy Commission
- Member of the California State Treasurer's Housing Finance Advisory Committee from 1995 to 1999
- 24 years of industry experience

AHP VIRGINIA, LLC

CHARLES WILSON

Partner

Education/Certification

J.D., University of North Carolina-
Chapel Hill

Bachelor of Arts, University of
North Carolina-Chapel Hill

RELEVANT EXPERIENCE

As a principal of AHP, Charles has participated in the preservation and rehabilitation of Janna Lee Village, Hunting Creek Townhomes and Mount Vernon House, all of which involved the FCRHA and the County playing critical roles.

In addition to his work with AHP, Charles is also principal of Virginia Capital Advisors, Inc., a 12-year old diversified real estate firm offering financing and advisory services to multi-family properties. While the majority of these transactions have been affordable tax credit properties, they have also included market rate luxury, seniors and some special purpose properties.

For the past 15 years, Charles has easily been the highest producer of VHDA multi-family loans whether measured in overall dollar volume or by number of units. In the last decade, Charles has successfully arranged over \$1 billion in multi-family financing, most in tax exempt bond and taxable bond transactions.

QUALIFICATIONS

- More than 25 years of experience in financing and developing commercial real estate, 18 of which have been almost exclusively in multi-family and affordable housing
- Focused efforts toward communities within the Commonwealth of Virginia

AHP VIRGINIA, LLC

MOUNT VERNON HOUSE SENIOR APARTMENTS FAIRFAX COUNTY, VA

\$22 MILLION

Development Team

AHP Virginia, LLC

Relevant Features

- Public-private partnership
- Fairfax County location
- Collaboration with Fairfax County and FCRHA
- Utilized federal low-income housing tax credits
- Long-term commitment to affordable housing
- Housing Blueprint goals
- Working closely with special needs



Mount Vernon House is a senior apartment complex built in 1983 and identified by AHP and the County in 2012 as at-risk due to an expiring 30-year HAP contract, which threatened displacement of 130 senior Fairfax residents. In 2012, AHP acquired Mount Vernon House. The transaction was the product of another successful private-public partnership with Fairfax County and the Fairfax County Redevelopment and Housing Authority (FCRHA) to preserve and revitalize much needed affordable housing.

Immediately upon acquisition, AHP successfully renewed and extended the HAP contract ensuring this critical affordable housing stock will continue to serve Fairfax seniors. AHP also undertook a substantial renovation of this 30-year old property. Renovations exceed \$37,000 per unit in hard costs alone and include a broad scope of work addressing safety, energy, comfort, marketing, maintenance and quality of life concerns. Renovations include new thermopane windows, kitchen cabinets, counters and appliances, new baths, energy efficient water heaters, and HVAC units. Substantial improvements to common areas consist of replacing carpets, adding new furniture to office area, library, TV room and laundry, painted common area, upgraded entry dial system, replacing commercial dryers in laundry room and upgraded landscaping. Several units were also converted to 504 disability units with no tenant displacement.

AHP is overseeing all aspects of this dramatic revitalization, including planning, design, acquisition, renovation and operations.



AHP VIRGINIA, LLC

CREEKSIDE VILLAGE APARTMENTS FAIRFAX COUNTY, VA

\$68 MILLION

Development Team
AHP Virginia, LLC

Relevant Features

- Private-public partnership
- Collaboration with Fairfax County and FCRHA
- Ground lease structure
- County retaining reversionary interest
- Utilized federal low-income housing tax credits
- Long-term commitment to affordable housing
- Used a continuum of income
- Housing Blueprint goals
- Worked closely with special needs service providers



Janna Lee Village Apartments was a 319-unit apartment complex built in 1976, identified by the County in 2006 as an at-risk property of being converted to market and displacing 319 families requiring affordable housing. In 2007, AHP acquired and renamed the community Creekside Village Apartments. The resulting transaction was a successful private-public partnership with FCRHA to preserve and revitalize much needed affordable housing. With the FCRHA's valued assistance, AHP engineered a complex financial structure that included a long-term ground lease with the FCRHA as fee owner, low income housing tax credits, FCRHA AHPP financing, VHDA tax-exempt bond and taxable bond financing and a condominium regime and strategic phasing.

AHP undertook a renovation that virtually transformed this 31-year old property into a new market-rate quality community. Renovations exceeded \$35,000 per unit in hard costs alone and included a broad scope of work addressing safety, energy, comfort, marketing, maintenance and quality of life concerns. Within eleven months, residents enjoyed the benefits of new thermopane windows, kitchen cabinets, counter and appliances, new baths, energy efficient water heaters and HVAC units. The exterior was redesigned and a modern office was built with community room and fitness center to compliment the upgraded swimming pool and playground. AHP also constructed space for United Community Ministries rent-free.

AHP oversaw planning, design, acquisition, renovation and operations. Through AHP's ongoing involvement, resident retention and satisfaction has soared and the community is currently occupied 96 percent or better.



AHP VIRGINIA, LLC

HUNTING CREEK TOWNHOMES FAIRFAX COUNTY, VA

\$4.4 MILLION

Development Team

AHP Virginia, LLC

Relevant Features

- Fairfax County location
- Collaboration with Fairfax County and FCRHA
- Utilized federal low-income housing tax credits
- Long-term commitment to affordable housing
- Housing Blueprint goals
- Subsidized housing
- Granted the County first right of refusal



AHP worked with FCRHA to structure an acceptable acquisition of the property that would renovate and upgrade this subsidized housing. The transaction was structured with competitive nine percent low income housing tax credits and assumption of the existing section 8 contract. The FCRHA was granted a first right of refusal to purchase the property at the end of the 15-year tax credit compliance period. Upon acquiring the community, AHP

initiated a substantial renovation of the then 26-year old property. Renovation priorities focused on security, quality of life, deferred maintenance and energy efficiency. Specific work included new kitchen cabinets and countertops,

new kitchen appliances, new flooring, HVAC, electrical systems, upgraded bathrooms, new carpet, installation of thermal pane windows, exterior lighting, resurfaced parking lots and common area improvements.

AHP oversaw all aspects of this renovation, including planning, design, acquisition, renovation and operations. In less than six months, 35 homes were significantly renovated for low income families and were committed to 50 years of affordability. Through AHP's ongoing sponsorship and oversight, the community has enjoyed stable occupancy.



GOOD SHEPHERD HOUSING

**TEAM CORPORATE
BIOGRAPHY'S/
RESUMES/
COMPLETED
PROJECTS**



ABOUT

For more than 40 years, Good Shepherd Housing (GSH) has helped end homelessness and enable self-sufficiency by providing affordable housing and emergency financial services to working households in Fairfax County, Virginia.

Last year alone GSH helped more than 1,000 working households who were unstably housed or were, in fact, experiencing an episode of homelessness.

In the GSH service area, a market analysis found that for every two families making between thirty and fifty percent of the Area Median Income (AMI), there is only one affordable unit of housing available to them, leading to many families living with friends or family ("couch-surfing") or spending more of their income on housing than is sustainable.

One small setback for a working household — an illness, an unexpected automobile issue, or loss of work hours or employment — can mean the loss of housing. A single small challenge for someone living paycheck to paycheck can quickly turn into a cycle of homelessness and create further and more significant barriers to affordable housing. These barriers are difficult to overcome.

As a landlord managing 90 affordable rental properties, GSH helps these households with long-term, permanent affordable housing solutions. Once we are able to secure housing for our clients, we then provide them with support services to help them become more resilient.

GSH housing is more than just "bricks and sticks". Instead, it is housing coupled with support services giving households a fresh start to a new future. GSH housing gives them hope, thus transforming their lives, neighborhoods and the whole community.

GSH gives them the path forward, the support and, most importantly, the affordable housing they need to become more resilient and independent.

APARTMENTS BUDGETING COUNSELING (ABC)

GSH helps working households as well as individuals with fixed incomes to obtain affordable housing, and support them with individualized case management to address their structural barriers to long-term housing. Among others, these barriers include poor credit histories, itinerant rental histories, large debts, little or no savings, and limited incomes.

HOUSING AS TOP PRIORITY(HTP)

GSH offers working households a connection to affordable rental housing in



the community, along with guidance, support, and limited financial assistance to families facing homelessness. The primary goal is housing stability for homeless or at-risk individuals and families. Participants work with our Community Case Manager to address housing barriers, such as insufficient income, financial/budgeting problems, mental or physical health, criminal backgrounds, past rental history, low credit scores, domestic violence or substance abuse.

EMERGENCY SERVICE ASSISTANCE (ES)

GSH provides grants up to \$350 per family in the period of a year to prevent evictions and utility disconnections or help with first month's rents and security deposits. Applicants for ES assistance are carefully evaluated for factors that lead to long-term housing stability, helping GSH keep households at risk of homelessness from losing their homes.

CHILDREN'S RESOURCES

GSH helps ensure that children in our housing programs do not miss out on critical after-school and extracurricular enrichment activities simply because their families do not have enough money. This long standing program provides children in GSH housing with school supplies, holiday gifts, access to summer camps, music lessons, and winter coats. GSH even sends children to local STEM (Science, Technology, Engineering and Math) programs to further their education in science and math.

BUDGET COUNSELING

With the assistance of our case management staff, volunteers, and mentors, GSH provides financial mentoring for working households in the ABC program. Participants clean up their credit history, learn new money management skills and gain the financial independence they need to move on to financial success.

GOOD SHEPHERD HOUSING CONTACT INFO

8305 Richmond Hwy #17B
Alexandria, VA 22309
(703) 768-9404
www.goodhousing.org

GOOD SHEPHERD HOUSING



DAVID LEVINE
President/CEO

In January 2014, David Levine was named the President/CEO of Good Shepherd Housing and Family Services (GSH), a homeless services and affordable housing provider located in southeastern Fairfax County, Virginia. Every year, GSH houses and prevents the homelessness of 1,000 households in the Greater Mount Vernon community. In 2013, GSH was named the winner of the *Washington Post Award for Excellence in Nonprofit Management*, after having successfully competed against 48 regional nonprofit agencies.

Under his tenure as President/CEO, David has advanced the affordable housing mission of GSH. As of December 2017, GSH owns and manages 63 scattered-site affordable housing units, and leases another 30 units, in over twenty properties along fifteen miles of Richmond Highway in Fairfax County from Huntington to Lorton. Through its offering of property management and case management support services, GSH is able to support working low-income families and individuals in their journeys from vulnerability to long-term housing stability.

David served as the co-convener of Ventures in Community for 2014-16, a consortium of faith-based congregations and local nonprofits whose mission is to improve social services effectiveness in the Greater Mount Vernon community. David also participates on the South County Leadership Council, a collaboration of leaders of local nonprofits, and currently serves on the Advisory Council of the Southeast Fairfax Development Corporation and the board of the Fairfax County-based Alliance for Human Services. He is also a member of the Leadership Council for the Northern Virginia Affordable Housing Alliance.

Prior to joining GSH in 2009, David was the Deputy Director for Operations at the Montgomery County Coalition for the Homeless based in Rockville, Maryland. Before joining affordable housing and homeless services agencies, David worked in the financial and housing sectors at E*TRADE Financial, Fannie Mae, and Salomon Smith Barney in New York City. David earned his bachelor's in economics from the University of Michigan and his master's in finance and economics from the University of Pennsylvania.

GOOD SHEPHERD HOUSING



LESLEY HATCH
President/CEO

Lesley Hatch joined Good Shepherd Housing and Family Services (GSH) in 2015 combining her business and volunteer experiences to contribute to our mission to end homelessness. She firmly believes that families who are given the right opportunities and support such as that provided by GSH can become self-sufficient. Lesley has over 30 years of experience, primarily in healthcare business planning, and also commercial real estate. Her volunteer experience includes working with a team at her church that provides funding and support for those moving from homelessness to housing. Lesley received her undergraduate business degree from the University of Virginia and her master's degree from Northwestern University.

Lesley is the Vice President/COO of GSH. Her primary responsibilities are twofold – client/tenant selection and case management and the overall operations of the owned and leased housing units GSH provides in the community. She is the HOA board president of Colchester Towne, a condominium complex where Good Shepherd Housing owns 30 housing units. Lesley has worked on HOA board development and partnering with Fairfax County to improve the complex and the neighborhood. She is also active in the strategic direction and growth aspects of Good Shepherd Housing.

CUBE 3 STUDIO

**TEAM CORPORATE
BIOGRAPHY'S/
RESUMES/
COMPLETED
PROJECTS**



COMPANY PHILOSOPHY & HISTORY

Academic: Experience including campus student housing, classroom and lab spaces, lounge, health and fitness areas, and office spaces.

Student Housing: Over 7,500 student residence units built or in construction, over 6,500 units in Construction Documentation and over 48,000 residential units designed.

Market-Rate Residential Experience: Over 8,500 residential units built or in construction. Over 30,000 residential units designed.

Master Planning: Wide range of experience including downtown center master planning, academic campus, corporate campus, healthcare campus, and neighborhood development.

Retail: Diverse portfolio of design work including lifestyle centers and regional malls.

Corporate Experience: \$300M of corporate construction designed by CUBE 3 Studio in the past four years.

Mill Repositioning: Over 750,000 sf of mill repositioning in Lawrence, MA & Manchester, NH.

Sustainability: \$800M worth of construction completed under LEED, Energy Star, or EarthCraft rating systems.

The Firm

Nicholas Middleton and Brian O'Connor, the founding partners, started the firm after working as a team at one of Boston's leading architectural and interior design firms in 2004. Each brings singular strengths to the firm while having a wide range of experience and a solid reputation for excellence. The firm has emerged as one of the fastest growing design firms in the United States being ranked by Inc. 500 | 5000 for the past four years and has established a national reputation as a powerful new design force. With complimentary talents and an extremely diverse staff, the firm is able to easily accommodate a wide range of needs, resulting in multi-dimensional practice that meets a diversity of needs.

Philosophy

CUBE 3 Studio is a dynamic and responsive 85 person design firm with the vision and conviction to provide thoughtful design solutions. We embrace the vision of our clients, and deliver outstanding documentation on time – every time. Our commitment and dedication to our work ensures that we will deliver the best design value and overall working experience to our clients. While design excellence and innovation are the ultimate goals of our practice, integrity and reliability are the cornerstones on which we approach a wide range of architectural, interior design and planning challenges for our clients. We bring a developers mentality to each project and have a keen understanding of value driven design.



A PROVEN RECORD

Working Experience

CUBE 3 Studio's has a staff of 85 employees that have extensive experience partnering with development teams to create cost effective, integrated design that accommodates both operations and aesthetic concerns. Most of our work requires close collaboration with Construction Management Teams, and we find this to be an invaluable tool in the smooth definition of project approach, cost estimating, and creating a finished product that exceeds expectations.

Project Management

While every client is unique, our experience with many Fortune 500 companies has allowed us to create a flexible and effective project delivery process that can accommodate challenging time and budget constraints. We utilize a wide variety of project management tools that allow us to coordinate and disseminate information in an efficient manner. These tools can be easily customized to form a consolidated and consistent project record.

Project Delivery

A significant focus of our company is attention to detail. This simple idea is manifested in the meticulous manner in which project documents are reviewed in our office. Our commitment to accurate communication and the delivery of quality project documents has allowed us to successfully deliver all projects. We have extensive experience in handling fast track projects from both a management and production standpoint and are able to smoothly coordinate our efforts with a construction team.

Team Coordination

CUBE 3 Studio puts great emphasis on fostering strong professional relationships with consultants to facilitate project management and coordination efforts. These long-term relationships allow us to continually improve our design process and provide excellent results for our clients.

WHERE WE EXCEL

Architecture

Innovative thinking, design creativity, and uncompromising attention to detail allow us to create buildings and interior spaces that have lasting value. Our highly evolved process leads to design solutions that improve quality of life and are firmly grounded in economic reality. By partnering with our clients, we are able to provide customized design services that consistently exceed expectations. We work with developers to create a unique brand re ective of the project goals and appropriate for the context of each individual project and client.

Interiors

Our dynamic interior environments are designed to provide comfortable, vibrant and cost-efficient spaces that do not compromise on quality. An open design process and clear communication allows us to respond directly to client goals, finding unique solutions that stand the test of time. Our interior design process is fully integrated with the overall planning and architectural design of each project to ensure that a consistent design language is carried inside and out.

Planning

Effectively shaping the future development of our cities, towns, and communities requires the ability to define clear goals, so that solutions not only enrich the quality of life, but also provide far reaching social and economic benefits. Our planning approach is based on rigorous site analysis, sensitivity to the project context, and a keen awareness of our environmental responsibility. We strive to build consensus and provide solutions that are bold and achievable. Whether a stand-alone building or an entire neighborhood development, we weave the new with the old to enhance the community as a whole and bring vibrancy to those who experience their built surroundings.

CUBE 3 Studio is a fully integrated Architecture, Interiors and Planning firm with a wide variety of in-house capabilities. Our talented staff offers a unique blend of market specialists, technical experts, innovative thinkers, and problem solvers. Through this collaboration we are able to offer the following design services:

Design Services

- Programming
- Comparative site analysis - Urban design
- Interior design
- BIM Integration
- Code review and analysis - 3D and animation
- Presentation graphics
- Graphic & Signage design
- Conceptual planning - Master planning
- Architectural design - LEED certification
- Web development - Fit plans
- Furniture selection - Workplace standard

Design Staff

- Partners
- Principals
- Senior Associate Principals
- Associate Principals
- Senior Project Managers
- Project Managers
- Design Managers
- Project Coordinators
- 3D & Graphics Staff
- Administrative Staff



HOW WE DO IT

Quality of our work

We take great pride in all that we do and our reputation is based on the quality of our work. This is the result of dedicated project management, clear design process and intensive quality control.

Quality in design and construction

All documentation is reviewed by senior members of staff that have not been involved in the creation of the documentation. This process further enhances the quality of the product and protects not only the design team, but the owner from oversights and coordination issues during construction.

Clear communication

Success of a project is inherently measured by the team's ability to communicate effectively. This essential component, combined with our highly evolved design process, brings development, design and construction together into a cohesive team with a common goal.

Sustainable Design

The environmental impact that we make on our communities is important to us and we are constantly working to ensure that our building layouts, selected building products, and mechanical systems make as little negative impact as possible. 90% of all CUBE 3 Studio projects are involved in dedicated sustainability initiatives and all of our projects benefit from our in-house practices centered on sustainable design. Our practices were recently recognized when CUBE 3 Studio was nationally selected through an intensive interview process from 100 architectural firms and was filmed by the United States Media Television Productions for a "Business Day" special on sustainable development. The presentation was featured on the "Greening the Globe Series" which has been broadcasted on CNN, Fox Business Network and in 15 other local markets highlighting CUBE 3 Studio's dedication to Sustainable design.

CUBE 3 STUDIO CONTACT INFO

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Building 5, Floor 3
Lawrence, MA 01843

(978) 989-9900
info@cube3studio.com
www.cube3studio.com



NICHOLAS MIDDLETON
RIBA
CEO/Partner-in-Charge/Account
Executive

- University of North London – School of Architecture, Royal Institute of British Architects Examination in Professional Practice III
- University of Newcastle Upon Tyne School of Architecture – Bachelor of Architecture – Huddersfield University – School of Architecture
- Bachelor of Arts in Architectural Studies Huddersfield University – School of Building Construction – Higher National Diploma in Building Construction, Architectural Technician
- Chartered Architect – Royal Institute of British Architects – RIBA
- Architects Registration Council of the United Kingdom
- Architects Registration Council of Europe
- American Institute of Architects – Associate Member
- Boston Society of Architects
- Member of Plan New Hampshire

RELEVANT PROJECT WORK:

257 Thayer Street - Providence, RI

150,000 SF - Four story wood frame student housing that minimizes scale and impact on site by use of materials and layout. To be placed on prominent Thayer Street supporting Brown University's needs.

The Edge - Ames, IA

185,000 SF - Mixed use, off-campus residential project including student amenities, retail space and 289 beds.

Bryant University - Smithfield, RI

58,000 SF - 232 Beds - Five story dormitory with brick, metal panel and precast panels, curtainwall glazing systems.

River's Edge II - Medford, MA

693,978 SF - Four story construction over podium parking garage. Ground floor Retail, Restaurant, and Clubhouse accommodations.

