

PROFFERS
METRO PLACE
PCA 84-4-123-4
February 6, 1997

Pursuant to Section 15.1-491 (a), Code of Virginia, 1950 edition as amended, Public Home Corporation and Pace Development Company, their successors and assigns, hereinafter referred to as the "Applicants") in PCA 84-4-123-4 filed for property located at 492 (37) A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U, V, W, X, Y, Z, AA, AB, AC, AD, AE, AF, AG, AH, AI, AJ, AK, AL, AM, AN, AO, AP, AQ, AR, AS, AT, AU, AV, AW, AX, AY, AZ, BA, BB, BC, BD, BE, BF, BG, BH, BI, BJ, BK, BL, BM, BN, BO, BP, BQ, BR, BS, BT, BU, BV, BW, BX, BY, BZ, CA, CB, CC, CD, CE, CF, CG, CH, CI, CJ, CK, CL, CM, CN, CO, CP, CQ, CR, CS, CT, CU, CV, CW, CX, CY, CZ, DA, DB, DC, DD, DE, DF, DG, DH, DI, DJ, DK, DL, DM, DN, DO, DP, DQ, DR, DS, DT, DU, DV, DW, DX, DY, DZ, EA, EB, EC, ED, EE, EF, EG, EH, EI, EJ, EK, EL, EM, EN, EO, EP, EQ, ER, ES, ET, EU, EV, EW, EX, EY, EZ, FA, FB, FC, FD, FE, FF, FG, FH, FI, FJ, FK, FL, FM, FN, FO, FP, FQ, FR, FS, FT, FU, FV, FW, FX, FY, FZ, GA, GB, GC, GD, GE, GF, GG, GH, GI, GJ, GK, GL, GM, GN, GO, GP, GQ, GR, GS, GT, GU, GV, GW, GX, GY, GZ, HA, HB, HC, HD, HE, HF, HG, HH, HI, HJ, HK, HL, HM, HN, HO, HP, HQ, HR, HS, HT, HU, HV, HW, HX, HY, HZ, IA, IB, IC, ID, IE, IF, IG, IH, II, IJ, IK, IL, IM, IN, IO, IP, IQ, IR, IS, IT, IU, IV, IW, IX, IY, IZ, JA, JB, JC, JD, JE, JF, JG, JH, JI, JJ, JK, JL, JM, JN, JO, JP, JQ, JR, JS, JT, JU, JV, JW, JX, JY, JZ, KA, KB, KC, KD, KE, KF, KG, KH, KI, KJ, KK, KL, KM, KN, KO, KP, KQ, KR, KS, KT, KU, KV, KW, KX, KY, KZ, LA, LB, LC, LD, LE, LF, LG, LH, LI, LJ, LK, LL, LM, LN, LO, LP, LQ, LR, LS, LT, LU, LV, LW, LX, LY, LZ, MA, MB, MC, MD, ME, MF, MG, MH, MI, MJ, MK, ML, MM, MN, MO, MP, MQ, MR, MS, MT, MU, MV, MW, MX, MY, MZ, NA, NB, NC, ND, NE, NF, NG, NH, NI, NJ, NK, NL, NM, NN, NO, NP, NQ, NR, NS, NT, NU, NV, NW, NX, NY, NZ, OA, OB, OC, OD, OE, OF, OG, OH, OI, OJ, OK, OL, OM, ON, OO, OP, OQ, OR, OS, OT, OU, OV, OW, OX, OY, OZ, PA, PB, PC, PD, PE, PF, PG, PH, PI, PJ, PK, PL, PM, PN, PO, PP, PQ, PR, PS, PT, PU, PV, PW, PX, PY, PZ, QA, QB, QC, QD, QE, QF, QG, QH, QI, QJ, QK, QL, QM, QN, QO, QP, QQ, QR, QS, QT, QU, QV, QW, QX, QY, QZ, RA, RB, RC, RD, RE, RF, RG, RH, RI, RJ, RK, RL, RM, RN, RO, RP, RQ, RR, RS, RT, RU, RV, RW, RX, RY, RZ, SA, SB, SC, SD, SE, SF, SG, SH, SI, SJ, SK, SL, SM, SN, SO, SP, SQ, SR, SS, ST, SU, SV, SW, SX, SY, SZ, TA, TB, TC, TD, TE, TF, TG, TH, TI, TJ, TK, TL, TM, TN, TO, TP, TQ, TR, TS, TT, TU, TV, TW, TX, TY, TZ, UA, UB, UC, UD, UE, UF, UG, UH, UI, UJ, UK, UL, UM, UN, UO, UP, UQ, UR, US, UT, UY, UZ, VA, VB, VC, VD, VE, VF, VG, VH, VI, VJ, VK, VL, VM, VN, VO, VP, VQ, VR, VS, VT, VU, VW, VX, VY, VZ, WA, WB, WC, WD, WE, WF, WG, WH, WI, WJ, WK, WL, WM, WN, WO, WP, WQ, WR, WS, WT, WU, WV, WW, WX, WY, WZ, XA, XB, XC, XD, XE, XF, XG, XH, XI, XJ, XK, XL, XM, XN, XO, XP, XQ, XR, XS, XT, XU, XV, XW, XX, XY, XZ, YA, YB, YC, YD, YE, YF, YG, YH, YI, YJ, YK, YL, YM, YN, YO, YP, YQ, YR, YS, YT, YU, YV, YW, YX, YY, YZ, ZA, ZB, ZC, ZD, ZE, ZF, ZG, ZH, ZI, ZJ, ZK, ZL, ZM, ZN, ZO, ZP, ZQ, ZR, ZS, ZT, ZU, ZV, ZW, ZX, ZY, ZZ.

