

PROFFERS
FF REALTY LLC AND CLEMENTE LLC

RZ 2005-MA-008

September 23, 2005

Pursuant to Section 15.2-2303(A) of the *Code of Virginia* (1950) as amended, subject to the Board of Supervisors approval of the requested proffered condition amendments affecting development of the application property identified as Tax Map 62-3 ((1)) 13A, 14, 15, 17, 18, 19 and 62-3 ((7)) 1A, 2A, 3, 4, 5, 6A, 7A, 8, 9, 10 and to-be vacated right-of-way associated with Condit Court and South Greenbrier Street (hereinafter referred to as the "Property"), FF Realty LLC and Clemente LLC, hereinafter referred to as the "Applicants" proffers for themselves, their successors and assigns, the following conditions. These proffers supercede any previous proffers accepted for the Property.

1. Development Plan. Development of the Property shall be in substantial conformance with the Conceptual Development Plan/Final Development Plan (CDP/FDP) prepared by William H. Gordon Associates, dated February 2005 and revised through August 31, 2005.
2. CDP Elements. Notwithstanding that the CDP/FDP is presented on Sheets 1 through 16 and said CDP/FDP is the subject of Proffer No. 1 above, it shall be understood that the CDP shall be the entire plan shown on Sheet 4 relative to the points of access, total gross floor area, general location of buildings and the amount and general location of open space, and that the Applicant has the option of requesting a Final Development Plan Amendment for elements other than the CDP elements in accordance with the provisions set forth in Section 16-402 of the Zoning Ordinance, if in conformance with the approved CDP and proffers.
3. Maximum FAR. The maximum overall floor area ratio on the Property shall be limited to a 1.653 FAR (including Affordable Dwelling Units and bonus units). The FAR increase over 1.45 shall consist of ADUs and related bonus units as defined in Part 8 of Article 2 of the Zoning Ordinance.
4. Minor Modifications. Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications from the CDP/FDP may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layout shown on the CDP/FDP without requiring approval of an amended FDP provided such changes are in substantial conformance with the CDP/FDP as determined by the Zoning Administrator,

agents or assigns and neither increase the total gross square footage nor decrease the amount of open space.

5. Uses. The following Principal and Secondary Uses may be permitted within the buildings shown on the CDP/FDP, so long as there is no increase in FAR and sufficient parking is provided:
- A. Dwelling Units
 - B. Affordable Dwelling Units
 - C. Accessory uses and accessory service uses.
 - D. Fast food restaurants, only if located with other principal or secondary uses and not to include a drive-through.
 - E. Health clubs.
 - F. Personal service establishments.
 - G. Quick service food stores.
 - H. Bank teller machines.

Additional Principal and Secondary uses not listed above may be permitted with the approval of a Final Development Plan Amendment (FDPA) or special exception if in substantial conformance with the CDP/FDP and proffers. A Proffered Condition Amendment (PCA) application shall not be required so long as the layout is in substantial conformance with the CDP/FDP, and adequate parking is provided.

6. George Mason Drive. At the time of site plan approval or upon demand, whichever comes first, the Applicant shall dedicate and convey in fee simple to the Board of Supervisors right-of-way along the Property's South George Mason Drive frontage measuring approximately 6,858 square feet in area as shown on Sheet 3 of the CDP/FDP.
7. Leesburg Pike. If required by VDOT at the time of site plan approval or upon demand by VDOT or Fairfax County, whichever may come first, the Applicant shall dedicate and convey in fee simple to the Board of Supervisors right-of-way along the Property's Leesburg Pike frontage to accommodate a new right turn lane as shown on Sheet 4 of the CDP/FDP (the "Turn Lane"). Further, the Applicant shall diligently pursue dedication of right-of-way and provision of temporary construction easements from the adjacent property to the west, identified as Tax Map 62-3 ((1)) 13 (the "Off-Site Parcel"), to continue the Turn Lane. The Applicant shall construct a right turn lane, subject to Virginia Department of Transportation ("VDOT") approval, from westbound Leesburg Pike on to north bound South George Mason

Drive. Said improvement shall be completed and open for public use prior to the issuance of the 300th Residential Use Permit ("RUP") for the Property. However, upon demonstration by the Applicant that despite diligent efforts the improvements have been delayed, either due to the time necessary for potential condemnation as described below or other engineering/construction related issues, the Zoning Administrator may agree to a later date for the completion of the improvements.