**Shippensburg University
Shippensburg, PA**

900,000 SF - 2,800 Beds - Three phase expansion of on-campus living/learning environment and wellness center.

Northeastern University - Boston, MA

310,000 SF - Including commercial space, student related community amenities and services at the ground floor. 207 student apartments with 798 beds located on floors 2 through 20.

Penn State - State College, PA

447,338 SF - Mixed use development including 24,000 SF of retail, 20,000 SF of office spaces, 236 residential units and 3 floors of covered parking garage.

Syracuse University - Syracuse, NY

245,849 SF - off-campus residential project will supply new student housing for the Syracuse University right near the heart of the Campus.

Marina Bay - Quincy, MA

621,006 SF - 2 Residential Buildings on Waterfront. 17,000 SF of Retail, 520 below grade parking

**University of Tennessee
Knoxville, TN**

280,000 SF - 600 Beds - Mixed use high-rise with retail and apartments. The project consists of 8 stories residential, 7 levels of a parking garage, retail and amenities spaces.

Manhattan College - Manhattan, NY

310,000 SF - 812 Beds - Mixed use high-rise with retail and apartments primarily for local students of the surrounding campus. The project consists of 10 stories residential, including a parking garage and offices.

CLV - The Edge - Philadelphia, PA

225,750 SF - 850 Beds - Full renovation of First Floor. Upgraded amenity spaces, common corridors, and lobbies. New exterior entries.

CLV - Illini Tower - Champaign, IL

255,000 SF - 20,000 SF renovation by expanding interior amenity spaces, replacing exterior cladding. 2,000 SF expansion including entry/lobby design.



BRIAN O'CONNOR
AIA

Partner - Principal Design
Partner

- Carnegie-Mellon University - Bachelor of Architecture
- American Institute of Architects - AIA
- Boston Society of Architects
- Member of Plan New Hampshire

RELEVANT PROJECT WORK:

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River's Edge II - Medford, MA

693,978 SF - Four story construction over podium parking garage. Ground floor Retail, Restaurant, and Clubhouse accommodations.

Emory University Student Life Center Atlanta, GA

220,000 SF - Excellent access to the University, is close to local shopping centers and offers significant on-site amenities. The project was completed under the Earthcraft requirements. The student life center includes: Computer lab, Coffee shop, Conference/meeting rooms, Fitness area, Outdoor patio area/pool, Student lounge.

**Lock Haven University
Lock Haven, PA**

700,000 SF - 1,853 Bed campus housing, mixed use masterplan.

Northeastern University - Boston, MA

310,000 SF - Including commercial space, student related community amenities and services at the ground floor. 207 student apartments with 798 beds located on floors 2 through 20.

Penn State - State College, PA

447,338 SF - Mixed use development including 24,000 SF of retail, 20,000 SF of office spaces, 236 residential units and 3 floors of covered parking garage

**Arsenal Street Residential
Watertown, MA**

523,171 SF - 296 Units - Four floors of wood construction with wrapped garage.

Syracuse University - Syracuse, NY

245,849 SF - off-campus residential project will supply new student housing for the Syracuse University right near the heart of the Campus.

**University of Tennessee
Knoxville, TN**

280,000 SF - 600 Beds - Mixed use high-rise with retail and apartments. The project consists of 8 stories residential, 7 levels of a parking garage, retail and amenities spaces.

Manhattan College - Manhattan, NY

310,000 SF - 812 Beds - Mixed use high-rise with retail and apartments primarily for local students of the surrounding campus. The project consists of 10 stories residential, including a parking garage and offices.

Modera Lofts - Jersey City, NJ

20,500 SF - Salvaged/repurposed key elements to custom furniture pieces, artwork and architectural items. Maintained many original elements.



PETER BARTASH

Project Manager/Front End
Design Team Leadership

- Roger Williams University, Masters in Architecture

RELEVANT PROJECT WORK:

**Metro East Park
Minneapolis, MN**

206,000 SF - 551 Bed. Five story wood frame over podium style parking, student amenities space, 403 bicycle parking spaces, near future transit line.

**Northeastern University
Boston, MA**

310,000 SF - Including commercial space, student related community amenities and services at the ground floor. 207 student apartments with 798 beds located on floors 2 through 20.

**Arsenal Street Residential
Watertown, MA**

523,171 SF - 296 Units - Four floors of wood construction with wrapped garage.

**Penn State
State College, PA**

447,338 SF - Mixed use development including 24,000 SF of retail, 20,000 SF of office spaces, 236 residential units and 3 floors of covered parking garage.

**Syracuse University
Syracuse, NY**

245,849 SF - off-campus residential project will supply new student housing for the Syracuse University right near the heart of the Campus.

**University of Tennessee
Knoxville, TN**

280,000 SF - 600 Beds - Mixed use high-rise with retail and apartments. The project consists of 8 stories residential, 7 levels of a parking garage, retail and amenities spaces.

**Modera Lofts
Jersey City, NJ**

20,500 SF - Salvaged/repurposed key elements to custom furniture pieces, artwork and architectural items. Maintained many original elements.

**275 Second Ave
Needham, MA**

475,000 SF - The residential project includes 390 units, two exterior courtyards, 5 level parking garage with wrapping units, indoor fitness, lounge and leasing areas.

**Manhattan College
Manhattan, NY**

310,000 SF - 812 Beds - Mixed use high-rise with retail and apartments primarily for local students of the surrounding campus. The project consists of 10 stories residential, including a parking garage and offices.

**CLV - The Edge
Philadelphia, PA**

225,750 SF - 850 Beds - Full renovation of First Floor. Upgraded amenity spaces, common corridors, and lobbies. New exterior entries.

**CLV - Illini Tower
Champaign, IL**

255,000 SF - 20,000 SF renovation by expanding interior amenity spaces, replacing exterior cladding. 2,000 SF expansion including entry/lobby design.

NORTHEASTERN UNIVERSITY

BOSTON, MA

Project Facts

20-Story High-rise in Boston,
MA Privately Operated Student
Housing Apartment-style suites

Project SF

310,000

Number of Beds

798

Status

Under Construction



**PENN STATE
STATE COLLEGE, PA**

Project Facts

Mixed use development including 24,000SF of retail, 20,000SF of office spaces, 236 residential units and 3 floors of covered parking garage.

Office Space: 20,000 SF

Retail: 24,000 SF

Number of Units: 236

Number of Beds: 725

Project SF

447,338

Status

In Construction Documentation



UNIVERSITY OF TENNESSEE

KNOXVILLE, TN

Project Facts

Mixed use high-rise with retail and apartments primarily for local students of the surrounding campus. The project consists of 8 stories residential, including a 7 levels of a parking garage, retail and amenities spaces. Located in the heart of the University of Tennessee campus, this project will provide critical student housing amenities to the thriving campus.

Number of Beds: 607

Parking Spaces: 340

Project SF: 245,000 GSF

Status: Under Construction



**SYRACUSE
UNIVERSITY**
SYRACUSE, NY

Project Facts

New off-campus residential project will supply new student housing for the Syracuse University right near the heart of the Campus.

Project SF

245,849

Number of Beds

601

Status

Under Construction



ST GABRIEL'S BRIGTON, MA

Project Facts

11.5 Acre Site of housing to serve graduate students and others engaged in teaching, training and research in four new buildings. The Proposed Project will also feature a rehabilitated St. Gabriel's Monastery and a Shrine to Our Lady Fatima.

Project SF

610,000

Number of Beds

680

Status

Under Construction



257 THAYER STREET PROVIDENCE, RI

Project Facts

Building to minimize scale and impact on site by use of materials and layout.

Four floor stick frame construction.

Sited at a prominent point on Thayer Street and supporting Brown University housing needs.

Project SF
150,000



**RUTGERS
UNIVERSITY**
NEW BRUNSWICK, NJ

Project Facts

The project consists of 9 stories total, including student housing, retail, amenity spaces on three levels and a courtyard.

Amenity Spaces: 12,000 SF
Lobby/Leasing: 3,200 SF

Number of Units: 208
Number of Beds: 624

Parking Spaces: 226

Gross Square Feet: 263,700 SF

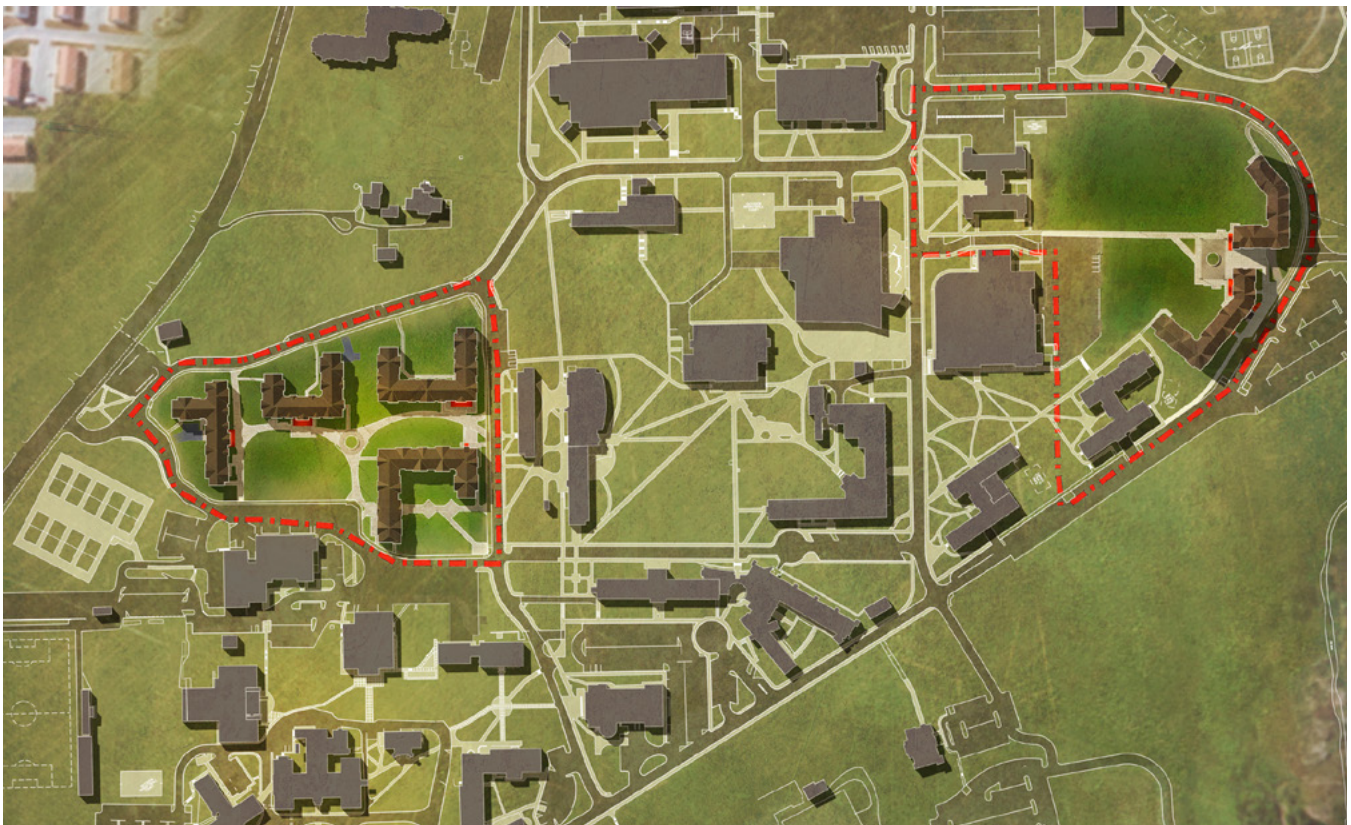


**SHIPPENSBURG
UNIVERSITY
PHASE 1 & 2
SHIPPENSBURG, PA**

Project Facts

- Dates Range - 2009 through 2014
- Construction Manager at Risk
- New construction to replace existing student housing
- Four floor stick frame construction
- Living/Learning program consisting of multi-purpose rooms, large common lounges, games areas, common kitchens and quiet study lounges
- 11,000 SF Wellness Center with Health and Counseling functions
- Integrated Honors College
- Submitted and Approved through the Pennsylvania State System of Higher Education

Project SF: 800,000
Number of Beds: 2,596



VOX ON TWO CAMBRIDGE, MA

Project Facts

- Acting as a gateway to Cambridge, this community is centrally located on the Concord Turnpike.
- Early conceptual studies had strong involvement from the public to better represent Cambridge according to its residents.
- Extensive design and integration with the community were adhered to through feedback from planning board meetings.
- 248 Units
- 4 floor stick frame construction over podium parking at grade

Gross Square Feet

335,500 SF



**THE
RESIDENCES AT
RIVER'S EDGE**
MEDFORD, MA

Project Facts

- Transit Oriented Development with proximity to Wellington station
- Integrated riverfront pedestrian network and coordination with broader mixed use Development
- Four floors of residential units 220 Units
- Below grade podium parking

Gross Square Feet
250,000 SF



MARINA BAY
QUINCY, MA

Project Facts

2 Residential Buildings on
Waterfront 17,000 SF of Retail

520 below grade parking

Number of Units

352

Gross Square Feet

621,006 SF

Status

Under Construction



THE TREMONT BURLINGTON, MA

Project Facts

The Tremont at 3rd Ave consists of Four floors of wood construction with a standalone pre-cast garage and surface parking.

Project SF

212,541 SF

Number of Units

180

Parking Spaces

311



CERTIFICATION REGARDING DEBARMENT

PRIMARY COVERED TRANSACTIONS

(To be completed by a Prime Consultant)

1. The prospective primary participant certifies to the best of its knowledge and belief, that it and its principals:
 - a. Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any Federal department or agency.
 - b. Have not within a three-year period preceding this proposal been convicted of or had a civil judgement rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, State or local) transaction or contract under a public transaction ; and have not been convicted of any violations of Federal or State antitrust statutes or commission of embezzlement , theft, forgery, bribery, falsification, or destruction of records, making false statements, or receiving stolen property;
 - c. Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (Federal, State or local) with commission of any of the offenses enumerated in paragraph 1) b) of this certification; and
 - d. Have not within a three-year period preceding this application/proposal had one or more public transactions (Federal, State or local) terminated for cause or default.

2. Where the prospective primary participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.

The undersigned makes the foregoing statements to be filed with the proposal submitted on behalf of the offerer for contracts to be let by Fairfax County.

Name of Firm: CUBE 3 Studio, Inc.



Nicholas A Middleton, President and Duly
Authorized Representative of CUBE 3 Studio, Inc.

Date: January 10, 2018

SOTO
architecture & urban design

**TEAM CORPORATE
BIOGRAPHY'S/
RESUMES/
COMPLETED
PROJECTS**



CAPABILITY STATEMENT

We are Soto;

an urban architecture firm, passionate about the design of multi-unit developments in urban settings and dedicated to crafting exceptional spaces and lasting structures that enrich our neighborhoods and lives. We are a Minority-owned, Small Business Enterprise, Registered CBE (Certified Business Enterprise).

Our expertise

is wide and diverse; it includes urban renewal & masterplanning and the renovation & new construction of multi-unit developments (multifamily, senior-living, intergenerational, and student-residences). Soto is the result of over 30 years of combined experience in design & construction of outstanding residential developments in DC, MD & VA.

Our goal

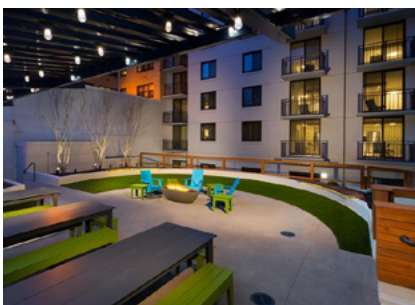
is to guide our clients through an experience where ideas and goals are translated into elegant architectural solutions that fit our client's budget and time constraints. We believe that the collaborative process among our clients, builders, and colleagues should be as fun and rewarding as the outcome.

We believe

in being good stewards of our clients' funds; whether in new construction or renovation, our designs provide great value and inspiring concepts while routinely working on accelerated schedules and following sustainability programs (LEED, Energy Star, Green Communities, NGBS, etc). With our team of consultants we have a proven record of success in delivering quality solutions and impeccable construction documents.

Our approach

to every project is to first listen to our clients' visions and limitations and then to lead the design process organizing the innumerable details and decisions each project entails. We assist our clients in engaging stakeholders in the design decision-making process. We work collaboratively, creatively, and diligently to understand the project conditions, establish goals and priorities, verify, refine and reconcile project criteria, and develop alternative design strategies.



SOTO CONTACT INFO

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Washington, DC 20009
(202) 750-6717
www.sotoplac.com

SOTO - architecture & urban design



**FERNANDO BONILLA-
VERDESOTO**
AIA NCARB
Principal & Founder

Architectural Registrations

DC #ARC102241

MD #16486

VA #0401016743

Education

Bachelors of Architecture | 1998

USFQ

Affiliations

American Institute of Architects (AIA)

Nat. Council Architectural Boards

(NCARB)

Fernando is the founder of Soto, an Architecture & Urban Design firm based in Washington, DC. He is a determined leader who brings passion and excellence to every project. Fernando embraces design in all forms; he works collaboratively and respectfully fostering understanding between design professionals, developers, and the community.

Fernando brings 20 years of experience in the design, documentation and construction of multi-unit residential developments; his expertise includes student residences, multifamily, multi-generational & senior-living apartments serving the affordable and market-rate sectors. Fernando is especially skilled in the design of urban, infill, mixed-use developments using mixed-construction (wood or metal over concrete podium).

Fernando is constantly working in developments structured as Public/Private partnerships. He combines his knowledge of the requirements presented by local jurisdictions and funding agencies with his talent crafting valuable and exceptional structures that enrich our neighborhoods and cities.

Prior to founding Soto, Fernando served as Principal at Grimm + Parker, Architects, where he led a team of 19 professionals in the design and construction of over 50 multifamily developments in the DC Region.

RELEVANT PROJECTS:

Milestone Square Flats

Jessup, MD

Varsity at Towson

Towson, MD

Parkchester Apts.

Washington, DC

Century Apartments

Washington, DC

Benning Heights

Washington, DC

Suitland Senior Apartments

Suitland, MD

Fairfax Intergenerational

Cleveland, OH

Dorsey Overlook

Columbia, MD

Varsity on K

Washington, DC

The Varsity*

College Park, MD

Naylor Rd

Washington, DC

The SeVerna I & II*

Washington, DC

700 Delaware Ave

Washington, DC

Upper Rock E & F*

Rockville, MD

* Projects completed prior to founding Soto

SOTO - architecture & urban design



JOE IJJAS
AIA, LEED AP BD+C
Associate

Architectural Registrations
MD #18503

Education
Masters of Architecture | 2011
University of Maryland
Bachelor of Design | 2009
University of Florida

Affiliations
American Institute of Architects (AIA)
US Green Building Council (USGBC)
Urban League Institute (ULI)

Joe is the creative force orchestrating the design of our projects. He is distinctly passionate about the design of energy-efficient institutional, residential & mixed-use developments in urban communities; he embraces design at all levels and scales and works collaboratively and enthusiastically with our clients and consultants. His design principles stem from an awareness of proven building methods and project specific inspiration. As an Associate and Project Manager, Joe's responsibilities include site & zoning analysis, programming, site development, architectural design and multi-disciplinary coordination of our construction documents.

Joe's areas of expertise include the design, documentation and construction of institutional, single and multifamily projects, student residences, and mixed-use/mixed-income developments. Joe also brings hands-on experience in the design and construction of advanced sustainable homes as he led the design of "WaterShed", a solar-powered home inspired and guided by the Chesapeake Bay ecosystem (winner of the DOE's Solar Decathlon, 2011).

Some of Joe's recent designs include two mixed-use/community-based facilities prepared for DC's Department of General Services (700 Delaware Ave and Naylor Road).

Joe is also a 2017 scholar of the AIA's Christopher Kelley Leadership Development Program.

