PROFFERS

METRO PLACE

PCA 84-P-129-4

February 6, 1997

Pursuant to Section 15.1-491 (a), Code of Virginia, 1950 edition as amended, Pulte Home Corporation and Jade Development Company, their successors and assigns, hereinafter referred to as (the "Applicants") in PCA 84-P-129-4 filed for property identified as Tax Map 49-2 ((37)) A, B, C, D, E, F1, G1 and H1(hereinafter referred to as the "Application Property") reaffirm the previous proffers for PCA 84-P-129-2 dated May 3, 1989 and approved proffers for PCA 84-P-129-3 dated July 13, 1990, which shall remain in full force and effect, except as specifically amended herein. All other previous proffers for PCA 84-P-129-2, dated May 3, 1989 and PCA 84-P-129-3, dated July 13, 1990, affecting the Application Property are hereby deemed null and void and shall have no effect on the Application Property.

1. (Add to Proffer 1 as follows).

   Development of Parcels C, D, E, F1, G1 and H1 shall be in substantial conformance with the Conceptual Development Plan Amendment/Final Development Plan Amendment ("CDPA/FDPA"), 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 CDP prepared by HOK, architects and planners, dated June 23, 1987, and Final Development Plan prepared by HOK, architects and planners, dated April 10, 1987 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, F1, G1 and H1.

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, F1, G1 and H1 in substantial conformance with the landscaping shown on the CDPA/FDPA 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, Jade Westbriar Inc., the owner of Parcels F1 and G1, and Pulte Home Corporation, the owner of Parcel C and H1 and contract purchaser of Parcels D and E, shall provide two (2) units apiece. Selection of those units shall be made in the sole discretion of the Applicants. Said offer, or offers if construction is commenced on the buildings in which the units are located at different times, shall be in writing and the Authority shall have ninety (90) days to accept the said offer or offers in writing. The sales price of each unit shall be $65,000, or reflect a discount of $35,000 from the market rate sales price of that unit at Metro Place, whichever is lower. Each such unit shall provide all standard items which are offered 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 offer 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 Place. 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 (BMPs) shall be provided for Parcels C, D, E, F1 and G1 onsite in proposed underground facilities as shown on the CDPA/FDPA. 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 BMPs, shall be constructed of concrete.

b. The pipes, which shall provide storm water management, may be constructed of corregated 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 requested 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.

The proposed facilities shall be maintained by the Applicants, their successors and assigns, in accordance with the regulations of DEM and DPW. Purchasers shall be advised prior to entering into a contract of sale and in the homeowners association documents that the homeowners association shall be responsible for the maintenance of the underground stormwater management facilities. Said maintenance responsibility shall be incorporated in an agreement to be reviewed and approved by the Fairfax County Attorney's office and recorded among the Fairfax County land records. Said agreement shall address the following issues:

a. Future replacement of facilities when warranted.

b. County inspection and all other issues as may be necessary to ensure that the facilities are maintained by the Applicants in good working order acceptable to the County so as to detain the flow of stormwater which results from development of the Application Property.

c. Liability and insurance in an amount acceptable to Applicants and Fairfax County.

d. A restriction that the Applicants, their successors and assigns, shall not petition DEM and/or DPW for future maintenance.

e. Establishment of an initial fund by Applicants for future maintenance/replacement.

If the proposed underground facility is not approved by DEM and DPW, Applicants shall install an alternative facility subject to the approval of DEM and DPW. Said alternative may be approved administratively if in substantial conformance to the CDPA/FDPA as determined by the Office of Comprehensive Planning, or may necessitate an FDPA/PCA to the Application Property.

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 density. 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-rups 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 monetary equivalent 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 face of curb to face 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 Pulte 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 ($350,000.00) shall be paid at time of final site plan approval for Parcel C.

11. (Revise Proffer 11 of Proffers dated May 3, 1989 as follows).

Height of the residential buildings for Parcels C, D, E, F1 and G1 shall be in accordance with the building heights as shown on the CDPA/FDPA. Height of the buildings on Parcels A and B shall be in accordance with the building heights as shown on the CDP prepared by HOK, architects and planners, dated June 23, 1987, and Final Development Plan prepared by HOK, architects and planners, dated April 10, 1987 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-vit. Roofs shall be peaked 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/FDPA, 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 at no charge to the Applicants. Maintenance of the plant materials on 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/FDPA. The elevations are illustrative only and are presented to illustrate the general character and architectural 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 Proffers dated May 3, 1989).

25. Retained. (See Proffers dated May 3, 1989).

26. Retained. (See Proffers dated May 3, 1989).

27. (Replace Proffer 27 as follows).

As shown on the CDPA/FDPA, the Applicants shall provide on-site pedestrian access from the east between Parcels C and D and through Parcel E. (Deletion)

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).

Applicants have prepared an evaluation of the cost/value of the proffered improvements as they relate to the satisfaction of this proffer. A letter is attached dated October 18, 1996 prepared by Richard F. Polk, P.E., of Dewberry and Davis, which contains an analysis regarding the satisfaction of this proffer. The analysis provided in Mr. Polk's letter shall be verified and approved by DEM at time of site plan submission for either Parcel C, D, E, F1 or G1, whichever occurs first.

32. (Add new Proffer 32).

Any of the individual land bays identified as A, B, C, D, E, F1, G1 and H1 or individual buildings may be subject to a Proffered Condition Amendment/Final Development Plan Amendment (PCA/FDPA) without joinder and/or consent of the owners of the other land bays or buildings, if such PCA/FDPA does not affect any other land bays/buildings. Previously approved proffered conditions applicable to the land bay(s)/buildings which are not the subject of such a PCA/FDPA shall otherwise remain in full force and effect.

33. (Add new Proffer 33).

Notwithstanding the tabulations and notes shown on the CDPA/FDPA, 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/FDPA) if such are approved respectively by the Board of Supervisors and the Planning Commission. It is further understood and agreed that the addition of these 78,000 square feet to Land Bay B will be evaluated during the PCA/FDPA 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 Pulte Home Corporation, the Declarant of Metro Place at Dunn Loring, to the Zoning Administrator.

(SIGNATURES BEGIN ON NEXT PAGE)

CO-APPLICANT/CONTRACT PURCHASER OF
PARCELS DAND E
OWNER OF PARCELS C AND H

PULTE HOME CORPORATION

"STANLEY F. SETTLE JR
ATTORNEY IN FACT"

By: Stanley F. Settle, Jr.
Its: Attorney-In-Fact

(SIGNATURES CONTINUE ON NEXT PAGE)

TITLE OWNER, PARCELS F1 AND G1:

JADE WESTBRIAR INC.

By: Jon D. Luria
Its: President

(SIGNATURES CONTINUE ON NEXT PAGE)

TITLE OWNER, PARCEL B:

RREEF PERFORMANCE PARTNERSHIP- IIIB, L.P.BY RREEF INVESTMENT PARTNERSHIP-III, L.P., ITS GENERAL PARTNER, BY RREEF CAPITAL INCORPORATED, ITS GENERAL PARTNER

By: Stephen L. Grant
Its: Vice President

(SIGNATURES CONTINUE ON NEXT PAGE)

TITLE OWNER, PARCEL A:

RREEF PERFORMANCE PARTNERSHIP- IIIA, L.P.
RREEF INVESTMENT PARTNERSHIP-III, L.P., ITS GENERAL PARTNER, BY RREEF CAPITAL INCORPORATED, ITS GENERAL PARTNER

By: Stephen L. Grant
Its: Vice President

(SIGNATURES CONTINUE ON NEXT PAGE)