1. (Add to Proffer 1 as follows)
 Development of Parcels C, D, E, F, G, H, and I shall be in substantial conformance with the Conceptual Development Plan Amendment/Revised Development Plan Amendment (CDPA/DPDA), prepared by Dewberry & Davis consisting of four (4) sheets, dated June 20, 1996, and revised through January 2, 1997. The Applicants reserve the right to pursue development of Parcels F1 and G1 under the previously approved CDPA/DPDA prepared by HOK, architects and planners, dated June 23, 1997, and Final Development Plan prepared by HOK, architects and planners, dated April 10, 1997 and revised through July 12, 1990.

2. Retained. (See Proffers dated May 3, 1989).
 3. (Add Paragraph (f) to Proffer 3 of Proffers dated May 3, 1989 as follows)
 f) This proffer shall apply to Parcels A and B only; however, some of the improvements contemplated in paragraph (d) herein may be located on Parcels C, D, E, F, G, H, and I.
 4. Retained. (See Proffers dated May 3, 1989).
 5. (Add to Proffer 5 of Proffers dated May 3, 1989 as follows)
 The Applicants shall provide landscaping on Parcels C, D, E, F, G, H, and I in substantial conformance with the landscaping shown on the CDPA/DPDA which indicates high quality site and architectural design, streetscape, urban design, and development amenities. Landscaping shall be reviewed and approved by the Urban Forestry Branch of the Department of Environmental Management (DEM).

6. Retained. (See Proffers dated May 3, 1989).
 7. Retained. (See Proffers dated May 3, 1989).
 8. (Replace Proffer 8 of Proffers dated May 3, 1989, as follows):
 The Applicants shall offer four (4) one-bedroom units to the Fairfax County Housing Authority ("Authority") upon commencement of construction of the buildings within which those units are located. Unless otherwise agreed to by the Applicants, Julia Washburn, Inc., the owner of Parcels F1 and G1, and Public Home Corporation, the owner of Parcels C, D, E, F, G, H, and I, shall provide two (2) units apiece. Selection of those units shall be made in the sole discretion of the Authority. Said offer or offers if construction is commenced on the buildings in which the units are located or offers if the units are to be constructed shall have priority (90) days to accept the said offer or offers. The sales price of each unit shall be \$55,000, or reduce a deduction of \$15,000 from market value price of that unit at Metro Plaza, whichever is lower. Each such unit shall provide all needed items which are necessary in the market rate units. The Authority must purchase each of the units offered within thirty (30) days of the issuance of the Residential Use Permit for that unit, but no sooner than one hundred twenty (120) days from the date of the unit to the Authority. It is hereby understood that any and all owners of those four (4) units shall have all of the responsibilities required of other condominium owners at Metro Plaza. In the event that the Authority does not provide timely acceptance or purchase as set forth above, the Applicants shall have no further obligations under this proffer.