RELEVANT PROJECTS:

Century Apartments

Washington, DC

Milestone Flats

Jessup, MD

Varsity on K

Washington, DC

Naylor Rd Shelter

Washington, DC

700 Delaware Ave

Washington, DC

The Oxford

Oxon Hill, MD

Trinity Plaza*

Washington, DC

TheVue @ Georgia Ave*

Washington, DC

2255 MLK Jr. Avenue*

Washington, DC

University Place*

Morgantown, WV

Studio 3807*

Brentwood, MD

The SeVerna II*

Washington, DC

* Projects completed prior to founding Soto

SOTO - architecture & urban design



JOE IWASKIW

AIA, LEED AP BD+C

Project Manager/Architect

Architectural Registrations

DC#ARC102966

Education

Masters of Architecture | 2013

Virginia Tech

B.S. in Architecture | 2009

University of Maryland

Affiliations

American Institute of Architects (AIA)

US Green Building Council (USGBC)

Architecture Faculty (Virginia Tech)

Joe is a passionate designer dedicated to creating outstanding spaces that enrich the way we live, work and play. He brings almost 10 years of experience in the design and documentation of educational, residential, community and recreational facilities in the DC metro region.

Joe has a gift for technology and digital graphics; he infuses our designs with technical information in a didactic format which facilitates the communication between the design team, the community, and other stakeholders.

As a Project Manager/Project Architect, Joe's responsibilities include performing filed-surveys of existing conditions, program development, zoning and density analysis, Community Input Meetings, BIM modeling, multi-disciplinary coordination, as well as Construction Administration.

Joe's most recent design is The Oxford, an adaptive reuse of a 10-story office building converted to apartments for work-force families in Prince George's County. The Oxford also includes over 8,000sf of retail, generous community-oriented spaces and a parking structure with over 200 spaces.

RELEVANT PROJECTS:

Good Hope Rd School

Washington, DC

Stafford High School*

Stafford, VA

The Oxford

Oxon Hill, MD

Discovery STEM*

Newport News, VA

Varsity on K

Washington, DC

Lord Fairfax CC*

Middletown, VA

700 Delaware Ave

Washington, DC

Sterling Library*

Sterling, VA

Century Apartments

Washington, DC

* Projects completed prior to founding Soto

VARSITY ON K WASHINGTON, DC

Developer

Varsity Investment Group

Builder

CBG Construction

Project Size

197 units, 12 stories,
160,850sf + garage w/ 81 spaces

Project Type

Multifamily/student residences,
market-rate, renovation

Construction cost

\$14,000,000 +/-

Delivery date

12/2016

Construction type

High-rise, concrete with post-tensioned slabs

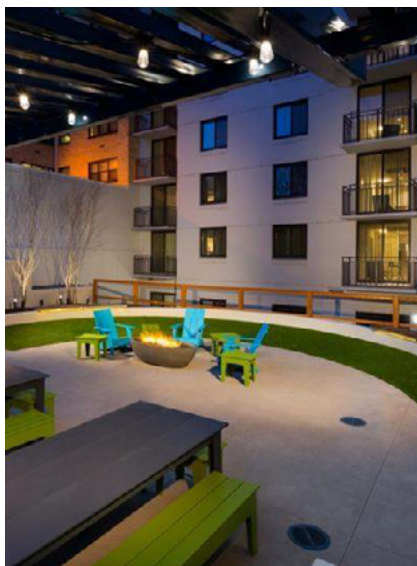


The Varsity on K is a newly renovated 12-story highrise in the Foggy Bottom/ GWU neighborhood. Originally built in 1985 as the "St. James Hotel", and then leased to GWU for dorms, the building was in need of upgrades, repairs and modernization to attract millennials and urban families.

Our team was brought early in the Due Diligence phase to assess the structure and to determine the opportunities the building presented. We surveyed the structure, elevators, as well as mechanical, electrical & plumbing components in order to develop a detailed Scope of Work for the technical repairs and upgrades.

We also prepared a vision for the redesigned common areas, apartments and outdoor amenities; our objective was to brighten and energize the existing dim and underutilized spaces by removing all the dated finishes and incorporating clean lines and warm, yet durable materials.

VARSITY ON K
WASHINGTON, DC



We also reconfigured the amenity spaces so they are more efficient and inviting. These include a large study room with access to smaller group breakout study space, a fitness room with high ceilings, and a large mail room with a digital concierge system. An entertainment room with a full farm-style kitchen opens directly to an outdoor seating area, where we converted an unused outdoor swimming pool into a vibrant landscaped courtyard with a fire pit, trellis and several seating options.

Corridors and elevator lobbies were upgraded with modern finishes; elevators were modernized with new equipment and finishes. The lobby & administrative areas were also modified to be open and modern; we replaced a large ramp in the lobby with a space-efficient chair lift in order to give this area back to the lobby.

The building also features a new fire alarm & smoke detection system as well as WiFi throughout.

VARSITY ON K
WASHINGTON, DC



The apartments were carefully reconfigured to allow the renovation to remain as an Alteration Level 2 (which requires minimal code upgrades). We removed the wall separating the kitchen from the living room in order to create a larger open layout and bring natural light deep into the unit.

Our team specified energy upgrades such as Energy Star appliances, Water-Sense plumbing fixtures, and LED light fixtures. Windows and balcony doors were also replaced with energy-efficient products. The water-cooled HVAC system was upgraded with new equipment and programmable thermostats.

Apartment finishes include wood-inspired plank flooring with integral sound pad in the living rooms and kitchens, porcelain and ceramic tile at bathrooms, European-style kitchen cabinets with quartz countertops, tile backsplash, and stainless steel appliances.

THE OXFORD OXON HILL, MD

Developer

Varsity Investment Group

Builder

CBG Construction

Project Size

187 units, 10 stories, 200,380sf
+ garage w/ 401 spaces

Project Type

Multifamily, market-rate,
adaptive-reuse of office building

Construction cost

\$25,000,000 +/-

Delivery date

12/2018

Construction type

High-rise, steel, protected and
precast garage



The Oxford is the conversion of an existing office building into market rate apartments. The 6.5-Acre site is within short distance of the new MGM Casino at National Harbor, and is surrounded by multiple retail and community-related services.

Our team was brought early in the Due Diligence phase to assess the conditions of the existing 10-story office building and its 401-space parking garage. We surveyed the building envelope, stairs, elevators, utilities among other components, and prepared an initial code study & Scope of Work for the adaptive reuse.

The proportions of the office building dictated longer apartments to maximize rentable square footage. We created an open layout with inboard bedrooms & dens and tall ceilings with clerestories to allow for natural light into the sleeping areas. We also prepared an on-site physical and virtual reality mock-up of the typical unit for Owner's approval.

Apartment finishes include wood-inspired plank flooring in the living rooms and kitchens, porcelain and ceramic tile at bathrooms, European-style kitchen cabinets with quartz countertops, tile backsplash, and stainless steel appliances.

THE OXFORD
OXON HILL, MD



Our common areas were intentionally designed with an upscale, urban character using clean yet durable finishes and materials. The ground floor includes a fitness room, a cyber café and lounge, a pet care room, and mail room. An entertainment room is located on the 10th floor overlooking Alexandria, VA, National Harbor, and Washington, DC monuments.

Outdoor amenities include an exterior lounge area, a dog park and multiple seating areas. A secured bike storage room is located in the garage to encourage resident wellness and local shopping.

The exterior of the building is slightly being modified to give it a renewed, residential character. The dated precast panels, aluminum panels, and ribbon window frames will be painted and resealed. A new canopy with wood soffit and LED lighting will also be installed.

Other improvements include new elevator cab finishes and upgrades to meet ADA regulations, new trash & recycling chutes and compactors, and new sprinkler and fire alarm system throughout.

SUITLAND SENIOR RESIDENCES

SUITLAND, MD

Developer

Mission First HDC & Prince George's County RDA

Builder

Bozzuto Construction

Project Size

137 units, 6 stories, 111,350sf, 32 parking spaces

Project Type

Senior residences, mixed-income, new construction

Construction cost

\$20,000,000 +/-

Delivery date

12/2018

Construction type

Wood-frame on concrete podium



Suitland Senior Residences is a key component of the Towne Square at Suitland Federal Ctr. development, a 25-Acre masterplan led by the Prince George's County Redevelopment Authority which includes 500+ Market-rate multi-family apartments, 80,000sf of retail, 219 townhomes, an Arts Center building, and a Town Square for Civic & community gatherings. The MNCPPC-approved masterplan located the senior building in an L-shaped site facing the Town Square, and adjacent to future townhomes.

Our design embraces the principles of New Urbanism and complements the objectives of the Mixed Use Town Center zoning; we worked with the layout approved by MNCPPC and placed our main entrance facing the Town Center square; this encourages seniors to participate in Civic and Cultural activities at the Arts Center and the Public Plaza. We created a reserved parking space in front of our building to facilitate pick-up and drop-off, and designated the back of the building for private parking, loading, and a secondary resident access very visible by management.

SUITLAND
SENIOR
RESIDENCES
SUITLAND, MD



The West side of the building is 6-stories to address the massing of the future development across the street (multi-family, 7-stories). The East portion of the building steps down to 5-stories to respect the scale and character of the neighboring 4 & 3-story townhomes. On the top floor, we've placed a Community Room opening to an outdoor roof garden.

Our design is intentionally contemporary with an urban and fresh character that embraces the approved MUTC Development Plan by establishing highly focal points at corners and main entrances. In our design, we carved the scale and uniformity of the building with horizontal "frames" that highlight the main facades, entry and corner of the building. These frames are light architectural wall panels that also add shading to the building and create opportunities for balconies and other outdoor features.

CERTIFICATION REGARDING DEBARMENT
PRIMARY COVERED TRANSACTIONS

1. The prospective primary participant, Soto Architecture & Urban Design, PLLC, certifies to the best of its knowledge and belief, that it and its principals:
 - a. Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any Federal department or agency.
 - b. Have not within a three-year period preceding this proposal been convicted of or had a civil judgement rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, State or local) transaction or contract under a public transaction ; and have not been convicted of any violations of Federal or State antitrust statutes or commission of embezzlement , theft, forgery, bribery, falsification, or destruction of records, making false statements, or receiving stolen property;
 - c. Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (Federal, State or local} with commission of any of the offenses enumerated in paragraph 1) b) of this certification; and
 - d. Have not within a three-year period preceding this application/proposal had one or more public transactions (Federal, State or local) terminated for cause or default.
2. Where the prospective primary participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.

The undersigned makes the foregoing statements to be filed with the proposal submitted on behalf of the offerer for contracts to be let by Fairfax County.

Name of Firm: Soto Architecture & Urban Design, PLLC



Signature of Authorized Representative

Fernando Bonilla-Verdesoto, AIA NCARB
Principal & Founder
Soto Architecture & Urban Design, PLLC

Date: January 10, 2018

CHRISTOPHER CONSULTANTS

**TEAM CORPORATE
BIOGRAPHY'S/
RESUMES/
COMPLETED
PROJECTS**



FIRM OVERVIEW

christopher consultants, ltd. (christopher) is a leading civil engineering, surveying and design firm founded in 1982. christopher provides surveying, civil engineering, land planning, landscape architecture, environmental and sustainable design services from our offices in Prince William, Loudoun and Fairfax, Virginia and in Lanham, Maryland. The firm currently employs 120 professionals including licensed professional engineers, licensed surveyors, registered landscape architects, planners, certified arborists, technicians and information technology specialists. Members of our firm are additionally qualified through OSHA training, confined space entry and LEED certification.

Our staff provides a full range of infrastructure, site and facility services. Our extensive project list includes large multi-year sustainable projects, public/private partnership developments, LEED certified projects, mixed-use development, federal installations, municipal buildings, state and local government term contracts, educational and training facilities, roadways and religious facilities. In its 35 years, christopher has worked on some of the most significant projects in the Washington Metropolitan Region.

SERVICES/CONCENTRATIONS

Civil Engineering

- Masterplanning and Site Development Plans
- Construction Plans and Specifications
- Infrastructure Plans – Water, Sewer, Storm, Roads and Pedestrian Ways
- Stormwater Management and Drainage Design
- BMP Systems Design
- Feasibility Studies
- Erosion and Sedimentation Control Plans
- Preliminary Plan Design and Preparation
- Hydraulic/Hydrologic Studies
- Construction Administration (CA) Services
- Utility Mapping and Designs
- Traffic Control Plans
- Landscape and Streetscape Coordination
- Plan Processing and Approval
- Meetings, Conferences and Team Coordination
- ADA/FHA Compliance
- Expert Witness Testimony
- Bond Releases and Street Acceptance



Surveying

- 3D scanning and Monitoring
- Bathymetric Survey Capabilities
- GIS Survey Support
- Global Positional System Surveys (GPS)
- As-Built Surveys
- Construction Stakeout
- Subdivision/Easement Plats
- Right-of-Way and Acquisition Plats
- Legal Descriptions and Deed Research
- Boundary Surveys
- Photogrammetric Control
- Topographic and Location Surveys
- ALTA/NSPS Land Title Surveys

Land Planning/Landscape Architecture

- Comprehensive Master Plans
- Conceptual Plans
- Landscape Design
- Arborist Services
- Urban Forestry
- Site Evaluation Studies
- Entitlements
- Landscape Planting Design
- Hardscapes
- Entry Feature Design
- 3D Modeling and Visualization
- Condemnation Support and Witness Testimony
- Public Meetings, Presentations and Design Charrettes

CHRISTOPHER CONSULTANTS CONTACT INFO

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Fairfax

9900 Main Street, Fourth Floor
Fairfax, Virginia 22031
(703) 273-6820

Prince William

9301 Innovation Drive, Suite 150
Manassas, Virginia 20110
(703) 393-9887

Loudoun

50 Catocin Circle NE, Suite 200
Leesburg, Virginia 20176
(571) 209-5950

Maryland

4601 Forbes Boulevard, Suite 140
Lanham, Maryland 20706
(240) 296-1574

CHRISTOPHER CONSULTANTS



WILLIAM R. ZINK
P.E.
Principal-in-Charge

Years of Experience
29

Education
Bachelor of Science
University of Wisconsin

Professional Registration
Virginia – P.E. #21914
Maryland – P.E. #20587
Pennsylvania – P.E. #44193

Mr. Zink has been involved in the design and construction of civil engineering infrastructure and land planning for over 29 years. In his current role as President, he oversees the daily operations of all the company's divisions and their associated services. His communication skills and ability to understand the goals and needs of each project are outstanding, and his extensive knowledge and experience allow him to efficiently and effectively lead christopher's staff. Mr. Zink is known for his excellent and long-lasting work relationships with clients, state and local officials, and various regulatory associations. He ensures that the production of christopher's projects are of the highest quality, on-time and within budget while meeting or exceeding client expectations.

RELEVANT PROJECTS:

University of Mary Washington - Eagle Village - Fredericksburg, VA

Principal-in-Charge for engineering activity on the Eagle Village project for the University of Mary Washington. The University developed a 21-acre shopping center into student housing, office/retail, a parking garage and a pedestrian bridge across Route 1 in Fredericksburg. christopher consultants prepared zoning and re-zoning applications and an analysis of the existing City water and sewer systems to insure they have the capacity for future intended use.

Eleven Oaks - City of Fairfax, VA

Principal-in-Charge of civil engineering, land planning and surveying services for the community of 49 townhomes and single-family homes located in downtown Fairfax, near GMU. The Eleven Oaks site required environmental remediation, buffering of the adjacent GMU Campus, and development of a unique sanitary sewer solution. Tree preservation, open space and pedestrian connectivity were key factors in obtaining entitlement. christopher also orchestrated a shared stormwater solution with GMU, providing a functional design for Mason and an effective solution for Madison Homes.

North Hill - Fairfax, VA

Principal-in-Charge for engineering, planning and surveying services for this 34-acre redevelopment as part of a public-private partnership, including multi-family affordable housing, single family housing, amenities and a public park. Project tasks have included site evaluation and due diligence analysis, stormwater management design, stormwater outfall analysis, conceptual engineering design and surveying tasks.

George Mason University Term Contract - Fairfax, Virginia

Principal-in-Charge for a term contract providing civil engineering, surveying, environmental and stormwater management support services to GMU. Engineering projects have included feasibility studies for parking and building expansions; review of construction details; BMP/SWM analysis; storm, water and sanitary sewer services; design of street light and light analysis; grading; evaluation and design of ADA compliant pedestrian walkways and trails; and coordination with the University, State and Local officials for scheduling, permitting and budget review.

Paul VI High School Site - City of Fairfax, VA

Principal-in-Charge supporting civil engineering, surveying and entitlement services for the redevelopment of the high school site in the City of Fairfax. Project efforts include a zoning evaluation, public meeting support, preparation and processing of a Comprehensive Plan Amendment, and rezoning submission packages.

CHRISTOPHER CONSULTANTS



ANDREW J. GORECKI
P.E., LEED AP
Senior Associate

Years of Experience
21

Education
Bachelor of Science (Civil
Engineering)
Virginia Polytechnic Institute, 1995

Professional Registration
Virginia - P.E. #41404 - 2006
LEED Accredited Professional

Mr. Andrew J. Gorecki, P.E., LEED AP, has over 21 years of civil engineering experience. Mr. Gorecki is experienced in processing re-zonings, special use permits, preliminary plans and final construction plans for numerous projects throughout Northern Virginia. As the leader of christopher's Public Team, Mr. Gorecki's expertise lies in working with public sector clients to understand and meet their needs, while executing projects on time and within budget. He is intimately familiar with federal, state and local regulations.

RELEVANT PROJECTS:

University of Mary Washington - Eagle Village - Fredericksburg, VA

Senior Associate for engineering activity on the Eagle Village project for Mary Washington University. The University developed a 21-acre shopping center into student housing, office/retail, a parking garage and a pedestrian bridge across Route 1 in Fredericksburg. Mr. Gorecki prepared zoning and re-zoning applications and an analysis of the existing City water and sewer systems to insure they have the capacity for future intended use.

North Hill - Fairfax, VA

Senior Associate for engineering, planning and surveying services for this 34-acre redevelopment as part of a public-private partnership, including multi-family affordable housing, single family housing, amenities and a public park. Project tasks have included site evaluation and due diligence analysis, stormwater management design, stormwater outfall analysis, conceptual engineering design and surveying tasks. Mr. Rinaldi is supporting the comprehensive plan amendment, entitlements and rezoning efforts. He has also assisted the developer in presenting and negotiating solutions with Fairfax County and the community. Additional work will include proffer preparation support.

Eleven Oaks - City of Fairfax, VA

Senior Associate responsible for civil engineering, land planning and surveying for the development of Eleven Oaks, a townhome and single-family home community. christopher has worked on this project since 2012, starting with providing original boundary surveys and continuing through final engineering plans. christopher also provided waterline design and preliminary pump station design for the site. christopher's staff arborists also worked on the site, providing tree location and tree identification services. christopher coordinated construction and permitting for the client and provided final constructability review. Mr. Gorecki supporting unique sanitary sewer solutions for the site in order to obtain entitlement, including tree preservation, open space and pedestrian connectivity. christopher also orchestrated a shared stormwater solution with GMU, providing a functional design for Mason and an effective solution for Madison Homes.

Heritage Mall - Fairfax, VA

Senior Associate for the redevelopment of the Heritage Mall retail site. In addition to the residential portion of the project, christopher provided site planning for the redevelopment of a commercial building and its associated parking lot expansion to allow for residential use. Project efforts included preparation and submission of site plans, design of the parking lot and travelways, SWM/BMP, landscape planning and easement plats.

CHRISTOPHER CONSULTANTS



JOHN RINALDI
ACIP, MLA, BES
(PLAN)

Land Planning Manager,
Senior Associate

Years of Experience

16

Education

Master of Landscape Architecture,
University of Guelph, Ontario,
Canada

Bachelor of Environmental Studies
(Planning) University of Waterloo,
Ontario, Canada

Professional Registration

American Institute of Certified
Planners
American Planning Association

Professional Activities

Northern Virginia Building Industry
Association
Eisenhower Partnership

Mr. John Rinaldi has over 16 years of experience in land planning, urban design, landscape architecture, site engineering and zoning. Mr. Rinaldi is experienced in site evaluation studies, site analysis and programming, conceptual design, preparation of master plans and site plans, comprehensive planning and rezoning/special applications. As a Senior Associate of the firm, he manages all of christopher's land use, master planning and landscape architecture projects. Mr. Rinaldi is an expert in land use and the entitlement process.