The Applicant shall make all reasonable efforts to acquire the off-site right-of-way and temporary construction easements necessary for the construction of the Turn Lane. In the event the Applicant is not able to acquire the right-of-way and easements necessary to construct the Turn Lane, the Applicant shall submit a written request to Fairfax County to acquire the right-of-way and easements by means of its condemnation powers. In conjunction with such request, the Applicant shall forward to the appropriate County agency: (1) plat, plans and profiles showing the necessary right-of-way and easements to be acquired; (2) an appraisal, prepared by an independent appraiser approved by the County, of the value of the right-of-way and easements to be acquired and of all damages, if any, to the residue of the Off-Site Parcel; (3) a sixty (60) year title search certificate of the Off-Site Parcel on which the easement is to be acquired; and (4) cash in an amount equal to appraised value of the right-of-way and easements and of all damages to the residue of the Off-Site Parcel. In the event the owner of the Off-Site Parcel is awarded more than the appraised value of the Off-Site Parcel and of the damages to the residue in a condemnation suit, the Applicant shall pay the amount of the award in excess of cash amount to the County within fifteen (15) calendar days of said award. It is understood that the Applicant upon demand shall pay all other costs incurred by the County in acquiring the right-of-way and easements to the County. Prior to and during the contemplated condemnation proceedings described above, the Applicant, its successors and assigns, shall be permitted to submit, process and receive approval of site plan(s)/subdivision plat(s) and development permits for other portions of the Application Property as described herein.

In the event, the County elects not to use its condemnation powers to acquire the necessary right-of-way from the Off-Site Parcel, the Applicant shall be relieved of its obligation to construct the Turn Lane, and shall instead contribute the estimated cost of constructing the Turn Lane as determined by DPWES, including estimated right-of-way acquisition costs, to Fairfax County for future construction by others or for other roadway improvements in the area.

8. Leesburg Pike Crosswalk. Subject to approval by VDOT, the Applicant shall design and construct a 5 foot median within Leesburg Pike at its western approach to the George Mason Drive intersection. The purpose of said median is to provide a safe refuge for pedestrians crossing Leesburg Pike and shall be accomplished by reducing the existing lane widths (i.e., from 12 foot to 11 foot), as may be approved by VDOT. Subject to VDOT approval, the Applicant shall further install a pedestrian countdown signal at this pedestrian crosswalk.

Nothing in this proffer shall obligate or require the Applicant to acquire any additional public right-of-way or off-site easements to construct and install the foregoing improvements. Said improvements shall, subject to VDOT approval, be in place prior to the issuance of the 300th RUP. However, upon demonstration by the Applicant that despite diligent efforts the improvements have been delayed, the Zoning Administrator may agree to a later date for the completion of the improvements.

9. South Fourteenth Street. At the time of site plan approval or upon demand, whichever comes first, the Applicant shall dedicate and convey in fee simple to the Board of Supervisors right-of-way along the Property's South Fourteenth Street frontage measuring 27 feet from the existing right-of-way centerline as shown on Sheet 4 of the CDP/FDP. The Applicant shall construct improvements to the Property's South Fourteenth Street frontage providing a half section of a Category 3 street with curb and gutter, measuring 19 feet from the existing right-of-way centerline.

Subject to VDOT and DPWES approval, the Applicant shall install a raised and channelized median at the Property's northern garage exit on South Fourteenth Street that precludes northbound left turns onto South Fourteenth Street.

10. Off-Site South Fourteenth Street and South Dinwiddie Street Improvements. Subject to adequate right-of-way and temporary construction easements being made available at no cost to the Applicant, and subject to approval by Arlington County, the Applicant shall provide improvements to the west side of South Fourteenth Street and the south side of South Dinwiddie Street in Arlington County as described below:
 - A. Construct street widening and curb and gutter along the west side of South Fourteenth Street, between the Property's northern boundary and South Dinwiddie Street, measuring 19 feet from existing right-of-way centerline. Construct a continuous five foot wide concrete sidewalk along this frontage with an appropriate transition to the proposed sidewalk section on the Property.
 - B. Construct a continuous five foot wide concrete sidewalk along the south side of South Dinwiddie Street between George Mason Drive and South Fourteenth Street with an appropriate transition to the proposed sidewalk section on the Property. Said sidewalk to be located around existing overhead utility lines.
 - C. Provide pedestrian crossing enhancements at the intersection of South Fourteenth Street and South Dinwiddie Street to include construction of nubs and two brick stamped and tinted crosswalks, one crossing South Fourteenth Street and one crossing South Dinwiddie Street.
 - D. Provide a sign at the South Fourteenth Street approach to Dinwiddie Street prohibiting right turns on weekdays between 7:30 a.m. and 8:30 a.m.

