

PROFFER CONDITION AMENDMENT

METRO PARK

PCA 1998-LE-048-2/FDPA 1998-LE-048-1-2

Date: September 5, 2003

Pursuant to Section 15.2-2303(a) of the Code of Virginia, 1950, as amended, the property owners and Applicant in this Proffer Condition Amendment application hereby reaffirm that the development of the parcels under consideration are now shown on the Fairfax County Tax Maps as Tax Map Reference Nos. as 91-1-((1))-23C and 11-B2 and Tax Map Reference 91-1-((28))-1 and 2 (hereinafter referred to collectively as the "Property") and will be in accordance with the proffered conditions accepted by the Board of Supervisors in the approval of RZ/FDP 1998-LE-048 dated July 30, 1999, and the undated proffers accepted in PCA 1998-LE-048 and FDPA 1998-LE-048, except as qualified below. In the event this application is denied, these proffers shall be null and void. The Owners and the Applicant (hereinafter the "Applicant"), for themselves, their successors and assigns, reaffirms all previous proffers except as specifically modified herein and agree that these proffers shall be binding on the future development of the Property unless modified, waived or rescinded in the future by the Board of Supervisors of Fairfax County, Virginia, in accordance with applicable County and State statutory procedures. The Applicant hereby amends the approved CDPA/FDPA and makes the additions and/or revisions to the proffered conditions accepted in RZ 1998-LE-048 and PCA/FDPA 1998-LE-048 and are listed below.

The second paragraph of the July 30, 1999 proffers, which was amended by the third paragraph of the undated Partial Proffered Condition Amendment accepted pursuant to PCA 1998-LE-048 and FDPA 1998-LE-048, are both deleted, and the following substituted:

The Applicant agrees that the development will be in substantial conformance with the submitted CDPA/FDPA/PCA dated March 2002 and revised through July 8, 2003 (the "Plan"). Subject to the proffers and the provisions of Sections 18-204 and 16-403 of the Zoning Ordinance, the Applicant reserves the right to make minor modifications to the approved development plan in order to address engineering and architectural issues at the time of final site plan approval.

1. Proffer numbered 1, dated July 30, 1999, is hereby reaffirmed.

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2. Proffer numbered 2, dated July 30, 1999, is hereby deleted and the following substituted:

[Proffer 2] The Property will be developed at a floor ratio (FAR) not to exceed 0.60 for office uses. The combined FAR for all uses as shown on the Plan and as defined below shall not exceed 0.62. Office uses shall not exceed 1,075,270 gross floor area (GFA), and the child care use shall not exceed 10,000 GFA. The maximum daily enrollment of the child care center shall not exceed 150. The total FAR of .62 includes density credit for dedication of right of way and Parcel 11C as set forth in Proffer #1 dated July 30, 1999.

3. Proffer numbered 3, dated July 30, 1999, is hereby deleted and the following substituted:

[Proffer 3] Accessory uses shall be permitted within the office buildings as said term is defined in Section 20-300 of the Zoning Ordinance. In addition to the uses shown for each of the buildings, Applicant may establish all, any, or any other combination of the uses set forth in Note 5 on the Plan.

4. Proffers numbered 4 through 11, both inclusive, and dated July 30, 1999, are hereby reaffirmed.

5. Proffer numbered 12, originally dated July 30, 1999, and amended in the Partial Proffered Condition Amendment accepted pursuant to PCA 1998-LE-048 and FDPA 1998-LE-048, is hereby deleted and the following substituted:

[Proffer 12] Buildings shall not exceed the height shown on the Plan except that the building identified as Phase 7 shall not exceed 55 feet as shown on the Plan. (Provided, however, the calculation of building height shall exclude parapet walls and all other structures specified in Section 2-506 of the Zoning Ordinance). The height of the parking structures shall not exceed 60 feet.