RELEVANT PROJECTS:

North Hill - Fairfax, VA

Land Planning Manager for engineering, planning and surveying services for this 34-acre redevelopment as part of a public-private partnership, including multi-family affordable housing, single family housing, amenities and a public park. Project tasks have included site evaluation and due diligence analysis, stormwater management design, stormwater outfall analysis, conceptual engineering design and surveying tasks. Mr. Rinaldi is supporting the comprehensive plan amendment, entitlements and rezoning efforts. He has also assisted the developer in presenting and negotiating solutions with Fairfax County and the community. Additional work will include proffer preparation support.

The Enclave - City of Fairfax, VA

Land Planning Manager responsible for civil engineering, surveying and planning services for this 80-unit condominium community within four-story residential buildings. christopher assisted the IDI Group with the preparation of the required submission drawings for entitlement, providing expertise in site surveying, stormwater management/best management practices, utility design, landscape planning and arborist services. In collaboration with the project team, christopher was also able to assist with exhibits and technical support in various meetings and public hearings, to overcome the various project challenges including parking, building height and pedestrian circulation.

Paul VI High School Site - City of Fairfax, VA

Land Planning Manager supporting civil engineering, surveying and entitlement services for the redevelopment of the high school site in the City of Fairfax. Project efforts include a zoning evaluation, public meeting support, preparation and processing of a Comprehensive Plan Amendment, and rezoning submission packages.

Waterside - Loudoun, VA

Land Planning Manager responsible for permitting and land planning for Waterside Town Center. Waterside is a mixed-use development in Loudoun County that covers 335 acres. Project efforts also included representing the project to Loudoun County elected officials and the community, wetland permitting support and landscape planning.

George Mason University Term Contract - Fairfax, Arlington, Prince William and Loudoun, Virginia

Land Planning Manager supporting a term contract providing civil engineering, surveying, environmental and stormwater management support services to George Mason University's Fairfax, Arlington, Prince William and Loudoun campuses.

CHRISTOPHER CONSULTANTS



ANN GERMAIN
P.E.
Project Manager

Years of Experience
31

Education
Civil Engineering
The University of Virginia

Professional Registration
Virginia – P.E. #0402028700

Ms. Ann Germain, has 31 years of experience working for public and private sector clients. Having served as project manager on hundreds of projects and on dozens of recurring, annual task order contracts throughout Northern Virginia, Ms. Germain is extremely knowledgeable in the design of parks and recreation facilities, government facilities, commercial and industrial sites, roadways, trails, storm drainage, stormwater management, best management practices, sanitary sewer, waterlines, erosion and sediment controls, and the preparation of site and subdivision plans, feasibility studies, construction documents, flood plain and RPA studies, specifications, and zoning and permitting.

RELEVANT PROJECTS:

George Mason University (GMU) Shenandoah Housing VIIIIB - Fairfax, VA

Project Manager for a design-build for the Shenandoah Housing Project, the housing plan for a 68,500 SF facility adjacent to the Shenandoah Dining Hall. The residence hall links students into communities with public space and amenities, and housed 295 students. Project efforts included conceptual designs, accessibility evaluation, utility design and relocations, grading plans, E&S plans, SWM and BMP design, full construction plans, bidding assistance, cost estimates and construction administrations services.

GMU Housing VIIA - Fairfax, VA

Project Manager for this student housing design/build of a 209,000 sf, 609-bed student housing complex and associated retail at the Fairfax Campus. The project required special phasing to maintain the fiber-optic telecommunications running through the site. The project achieved LEED Gold certification.

GMU Academic VII - Fairfax, VA

Project Manager for the rough grading plan showing site clearing and erosion/siltation control for the building, associated utilities and parking areas. The overall site plan included existing and proposed site improvements and demolition, along with landscaping plans and utility profiles.

GMU Fenwick Library Renovation - Fairfax, VA

Project Manager for the addition of the Fenwick Library on the Fairfax Compass. The project combined all library functions and materials into one on campus building. Project efforts included schematic and preliminary design drawings, layouts, site plans and field visits. Project challenges included constructing the addition while maintaining the operations of the existing building.

GMU Shenandoah Dining Hall - Fairfax, VA

Project Manager for the building renovations, new building additions and site improvements at the GMU dining hall. Project efforts included pre-design services, schematic design and working drawings, and bidding and construction services.

Northern Virginia Community College (NVCC) Phase V Academic Building - Annandale, VA

Project Manager for final design/construction documents for site work related to construction of a 35,000 SF general academic building, the McDiarmid Building, at the Annandale campus. Work for this urban, regional community college situated on 80-acres consisted of surveying, grading, drainage, utility design, stormwater management design, and erosion siltation controls.

**UNIVERSITY
OF MARY
WASHINGTON
EAGLE VILLAGE
FREDERICKSBURG,
VIRGINIA**

CHRISTOPHER CONSULTANTS

christopher provided civil engineering design, civil site plan, landscape architecture and surveying services for this mixed-use development on the campus of the University of Mary Washington. The project included the redevelopment of an existing 21-acre shopping center into student housing, office/retail space and structured parking within multiple buildings on the site.

Phase 1 of the project involved the redevelopment of approximately seven acres and included the construction of a five-story student housing structure containing 624 beds and a four-story commercial structure containing approximately 64,000 sf of office and retail space as well as parking for approximately 550 cars. The site plan provided pedestrian facilities for the intended users, including a pedestrian bridge across Route 1 that links the student housing to campus facilities on the east side of Route 1 including the Anderson Convocation Center. Phase 2 included analysis of the existing city water and sewer systems to insure they have capacity for the intended use.

christopher also provided civil engineering services during the rezoning phase of the Hyatt Place at Eagle Village project, as the development was converting from a Commercial/Retail Shopping Center to Planned Development Mixed Use. christopher created a generalized development plan, surveyed the site, and assisted with underground utility location. After the planning phase, christopher provided complete engineering and site design services leading to an approved site plan and permits for construction.



**NORTH HILL
FAIRFAX COUNTY,
VIRGINIA**

CHRISTOPHER CONSULTANTS

christopher consultants, ltd. (christopher) is providing surveying, engineering and land planning services for the North Hill Park Project in Fairfax County as part of a public-private partnership. The 34-acre property is being redeveloped for residential and public use consisting of multi-family affordable apartment buildings, single-family townhomes, site amenities and a public passive-use recreational park. Project efforts to date have included site evaluation studies and due diligence analysis, conceptual engineering design, stormwater management design, stormwater outfall analysis and community meeting support services.

This important community project requires a multi-phased approach due to the complexities of the property. The property is currently "split-zoned" and requires a comprehensive plan amendment, entitlements and rezoning prior to final site design. christopher is providing the surveying, preliminary engineering and site evaluation services as part of the land acquisition, zoning and entitlement processes.

christopher has faced several challenges on the site. Marine clay and steep slopes across the site made land acquisition and project financing complex. Through land planning and engineering support, christopher assisted the client in adjusting the proposed site layout and overcoming high construction costs associated with the original layout.

North Hill Park faced community and political pressure to make the project a staple of the Richmond Highway Corridor, including high visibility, preservation of existing features and pedestrian accessibility. christopher supported the client and architect to develop creative solutions for the site. christopher also assisted the developer in presenting and negotiating solutions with Fairfax County and the community.

Upon the initiation of the next phase of the project, christopher will be preparing a generalized development plan, zoning plat and proffer preparation support.



**SHENANDOAH
HOUSING VIIIIB
AT GEORGE
MASON
UNIVERSITY
FAIRFAX, VIRGINIA**

CHRISTOPHER CONSULTANTS

christopher consultants provided civil engineering and environmental engineering services for the Shenandoah Housing Design-Build project at the Fairfax Campus. christopher provided conceptual designs that included an analysis of bus turn-around, fire-lane access, accessibility evaluation, utility design and relocations, grading plans, erosion and sediment control plans, stormwater management and BMP design, full construction plans, bidding assistance, cost estimates, specifications and construction administrative services.

The Shenandoah Housing project involved the design and construction of a 68,500-square-foot facility adjacent to the Shenandoah dining hall, in the Shenandoah neighborhood. The residence hall linked students together into communities with public spaces and amenities, including hall bath facilities, study and social lounges located on each floor and a ground-floor multipurpose room with a lounge and laundry facilities. Outdoor amenities include a plaza with bench seating, tables, access to Wi-Fi and bike racks. The residence hall houses 295 students.

*This project was performed as Paciulli, Simmons, and Associates, a wholly owned subsidiary of christopher consultants, ltd.



**GEORGE MASON
INN AND
CONFERENCE
CENTER**
FAIRFAX, VIRGINIA

CHRISTOPHER CONSULTANTS

christopher consultants worked with Gensler and University Hotel Partners LLC (a joint venture between Balfour Beatty Construction and Concord Eastridge) on this design/build PPEA project that designed and constructed the George Mason Inn and Conference Center, a six-story hotel and event space. The work for the Mason Inn also included a new entrance to the GMU campus from Route 123 (Ox Road), an underground parking garage, surface parking and an entry plaza.

christopher and the team provided extensive coordination between the University and the City of Fairfax, Fairfax County, the DEQ and VDOT to ensure the Mason Inn project progressed on time and remained within budget. Design plans were submitted and approved by VDOT for the road improvements within the right-of-way and also to the necessary utility companies regarding the fiber optic lines that run along Ox Road.

In addition, christopher provided traffic control plans, erosion and sediment control, extensive site design, civil design and survey services for the Mason Inn. The Mason Inn received a Silver LEED Certification and the DBIA National Design-Build Award in the Commercial (mixed-use) category.

Since its construction in 2010, it was announced that the Mason Inn will be converted into student housing as an adaptive reuse project. The Mason Inn reopened as a residence hall housing 270 students in August 2014.



**WALSH COLUCCI LUBELEY &
WALSH PC**

**TEAM CORPORATE
BIOGRAPHY'S/
RESUMES/
COMPLETED
PROJECTS**



**WALSH COLUCCI
LUBELEY & WALSH PC**

ABOUT THE FIRM

Walsh, Colucci, Lubeley & Walsh, P.C., is a mid-size law firm with a focus on land use and zoning, commercial real estate law, civil litigation, and real estate transactions. Since 1983, the firm has successfully worked with all types of organizations and represented landowners and developers in their business activities. Our attorneys and planners include some of the region's foremost legal and planning talent. Many of them have spent their entire business careers in the Northern Virginia community and are deeply involved in the civic and political organizations that make up the fabric of our region. The firm's established and proven relationships with city, town, and county authorities, together with intimate knowledge of the region, help our clients achieve their visions.

2017 AWARDS & RECOGNITION

U.S. News & World Report and Best Lawyers 2017 Best Law Firms

NATIONAL TIER 1

- » Land Use & Zoning Law

NATIONAL TIER 2

- » Litigation | Real Estate
- » Real Estate Law

METROPOLITAN TIER 1

Washington, DC

- » Land Use & Zoning Law
- » Litigation | Land Use & Zoning
- » Litigation | Municipal
- » Municipal Law
- » Real Estate Law

METROPOLITAN TIER 2

Washington, DC

- » Litigation | Real Estate

Best Lawyers® 2017 Best Lawyers in America

ARLINGTON, VA

- » Business Organizations (including LLCs and Partnerships)
- » Closely Held Companies and Family Businesses Law
- » Land Use and Zoning Law
- » Real Estate Law

PRINCE WILLIAM, VA

- » Commercial Litigation
- » Land Use and Zoning Law
- » Litigation – Land Use and Zoning
- » Litigation – Municipal
- » Litigation – Real Estate
- » Municipal Law
- » Real Estate Law

**WALSH, COLUCCI,
LUBELEY & WALSH, P.C.
CONTACT INFO**

2200 clarendon blvd., suite 1300
Arlington, VA 22201
(703) 528-4700
www.thelandlawyers.com



LYNNE J. STROBEL

Shareholder, Land Use and Zoning

lstrobel@thelandlawyers.com

Education

College of William & Mary
Marshall-Wythe School of Law
J.D., 1988

University of Virginia, B.A., 1985

A native of Fairfax County, Lynne has been with the firm since graduating from law school in 1988. She is experienced in all phases of the land use and development process in Fairfax County and surrounding jurisdictions including Fairfax City, Falls Church, and the Towns of Vienna and Herndon. Lynne specializes in land use, especially affordable housing matters, and zoning issues for commercial, residential, and mixed-use development and has extensive experience with special permit, special exception, and variance applications. Over the years, Lynne has developed an extensive practice representing non-profits, including numerous places of worship and schools.

REPRESENTATIVE EXPERIENCE

- Approval of a 6.1-million-square-foot mixed-use development • in proximity to the McLean Metro Station, the single largest application processed and approved in Tysons to date. The 30-acre site, located on the south side of Route 123, will be transformed into a walkable mixed-use environment comprised of office, residential, hotel, and retail uses allowing people to live, work, shop, and play without relying on a car. The construction of the first residential buildings is complete, beginning the transformation of Fairfax County's Urban Center.
- The acquisition of the appropriate approvals for a domestic violence shelter in Fairfax County. In the process of seeking a building permit, it was discovered that the shelter did not have the appropriate zoning approvals to operate and there was no money in the budget for professional assistance. Lynne donated her time doing what was necessary to overcome neighborhood opposition. During the approval process, some of the women who had been helped by the shelter had the courage to tell their stories. The project was approved, allowing the County to retain this valuable community asset.
- The negotiation and approval of the redevelopment plan for Lake Anne Village Center in Reston. Lake Anne Village Center was part of an innovative concept conceived about 50 years ago by Robert E. Simon to allow people to live, shop, and work in a mixed-use community. The development of Reston Town Center diminished the vibrancy of Lake Anne Village Center. • In 1984, Fairfax County designated a part of the area as an Historic Overlay District and, in 2006, became further invested with the acquisition of the Crescent Apartments for affordable housing units. Representing the developer, Lynne worked on a complex series of proffers, plans, and agreements as part of a public-private partnership.
- Representation of a family whose land evolved over 50 years from a chicken business to a Wegman's shopping center. Lynne began representing the family in a series of special exceptions needed to transform a sand and gravel excavation operation into a construction debris land II. The land II benefited Fairfax County developers as its residential population increased. As the approved contours were reached, Lynne gained approvals for a golf course and driving range, providing a recreational benefit to County residents. As the number of golf facilities in Fairfax County outpaced demand, the family began to think of other options. An innovative concept was designed that allowed a portion of the property not used for the land II operation to be developed with a shopping center anchored by a Wegman's. A portion of the remaining property has been converted into community athletic fields.

REPRESENTATIVE EXPERIENCE

- Places of worship serve a vital community role, but often face neighborhood opposition. In addition, property affordable to a non-profit organization often has challenges. Working with a large Presbyterian church that had outgrown its existing facilities, Lynne was able to gain approval of a 2,100-seat sanctuary. The Church provides a number of services to Fairfax County residents and reduces the demand on the jurisdiction. Working through concerns regarding open space, sufficient parking, and traffic impacts in a low-density residential area of the County required patience and creativity.
- Lee Village at Silver Lake, LLC, proposed a public-private partnership that resulted in a public library, a fast food restaurant within the library building, workforce housing (up to 111 multi-family dwelling units), and independent living units (up to 89 units). The approval creates a unique opportunity to address community needs. The negotiation and approval of the redevelopment plan for Lake Anne Village Center in Reston. Lake Anne Village Center was part of an innovative concept conceived about 50 years ago by Robert E. Simon to allow people to live, shop, and work in a mixed-use community. The development of Reston Town Center diminished the vibrancy of Lake Anne Village Center. In 1984, Fairfax County designated a part of the area as an Historic Overlay District and, in 2006, became further invested with the acquisition of the Crescent Apartments for affordable housing units. Representing the developer, Lynne worked on a complex series of proffers, plans, and agreements as part of a public-private partnership.

PROFESSIONAL ACTIVITIES

- Served two six-year terms on the board of Celebrate Fairfax!—a non-profit organization committed to the Fairfax community and county-wide celebrations. During her first term on the board, from 1993 to 1999, Lynne served as Vice President of Planning and Administration and oversaw the scholarship program. During her second term, from 2006 to 2012, she helped revive the scholarship program, which had lapsed due to economic and other considerations, and has participated in the award of 10 scholarships to Fairfax County graduating high school seniors each since 2012. Lynne served as the board chair from 2009 to 2011. While no longer on the board, she has continued to assist the organization as a member of the Leadership Team and the Scholarship Committee, contributing many volunteer hours of service.
- Served on the Board of Directors from 2006 to 2012 for Doorways, a non-profit organization that serves women and families in need and provides temporary shelter to victims of domestic violence. Lynne served on the Executive Committee and as Chair of the Facilities Committee where she helped the organization upgrade to a new office location, assisted with the Brighter Futures Breakfast fundraiser, and ensured facilities, such as the family home and domestic violence shelter, continued to be maintained and upgraded as necessary. Lynne continues to serve on various Doorways committees.
- Member of the Inova Schare Cancer Institute Advisory Board which is affiliated with Inova Fairfax Hospital, the largest hospital in Northern Virginia and the flagship of Inova Health Systems.
- A graduate of the Leadership Fairfax Institute's Class of 2004, Lynne currently serves on the Board of Leadership Fairfax, a non-profit that inspires, connects, develops, and engages leaders to impact issues facing Fairfax County and the region.

AWARDS AND MILESTONES

- Served on the Zoning Ordinance Re-write Community in the City of Fairfax, 2014-2016.
- Recognized in 2001 at a dinner at the Tower Club by the Multifamily Residential Development Community for her participation in the Fairfax County Affordable Dwelling Unit Task Force.
- Instrumental in developing amendments to the Affordable Dwelling Unit Ordinance, which helps people of low and moderate income secure affordable housing.
- Nominated for Fairfax County Volunteer Service Awards produced by Volunteer Fairfax.
- Appreciation Plaque from the Church for All Nations, September 26, 2010.
- Certificate of Appreciation from the Korean Central Presbyterian Church, October 3, 2010.
- Ambassador Award from Celebrate Fairfax!, June, 2013.
- Recognized by Northern Virginia Magazine as a "Top Lawyer in Real Estate and Family Concerns" in the category of zoning, planning, and land use in 2011, 2014, and 2015.
- Achieved Martindale-Hubbell's AV® Preeminent™ Peer Review Rating, the gold standard in attorney ratings.
- Recognized as one of the Best Lawyers in America 2018 for Land Use and Zoning, Real Estate Law.



SARA V. MARISKA

Shareholder, Land Use and Zoning

smariska@thelandlawyers.com

Education

College of William & Mary
Marshall-Wythe School of Law
J.D., 2006

Articles Editor

The William & Mary Law Review

University of Virginia, B.A., 2003

Community Involvement

Emerging Leaders Institute,
Class of 2008
Leadership Fairfax
Fairfax Symphony Orchestra
Arlington Road Runners
Good Shepherd Housing
Arlington YMCA

Sara joined Walsh, Colucci, Lubeley & Walsh in 2007 and works primarily in the firm's Land Use and Zoning practice group. She is experienced in all phases of the land use and development process in Northern Virginia and specializes in rezoning, special permit, special exception, and variance applications in Fairfax County, Arlington County, the City of Fairfax, the Town of Vienna, and the Town of Herndon. Prior to joining the firm, Sara gained invaluable experience in land use and zoning law while working for Fairfax County Board of Supervisors Member Sharon Bulova.

REPRESENTATIVE EXPERIENCE

- Obtained approval of a 67-acre mixed-use residential and retail community comprised of approximately 955 dwelling units in the western part of Fairfax County.
- Obtained approval of a 350-unit multifamily building on Richmond Highway in the Commercial Revitalization District of Fairfax County.
- Obtained approval for an 85-unit assisted living facility that involved preservation of the historic Silas Burke House in Fairfax County.
- Assisted with entitlements for 33-acre mixed-use office and retail development in southeastern Fairfax County. Approval process involved adaptive reuse of construction demolition and debris land II for new 36-acre recreation facility adjacent to the mixed-use center.
- Obtained approval for a 15-acre office park comprised of approximately 1 million square feet in proximity to the Springfield Metro Station in Fairfax County.
- Assisted with entitlement of a 13-acre multi-family development located in the Tysons Corner area of Fairfax County that is approved for a 3.0 FAR or 1,354 multi-family dwelling units and accessory retail uses, including a Harris Teeter grocery store.
- Obtained approval of a 90-unit condo building in the Courthouse area of Arlington County.
- Assisted with entitlements in Arlington County for a mixed-use development including approximately 200 multifamily units and a Mom's Grocery Store.
- Assisted with entitlements in Arlington County for an 168 room Hyatt Place hotel near the Courthouse Metro Station.
- Obtained approval of a special permit for a place of worship to permit a 450-seat sanctuary, child care use, and school for grades K-12.
- Obtained approval of a number of special exceptions for service stations in Fairfax County that are redeveloping existing facilities.
- Obtained approval of a number of special permits for homeowners seeking to modify lot requirements in order to enhance their existing property.