9. (Add to Proffer 9 of Proffers dated May 3, 1989 as follows)
 Stormwater management and Best Management Practices (BMP's) shall be provided for Parcels C, D, E, F, G, H, and I in proposed underground facilities as shown on the CDPA/DPDA. Said underground facilities shall be constructed by the Applicants in accordance with the requirements of the DEM and the Department of Public Works (DPW). The design of the facilities shall incorporate the following:
 a. The storage vault, which shall provide BMP's, shall be constructed of concrete.
 b. The pipes, which shall provide storm water management, may be constructed of corrugated metal or galvanized steel in accordance with requirements of the Public Facilities Manual and as approved by DEM.
 c. Safety measures shall be provided for the location of said facilities in a residential area, as may be reasonably required by DEM, at time of site plan approval. Safety measures may include, but not limited to, Bilco doors or equivalent, to cover the facility entrance with a double locked keyed entry and/or bolted manhole lids.

10. (Replace Proffer 10 of Proffers dated May 3, 1989 as follows)
 Applicants shall construct the below listed off-site road improvements. In the event that the existing dedicated right of way will not accommodate those improvements, Applicants will use best efforts to acquire and request County to pursue advanced dedication and reservation of easement. If the Applicants are unable to acquire the said right of way, the Applicants shall request the Board of Supervisors to condemn at the Applicant's sole expense. The Applicants shall provide the road improvements (as qualified by Proffer Number 31) consistent with the phasing schedule as set forth below:
 a) Prior to the issuance of non-cups for the first office building the Applicants shall construct:
 An additional lane eastbound along Prosperity Avenue for a distance of 500 feet plus a 180 foot transition near the metro station opposite the southern access to the site. The Applicants will build any portion not already constructed by WMATA, subject to the approvals of both the Virginia Department of Transportation and WMATA. (This improvement has been completed.)
 b) Deleted. (Consistent with a letter dated June 27, 1996, issued by Robert L. Moore, Chief, Transportation Planning Division.)
 c) Deleted.
 d) Applicants shall provide the necessary equipment for the construction of the extension of Porter Road from the southern boundary of Parcel 52 to Lee Highway. This roadway shall consist of a minimum 48 foot road section from base of curb to base of curb within a 60 foot right of way. The amount shall be determined by DEM in accordance with standard bond estimate calculations for this improvement. This payment shall be made to DEM upon final site plan approval for either Parcel C, D, or E, whichever site plan is the second site plan submitted by Public Home Corporation and approved by DEM.
 e) The Applicants shall contribute a cash sum in the amount of Seven Hundred Fifty Thousand and no/100 Dollars (\$750,000.00) to Fairfax County to be applied towards transportation improvements that affect the Merrifield area. The Applicants shall provide payment in two installments: the first installment of Four Hundred Thousand and no/100 Dollars (\$400,000.00) shall be paid upon the issuance of the 50th residential use permit for Parcels D and E, and a second installment of Three Hundred Fifty Thousand and no/100 Dollars (\$350,000.00) shall be paid at time of final site plan approval for Parcel C.

11. (Replace Proffer 11 of Proffers dated May 3, 1989 as follows)
 Height of the residential buildings for Parcels C, D, E, F, G, H, and I shall be in accordance with the building heights as shown on the CDPA/DPDA. Height of the buildings on Parcels A and E shall be in accordance with the building heights as shown on the CDPA prepared by HOK, architects and planners, dated June 23, 1997, and Final Development Plan prepared by HOK, architects and planners, dated April 10, 1997 and revised through July 12, 1990.
 12. Retained. (See Proffers dated May 3, 1989).
 13. Retained. (See Proffers dated May 3, 1989).
 14a. Retained. (See Proffers dated May 3, 1989).
 14b. (Replace as follows)
 Residential building facades shall consist of construction materials which may include, but not limited to, siding, brick, glass and dry-wit. Roofs shall be pitched in a residential style.

14c. Retained. (See Proffers dated May 3, 1989).
 15. Retained. (See Proffers dated May 3, 1989).
 16. Deleted.
 17. Retained. (See Proffers dated May 3, 1989).
 18. Deleted.
 19. Deleted.
 20. Retained. (See Proffers dated May 3, 1989).
 21. Retained. (See Proffers dated May 3, 1989). (This improvement has been completed.)
 22. (Replace Proffer 22 as follows)
 As shown on the CDPA/DPDA, the Applicants will plant off-site a double row of staggered pines (or similar evergreens), an average of 6 feet in height, between Keystone Lane and the subject property along the eastern property line, and also between the Merrifield Village Apartments' buildings and the subject property along the southern property line. This proffer is subject to agreement by the owners of the Merrifield Village Apartments to access as no change to the Applicants. Maintenance of the plant materials of the Merrifield Village Apartment's property shall be the responsibility of the Merrifield Village Apartment's owners.

