

**PROFFERS
PULTE HOME CORPORATION – BEULAH STREET
RZ 2003-LE-027**

JANUARY 23, 2004

Pursuant to Section 15.2-2303(A) of the Code of Virginia, 1950, as amended, the owners and the undersigned applicant, for both themselves, their successors and assigns, (hereinafter collectively referred to as the (“Applicant”)) filed for a rezoning on property identified on Fairfax County Tax Map 91-3 ((1)) 2-6 and 91-3 ((3)) 30 (hereinafter referred to as the “Application Property”) hereby agree to the following proffers, provided that the Board of Supervisors (hereinafter referred to as the “Board”) approves the rezoning of the Application Property to the PDH-4 Zoning District.

1. CONCEPTUAL DEVELOPMENT PLAN/FINAL DEVELOPMENT PLAN (“CDP/FDP”)

Development of the Application Property shall be in substantial conformance with the CDP/FDP prepared by Dewberry & Davis, LLC, dated February 2003, as revised through December 4, 2003.

2. MINOR MODIFICATION

Pursuant to Paragraph 4 of Section 16-403 and Section 18-204 of the Ordinance, minor modifications from the CDP/FDP may be permitted as determined by the Zoning Administrator. The Applicant reserves the right to make minor adjustments to the internal lot lines of the proposed subdivision at time of subdivision plan submission based on final house locations and building footprints as shown on the CDP/FDP, provided that such changes are in substantial conformance with the CDP/FDP.

3. TRANSPORTATION

- a. The private streets shown on the CDP/FDP shall be constructed of materials and with a pavement depth consistent with the Public Facilities Manual (“PFM”) standards for public streets. Initial purchasers shall be advised of the requirement to maintain private streets/pipestems and estimated costs prior to entering into a contract of sale. This requirement to maintain the private streets/pipestems as constructed and the estimated maintenance costs shall be included in the homeowners’ association (“HOA”) documents prepared for the Application Property.
- b. The Applicant shall construct a five (5)-foot wide sidewalk within the Windsor Avenue ROW and Beulah Street ROW to PFM standards, as shown on the CDP/FDP, prior to the issuance of the first (1st) Residential Use Permit (“RUP”).
- c. The Applicant shall construct four (4) foot wide sidewalks within the Application Property as shown on the CDP/FDP. Each four (4) foot wide sidewalk segment shall be constructed prior to the issuance of a RUP for the abutting home. All internal sidewalk

construction shall be completed prior to final bond release.

- d. A five (5) foot wide asphalt or concrete pedestrian connection to Beulah Street shall be constructed as shown on the CDP/FDP, prior to final bond release.
- e. A pedestrian connection shall be constructed between the Application Property and the Windsor Park Subdivision, prior to final bond release, in the location as generally shown on the CDP/FDP, with permission of the Windsor Park Board of Directors and with that Board's approval of the connection's final alignment on Windsor Park property.
- f. At time of subdivision plan approval, or upon demand by VDOT or Fairfax County, whichever shall occur first, the Applicant shall dedicate and convey in fee simple to the Board right-of-way within the Application Property for the public street system as shown on the CDP/FDP, which is a maximum of 36 feet from the existing centerline on Windsor Avenue.
- g. The Applicant shall construct frontage improvements along the western side of Windsor Avenue, including the addition of a left turn lane into the Application Property, curb and gutter. The improvements will extend a maximum of 36 +/- feet from the existing centerline, and shall be constructed within dedicated Right-of Way, as approved by VDOT and DOT, and as shown on the CDP/FDP.

4. STORMWATER MANAGEMENT/BEST MANAGEMENT PRACTICES

- a. The Applicant shall provide a storm water management pond and Best Management Practices on the Application Property in the location(s) as shown on the CDP/FDP, subject to DPWES approval. A minimum of two (2) and a maximum of three (3) bio-retention areas shall be located within the common open space areas flanking the Windsor Avenue entrance and/or along Beulah Street.
- b. The storm water management facility shall be an enhanced extended facility, and shall be landscaped to the maximum extent feasible, as determined by the Urban Forestry Division, pursuant to the policy adopted by the Board of Supervisors, using native or other desirable hydrophilic vegetation species.
- c. The innovative BMP measures shown on the CDP/FDP are bioretention facilities. Other innovative BMP measures may be substituted as determined by DPWES. The proposed stormwater management pond and bioretention facilities shall be landscaped as permitted by the Public Facilities Manual, and approved by DPWES and the Urban Forester. Any innovative BMP measures shall be maintained by the Homeowners Association in

accordance with procedures established for innovative BMPs as determined by DPWES. Said maintenance responsibility shall be incorporated in an agreement to be reviewed and approved by the Fairfax County Attorney's office. Purchasers shall be advised in writing prior to entering into a contract of sale that the homeowners association shall be responsible for the maintenance of all the innovative BMP measures. Maintenance procedures shall be included in the homeowners association documents, which shall also specify that the homeowners association is responsible for the maintenance of the innovative BMP measures. Further, the developer shall establish an initial reserve fund for future maintenance of innovative BMP measures in the amount of \$3,000 with the Homeowners Association, prior to the conveyance of the first dwelling unit on the Property.