PROFESSIONAL RECOGNITION AND PROFESSIONAL MEMBERSHIPS

- Martindale-Hubbell AV® Preeminent™ Rated
- Urban Land Institute
- Virginia Bar Association
- Arlington Bar Association
- Fairfax Bar Association



ROBERT D. BRANT
Associate, Land Use and
Zoning

rbrant@thelandlawyers.com

Education

Catholic University of America,
Columbus School of Law, J.D.,
cum laude, 2011

Catholic University Law Review,
Staff Member & Editorial Assistant

The College of William and Mary,
B.A., 2006

Community Involvement

Reading Mentor, Everybody Wins!
DC

Bob joined the firm in 2015 and works in the firm's Land Use & Zoning practice group. His practice focuses on securing zoning and land use entitlements including rezonings, special exceptions, special permits and development special use permits in Fairfax County, the City of Alexandria, the City of Fairfax and the Town of Vienna. Prior to joining Walsh Colucci, Bob gained valuable experience representing condominium and homeowners associations throughout Northern Virginia. He and his family currently reside in Fairfax County.

REPRESENTATIVE EXPERIENCE

- Assisted with entitlements for North Hill, a 454 unit mixed-income residential development involving a public-private partnership between an affordable housing developer and the Fairfax County Redevelopment and Housing Authority.
- Secured a Master Plan Amendment, Text Amendment, Coordinated Development District Concept Plan Amendment and Development Special Use Permit with preliminary site plan to permit the development of two six-story multifamily buildings containing 138 units in Potomac Yard.
- Obtained approval for a 24 lot townhouse community in Chantilly.
- Obtained approval for a 37 lot townhouse community in Seven Corners.
- Obtained special use permit approval to permit the residential conversion of an office building in Old Town Alexandria.
- Obtained special use permit approval to allow the conversion of an existing industrial warehouse into a large-format retail store on Eisenhower Avenue.
- Represented numerous commercial clients requiring special exception or special use permit approval for fast food restaurants, drive-through banks and other commercial uses.
- Conducted due diligence and development feasibility analysis for prospective purchasers of commercial and residential real estate.

PROFESSIONAL MEMBERSHIPS

- Alexandria Chamber of Commerce
- Fairfax County Bar Association
- Virginia State Bar Association

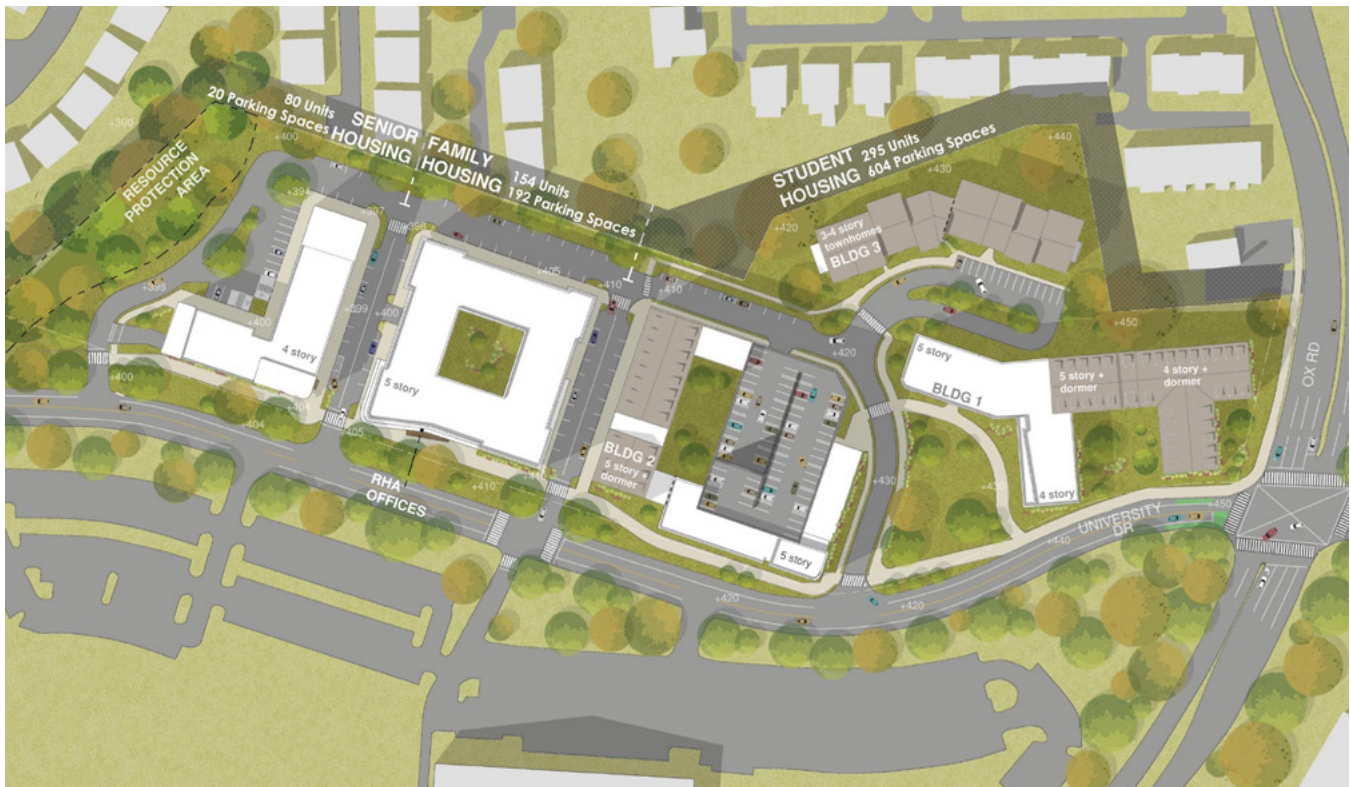
SECTION III

PROJECT CHARACTERISTICS

- A. Provide a description of the project, including the conceptual design. Describe the proposed project in sufficient detail so that type and intent of the project, the location and the communities that may be affected are clearly identified.

Key Achievements of the Overall Master Plan and Project Design Approach:

- The master plan is organized to respect relationships with existing layout and massing of surrounding community.
- The architectural language is designed to communicate with existing neighborhood characteristics.
- The building massing is stepped to work with topography – building heights vary from four to five stories, with taller portions of the project located on the downslope side to minimize perceived building heights.
- The building footprints were located to create a rhythmic, engaging pedestrian experience along University Drive – series of courtyards, edges, and nodes to activate the walking path.
- Parking is accommodated beneath buildings and within a heavily screened garage to limit visibility from key view sheds along University Drive, Ox Road, and from within the Royal Legacy community.
- The site features efficient internal roadway infrastructure with limited surface parking to maximize usable open space for residents.
- The design team maintained and respected the resource protection boundary along the western portion of the site.
- Buildings are positioned to provide significant setbacks that can accommodate mature vegetated buffering along shared property lines and public roadways.

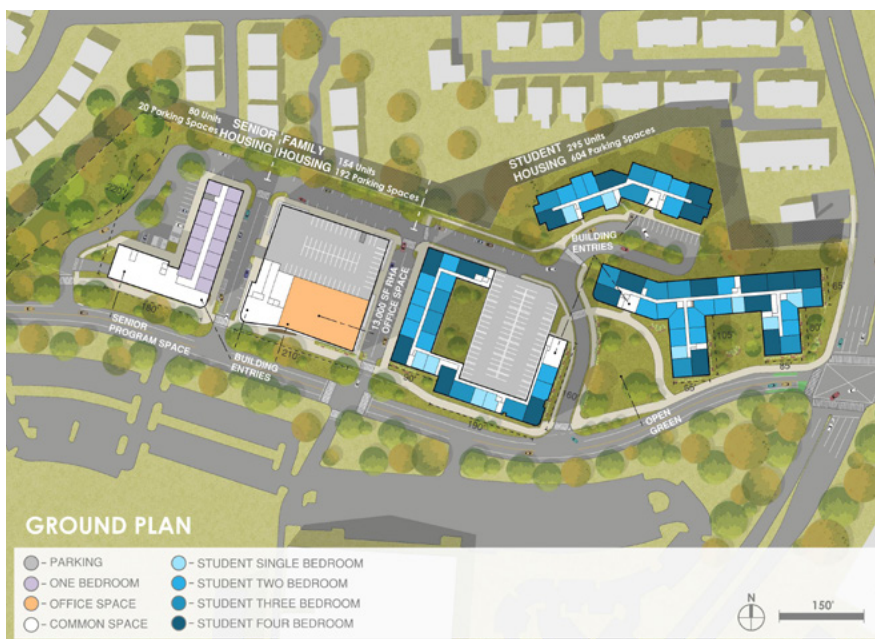


Development Plan

Overall Design of the Master Plan

The master plan and building design are inspired by the natural constraints of the site and the diverse needs of the community in Fairfax County. The development includes a mix of residential uses consisting of affordable housing for both seniors and families as well as student housing aimed at providing much needed space for George Mason students. Over the site as a whole we have set the goal of creating 35% open space, preserving views through the site, and improving existing pathways and creating new ones to foster a walkable and safe environment for pedestrians and cyclists.

To reduce the impact of the addition vehicle traffic all the entries into the site are all placed off of University Drive. The placement and heights of each building are responsive to the existing topography and the considerable slope of the site. The master plan makes use of the slope, stepping and separating the buildings to break up the perceived mass of the development. The orientation of the buildings on the site allow for views all the way through the site, more usable green spaces and a more pleasant and human scaled walking experience down University Drive. Within the master plan each housing type is placed relative to the needs of its occupants. Student housing is placed closest to the University, at the east end of the site near the intersection of Ox Rd and University Drive. The senior housing is placed at the west end of the site to take advantage of the natural features of the site and the Resource Protection Area. The family housing is placed in between both, creating a consistent street edge on University Drive and a separation of the affordable development and the student housing.





Student Housing Development

Overall Design

The Student Housing Project is designed to provide 295 total units in three separate buildings, with an attached parking garage for 552 cars and approximately 52 surface parking spaces. Each unit measures roughly 1,085 square feet on average and offers one full bathroom for everyone bedroom. A total of 805 beds can be housed within the units. The project will feature 9,000 square feet of student amenities such as a student lounge, study rooms, bike storage, gaming area, mail and package reception, fitness center, common kitchen, and co-working space. Trash will be carefully contained in dedicated rooms within the building footprint that provide safe and secure access for both tenants and the refuse company.

Similar to the Family and Senior Projects, the Student Housing Project will incorporate several goals into its design and construction. It is a priority for the design and features of the development to be characteristic of student housing communities, including careful land planning with quality building materials and an attractive architectural style. Another objective is the utilization of sustainable design practices.

The first goal is to create an upscale and high quality community through utilization of appropriate site planning principals which place the automobile and service requirements of the project to the perimeter of the site, so children and pedestrians are not required to cross roads or parking to access the site amenities and club house. Building and parking sites are worked around the existing topography while creating a low density feel. This also allows the maximization of the "Great Lawn" at the center of the site to provide a large outdoor gathering area for recreation and the grouping of trees and landscaping. There are also several secondary outdoor courtyards designed to serve the local needs of residents who live in the immediate area surrounding these intimate spaces. This area also allows the considerable site grading and slopes to be more naturally formed and still allow a community gathering space.

The second goal is to provide a holistic, green approach to the design from residential units and walkable neighborhood pattern, to the construction and post-occupation operation practices. The community will adopt elements of sustainable rating systems such as the U.S. Green Building Council's Leadership in Energy and Environmental Design (LEED) program, plus Virginia's mandated Earthcraft program, design and construction features and to maximize the natural qualities of the site and provide energy savings to the community. Much emphasis has been given to providing residents with a high quality of life by offering luxury amenities, security, comfort and energy efficiency. These priorities have been achieved in a design that holds costs in check and minimizes future maintenance expenses.

Site

The Projects are being designed to maximize the natural features of the 6.46-acre site. The site will be situated in a heavily landscaped setting designed to blend in with the adjacent neighborhood. Roughly 6.46 acres are allocated to the student housing portion of the overall master plan, of which 59.4% is dedicated for use as open space. Within the open space, roughly 39.4% of the site is expected to be permeable. There are also outdoor study areas and lounge-style seating areas with fire pits, grills, and landscaping to draw students out of their rooms and into carefully curated public spaces where they can interact as members of a live-learn community.

Buildings

The Projects will consist of a variety of spacious and modern floor plans including 35 one bedroom/one bath 650-square-foot units, 120 two bedroom/two bath 900-square-foot units, 30 three bedroom/three bath 1,200-square-foot units and 110 four bedroom/four bath 1,400-square-foot units. Architecturally, the community is designed and constructed to luxury apartment standards and boasts attractive architectural finishes of brick, metal panel and fiber-cement siding as well as a mix of pitched and flat roofs. Maintenance-free and long lasting quality materials are provided throughout.

Units

The residential units are designed for contemporary living. Every unit offers a fully outfitted, modern kitchen with 18 cubic feet energy, stainless steel, frost-free refrigerators; self-cleaning ovens with 30-inch vented range hoods; stainless steel sinks; ½ hp GE garbage disposals; four-cycle, 24-inch dishwashers; and space for stackable washer/dryers. Floor plans feature open and pass through kitchen designs, walk-in closets, window blinds and ceiling fans. The bathrooms feature vanities, tile or laminate flooring and porcelain fixtures. Flooring will include a combination of high-grade carpet in the bedrooms, wood-like flooring in the living room and kitchen.

Safety

Safety features include fully compliant NFPA-285 fire protection systems with sprinklers, standpipes, and two-way communication systems, smoke and fire detectors, peephole entrance doors, exterior lighting and ground fault interrupters. All doors are controlled via a centralized keycard access system, and building entries are located based on access control best practices.

Energy

Energy efficiency is a priority, and the units offer energy efficient, split system, heat pumps, Energy Star windows, R-21 minimum insulated walls, R-38 attic insulation and water saver devices.

PROJECT SUMMARY

CAPSTONE - FAIRFAX RFP

SITE STUDY DATA

12/19/2017

TYPE	BEDS	BATHS	SIZE	TOTAL UNITS	TOTAL BEDS	NRSF
1BD/1BA	1	1	650	35	35	22,750
2BD/2BA	2	2	900	120	240	108,000
3BD/3BA	3	3	1,200	30	90	36,000
4BD/4BA	4	4	1,400	110	440	154,000
				295	805	320,750
Amenities	9,000					
Residential GSF	388,000					
Residential NRSF	320,750					
Efficiency	83%					
Units	295					
Beds	805					
Parking	604	Spaces				
Ratio	0.750	Spaces per bed				

BUILDING SUBTOTALS

	FOOTPRINT	FLOORS	GSF	CLUB	AGSF	EFFICIENCY	NRSF	AVERAGE	UNITS	AVERAGE	BEDS
Building 1 (Type VA+ IIIA)	38,250	5	191,250	1,000	190,250	83%	157,275	1,087	145	398	395
Building 2 (Type VA w/ elevators)	29,150	5	145,750	8,000	137,750	83%	113,875	1,087	105	398	286
Building 3 (Type VA - walk up)	20,000	3	60,000	0	60,000	83%	49,601	1,087	46	398	124
			397,000	9,000	388,000		320,750		295		805

PARKING SUBTOTALS

	FOOTPRINT	FLOORS	GSF	SPACES PER FLOOR	TOTAL SPACES
Garage	25,000	6	150,000	92	552
Surface					52
					604
					0.750
					Ratio

SITE SUBTOTALS (APPROX.)

	SF	ACRE	
Development Area	282,028	6,461	
Open Space	167,500	3,837	59.4%
Permeable Space	111,000	2,543	39.4%



Affordable Housing Development

Overall Design

The Family Housing building and Senior Housing building will be designed to meet and exceed the number of affordable housing units currently on this site. In replacement of the existing townhomes, we are proposing a total of 154 family units and 80 senior housing units targeting Fairfax County residents in need of quality affordable housing, as endorsed in the County's Housing Blueprint. Accordingly, the apartments will serve a broad spectrum of affordable housing residents with incomes ranging from 30% to 80% of the AMI.

The five story Family Housing building will contain structured parking, 22,500 SF of office and facility space and consist of spacious and modern floor plans including 16 studio, 48 one bedroom, 74 two bedroom, and 16 three bedroom units. The four story Senior building will yield 68 one bedroom units and 12 two bedroom units. Each building will provide a number of amenities specific to the tenants needs including a community room and fitness room, cyber cafe and coffee bar, social rooms, and a landscaped courtyard. There will also be interconnected walks and paths for pedestrian and children use throughout the site. Architecturally, the community is designed and constructed to luxury apartment standards and boasts attractive architectural finishes of metal panel, brick, and fiber-cement siding in a contemporary style. The buildings will be designed with distinct features, but will emphasize common design themes across the entire site. Maintenance-free and long lasting quality materials are provided throughout.

Site

The affordable housing portion of this development is situated on the western 4.3 acres of the lot with access to both buildings and parking through an internal street. Included within the family building is replacement office space which is highlighted by large sections of glazing and a pronounced entry on University drive. The placement of the buildings and the roads on site

preserve the existing drainage pattern flowing away from University Drive to the north of the site and down into the Resource Projection Area. The master plan provides for a minimum of 35% open space, and creates pathways for movement along University drive by foot and by bike.

Units

The residential units are designed for contemporary living. Every unit offers a fully outfitted, modern kitchen with energy efficient, stainless steel, frost-free refrigerators; self-cleaning ovens with 30-inch vented range hoods; stainless steel sinks; ½ hp GE garbage disposals; four-cycle, 24-inch dishwashers; and space for stackable washer/dryers. Floor plans feature open and pass through kitchen designs, walk-in closets, window blinds and ceiling fans. The bathrooms feature medicine cabinets, vanities, and porcelain fixtures. Flooring will include a combination of luxury vinyl plank in living areas and bedrooms as well as ceramic tile in baths.

Safety

All buildings will be built to the latest International Building Codes and Life-Safety requirements. Safety features include fire sprinklers, smoke, carbon monoxide and fire detectors, entrance doors viewers, security cameras, exterior lighting and ground fault interrupters.

Sustainability

The community will adopt elements of sustainable rating systems such as the U.S. Green Building Council's Leadership in Energy and Environmental Design (LEED) program, plus Virginia's mandated Earthcraft program, design and construction features and to maximize the natural qualities of the site and provide energy savings to the community. Energy efficiency is a priority, and the units offer energy efficient, split system, heat pumps, Energy Star windows, R-21 minimum insulated walls, R-38 attic insulation and water efficient devices.



