

PROFFERS

WOODLAND PARK CROSSING RETAIL, L.L.C.

PCA 2003-HM-046

February 13, 2007

Pursuant to Section 15.2-2303(A), Code of Virginia (1950) as amended, Woodland Park Crossing Retail, L.L.C. (hereinafter referred to as the "Applicant"), for itself, its successors and assigns in PCA 2003-HM-046, filed for property identified as Tax Map 16-4 ((23)) C and R (hereinafter referred to as the "Application Property") reaffirm the existing proffers dated October 18, 2004 accepted pursuant to RZ 2003-HM-046, except as the same are hereby amended and superceded as follows:

6. Retail/Services

- d. Non-RUPs for no more than 100,000 square feet of non-residential space may be issued until one or more of Buildings 5, 10 and 11 are under construction. If one or more of Buildings 5, 10 or 11 is not under construction by October 1, 2007, the Applicant shall make a cash contribution to Fairfax County in the amount of \$25,000 to be used for affordable housing in the Hunter Mill District, and the Applicant shall continue to make payments of \$25,000 on the first of each month until such time as one or more of Buildings 5, 10 and 11 is under construction. For the purposes of this proffer, "under construction" shall be defined as having completed the foundation and the framing of one level.

13. Site Amenities

- d. Paved and landscaped courtyards adjacent to Residential Buildings 5, 10 and 11 to include specialty paving, extensive landscaping, tables with chairs, benches, and a possible water feature or swimming pool shall be provided. Courtyard A shall be provided as generally illustrated on Exhibit A attached to these proffers and Courtyard B shall be provided as generally illustrated on Sheet 10 of the approved CDP/FDP.

[Signatures begin on the next page]

APPLICANT/TITLE OWNER OF TAX MAP
16-4 ((23)) C

WOODLAND PARK CROSSING RETAIL, L.L.C.

by: JBG/Rosenfeld Woodland, L.L.C., its Managing Member

by: JBG/Company Manager, L.L.C., its Managing Member



By: Porter G. Dawson
Its: Managing Member

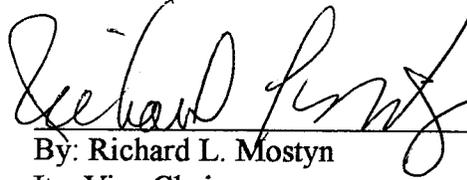
[SIGNATURES CONTINUED ON NEXT PAGE]

TITLE OWNER OF TAX MAP 16-4 ((23)) R

WOODLAND PARK APARTMENTS, LLC

by: BA Woodland Park, LLC, its Manager

by: Bozzuto Holdings, LLC, its Managing Member



By: Richard L. Mostyn
Its: Vice Chairman



[SIGNATURES END]