6. Proffers numbered 13 through 29, both inclusive, and dated July 30, 1999, are hereby reaffirmed.

7. Proffer numbered 30, dated July 30, 1999, is hereby deleted and the following substituted:

[Proffer 30] To provide the residents of Lewin Park with access to Beulah Street, a road connection from Jasper Lane to Arco Street in

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Lewin Park, as shown on the Plan, shall be required and its construction will occur concurrently with construction of the next office building, which will be any one of the buildings labeled on the Plan as Phases 5 through 8. This road connection shall connect to Metropark Drive. Compliance with this proffer shall be based upon the date of these proffers.

8. Proffer numbered 31, dated July 30, 1999, is hereby deleted and the following substituted:

[Proffer 31] A road connection to Lewin Park will be allowed at two locations. The Jasper Lane/Arco Street connection is described in Proffer 30 above, and the cost of its construction will be at the expense of the Applicant, its successors or assigns. A second connection from Metro Park Drive has not been determined, and the cost of its construction, including removal of any portion of the wall constructed pursuant to Proffer Number 9, shall be at the expense of the developer of Lewin Park.

9. Proffers numbered 32 through 34, both inclusive, and dated July 30, 1999, are hereby reaffirmed.

10. Proffer numbered 35, subsections (1) through (4), originally dated July 30, 1999, is hereby reaffirmed. Subsection (5) of proffer 35 is hereby deleted and the following substituted:

[Proffer 35(5)] Upon achieving a total occupancy level on the Property of 1,075,270 GFA of development (as evidenced by the issuance of Non-RUPS), the Applicant or assigns shall cause a traffic study to be undertaken to assess the accuracy of the total peak hour vehicle trip generation projections for the property based upon the ITE Trip Rates used to generate the estimated volume counts contained on Table 2 of the Traffic Impact Study prepared by Wells & Associates dated May 5, 1999. The study shall be submitted to the Fairfax County Department of Transportation.

11. Proffer numbered 36 is hereby reaffirmed.

With approval of PCA 1998-LE-048-2/FDPA 1998-LE-048-1-2, the following new proffers are hereby added and numbered sequentially with the previously accepted proffers dated July 30, 1999:

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37. A six foot tall, board-on-board acoustically solid fence as shown on the CDPA/FDPA shall be provided around all sides of the outside play area for the child care center.

38. A minimum of ten parking spaces that are the closest to the entrance of the child care center shall be reserved for use by the child care center, so as to facilitate drop off and pick up of the children. Signs that state that the spaces are reserved shall be provided. The staff of the child care center shall be prohibited from parking in these spaces.

39. The number of children in the play area at any one time shall not exceed 50. This proffer does not limit the daily enrollment of the child care center. Proffer #2 addresses daily enrollment.

[SIGNATURE PAGES ATTACHED]

PCA 1998-LE-048-2/FDPA 1998-LE-048-1-2
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OWNER OF FAIRFAX COUNTY TAX MAP: 91-1-((1))-
23C

MPW LLC, a Virginia limited liability company

By: Metro Park Associates LLC,
a Virginia limited liability
company, sole member

By: B. Mark Fried
B. Mark Fried, Manager

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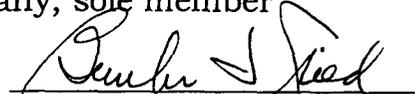
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OWNER OF FAIRFAX COUNTY TAX MAP: 91-1-((1))-
23C

MPW LLC, a Virginia limited liability company

By: Metro Park Associates LLC,
a Virginia limited liability
company, sole member

By:


Barbara J. Fried, Manager

PCA 1998-LE-048-2/FDPA 1998-LE-048-1-2
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OWNER OF FAIRFAX COUNTY TAX MAP:
91-1-((28))-1, 2 and 91-1-((1))-11B2

MPE LLC, a Virginia limited liability company

By: Metro Park Associates LLC,
a Virginia limited liability
company, sole member

By:



B. Mark Fried, Manager

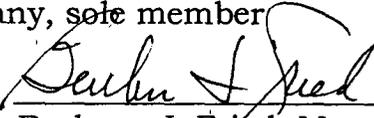
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