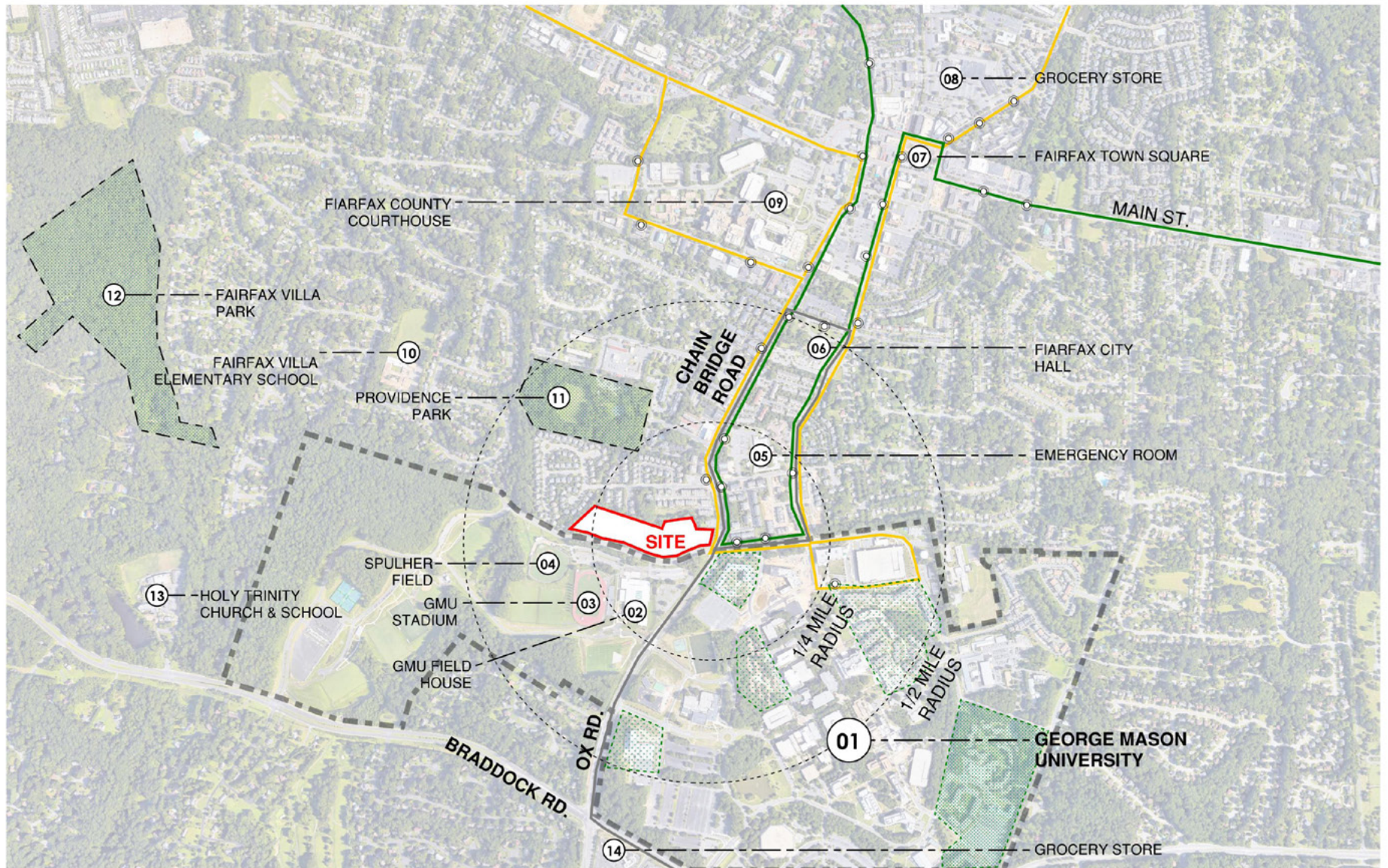






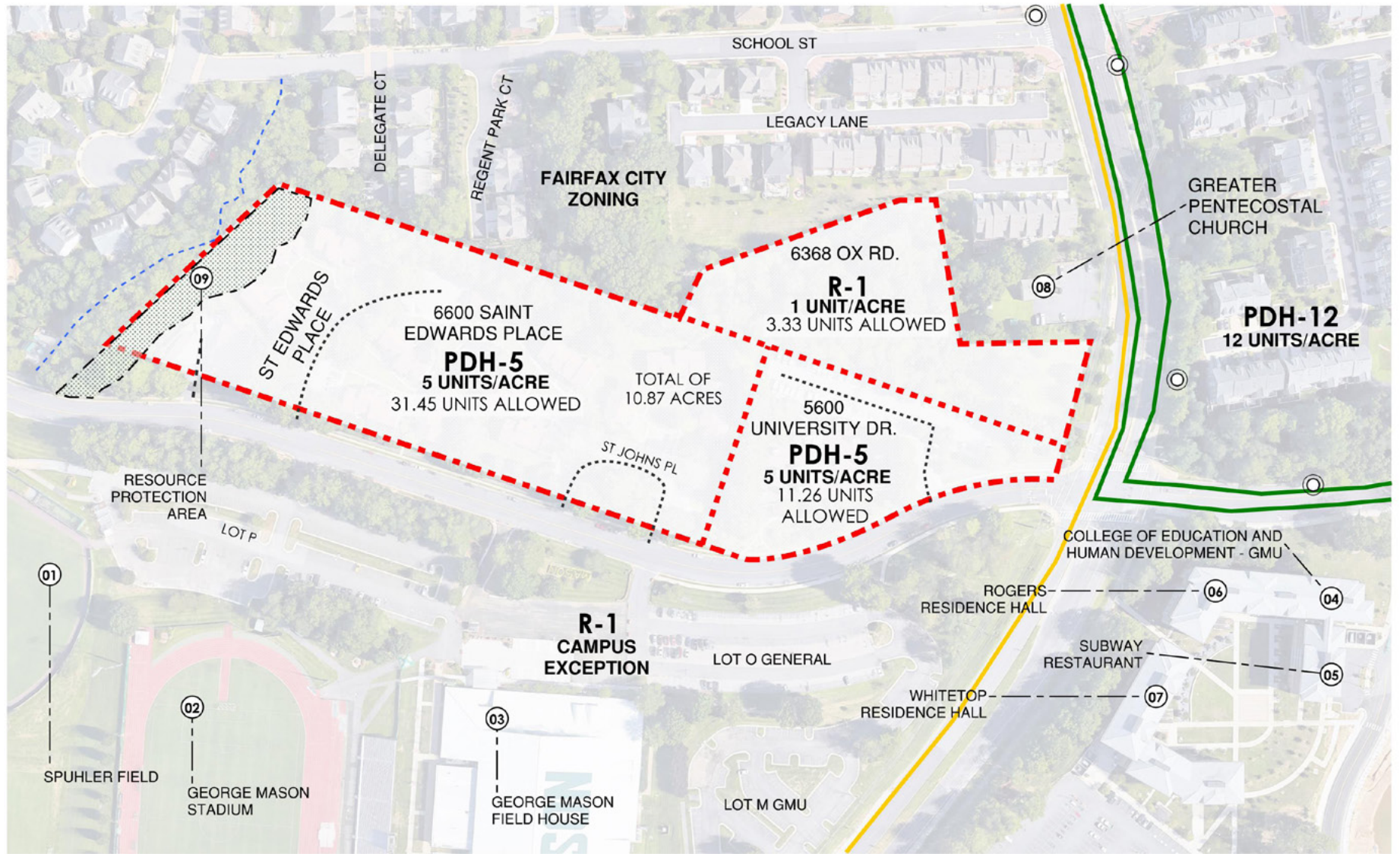






SITE ANALYSIS

CAMPUS HOUSING	01	GEORGE MASON UNIVERSITY	07	FAIRFAX TOWN SQUARE	11	PROVIDENCE PARK
GEORGE MASON UNIVERSITY	02	GEORGE MASON FIELD HOUSE & STADIUM	08	GROCERY STORE	12	FAIRFAX VILLA PARK
BUS STOP	03	GMU STADIUM	09	FAIRFAX COUNTY COURTHOUSE	13	HOLY TRINITY REFORMED EPISCOPAL CHURCH & SCHOOL
PARKS	04	SPULHER FIELD	10	FAIRFAX VILLA ELEMENTARY SCHOOL	14	GROCERY STORE
BUS LINES	05	EMERGENCY ROOM				
	06	FAIRFAX CITY HALL				



SITE & ZONING ANALYSIS

- METRO BUS LINE - PENTAGON METRO
- LOCAL FAIRFAX BUS - TOWN SQUARE
- ⊙ BUS STOP
- - - - DRIVEWAY
- - - - PROPERTY LINE

- 01 SPUHLER FIELD
- 02 GEORGE MASON STADIUM
- 03 GEORGE MASON FIELD HOUSE
- 04 COLLEGE OF EDUCATION & HUMAN DEVELOPMENT
- 05 SUBWAY RESTAURANT
- 06 ROGERS RESIDENCE HALL

- 07 WHITETOP RESIDENCE HALL
- 08 GREATER PENTECOSTAL CHURCH
- 09 RESOURCE PROTECTION AREA

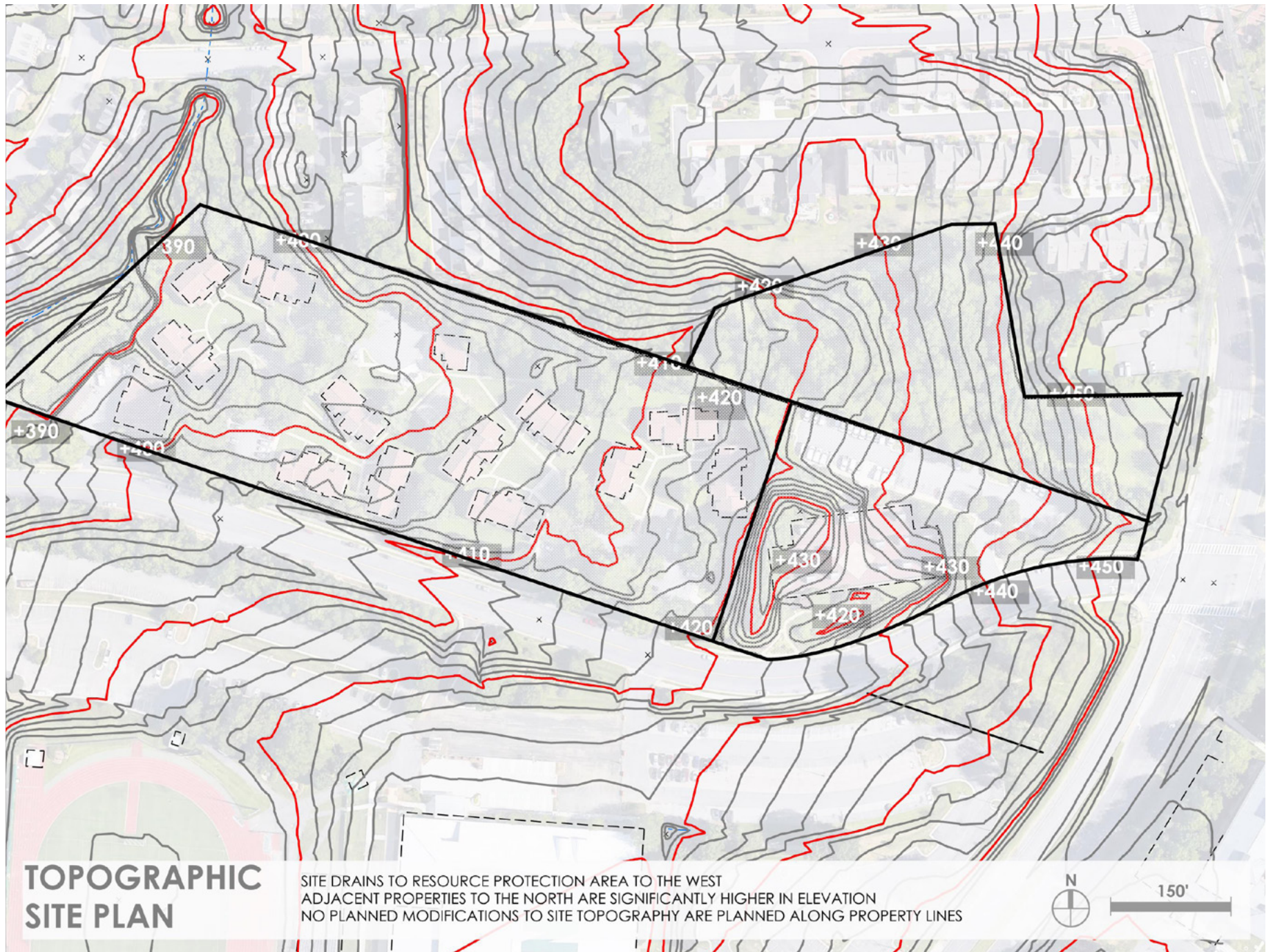




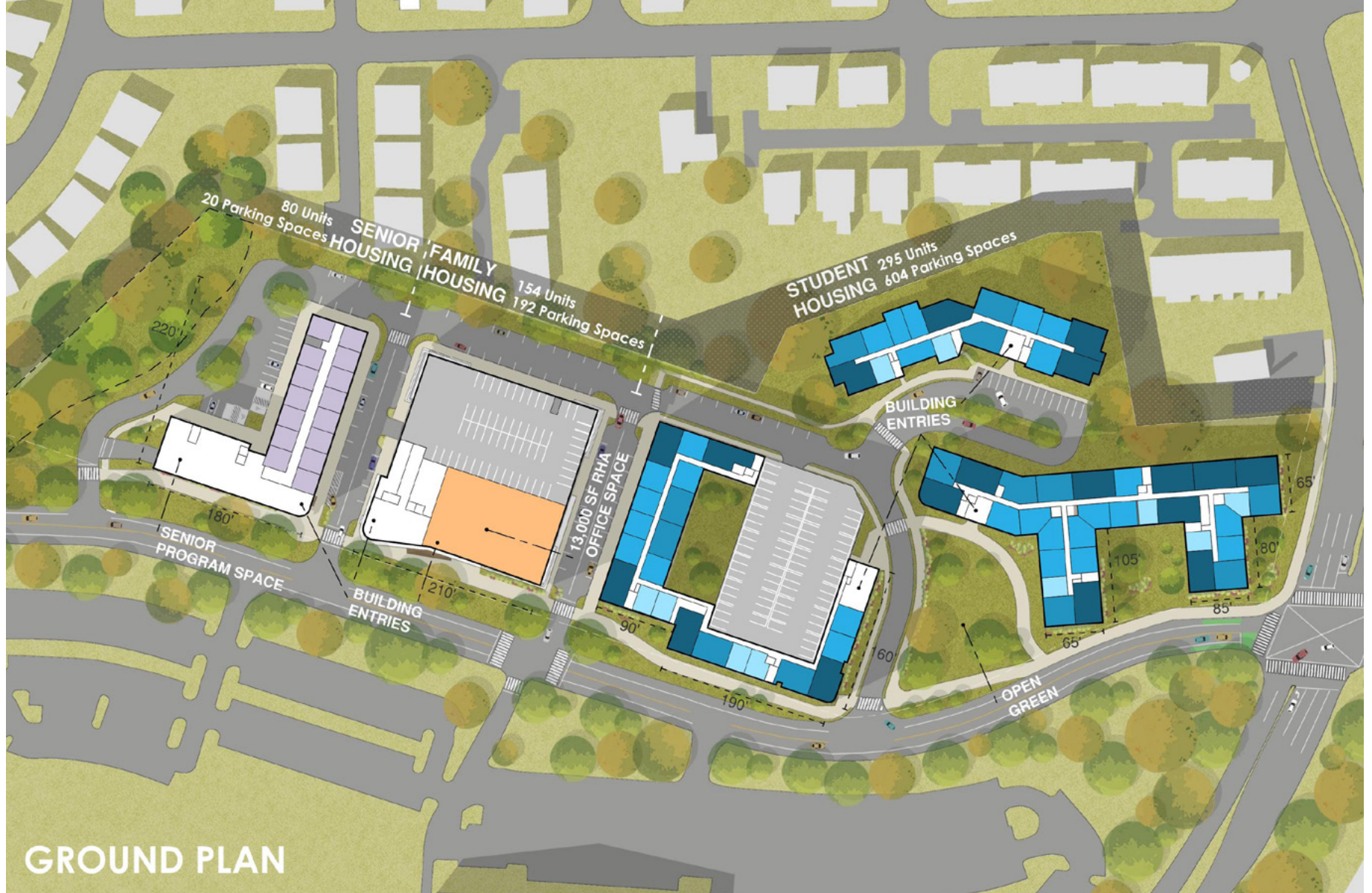
PROGRAM ANALYSIS

46 UNITS ALLOWED IN CURRENT ZONING



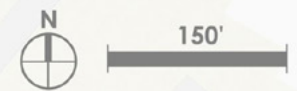






GROUND PLAN

- - PARKING
- - ONE BEDROOM
- - OFFICE SPACE
- - COMMON SPACE
- - STUDENT SINGLE BEDROOM
- - STUDENT TWO BEDROOM
- - STUDENT THREE BEDROOM
- - STUDENT FOUR BEDROOM







B. Identify and fully describe any work to be performed by the County or any other public entity.

The Developers do not currently intend that any physical construction work associated with either the student nor the affordable housing shall be performed by the County or any other public entity.

C. Include a list of all federal, state and local permits and approvals required for the project and a schedule for obtaining such permits and approvals.

The Developers will follow all required zoning and approval processes as required to obtain the necessary Approvals to build the proposed project, including but not limited to: Comprehensive Plan Amendment, re-zoning, site plan approval, building permit approval, road construction and entrance permits (as required from the Virginia Department of Transportation), and any other city, county or state permits deemed necessary to build the project.

The following letter from Walsh Colucci Lubeley & Walsh PC provides further commentary on the required Entitlement Approval process.

Lynne J. Strobel
(703) 528-4700 Ext. 5418
lstrobel@thelandlawyers.com



WALSH COLUCCI
LUBLEY & WALSH PC

January 5, 2018

Via E-Mail Only

Angela Rawie
Executive Vice President, Development
Capstone Collegiate Communities, LLC
431 Office Park Drive
Birmingham, Alabama 35223

Re: Response to Request for Proposal
One University Site

Dear Ms. Rawie:

I understand that Capstone Collegiate Communities, LLC is participating in a response to a Request for Proposal issued by the Fairfax County Redevelopment and Housing Authority. The request is associated with the development of affordable and student housing on approximately 10.7 acres located at the corner of Ox Road and University Drive (the "Property"). You have requested a brief description of the land use approval process in Fairfax County.

Fairfax County is divided into nine (9) magisterial districts, each represented by an elected member on the Board of Supervisors (the "Board"). The Property is located in the Braddock District which is represented by John Cook on the Board. Supervisor Cook and his appointed Planning Commissioner, Nell Hurley, will be closely involved with the rezoning process. Community review of development proposals is typical and will include presentations to the Braddock District Land Use Committee.

The Board has adopted a Comprehensive Plan (the "Plan") that makes recommendations for the property within its boundaries. Recommendations are associated with the use and intensity/density to be developed. While the Virginia Code defines the Plan as a guideline, the Board closely follows its recommendations, and the planning staff uses the Plan as a tool to evaluate proposed development. Typically, the staff must determine that a proposal is in conformance with the Plan's recommendations in order to recommend favorably on a rezoning request.

ATTORNEYS AT LAW

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2200 CLARENDON BLVD. | SUITE 1300 | ARLINGTON, VA 22201-3359

LOUDOUN 703 737 3633 | WOODBRIDGE 703 680 4664

The Plan may be amended in one of two ways. Periodically, property owners may submit nominations to amend Plan text. Alternatively, the Board may direct staff to process a Plan amendment on what is considered an “out-of-turn” basis. This process may be concurrent with a rezoning application. The motion to direct staff to amend the Plan is typically made by the Supervisor of the Magisterial District in which the property is located.

The property is currently zoned PDH-5 and the Plan recommends residential development at 5-8 dwelling units per acre. In order to achieve the density associated with the proposal, it is likely that a Plan amendment will be required.


Should Supervisor Cook be unwilling to direct staff to process a Plan amendment, there may be alternatives available to achieve the proposed density. If the student housing is limited to use by George Mason University, a state entity, it is exempt from local zoning regulations. In addition, it is possible to achieve a multiplier of 4 times the density range recommended by the Plan if the residential use is limited to individuals who are age 62 or older. If the Board approves a special exception application in accordance with the Zoning Ordinance for age-restricted housing, the affordable housing component may be developed at a density of 20-32 dwelling units per acre.

Please be advised that new legislation was recently adopted in Virginia regarding rezoning requests filed on or after July 1, 2016. Virginia Code Section 15.2-2303.4 is applicable to new residential development or new residential use on residentially zoned property not located within an exempt area. The legislation specifically states that the locality can neither request nor accept an unreasonable proffer. As the meaning of this legislation is not clear, there have been no residential rezoning applications in a non-exempt area processed and presented to the Board since its adoption. This may make the authorization of a Plan amendment and communication with Fairfax County staff difficult.

Please contact me with any questions.

Very truly yours,

WALSH, COLUCCI, LUBELEY & WALSH, P.C.