The provision of these improvements in Arlington County shall not preclude the approval of the site plans or the issuance of building permits or Non-RUPs for the Property. In the event that the Arlington County approvals for improvements indicated on this proffer are not received prior to the issuance of 50 percent of the RUPs for the Property, the Applicant shall provide a contribution to Arlington County Department of Public Works in order for Arlington County to provide the said improvements. That contribution shall not exceed \$50,000.

11. Density Credit. Density credit shall be reserved as may be permitted by the provisions of Paragraph 5 of Section 2-308 of the Fairfax County Zoning Ordinance for all eligible dedications described herein, including road dedications, or as may be required by Fairfax County or Virginia Department of Transportation ("VDOT") at the time of site plan approval.
12. Traffic Signals. Prior to first site plan submission for the Property, the Applicant shall provide signal warrant analyses for signals at (1) the intersection of Leesburg Pike and South Fourteenth Street, and (2) the Property's access point on South George Mason Drive opposite the entrance to the Skyline Village townhouse community based on final build-out of the Property. If determined warranted by VDOT, the Applicant shall make timely application to VDOT for signal installation and have the signal(s) in place or bonded prior to the issuance of the 300th RUP for the Property or at a time mutually agreed to between the Applicant and the County. However, upon demonstration by the Applicant that despite diligent efforts the installation of the signal(s) have been delayed, the Zoning Administrator may agree to a later date for the signal installation(s).
13. Transportation Demand Management. The use of mass transit, ride-sharing and other transportation strategies shall be utilized to reduce traffic trips for the residential units during peak hours by 10 to 15% of the trips generated according to the ITE Trip Generation Manual, 7th Edition for the AM and PM peaks. Residents of the residential development shall be advised of this transportation strategy. Transportation coordination duties shall be carried out by a designated property manager(s) or transportation management coordinator(s). The transportation strategy management position may be a part of other duties assigned to the individual(s) but transportation demand management shall be one of the person's primary duties. The transportation management strategies shall be initiated prior to the 200th RUP being issued. Strategies shall be developed in coordination with Fairfax County Department of Transportation ("FCDOT") and those implemented may include, but not be limited to, the following:
 - A. Participation in the Fairfax County Ride Share Program;
 - B. Dissemination of information regarding Metrorail, Metrobus, ridesharing and other relevant transit options in residential sale/lease packages;

- C. Making Metro maps, schedules and forms, ridesharing and other relevant transit option information available to owners/tenants in a common area(s) of the Property;
- D. Providing a WMATA Smartrip Card to all initial tenants and/or initial purchasers;
- E. Providing amenities for bicycle storage including bicycle racks within the parking structure and along Leesburg Pike as shown on the CDP/FDP;
- F. Providing two bus shelters in the vicinity of the Property as described below;
- G. Providing a sidewalk system designed to encourage/facilitate pedestrian circulation;
- H. Providing broadband, high capacity data/network connections in all dwellings to facilitate working at home;
- I. Providing a business center wired with high capacity data/network connections;
- J. Promoting mass transit usage (to be accomplished by the transportation management coordinator);

The Applicant shall notify FCDOT of the date that the transportation strategies are initiated. One year after the transportation management strategies are initiated, the Applicant shall conduct a survey of residents in the residential development to determine their transportation characteristics. This survey will help form the basis of the transportation management program for development and shall be developed in consultation with DOT and submitted to the DOT for review.

Bi-annually thereafter, the Applicant shall conduct a multi-modal transportation split survey of the residents and employees of the residential development to demonstrate whether such goal of reducing SOV trips by 10% has been met during peak hours. The report shall be submitted to the DOT for review. Based on the studies, the coordinator shall work with DOT to define new strategies to reduce trips.