If the proposed innovative BMP measures are not approved by DPWES and alternative stormwater management measures are required which affect the site design, the Applicant shall request an administrative interpretation of site design modifications. If such modifications are deemed by the Zoning Administrator as too extensive to be granted an administrative approval, the Applicant shall file a proffered condition amendment.

- d. Vegetation and topography that is damaged or altered during construction of the proposed outfall structure within the Windsor Park Subdivision shall be replaced and repaired, in accordance with a private agreement with the Windsor Park Board of Directors, to the extent possible, prior to final bond release.

5. EROSION CONTROL

- a. The on-site topography in the vicinity of proposed Lots 4 - 14 shall remain undisturbed, to the extent possible, until necessary to grade for construction of homes on proposed Lots 4 - 14 and/or the SWM facility in the vicinity of the northwestern periphery.
- b. As part of the placement of perimeter sediment control measures, and concurrent with the clearing and grading of the Application Property for the construction of the subdivision improvements and homes along the northwestern periphery, the Applicant shall construct a temporary diversion dike along the northern and western periphery (adjacent to proposed Lots 4 through 9, and the Windsor Park Subdivision), and as approved by the Department of Public Works and Environmental Services ("DPWES"), to direct drainage to the future SWM pond during construction. Construction may include the installation of temporary or permanent storm drainage structures. All temporary facilities shall be removed at the issuance of the final residential use permit for the Application Property.

6. GEOTECHNICAL STUDY

- a. Prior to subdivision plan approval, if required by DPWES, and in accordance with the provisions of the Public Facilities Manual, the Applicant shall submit a geotechnical study of the Application Property to the Geotechnical Review Board and shall incorporate appropriate engineering practices as recommended by the Geotechnical Review Board and DPWES into the design to alleviate potential structural problems, to the satisfaction of DPWES. The recommendations of the Geotechnical Review Board shall be implemented.

7. CONSTRUCTION ACTIVITIES, BUILDING STANDARDS AND SIGNAGE

- a. All construction activities related to the construction of homes on the Subject Property shall occur on-site. Construction activities shall include the parking of construction or associated vehicles, which shall not be permitted along Windsor Avenue's right-of-way, except during the construction of improvements to that right-of-way.
- b. All homes on the Application Property shall comply with the Council of American Building Officials ("CABO") Model Energy Code for energy efficient homes or its equivalent for either electric or gas energy systems, as applicable.
- c. All homes shall contain a two (2)-car garage, and each lot shall contain a driveway that measures a minimum of eighteen (18) feet in length from the garage to the inside edge of the sidewalk.
- d. Facades of the units shall be in substantial conformance to those shown on Sheet 3 of the CDP/FDP. The Applicant shall provide a minimum of eighty percent (80%) brick or stone on the fronts of all units, exclusive of windows, doors, shutters, and trim.
- e. There shall be a minimum side yard setback of five (5) feet. No encroachments (other than fencing) shall be permitted within five (5) feet of any side lot line, including bay windows and chimneys. For "corner-lot" homes (proposed Lots 1, 10, 12, 18, 22, 23, 27 and 34), the side yard shall be considered that yard which does not have a driveway located within it.
- f. There shall be a minimum rear yard setback for the primary structure of nineteen (19) feet.
- g. Decks and/or patios shall be permitted in any rear yard; however, they shall not be permitted closer than five (5) feet to the rear property line and shall only be permitted at

grade, with the exception of Lots 1, 31, 32, 33 and 34, on which the homes may be constructed with three (3) exposed levels at the rear where decks and associated appurtenances (such as stairs) shall be permitted to be constructed from the second (2nd) level of the home. Where homes are constructed with three (3) exposed levels at the rear, no deck or associated appurtenances shall be permitted to extend from the third (3rd), or top, level of the home.