Lynne J. Strobel

- D. Identify any anticipated adverse social, economic and environmental impacts of the project. Specify the strategies or actions to mitigate known impacts of the project. Indicate if environmental and archaeological assessment have been completed. Such social and economic impacts should include but are not limited to community benefits, including the economic impact the project will have on the local community in terms of the amount of additional tax revenue to be generated for the County, the number of jobs generated for the County residents and level of pay and fringe benefits of such jobs, the training opportunities for apprenticeships and other training programs for county residents generated by the project, and the number and value of subcontracts generated for County subcontractors.*

Student Housing

We believe the addition of new high quality off-campus student housing within walking distance of GMU will provide numerous positive benefits to GMU, its students and the surrounding community. Building more purpose-built student housing close to campus will reduce the number of GMU students commuting from outside of Fairfax County. With this brings a reduction in commuter students and thus reduces traffic from students otherwise driving, in some cases, long distances, to attend classes.

More students living in the proposed project will mean 800+ students who can shop and dine in the shops in downtown Fairfax and within the County. Presently, businesses in the downtown area in the city of Fairfax have commented that more "roof-tops" or residents near downtown, will have a positive impact on the retailers that own businesses downtown.

Capstone has also experienced the positive benefits, first-hand, of new purpose-built student housing projects providing an attractive lease terms, professional on-site management and attractive amenity packages/ parking serves to entice students to move out of the single family neighborhoods that were not intended to accommodate students. Collectively, these benefits will have positive impacts for the Fairfax County area.

Furthermore, Capstone anticipates, based on previous experience, that approximately 400 construction jobs and between 20-22 permanent on-site management positions will be created, thereby generating federal, state and local income tax revenue as a direct result of the proposed student housing development. Finally, as a privately owned and operated student housing community, it is estimated that over \$1,000,000 in annual real estate revenue will be generated.

Affordable Housing

AHP does not anticipate any adverse impacts, although there will be the typical and temporary construction activities. Steps will be taken to minimize any impact to the surrounding community. AHP has not obtained a Phase I environmental impact study.

- E. Identify the projected positive social, economic and environmental impacts of the project.*

Student Housing

As previously state above, based on its considerable experience, Capstone believes the addition of high quality, professionally managed off-campus purpose-built student housing reduces the need for universities to build additional on-campus housing (should a given university deem this is in its best interests), by allowing universities

to prioritize building academic and non-housing related infrastructure; provides a residential population to support and bolster existing commercial businesses in the area; reduces vehicular traffic from students commuting into campus from outside communities; provides a new high quality student housing product that is not currently available within the city of Fairfax nor Fairfax County; provides a new significant property tax base and on-going federal and state income tax payments from the property's new permanent employees; and, overall, provides a higher density of a vibrant, youthful population residing in the Fairfax area, within walking distance of GMU.

Affordable Housing

The Family and Senior affordable development will be the answer to the larger goals of the County and State to provide homes in a quality environment, at affordable prices for many hard working citizens who have few reasonably priced housing options. As a result of our endeavor, we will be contributing to increasing the stock of affordable housing in the County while meeting the needs of its citizens. The Board of Supervisors has often expressed its interest in providing centrally located homes with good public transportation, and the affordable housing at One University will meet their expectations. Our team will work closely with George Mason University, local officials and citizens to ensure that the One University affordable development will be a positive addition to the community.

The principal beneficiaries of affordable housing at One University will be the low-moderate income residents of Fairfax County. Due to a shortage of quality affordable housing, citizens must move farther away from their jobs to find reasonably priced housing, thus adding to the traffic congestion and hardships on their families. By providing new affordable housing at One University for these citizens, we will become part of the solution. An added benefit is that the residents can live, work and enjoy leisure activities in the same community.

- F. Identify the proposed schedule for the work on the project, including the estimated time for completion.*

This section has been deemed Proprietary & Confidential in accordance with
Virginia Code Section 2.2-3705.6 11.b.

G. *Identify contingency plans for addressing public needs in the event that all or some of the project is not completed according to projected schedule.*

Because all units of the proposed purpose-built student housing will be delivered at one time to allow for all residents to move in on the same day, the construction risk of delivering the project late is simply not acceptable in Capstone's business model. Move-in day for our residents' sets the tone for all future management and operations. The financial performance of our projects, particularly as it relates to interest carry and other financial assumptions, require Capstone to deliver its projects according to the schedule presented to debt and equity providers when the project is financed.

In the unexpected event that the student housing would be delivered late, Capstone always builds stiff penalizing liquidated damages into the contracts of its general contractors for construction delays. Capstone's experienced management team forecasts the project delivery for months prior to the project opening and if there is any risk that its student housing project could be delivered late, hotel rooms are reserved for students and Capstone would incur the cost to house these students until the project is delivered. Timely project delivery is the cornerstone of our residents' satisfaction and is of the utmost importance to Capstone's management.

H. *Propose allocation of risk and liability for work completed beyond the agreement's completion date, and assurances for timely completion of the project.*

The Developers will be solely responsible for any delays on either the student housing or affordable housing construction that extends beyond the anticipated completion date.

I. *State assumptions related to ownership, legal liability, law enforcement and operation of the project and the existence of any restrictions on the public entity's use of the project.*

The affordable housing component of the project will be required to operate as an affordable housing development pursuant to the applicable local, state and federal regulations for the projects intended use. A corresponding use agreement, or lease will be utilized outlining the specific rules and terms its residents must comply with in order to live within the proposed affordable housing.

Similarly, both Developers will provide the necessary insurance coverage for each of the developments during construction as well as during the on-going operations to protect and insulate the public entity from any liability. Capstone operates all of its projects according to the terms and conditions as provided in its leases with its residents. Each lease requires parental guarantees (unless resident is willing to pay a one-time payment equal to the annual lease contract), and income verification. Capstone will target its leasing and marketing efforts primarily to George Mason students. Capstone will also lease to GMU staff, faculty, provided they comply with the same lease terms as student residents. Finally, due to Fair Housing Regulations, Capstone does not restrict its leasing policies to students; as non-students may choose to live at the proposed student housing project, provided they also comply with existing lease terms. As a practical matter, Capstone's experience has been that through a process of self-selection, non-students' prefer to live in market rate rental housing because it is more affordable than leasing by the bedroom.

- J. Provide information relative to phased or partial openings of the proposed project prior to completion of the entire work.**

Neither Developer is proposing to deliver the proposed project in partial phases at this time. In particular, the student housing financing mandates that the project will be delivered in its entirety at one time.

- K. Describe any architectural, building, engineering, or other applicable standards that the proposed project will meet.**

The student housing development will comply with IBC 2012 and will utilize best practices for energy efficiency and sustainability.

The affordable housing development will comply with Earthcraft building and energy efficiency standards.

- L. List any other assumptions relied on for the project to be successful.**

Student Housing Development

Capstone assumes it will be required to make an annual ground lease payment based on a 99 years term due to our lenders financing requirements. Anything shorter would require a review of the financial proforma and a possible adjustment in the annual ground lease payment and/or operating assumptions. Alternatively, Capstone is willing to acquire the property fee simple in a one-time lump sum payment at the time of finance closing under terms discussed in the Project Financing section of this Proposal.

Affordable Housing

Financial feasibility of the affordable housing component of the proposed project requires that the project receives: (1) an allocation of competitive 9% LIHTC's from VHDA; (2) and allocation of tax exempt bond financing from the State of Virginia; and (3) subordinate funding from Fairfax County or another similar source.

- M. List any contingencies that must occur for the project to be successful.**

Capstone anticipates that the zoning and entitlement process in Fairfax County will be lengthy. Because we believe the demand for off-campus purpose built student housing near GMU to be high, Capstone would like to explore with Fairfax County and FCRHA an expedited entitlement process to allow the student housing to be delivered as soon as possible. By expediting the approval processes, Capstone can reduce the development schedule and construction schedule and can accelerate the delivery of this new student housing inventory to the market.

As described earlier in this Proposal in the letter provided by our land use attorney, Walsh Colucci, Lubeley & Walsh, P.C., the current Comprehensive Plan and zoning does not allow for the density proposed in this submittal. Capstone/AHP's proposed design is achievable only by the willing cooperation of Fairfax County to amend the existing Comprehensive Plan and zoning to allow for the proposed 4-5 story buildings and proposed density.

Should the County not favorably amend the Comp Plan or up-zone the property to achieve the necessary Entitlements required to build the project as designed, Capstone/AHP will work collaboratively with the County to design a lower-density student housing and affordable housing project which can obtain the required Entitlements. However, under a significant reduction in allowable site density, the Developers may be required to reduce the maximum annual ground lease payment, or fee simple land acquisition price can be paid to reflect the lower density development that may ultimately be Approved or Entitled by Fairfax County.

Because Capstone/AHP are committed to financial transparency in its negotiations/interactions with FCRHA and the County, Capstone will negotiate in good faith to pay the highest annual ground-lease payment or fee simple land acquisition payment allowable in its financial proforma and still meet its financial return hurdles required by its lenders and equity partners to successfully finance the project. While the Development Team has not designed an alternative lower-density conceptual design plan for this Proposal, it is quite conceivable that an alternative design program (yielding a significantly lower unit count of student and affordable units), will be required should Fairfax County restrict the allowable density per the current or an amended Comprehensive Plan and zoning.

Affordable Housing Development

Financial feasibility of the affordable housing component of the proposed project requires that the project receives: (1) an allocation of competitive 9% LIHTC's from VHDA; (2) and allocation of tax exempt bond financing from the State of Virginia; and (3) subordinate funding from Fairfax County or another similar source.

SECTION IV

PROJECT FINANCING

A. Provide a preliminary estimate and estimating methodology of the cost of the work by phase, segment, or both.

Both Capstone and AHP, as experienced student housing and affordable housing developers, respectively, have provided financial proforma for both project components under separate cover due to this information being deemed proprietary & confidential in accordance with Virginia Code Section 2.2-3705.6 (11)(b).

The development budgets and operating budgets provided are based on Capstone and AHP's strong track record for successfully underwriting and then constructing similar projects through-out the United States over the past 25+ years in the industry. Our experience working on similar projects in the Fairfax market with reputable regional contractors, gives us the confidence in the assumptions we have made in our proforma with respect to our rental income assumptions, soft cost assumptions and construction cost estimates. We believe our track record for operating similar properties provides an accurate historical database of costs on which to base our operating budget. Additionally, we have received conceptual construction pricing from local contractors active in the Washington, DC area and we are confident in the accuracy of the pricing estimates provided in the student housing proforma.

B. Submit a plan for the development, financing and operation of the project showing the anticipated schedule on which funds will be required. Describe the anticipated costs of and proposed sources and uses for such funds, including any anticipated debt service costs. The operational plan should include appropriate staffing levels and associated costs. Include any supporting due diligence studies, analysis, or reports.

Student Housing

Our financial proforma outlining all development cost assumptions are provided in a detailed project proforma following this narrative. Both revenue, hard and soft development costs and operating assumptions are outlined. Capstone anticipates utilizing a 70% debt and 30% equity construction loan to finance the project. Once all design, engineering, approvals, permits, and other negotiations with FCRHA is complete, a GMP pricing will be provided by the selected general contractor and project financing will be finalized and construction will commence.

Capstone provides property management and operations services for all student housing projects it develops, and will operate the proposed student housing as well. Capstone Collegiate Communities has managed as many as 19,000+ beds of off-campus student housing at one time. C3 currently operates 7,854 beds of student housing under its management. Capstone will hire 6-7 permanent staff to operate the project, including a property manager, assistant property manager, leasing manager, maintenance supervisor, maintenance tech and grounds keeper. These full-time positions will report up to a regional manager who will be responsible for managing all on-site corporate functions of the property, including human resources, accounting, IT, marketing and fiber technologies. In addition, Capstone will hire 10-15 GMU students as part-time leasing assistants. 1-2 courtesy managers, likely from the city of Fairfax police force, will be invited to live on-site rent free to provide a police presence on-site. These courtesy managers provide services such as reporting broken windows and lights, reporting excessive noise or unwanted disturbances and un-locking units for residents who may have mis-placed their security access credentials.

Affordable Housing

The affordable housing project will consist of eighty units for seniors and 154 units for families. While considered

one project and both being constructed at the same time, the affordable housing project will consist of two separate ownership entities for financing and operations. The family project will be financed with 9% federal LIHTCs and a conventional first mortgage loan insured by HUD through its 221(d)(4) loan program. The senior project will be financed with 4% LIHTCs, HUD-insured tax-exempt bonds through its 221(d)(4) loan program, and subordinate funding from various sources, including the FCRHA. Included in this proposal is a proforma that sets forth the proposed sources and uses of funds for both the family and senior projects.

Residential Relocation Plan

AHP Virginia, LLC and Good Shepherd Housing and Family Services, Inc. (collectively the "Developers") will work with the Homeownership and Relocations Services Division of the Fairfax County Department of Housing and Community Development ("HCD") to develop a residential relocation plan (the "Relocation Plan") which meets the requirements of HCD, the Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970, as amended ("URA"), and the Virginia Housing Development Authority (to the extent required). Primarily the plan will be based on the requirements set forth in HUD's Handbook 1378, based on the provisions of the URA.

Our Relocation Plan will provide a framework that informs residents of Robinson Square as soon as possible through one-on-one counseling and assists them in assessing their individual needs. It will provide them with the ability to exercise choices about the future. The basic principles of the plan will be:

1. Reimburse resident costs. Given the limited incomes of the current residents, even small moving costs can have a profound impact on a household's budget. The Developers will pay all costs allowed by the URA plus reasonable costs for the household's return to the new project if that is their choice.
2. Provide physical and psychological support for moving. Beyond financial outlays, relocating can present physical, psychological and logistical burdens to those who have to move. This is especially true for frail individuals or those who have lived at the project for a long time and have little experience with moving. The Relocation Plan will provide for resident counseling and the option for help to pack and unpack belongings, set up appliances and cover utility billing transfers.
3. Keep housing costs affordable, in appropriate new housing. Housing costs at the new location must remain affordable to the household in order to preserve the family's housing stability. The new home must be equivalent to the housing at the original location, according to HUD's standards. It must have the number of bedrooms required to accommodate the household's size. Always, the relocation unit must meet the standard of decent, safe and sanitary housing. We recognize that affordable housing of the current type is limited in Fairfax County. We will work closely with DHCD to determine if units are available in other County-owned developments or if ADUs are available. Currently, new vouchers are not being offered, but at the time of development, we will discuss the possibility of vouchers that could be made available to the current tenants. We are also prepared to help the tenants find similar units outside of the County's inventory and provide rental assistance so that they will not be rent-burdened for the time they are relocated.
4. Minimize the number of times a household has to move. To protect housing stability, residents should move as few times as possible. Residents will be given the option to make their first move from the property permanent, not temporary, and to move only once before returning, if they choose.

5. Set fair and equitable priorities to govern the order in which households are given choices about their moves. Because the current project's population is diverse, household requirements vary greatly. For example, the needs of school children vary significantly from the needs of the frail elderly. Move priorities must take these varying needs and conditions into account.

In all aspects, the plan supports the basic guarantee to every household now living at the project that they may return to the community when there is a new unit available for them. Likewise, the relocation plan reaffirms the Developer's commitment not to make policy changes specific to project that cause current residents to be ineligible to return. The plan will also address resident communication issues, such as the need for timely information, as well as translation and interpretation services. It takes into account wide-ranging regulations that apply to the process, both from HCD and the federal government.

The family project and senior project will be managed by one property manager under two separate management agreements. The operating budget is based on comparable expenses provided by our management company. It is projected that the affordable units will be rented to tenants earning between 30% and 60% of the area median income ("AMI").

- C. *Include a list and discussion of assumptions underlying all major elements of the plan. Assumptions should include all fees associated with financing given the recommended financing approach. In addition, complete disclosures of interest rate assumptions should be included. Any ongoing operational fees, if applicable, should also be disclosed as well as any assumptions with regard to increases in such fees.*

Student Housing Development

The following schedule of assumptions detail key Building Program, Development Schedule, Financial Assumptions and Management Assumptions:

This section has been deemed Proprietary & Confidential in accordance with
Virginia Code Section 2.2-3705.6 11.b.

Affordable Housing Development

Following this narrative, a proforma is included which assumes the following detailed development and operations assumptions:

1. The Family Project and Senior Project will each be owned by a to-be-formed Virginia limited partnership (the "Partnership"), whose general partners, with a .01% interest, will be affiliates of AHP Virginia, LLC and Good Shepherd Housing. The 99.99% limited partner will be an entity to be identified after a reservations of tax credits are received.
2. The Family Project will have a total of 154 units. The Senior Project will have a total of 80 units. All 234 units will be affordable units by serving tenants at 80% of median income or lower.
3. Total construction costs are estimated to be \$38.5 million for the Family Project and \$16.8 million for the Senior Project.
4. The Partnership will obtain construction/permanent financing of \$17.4 million for the Family Project and \$14.75 million for the Senior Project.
5. The projected interest rate on the construction/permanent Loans 5.25%, including MIP.
6. Annual payments on the Permanent Loan will be made on a 40-year amortization period.
7. The Family Project and Senior Project will lease the land from the Fairfax County Redevelopment and Housing Authority for \$1 per year.
8. All costs not covered by the permanent financing and tax credit equity will be covered by deferred developer fee.
9. Total tax credit equity will be approximately \$29 million for the Family Project and \$7 million for the Senior Project, representing \$1.00 per dollar of tax credit available to the tax credit investor.
10. Profits and losses from operations and allocation of tax credits will be 99.99% to the tax credit investor and .01% to the general partner.
11. Each project will pay an asset management fee of \$5,000 each to the FCRHA and to the investor starting in the first year of operations, (which fee shall increased based on any annual consumer price index increases and shall be cumulative).
12. The cash flow waterfall from net operating income is as follows: (1) asset management fee to investor, (2) asset management fee to FCRHA, (3) deferred developer fee, (4) managing members' operating deficit loans, (5) 80% to the general partner (first as payment of the incentive management fee and thereafter as a distribution) and 20% to the investor members.
13. The cash flow waterfall from sales proceeds is as follows: (1) asset management fee, (2) payment of all debt and liabilities, (3), managing members' operating deficit loans, and (4) 90% to the general partner and 10% to the investor.

14. The tax credit percentage is estimated to be 9.0% for the Family Project and 3.25% for the Senior project.
15. Total tax credits over the 10-year period will be \$29,000,000 for the Family Project and 6,969,900 for the Senior Project.
16. The replacement reserve will be funded in the annual amount of \$46,200 for the Family Project and \$24,000 for the Senior Project, or \$300 per unit per year.
17. Rental amounts are based on 2018 median income for Fairfax County.
18. Rental amounts are increased 2.0% annually. Vacancy is 5% of gross rent. Management fees will be 5% of operating revenue. Expenses are increased 3.0 % annually. Replacement reserves are not increased annually.

D. Identify all anticipated risk factors and methods for dealing with these factors.

Student Housing Development

The primary project risk factors are: construction cost escalation, Entitlement risk (must amend the Comprehensive Plan and re-zone property), interest rate increases and construction delays that could impact the delivery date of project.

Entitlement risk will be managed by moving forward through the design process in step with the Entitlement process. In other words, design drawings will be completed through a Design Development level of drawing (rather than full construction drawings) prior to obtaining substantial Entitlements. Once Entitlements are imminent, construction drawings will be completed.

Interest rates and other capital structure financing assumptions will be made in Capstone's financing team's best judgment, understanding that these financing assumptions could change over the course of project pre-development due to forces beyond Capstone's control.

Finally, Capstone will enter into a Design-Build GMP contract with our selected general contracting partner. In doing so, this general contractor will have a "seat at the table" at the conceptual level of design. In this way, the general contractor will be engaged and actively involved in the design process. The general contractor's input on the design is essential such that all parties are designing the plans from the on-set to an established construction budget that is within the limits of a financial proforma such that the project is financeable and achieve Capstone's Return on Cost hurdles.

Affordable Housing Development

Below is a list of anticipated risk factors and methods for dealing with these factors:

Entitlement Risk — It will be necessary to amend the Comprehensive Plan and Zoning for the site.

Funding Risk — Application will be made to the Virginia Housing Development Authority for affordable housing tax credits ("Tax Credits"). Obtaining Tax Credits can be extremely competitive and there is no guarantee that our application will be successful.

Interest Rate Risk — It is anticipated that the entitlement process will take up to 18 months to complete, at which time we would apply for construction and permanent financing. It is possible that interest rates for such financing will rise by that time.