If the multi-modal transportation split surveys indicate that a reduction of SOV trips by 10% during peak hours has not occurred, \$50 per constructed dwelling unit shall be contributed annually to a transportation demand management fund to be established for the residential buildings until such time as the reduction has occurred. The terms of this proffer shall expire fifteen (15) years after final bond release for the last building.

14. Bus Shelters. The Applicant shall provide two bus shelters with the specific locations to be determined by WMATA/FCDOT and/or Arlington County. The bus shelter shall be the typical open type and the installation shall be limited to the concrete pad, the shelter itself and a trash can. No bus turn outs, special lanes or right-of-way acquisition shall be provided

by the Applicant. If by the time of site plan approval, WMATA/FCDOT/Arlington County have not determined the exact locations of the bus shelter(s), the Applicant shall escrow \$20,000 per bus shelter with DPWES to be used for a future bus shelter(s) in the immediate area of the Property or for other transportation related improvements. The Applicant shall provide routine maintenance of bus shelter(s) located on the Property's frontage. However, the said maintenance shall be limited to the cleaning and collection and disposal of trash in and around that bus shelter. After the bus shelters have been installed, the Applicant has no responsibility for any structural improvements or repair to either bus shelter.

15. Parking and Loading. The Applicant shall provide two parking spaces per dwelling unit plus a minimum of 40 additional visitor parking spaces, plus parking for any additional secondary uses shown on the site plan. Visitor parking shall be provided at each of the three garage entrances. Appropriate directional signage shall be provided for the visitor spaces.

The loading space at South George Mason Drive shall be constructed with a swing gate or other screening mechanism that is visually compatible with the building style and color. Use of the loading spaces by residents shall be controlled and scheduled by the manager of the Property.

16. Architectural Design. The architectural design of the buildings shall be in substantial conformance with the character of the elevations shown on Sheets 11-14. The Applicant reserves the right to refine the elevations as a result of final architectural design, so long as the character and quality of design remains consistent with those shown. Building materials shall include but not be limited to one or more of the following: masonry, brick, stone, pre-cast concrete, ground or split face CMU, cementitious or vinyl siding. Masonry materials shall be provided to the extent illustrated in the CDP/FDP.

17. Landscaping and Tree Preservation. A landscape plan shall be submitted as part of the first and all subsequent submissions of the site plan and shall be coordinated with and approved by Fairfax County Urban Forest Management ("UFM"). This plan shall be in substantial conformance with the landscape concepts plan as to quantity and quality of plantings, and in general conformance with the location of plantings as shown on Sheet 7. The Applicant shall work with UFM to select plant species that in addition to meeting other landscaping requirements such as durability, availability and aesthetics, also aid in the maintenance of air quality. Location of plantings may be modified based on utility location, sight distance easements, and final engineering details as approved by the UFM, but shall be consistent in the number and type of plantings. Any such modification shall not delete any landscaping shown on the CDP/FDP.

The Applicant shall submit a tree preservation plan as part of the first and all subsequent site plan submissions. The preservation plan shall be prepared by a professional with experience in the preparation of tree preservation plans, such as a certified arborist or landscape architect, and shall be subject to the review and approval of the UFM.

- The tree preservation plan shall consist of a tree survey that includes the location, species, size, crown spread and condition rating percentage of all trees 12 inches in diameter and greater, and 10 feet to either side of the limits of clearing and grading shown on the CDP/FDP for the entire site. The tree preservation plan shall provide for the preservation of those areas shown for tree preservation, those areas outside the limits of clearing and grading shown on the CDP/FDP, and those additional areas in which trees can be preserved as a result of final engineering. The condition analysis ratings shall be prepared using methods outlined in the latest edition of the Guide for Plan Appraisal published by the International Society of Arboriculture. Specific tree preservation activities that will maximize the survivability of trees identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the plan.
- All tree preservation-related work occurring in or adjacent to tree preservation areas shall be accomplished in a manner that minimizes damage to vegetation to be preserved including any woody, herbaceous or vine plant species that occurs in the lower canopy environment, and to the existing top soil and leaf litter layers that provide nourishment and protection to that vegetation. Any removal of any vegetation or soil disturbance in tree preservation areas including the removal of plant species that may be perceived as noxious or invasive, such as poison ivy, greenbrier, multi-floral rose, etc. shall be subject to the review and approval of Urban Forest Management, DPWES.
- The use of motorized equipment in tree preservation areas will be limited to hand-operated equipment such as chainsaws, wheel barrows, rake and shovels. Any work that requires the use of motorized equipment, such as tree transplanting spades, skid loaders, tractors, trucks, stump-grinders, etc., or any accessory or attachment connected to this type of equipment shall not occur unless pre-approved by UFM.
- All trees shown to be preserved on the tree preservation plan shall be protected by tree protection fence. Tree protection fencing four foot high, orange plastic fence attached to 6 foot steel posts driven 18 inches into the ground and placed no further than 6 feet apart shall be erected at the limits of clearing and grading as shown on the demolition, and phase I and II erosion and sediment control sheets, as may be modified by the CDP/FDP.
- All tree protection fencing shall be installed prior to any clearing and grading activities, including the demolition of any existing structures. The installation of all tree protection fence types shall be performed under the supervision of a certified arborist, and accomplished in a manner that does not harm existing vegetation that is to be preserved. Three days prior to the commencement of any clearing, grading, or demolition activities, but subsequent to the installation of the tree protection devices, UFM and the District Supervisor shall be notified and given the opportunity to inspect the site to assure that all tree protection devices have been correctly installed. If it is determined that the fencing has not been installed correctly, as determined by UFM.