23. (Replace Proffer 23 as follows)
 The residential buildings shall be conceptually as shown on the elevations provided on sheet 3 of the CDPA/DPDA. The elevations are illustrative only and are presented to illustrate the general character and substantial theme of the proposed buildings. The elevations may be refined and are subject to modifications at time of final engineering and design.
 24. Retained. (See Proffer dated May 3, 1989).
 25. Retained. (See Proffer dated May 3, 1989).
 26. Retained. (See Proffer dated May 3, 1989).
 27. (Replace Proffer 27 as follows)
 As shown on the CDPA/DPDA, the Applicants shall provide on-site pedestrian access from the east between Parcels C and D and through Parcel E. (Deleted)
 28. Retained. (See Proffers dated May 3, 1989).
 29. Retained. (See Proffers dated May 3, 1989).
 30. Retained. (See Proffers dated May 3, 1989).
 31. Retained. (See Proffers dated May 3, 1989).
 32. (Add new Proffer 32)
 Any of the individual land buys identified as A, B, C, D, E, F, G, H, and I or individual buildings may be subject to a Proffered Condition Amendment/Final Development Plan Amendment (PCA/FPDA) without the consent of the owners of the other land buys or buildings. If such PCA/FPDA does not affect any other land buy/building. Previously approved proffered conditions applicable to the land buy/buildings which are not the subject of such a PCA/FPDA shall otherwise remain in full force and effect.
 33. (Add new Proffer 33)
 Notwithstanding the stipulations and notes shown on the CDPA/DPDA, up to a maximum of 318,000 square feet of gross floor area may be permitted in Building B through a future proffered condition amendment/final development plan amendment (PCA/FPDA) if such are approved and agreed by the Board of Supervisors and the Planning Commission. It is further understood that the addition of these 318,000 square feet to Land Buy B will be evaluated during the PCA/FPDA process and that if issues such as transportation result from that review, then those issues shall be addressed prior to Board approval. The use of this 78,000 square feet of gross floor area shall be the subject of and governed by a private agreement between the owners of the affected parcels which shall be evidenced by a letter of consent by Public Home Corporation, the Declarant of Metro Plaza at Dunn Loring, to the Zoning Administrator.

TITLE OWNER, PARCEL A:
 REEF PERFORMANCE PARTNERSHIP, L.P., L.P.
 REEF INVESTMENT PARTNERSHIP, L.P., L.P., ITS
 GENERAL PARTNER BY REEF CAPITAL
 INCORPORATED, ITS GENERAL PARTNER
 BY: Stephen L. Grant
 Vice President

TITLE OWNER, PARCELS D AND E:
 H M MORNING #2 CORP., as agent
 for Democority, Inc.
 BY: Margaret L. Evans
 Title: Vice President

CO-APPLICANT/CONTRACT PURCHASER OF
 PARCELS F AND G
 OWNER OF PARCELS C AND H
 PUBLIC HOME CORPORATION
 BY: Stanley F. Smith, Jr.
 Vice President

TITLE OWNER, PARCEL F1 AND G1:
 JADE WESTBRIAR INC.
 BY: Don Y. Latta
 Vice President

TITLE B OWNER, PARCEL B:
 REEF PERFORMANCE PARTNERSHIP - JIB, L.P.B.Y
 REEF INVESTMENT PARTNERSHIP - JIB, L.P.B.Y
 GENERAL PARTNER BY REEF CAPITAL
 INCORPORATED, ITS GENERAL PARTNER
 BY: Stephen L. Grant
 Vice President

PROFFERS - FEBRUARY 6, 1997
**METRO PLACE AT
 DUNN LORING**
 PARCEL C-1 (PROPOSED PARCEL L)
 PROVIDENCE DISTRICT
 FAIRFAX COUNTY, VIRGINIA

DATE: 1/99
 SHEET: 27 OF 35
 FILE NO.: PP-805

FOR INFORMATION ONLY
 EMILIO B. BENTLEY
 PROFESSIONAL ENGINEER
 No. 1055
 5/18/96

DATE: 1/99
 SHEET: 31 OF 31
 FILE NO.: SP-1998

WESTBRIAR
 METRO PLACE AT DUNN LORING
 PARCEL G
 FAIRFAX COUNTY, VIRGINIA

Dewberry & Davis Architects
 Engineers
 Planners
 Surveyors
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