Default Risk — The financing structure assumes a debt service coverage ratio of 1.15, an operating reserve, and operating expenses have been reasonably estimated at \$6,350 per unit per year for the Family Project and \$6,400 per unit per year for the Senior Project. Lower than anticipated rents and higher expenses could increase the default risk.

- E. *Identify any local, state or federal resources that the private entity contemplates requesting for the project. Describe the total commitment, if any, expected from governmental sources (and identify each such source) and the timing of any anticipated commitment. Such disclosure should include any direct or indirect guarantees or pledges of the County's credit or revenue.***

Student Housing Development

Capstone is proposing to finance the student housing through its traditional debt and private equity capital structure, which is anticipated to be a 70%/30% capital stack. Capstone principals will provide the personal guarantees of the construction debt. The financial proforma provided in this Proposal assumes no local, state or federal financial resources are contributed to this project and that no government financial assistance is provided. No direct or indirect guarantees or pledges by the County's credit or revenue is requested by Capstone.

The only scenario under which this proposed financial structure could possibly change is if George Mason sought to have a more formal affiliation with Capstone's proposed student housing. For example, if George Mason was willing to enter into an Affiliation Agreement with Capstone, whereby GMU might hypothetically agree to advertise this proposed student housing on its university housing web-site or make other commitments to Capstone to promote the project's success and occupancy, it is possible to attract tax-exempt bond financing as project financing, which could potentially result in a lower total cost of capital for the project. Capstone has not had any formal discussions with GMU regarding the use of tax-exempt bond financing for this project; all assumptions in our submitted financial proforma assumes the aforementioned, private debt and equity structure. Capstone mentions this only for purposes of transparency because our firm has successfully utilized tax-exempt bond financing on student housing projects in the past when universities have desired to have a more formal relationship with Capstone's student housing projects. However, no assumptions of this kind have been made in our financial proforma.

Affordable Housing Development

The following is a list identifying any local, state or federal resources AHP Virginia, LLC is considering requesting for One University.

Application will be made to the Virginia Housing Development Authority for affordable housing tax credits ("Tax Credits") in the estimated amount of \$29 million for the Family Project and \$6,969,900 for the Senior Project. Tax Credits are a federal tax credit based on the eligible development costs. The Tax Credits are "sold" to third party investors who provide equity to the project. Obtaining Tax Credits can be extremely competitive and there is no guarantee that our application will be successful, however, principals of AHP Virginia, LLC have an excellent track record in obtaining Tax Credits.

Application will be made to the FCRHA for secondary, "soft" financing for the Senior Project. This financing is competitive and is based on project underwriting. The total financing request is estimated to be \$7.5 million.

No direct or indirect guarantees or pledges of the County's credit or revenue will be required for this project.

F. *Identify the amounts and the terms and conditions for any revenue sources.*

Student Housing Development

Revenue from leases on the student housing will provide repayment of debt and operations. All leases with residents will be for 12 month terms and rent will be charged by the bedroom, not by the unit. A 5% vacancy will be assumed on all lease revenue and additional rental income. The monthly rental "package" will include rent (12 month lease required) furniture and Cable and Internet. Residents will pay for water, electricity and parking.

Affordable Housing Development

The revenue for the affordable housing transaction will come from tenant rents, 95% of which are currently contemplated to be restricted to households earning up to 60% of the AMI. See operating budget contained following this narrative.

G. *Identify any aspect of the project that could disqualify the project from obtaining tax-exempt financing.*

Student Housing Development

Capstone is not currently proposing a tax exempt financing structure. Capstone is proposing that the student housing will be financed with private debt and equity. However, should George Mason University show interest in having a more formal affiliation with Capstone on the proposed student housing project (which is not required as proposed herein), through a more formalized "Affiliation Agreement" with Capstone, it is possible that a tax exempt bond financing structure could be utilized and could possibly result in a lower cost of capital to the project. Capstone welcomes any and all conversations regarding employing a finance structure which could result in a lower cost of capital, and thereby lower total development costs because it could yield a net effect of lower rental rates to GMU students.

Affordable Housing Development

Because the Family Project will receive 9% low-income housing tax credits it will not be able to utilize tax-exempt bonds. The Senior Project will be eligible to utilize tax-exempt financing from the proceeds of tax-exempt bonds issued by the FCRHA.

H. *Identify any third parties that the private entity contemplates will provide financing for the project and describe the nature and timing of each said commitment.*

Student Housing Development

Capstone has developed strong relationships with many third party debt and equity providers who we have repeatedly used to finance our deals over the years. We have a variety of bank and equity sources that we can

reach out to, but we will target the providers who will be the best fit for this project. We will assemble a financing package with all the key information about the project at the appropriate time in the development cycle once we have firm pricing from the contractor. After the recipients review and underwrite the deal, we expect to receive several term sheets on both the debt and equity side. Due to the strength of our past development history and financial condition of both the company and our owners/guarantors, we can command the best terms in the industry relative to interest rate, term and fees. Capstone will be in the position to choose the providers with the most favorable terms. Due to the anticipated size of the deal, we will likely end up with a syndicated loan involving at least two and possibly three lenders. In the past, Capstone has taken the lead in assembling multiple banks to complete the debt stack. On the equity side, we have the option to pursue either mezzanine debt or institutional equity and we will make the decision based on balancing the risk-reward ratio for each one.

The net operating income is derived from a revenue stream based on a total bed count of 805 beds at prevailing rental rates for this location and product type near GMU. C3 then applied its in-depth knowledge of anticipated operating costs for student housing projects, as well as data provided by Danter, a third-party market research company that analyzed and recommended achievable market rental rate. The goal of our financial analysis was to solve for the highest land acquisition payment that could be made to the current Owner and still allow Capstone to achieve a Total Return on Cost sufficient to obtain financing for the project. Our Team is proposing to either enter into a 99-year ground lease with FCRHA under terms and conditions that will be mutually agreed upon by both the Developers and FCRHA, or Capstone will purchase the Property fee simple. It will be at the discretion of the County and FCRHA to decide which of these payment options is more desirable.

Affordable Housing Development

It is anticipated that both the Senior Project and the Family Project will be financed with HUD insured construction and permanent loans from a lender to be determined. HUD insured financing provides not only construction and permanent financing but also the largest amount of loan proceeds, although much of that is offset with higher construction costs due to the Davis-Bacon wage requirement. The financing for the Senior Project will utilize tax-exempt bonds issued by the Fairfax County Redevelopment and Housing Authority. For both projects, the Virginia Housing Development Authority ("VHDA") will provide both the 9% and 4% LIHTCs. The Senior Project will require a subordinate loan, which can be provided by the FCRHA or other governmental entity. Given the uncertainty in timing of the PPEA process, it is impossible to determine the exact timing. VHDA has one annual application cycle in March of each year, so application will be made in March following zoning approval for the site. At the same time, application is made to the HUD lender. VHDA awards tax credits in June-July; the HUD application process can take nine to twelve months, so Closing would occur in the first quarter of the year following the year in which the applications were made.

The Student Housing Proforma and Affordable Housing Proforma have been deemed proprietary & confidential in accordance with Virginia Code Section 2.2-3705.6 (11)(b) and will be provided under separate cover.

SECTION V

PROJECT BENEFIT & COMPATIBILITIES

- A.** *Describe the anticipated benefits to the community, region or state, including anticipated benefits to the economic condition of the County, and identify who will benefit from the project and how they will benefit. Such social and economic impacts should include but are not limited to community benefits, including the economic impact the project will have on the local community in terms of the amount of additional tax revenue to be generated for the County, the number of jobs generated for County residents and level of pay and fringe benefits of such jobs, the training opportunities for apprenticeships and other training programs for County residents generated by the project, and the number and value of subcontracts generated for County subcontractors.*

Student Housing Development

The proposed off-campus purpose built housing will enhance GMU's mission to house its students on or near its campus. Building a critical mass of student housing near the campus proper will reduce the number of students which are currently commuting into Fairfax solely to attend GMU. Not only will this new proposed student housing help to reduce vehicular traffic on the major traffic arteries by providing housing that allows residents to walk to classes at GMU, but it will enhance its students university experience by giving them a more traditional university experience where they can interact with fellow students at the shops, restaurants and other commercial establishments more readily within Fairfax, as residents. Downtown Fairfax businesses will benefit in particular by the addition of over 800 GMU students living within one mile of these businesses.

Capstone expects over 400 new jobs to be created during construction, as well as the 6-7 permanent full-time positions and up to 15 part-time positions created for GMU students as leasing assistants to assistant in the lease-up and operations of the student housing community.

We expect over \$1,000,000 in new annual property tax revenue to be created by the student housing, which is not currently offered by the on-site user today. For these reasons, Capstone believes the student housing will provide considerable benefits to the community at large.

Affordable Housing Development

AHP's experience in providing affordable housing communities in Fairfax County and the Washington region gives us the ability to work well with elected officials, professional housing advocates and local citizens. Our goal is to produce a product type that the community is proud of and that will increase the overall number of units offered. The need for affordable housing for Fairfax County's hard-working citizens has been well documented. Our proposal for One University will meet these needs and will be a neighborhood that the citizens of Fairfax County will appreciate. It will be an affordable housing community where residents can come together to live, work and take advantage of nearby recreation.

- B.** *Identify any anticipated public support or opposition, as well as any anticipated government support or opposition, for the project.*

In preparing this submittal, The Developers have met with numerous stakeholders interested in increasing the Fairfax communities affordable and student housing supply. Based on this input, we determined that proposing a public-private partnership for the One University site would provide a solution to the critical student housing needs for George Mason University and affordable housing needs in Fairfax County, long identified by the Board of Supervisors and the Department of Housing and Community Development. Because more affordable housing

is needed in the County, we anticipate the support of the community as we meet with them and they learn of our plan. We do not anticipate any major opposition to our proposed affordable housing community. We do understand that any development may raise neighborhood concerns regarding construction impacts, overall design character, and any of a number of other legitimate issues. We have done our best to anticipate and address these concerns and will continue to actively seek community input throughout the process.

C. Explain the strategy and plans that will be carried out to involve and inform the general public, business community, and governmental agencies in areas affected by the project.

Student Housing Development

Early in the due diligence process, Capstone will retain Walsh Colucci, Lebel & Walsh, our local land use attorney, to guide Capstone through the challenges of working with the local government entities and neighborhood stakeholders effectively. Implementing a comprehensive public outreach program to effectively communicate with all project stakeholders will be one of Capstone's first tasks upon selection to partner with Fairfax County Redevelopment Housing Authority on the proposed project. Key initial due diligence tasks will include engaging GMU students via focus groups to ensure the project's design meets the amenity and rental rate preferences of these students. GMU's housing department, facilities management and other key university leadership will be engaged to provide input on how to best develop a housing community that responsibly meets the needs of GMU.

Affordable Housing Development

Public involvement and support is essential to the success of any public-private partnership. Our team members are well versed in preparing websites, exhibits, presentations, and other communication tools that clearly explain the proposed project and its relationship to the community. We will work with County officials to develop a schedule of public meetings and notify the appropriate community groups. We believe that transparency in the process of planning and development is critical to the success of any project of this type. We will work to keep the community well informed.

D. Describe the compatibility of the project with local, regional, and state economic development efforts.

Student Housing Development

With a proposed total development cost of approximately \$84M, this sizeable new multifamily development will certainly enhance local, regional and state economic development goals. As stated previously, over 400 new jobs will be created during construction by individuals paying annual income taxes on these new jobs. Building in-fill student housing within walking distance of GMU will ensure that these new local residents will make use of the local services and businesses near their new housing, as opposed to utilizing this shopping power outside of Fairfax.

Affordable Housing Development

Our affordable housing design for this site will allow the County to better serve the residents by making affordable housing available in the Braddock District, where it is vitally needed. It will be a community where citizens can live and work in the same community with a tranquil setting. We will work in concert with George Mason University and the Fairfax County Economic Development Authority to identify business and community needs that will continue to enhance the quality of life in an important part of the County.

- E. Explain the compatibility with the County's comprehensive plan, infrastructure development plans, capital improvements budget, or other government spending plan.*

Student Housing Development

Fairfax County's Comprehensive Plan strives to achieve an outstanding quality of life through: economic prosperity and expanding opportunity; access to high quality education, public services and facilities; reducing excessive reliance upon the automobile; promoting public/private partnerships, designed to enhance its long-term competitive position in regional, national, and international economic development; and, supporting the employability of the population for its economic betterment. All of these goals are supported by the student and affordable housing development.

Specifically, housing for upper-classmen of GMU will be provided and will directly address GMU's stated need for upper-classmen housing. Because the Developers will assist in finding a suitable alternative location for the site's current County offices and library, there will be no detrimental impact of the relocation of current users.

We believe the walk-able nature of the student housing to the GMU campus, cannot be under-estimated. In Capstone's experience, the proximity of the proposed student housing to classrooms, will effectively mean that over 800+ students will no-longer need to drive to class and this will significantly reduce the vehicular stress on Fairfax infrastructure and GMU parking lots and decks.

Notwithstanding, as described earlier in this Proposal in the letter provided by our land use attorney, Walsh Colucci, Lubeley & Walsh, P.C., the current Comprehensive Plan and zoning does not allow for the density proposed in this submittal. Capstone/AHP's proposed design is achievable only by the willing cooperation of Fairfax County to amend the existing Comprehensive Plan and zoning to allow for the proposed 4-5 story buildings and proposed density.

Should the County not favorably amend the Comp Plan or up-zone the property to achieve the necessary Entitlements required to build the project as designed, Capstone/AHP will work collaboratively with the County to design a lower-density student housing and affordable housing project which can obtain the required Entitlements. However, under a significant reduction in allowable site density, the Developers may be required to reduce the maximum annual ground lease payment that can be paid, or the fee simple land acquisition price that can be paid may also need to be reduced to reflect the lower density development that may ultimately be Approved or Entitled by Fairfax County. Because Capstone/AHP are committed to financial transparency in its negotiations/interactions with FCRHA and the County, Capstone will negotiate in good faith to pay the highest annual ground-lease payment or fee simple land acquisition payment allowable in its financial proforma and still meet its financial return hurdles required by its lenders and equity partners to successfully finance the project. While the Development Team has not designed an alternative lower-density development scheme for this Proposal, it is quite conceivable that an alternative design program yielding a significantly lower unit count of student housing and affordable units will be required, should Fairfax County restrict the allowable density per the current or an amended Comprehensive Plan and zoning.

Affordable Housing Development

This property is owned by the Fairfax County Redevelopment and Housing Authority. The property will require a Comprehensive Plan Amendment and Rezoning from Fairfax County to a Plan Development Housing (PDH) designation. We believe that it is achievable after our proposal is fully reviewed by the County staff, the Planning

Commission and the Board of Supervisors. Our team will work closely with local officials and citizens to ensure the construction plans fit the guidelines of the Comprehensive Plan, as well as local capital improvements and spending plans.

- F. Provide a statement setting forth participation efforts to be undertaken in connection with this project with regard to the following types of businesses:**
- I. Minority-owned businesses**
 - II. Woman-owned businesses**
 - III. Small businesses**

The Development team is keenly interested in providing opportunities to qualified minority-owned businesses, woman-owned businesses and other small businesses. Both Capstone and AHP recognizes and values the benefits of promoting underutilized business and is committed to seeking opportunities to heavily involve these businesses in this project. For One University, the following actions will be taken to guide the subcontracting strategy and ensure SWaM goals are met.

Action Item 1: Creating Opportunities

We will seek, where ever possible, small business participation in each of the available divisions of work. Among the ways the firm creates opportunities for such businesses to participate are by:

- Assisting buyers in developing and maintaining bidders lists of SWaM vendors from all possible sources; utilizing qualified SWaM business solicitation lists as prepared by the developer and, upon request from the developer to the owner, the owner's list, that have the potential to provide products and services required under this Agreement
- Ensuring that SWaM businesses are solicited whenever they are potential sources of products or services
- Ensuring inclusion of SWaM vendors in all solicitations for products or services that they are capable of providing; and when feasible, dividing the work into smaller tasks or quantities
- Reviewing solicitations to remove statements, clauses, etc., which may restrict or prohibit SWaM vendors; establishing work schedules, where the requirements of the Work permit, to encourage SWaM participation
- Ensuring the establishment and maintenance of records of solicitations and subcontract award activity; using the services and assistance of the Office of Minority Business Enterprise of the U.S. Department of Commerce, and similar agencies to identify potential SWaM businesses
- Attending business opportunity workshops, minority business enterprise seminars, trade fairs, etc.
- Conducting training for estimating and purchasing personnel
- Monitoring attainment of proposed targets
- Overseeing the preparation and submission of required periodic SWaM subcontracting reports
- Coordinating the conduct of contractor's activities involving its SWaM subcontracting program and SWaM vendors concerns
- Explaining the SWaM certification process to the subcontractors/vendors and directing them to the online certification application on the Virginia Department of Minority Business Enterprise website

Action Item 2: Maximum Outreach

We will take the extra steps to ensure that as many small and minority-owned businesses as possible have the chance to participate in One University. These steps include:

- Holding business fairs and preconstruction meetings; posting or advertising opportunities on appropriate websites, newspapers, plan rooms and with SWaM or related associations
- Contacting as many SWaM businesses as reasonably possible; analyzing subcontractor databases and reaching out to SWaM businesses; making phone calls to discuss the project and immediately address any issues and concerns that might otherwise discourage firms from participating
- Notifying local and regional small and minority business trade associations and government small business assistance offices, such as the Virginia Department of Minority Business Enterprise and Virginia Minority Supplier Development Council
- Regularly hosting and attending business opportunity fairs to provide subcontractors with the opportunity to hear about opportunities on this and other projects
- Sponsoring and exhibiting at small business fairs

Action Item 3: Thorough Measurements and Reporting. The Developers will agree to submit SWaM utilization reports on a quarterly basis, as required, to include:

A summary of activities undertaken within the quarter to increase SWaM visibility to the project and to encourage SWaM participation on the work. The summary will include:

- A listing of SWaM businesses contacted
- Specific work package opportunities that were explained to the contacted business
- A description of the attempts made to encourage the contacted business' participation on the project
- Specific responses by the contacted business to those attempts and any bidding process in which such business participated and their respective bidding results

A summary of SWaM subcontracts awarded in the quarter and cumulatively to date on the project, showing small, women and minority owned awards separately to include the following:

- The name of the firm
- DMBE certification number
- Contact person and phone number
- Total dollar amount subcontracted
- Category type (small, women, or minority-owned)
- Type of product or service provided
- The percentage (expressed in terms of dollar value) of subcontracts awarded to SWaM businesses as a percentage of the overall subcontracted project value, showing small, women and minority owned awards separately
- The quantity of contracts awarded to SWaM organizations as a percentage of the overall project quantity of contracts awarded to small, women and minority owned awards separately
- The total dollar amount of work contracted, committed and projected to be performed by SWaM businesses
- The total dollar amounts paid to date and the other subcontractors to SWaM businesses.

CONCLUSION

Capstone and AHP/Good Shepard are pleased to submit this Proposal to re-develop One University. Our Team believes the proposed Master Plan respects the relationships with the existing layout and massing of the surrounding community, while maximizing the density of affordable and student housing that can be designed on the site. We believe that we have achieved our goal of maximizing the land value to be paid to FCRHA in this proposal.

The new proposed mixed-use development will provide multiple benefits to the community: 1) provide over \$1M in annual tax revenue for Fairfax County; 2) provide an income stream to the County via either the ground-lease payments for fee simple acquisition land payment; 3) reduce local vehicular traffic and parking demand on GMU's campus; 4) increase employment opportunities through new construction jobs and permanent management positions; 5) increase the in-fill, pedestrian-oriented housing supply available to GMU students; and 6) provide housing that meets the goals adopted in the Housing Blueprint by providing affordable housing for low income families.

The track record of Capstone, AHP/ Good Shepard, and all the consultants that contributed to this submittal, speaks to our Team's integrity and professionalism. We are excited by the opportunity to partner with the County and FCRHA to activate University Drive with new offices, affordable family and senior housing, and highly amenitized student housing for GMU students within walking distance of the classrooms. We believe this Public-Private Partnership will be a transformative project for Fairfax.

PPEA PROPOSAL

ONE UNIVERSITY DEVELOPMENT