- During any clearing or tree/vegetation/structure removal or transplantation of vegetation on the Property, a representative of the Applicant shall be present to monitor the process and ensure that the activities are conducted as proffered and as approved by UFM. The Applicant shall retain the services of a certified arborist or landscape architect to monitor all construction work and tree preservation efforts in order to ensure conformance with all tree preservation proffers/conditions, and UFM approvals. The monitoring schedule shall be described and detailed in the tree preservation plan and reviewed and approved by UFM.

18. Design Details. The design details shown on Sheets 8 through 14 submitted with the CDP/FDP illustrate the design intent and overall community organization of the proposed development. Landscaping and on-site amenities shall be substantially consistent in terms of character and quantity with the illustrations and details presented on these sheets. Specific features such as exact locations of plantings, pedestrian lighting, sidewalks to individual units, etc. are subject to modification with final engineering and architectural design. Landscaping and on-site amenities shall include:

- A. Installation of streetscape elements and plantings along the Property's South George Mason Drive, Leesburg Pike and South Fourteenth Street frontages as shown on the CDP/FDP. Street trees shall be a minimum of three-inch caliper at the time of planting. Trees located within VDOT rights-of-way are subject to VDOT approval. If VDOT does not permit trees within the right-of-way, the Applicant shall demonstrate failed attempts to DPWES, and shall locate the same number of trees on-site adjacent to the right-of-way, and outside of any sight lines as approved by VDOT and outside of any necessary easements. Sidewalks along South George Mason Drive and South Fourteenth Street shall be constructed of concrete with either brick or concrete paver insets adjacent to the street trees. Specialty pavers shall be utilized along the Leesburg Pike frontage.
- B. Provision of north-south and east-west pedestrian corridors through the Property, with specialty paving, landscaping, benches and lighting. Public access easements shall be provided for these pedestrian corridors, and the existence of these easements shall be included in any future condominium association documents.
- C. Provision of a lower plaza/amenity area as shown on Sheet 8. ~~This area shall include~~ an outdoor pool complex, lawn and planting areas mixed with several smaller scale hardscaped areas with specialty plantings, seating and lighting.
- D. Provision of a pocket park with decorative fencing at the corner of South George Mason Drive and South Dinwiddie Street, as shown on Sheet 13. It is the intent of the Applicant to retain existing quality vegetation as depicted on Sheet 13. Prior to site plan submission, the Applicant shall walk the area with UFM to determine which

trees are suitable for preservation and shall develop a tree preservation program for maximizing their survivability. Undesirable trees, invasive plant species and noxious weeds may be removed and replaced with native species, subject to UFM approval. Selective understory may be replaced with lawn or ground cover to create open sight lines through the trees, subject to approval by UFM.

The portion of this pocket park in Arlington County, is subject to Arlington County approval. The provision or revision of the pocket park improvements in Arlington County shall not preclude the approval of the site plans or the issuance of building permits or Non-RUPs for the Property.

- E. Provision of a small plaza on South Fourteenth Street across from its intersection with South Greenbrier Street, with specialty paving and benches as shown on Sheet 12B of the CDP/FDP.
- F. Provision of three open courtyards adjacent to the residential buildings to include specialty paving, seating areas, pedestrian lighting and extensive landscaping as generally shown on Sheet 9.
- G. Provision of a landscaped buffer and barrier along the northeast Property line adjacent to the four existing single-family residences. Subject to Arlington County approval, a six foot high board on board fence with brick piers shall be installed along the common property line. Retention of existing quality and/or a mixture of evergreen, deciduous and ornamental trees shall be provided as shown on Sheets 7 and 13. The Applicant and its successors shall be responsible for on-going maintenance of the fence and landscaping; notice of such maintenance responsibility shall be provided to the owners of the affected properties.
- H. Construction of a six foot high board-on-board fence with brick piers to be located off-site along the northern property line of adjacent property identified as Tax Map 62-3 ((7)) A, subject to the property owner's approval. Should approval not be granted, the fence shall not be provided.
- I. All outdoor lighting fixtures shall be in accordance with the Performance Standards contained in Part 9 (Outdoor Lighting Standards) of Article 14 of the Zoning Ordinance. Fixtures used to illuminate streets, parking areas and walkways shall not exceed twenty (20) feet in height, shall be of low intensity design and shall utilize full cut-off fixtures that shall focus directly on the Property.

19. Noise Attenuation

A. Polysonics Corp. has prepared a Traffic Noise Analysis of the Property dated April 15, 2005. This report provides an analysis of noise impacts associated with Leesburg Pike. The Applicant shall submit the report to DPWES with submission of the site plan. Based on the findings of that report, the Applicant shall provide the following noise attenuation measures:

- (i) In order to reduce interior noise to a level of approximately 45 dBA Ldn, units in Building A, which are projected to be impacted by roadway noise from Leesburg Pike having levels projected to be above 65 dBA Ldn, shall be constructed with the following acoustical measures:

Exterior walls should have a laboratory sound transmission class (STC) rating of at least 39. Doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20% of any façade exposed to noise levels above Ldn 65 dBA. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of at least 39. All surfaces should be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission. Any units requiring mitigation shall be identified on the site plan.

- (ii) Prior to the issuance of building permits, alternative interior noise attenuation measures may be provided subject to the implementation of a refined noise study as reviewed and approved by DPWES after consultation with the Department of Planning and Zoning.

20. Affordable Dwelling Units. The Applicant shall comply with the Affordable Dwelling Unit (ADU) Program as set forth in Section 2-801 of the Zoning Ordinance unless modified by the ADU Advisory Board. Prior to site plan approval, ADU calculations shall be provided to DPZ for review and approval based on the final distribution of units between the buildings.

21. On-Site Recreation. The Applicant shall comply with Paragraph 2 of Section 6-110 of the Zoning Ordinance by contributing \$955 per dwelling unit for developed recreational facilities. The Applicant shall receive credit for the on-site recreational facilities as permitted per the Zoning Ordinance. The on-site recreation shall include, but not be limited to a swimming pool and an indoor community center with exercise facilities. Any additional money remaining that is not spent for on-site facilities shall be contributed to the Fairfax County Park Authority ("FCPA").

22. School Contribution. Prior to the issuance of the first RUP for the residential buildings on the Property, the Applicant shall contribute \$262,500 to the Fairfax County Board of Supervisors for the construction of capital improvements to public schools in the vicinity of the Property. This contribution is based upon a total of 415 units. In the event that less than 415 units are actually constructed, the contribution shall be decreased on a pro-rata basis.

23. Sewer Capacity Study. A sewer capacity study from the Property to the trunk line and TV-inspection of the sewer lines shall be conducted and submitted to Arlington County for review and approval. Such study shall identify any improvements that are necessary to adequately service the Property. Prior to site plan approval, it shall be demonstrated to Fairfax County DPWES that such studies have been completed and approved by Arlington County.

Any infrastructure improvements required by the above studies shall be completed by the Applicant and approved by Arlington County, including the repair or replacement of any sections or appurtenances of the sanitary sewer serving the Property that are found to be deficient or damaged by the Applicant, as identified by Arlington County staff and as shown on the final engineering plan approved by the Arlington County Manager. Prior to the issuance of any Residential Use Permits by Fairfax County, it shall be demonstrated to DPZ that such improvements have been approved by Arlington County, and completed to the satisfaction of Arlington County.

24. Stormwater Management. Unless waived or modified, the Applicant shall provide stormwater management and Best Management Practices within underground facilities as shown on the CDP/FDP. The detention facilities shall be designed to detain the 100 year storm event. The Applicant or its successors shall be responsible for maintenance of the underground facilities. In the event condominiums are provided, the purchasers shall be advised in writing of the maintenance obligation and such responsibilities shall be included in the condominium association documents. The maintenance responsibility shall be incorporated in an agreement to be approved as to form by the Fairfax County Attorney's Office and recorded among the Fairfax County land records. Also, the Applicant shall establish a reserve fund, in an amount as determined by DPWES at the time of site plan, for maintenance of the facility and for replacement costs based on the life expectancy of the system.

25. Temporary Signs. No temporary signs (including "Popsicle" style paper or cardboard signs) which are prohibited by Article 12 of the Zoning Ordinance, and no signs which are prohibited by Chapter 7 of Title 33.1 of Chapter 8 of Title 46.2 of the Code of Virginia shall be placed on- or off-site by the Applicant or at the Applicants' direction to assist in the initial sale or rental of residential units on the Property. Furthermore, the Applicant shall direct its agents and employees involved in marketing and sale and/or rental of residential units on the Property to adhere to this proffer.

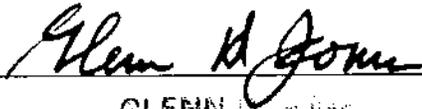
26. These proffers will bind and inure to the benefit of the Applicant and his/her successors and assigns.
27. These proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original document and all of which taken together shall constitute but one in the same instrument.
28. The individual sections within the Property may be subject to Proffered Condition Amendments (PCA) and Final Development Plan Amendments without joinder and/or consent of the other property owner of the other sections/buildings.

[SIGNATURES BEGIN ON NEXT PAGE]

CO-APPLICANT/CONTRACT PURCHASER OF TAX
MAP 62-3 ((7)) 1A, 2A, 3, 4, 5, 6A, 7A, 8, 9, 10 AND 62-3
((1)) 13A, 14, 15, 17, 18, 19

FF REALTY LLC

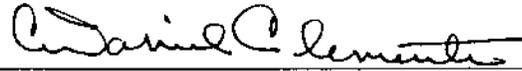
By: FF Properties, Inc., its Managing Member


By: _____
Its: _____
 GLENN D. JONES
 VICE PRESIDENT

[SIGNATURES CONTINUE ON NEXT PAGE]

CO-APPLICANT/TITLE OWNER OF TAX MAP
62-3 ((1)) 13A, 14, 15, 18, 19 AND TAX MAP 62-
3 ((7)) 2A/ CONTRACT PURCHASER OF TAX
MAP 62-3 ((1)) 17 AND 62-3 ((7)) 1A, 3, 4, 5, 6A,
7A, 8, 9, 10

CLEMENTE LLC

A handwritten signature in cursive script, appearing to read "Daniel Clemente", written over a horizontal line.

By: C. Daniel Clemente
Its: Sole Member/Manager

[SIGNATURES CONTINUE ON NEXT PAGE]

CONTRACT PURCHASER OF TAX MAP
62-3 ((7)) 1A, 3, 4, 5, 6A, 7A, 8, 9, 10

SECOND CLEMENTE LLC

A handwritten signature in cursive script, reading "C. Daniel Clemente", written over a horizontal line.

By: C. Daniel Clemente

Its: Member/Manager

[SIGNATURES CONTINUE ON NEXT PAGE]

EDGAR ACHA, TITLE OWNER OF
TAX MAP 62-3 ((7)) 1A

*C. Daniel Clemente, managing member
of Second Clemente LLC,
as agent and attorney-in-fact for*

By: Edgar Acha

C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Edgar Acha

JUANA ACHA, TITLE OWNER OF
TAX MAP 62-3 ((7)) 1A

*C. Daniel Clemente, managing member
of Second Clemente LLC,
as agent and attorney-in-fact for*

By: Juana Acha

C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Juana Acha

[SIGNATURES CONTINUE ON NEXT PAGE]

GROVER MENDEZ, TITLE OWNER OF TAX
MAP 62-3 ((7)) 3

*C. Daniel Clemente, managing member
of Second Clemente LLC,
as agent and attorney-in-fact for*

By: *Grover Mendez*

C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Grover Mendez

IVAN MENDEZ, TITLE OWNER OF
TAX MAP 62-3 ((7)) 3

*C. Daniel Clemente, managing member
of Second Clemente LLC,
as agent and attorney-in-fact for*

By: *Ivan Mendez*

C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Ivan Mendez

[SIGNATURES CONTINUE ON NEXT PAGE]

THOMAS P. POTTER, TITLE OWNER OF TAX
MAP 62-3 ((7)) 4

*C. Daniel Clemente, Managing member
of Second Clemente LLC,
as agent and attorney-in-fact for*

By: Thomas P. Potter

C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Thomas P. Potter

JOYCE A. POTTER, TITLE OWNER OF TAX
MAP 62-3 ((7)) 4

*C. Daniel Clemente, Managing member
of Second Clemente LLC
as agent and attorney-in-fact for*

By: Joyce A. Potter

C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Joyce A. Potter

[SIGNATURES CONTINUE ON NEXT PAGE]

LUZ I. MONTALVO, TITLE OWNER OF TAX
MAP 62-3 ((7)) 5

*C. Daniel Clemente, managing member
of Second Clemente LLC,
as agent and attorney-in-fact for*
By: *Luz I. Montalvo*

C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Luz I. Montalvo

[SIGNATURES CONTINUE ON NEXT PAGE]

HUE H. VUONG, TITLE OWNER OF TAX MAP
62-3 ((7)) 6A

*C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for*

By: *Hue H. Vuong*
C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Hue H. Vuong

VAN T. LAM, TITLE OWNER OF TAX MAP
62-3 ((7)) 6A

*C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for*

By: *Van T. Lam*
C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Van T. Lam

[SIGNATURES CONTINUE ON NEXT PAGE]

SUE SHINCHUN KOH, TITLE OWNER OF TAX
MAP 62-3 ((7)) 7A

*C. Daniel Clemente, managing member
of Second Clemente LLC,
as agent and attorney-in-fact for*

By: *Sue Shinchun Koh*

C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Sue Shinchun Koh

[SIGNATURES CONTINUE ON NEXT PAGE]

GHASSAN N. RASSAM, TITLE OWNER OF
TAX MAP 62-3 ((7)) 8

*C. Daniel Clemente, managing member
of Second Clemente LLC,
as agent and attorney in fact for*

By: Ghassan N. Rassam
C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Ghassan N.
Rassam

[SIGNATURES CONTINUE ON NEXT PAGE]

H. MICHAEL MCGINN, TITLE OWNER OF TAX
MAP 62-3 ((7)) 9

*C. Daniel Clemente, managing member
of Second Clemente LLC,
as agent and attorney-in-fact for*

By: H. Michael McGinn

C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for H. Michael
McGinn

[SIGNATURES CONTINUE ON NEXT PAGE]

PARVEZ RAZA, TITLE OWNER OF TAX MAP
62-3 ((7)) 10

*C. Daniel Clemente, Managing member
of Second Clemente LLC,
as agent and attorney-in-fact for*

By: Parvez Raza

C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Parvez Raza

BENITA RAZA, TITLE OWNER OF TAX MAP
62-3 ((7)) 10

*C. Daniel Clemente, Managing member
of Second Clemente LLC,
as agent and attorney-in-fact for*

By: Benita Raza

C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Benita Raza

[SIGNATURES CONTINUE ON NEXT PAGE]

ARTHUR R. SALDANA, TITLE OWNER OF
TAX MAP 62-3 ((1)) 17

*C. Daniel Clemente, Managing member
of Second Clemente LLC
as agent and attorney-in-fact for*
By: Arthur R. Saldana

C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Arthur R. Saldana

OPHELIA D. SALDANA, TITLE OWNER OF
TAX MAP 62-3 ((1)) 17

*C. Daniel Clemente, Managing member
of Second Clemente LLC
as agent and attorney-in-fact for*
By: Ophelia D. Saldana

C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Ophelia D.
Saldana

ARTHUR M.D. SALDANA, TITLE OWNER OF
TAX MAP 62-3 ((1)) 17

*C. Daniel Clemente, Managing member
of Second Clemente LLC
as agent and attorney-in-fact for*
By: Arthur M.D. Saldana

C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Arthur M.D.
Saldana

[SIGNATURES END]