- h. A fence, which is seven (7) feet in height, and which is board-on-board construction, shall be installed along the northwestern property line, adjacent to the Windsor Park Subdivision prior to final bond release. The existing Windsor Park fence shall be removed at the Applicant's expense prior to installation of the new fence, with the permission of the Windsor Park Board of Directors. In order to prevent a situation where there may be two (2) fences within close proximity to each other, in no instance will the new seven (7) foot high fence be constructed where permission is not obtained from the Windsor Park Board of Directors to remove the existing Windsor Park fence. If permission to remove the existing fence cannot be obtained from the Windsor Park Board of Directors after two (2) notification attempts by Certified Mail, the requirement to install this seven (7) foot high fence shall be considered fulfilled.
- i. A fence, which is seven (7) feet in height, and which is board-on-board construction, shall be installed adjacent to the C-5 zoned property along the southern property line, as generally shown on the CDP/FDP.
- j. A fence, which is seven (7) feet in height, and which is board-on-board construction, may be located along the northern and northwestern property lines abutting the single family dwelling units in Windsor Estates (Tax Map 91-3 ((3)) 28 and 29), as generally shown on the CDP/FDP. Installation of a seven (7) foot high fence along these property lines shall be at the discretion of each owner of the two (2) properties, which permission shall be granted by written acceptance of an offer by the Applicant to install the fence. If, after two (2) notification attempts by certified mail either owner does not accept, or does not respond, the requirement to install a fence along that owner's property line shall be considered fulfilled.
- k. The type and quality of entry features, lighting, fencing, recreational equipment and pavement enhancements (brick pavers) shall be in substantial conformance to those details shown on Sheet 3 of the CDP/FDP. Lighting shall comply with Article 14, Outdoor Lighting Standards.

8. LANDSCAPING

- a. A Landscaping plan shall be submitted with the first (1st) Subdivision Plan for review

and approval by the Urban Forester. Landscaping shall be as depicted on the CDP/FDP, and shall be in substantial conformance with the quality and quantity of landscaping depicted on the CDP/FDP, as determined by the Urban Forestry Division. The Applicant shall endeavor to utilize 90% native plant species as defined by the Public Facilities Manual.

- b. All trees shown to be preserved on the tree preservation plan shall be protected by tree protection fencing. Tree protection fencing, consisting of four (4) foot high, 14 gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no farther than ten (10) feet apart, shall be placed at the limits of clearing and grading as shown on the CDP/FDP. The tree protection fencing shall be made clearly visible to all construction personnel. The tree protection fencing shall be installed prior to the performance of any clearing and grading activities on the site. All tree preservation activities, including installation of tree protection fencing, shall be performed under the supervision of a Project Arborist. Prior to the commencement of any clearing or grading on the site, the Project Arborist shall verify in writing that the tree protection fencing has been properly installed.
- c. Deterrent vegetation (such as thorny shrubs and vines) shall be planted on Windsor Park Subdivision's open space within a three (3) foot-wide strip adjacent to the proffered board-on-board fence prior to final bond release, with permission of the Windsor Park Board of Directors.

9. NOISE ATTENUATION

- a. Prior to final Subdivision Plan approval, the Applicant shall provide a revised noise analysis based on final site grades and future traffic volumes on Beulah Street, projected to the year 2020, to DPWES and DPZ for review and approval in accordance with DPZ's established guidelines for such noise analysis. The noise analysis shall utilize standard measures to evaluate noise, and shall demonstrate that exterior noise levels for both ground and upper story levels of any unit does not exceed DNL 75 dBA and that exterior noise within the privacy yards and outdoor recreational areas are reduced to below DNL 65 dBA.
- b. For privacy yards, back yards and outdoor recreation areas exposed to noise levels above DNL 65 dBA, solid wood privacy fences, or other solid wall/fence configurations that are solid from the ground up, with no gaps or openings, shall be utilized as a sound attenuation measure. These fences shall conform to Zoning Ordinance regulations and shall not exceed seven (7) feet in height adjacent to Beulah Street and Windsor Avenue. Based on the study in Paragraph (a) above, the Applicant shall demonstrate to DPWES and DPZ satisfaction that the fences are of sufficient design and height to adequately

that may include, but not be limited to a community gathering area with a gazebo, outdoor seating, playground and/or tot-lot equipment, and play area fencing. If the minimum expenditure of \$955.00 per residential unit for on-site recreational facilities is not satisfied, as determined by DPWES, then any remaining funds shall be provided to the Fairfax County Park Authority for the provision of recreational facilities in a nearby park.

11. HOUSING TRUST FUND CONTRIBUTION

- a. Prior to the issuance of the first building permit, the Applicant shall contribute a sum equaling one-half (1/2) percent of the aggregate sales prices of units to Fairfax County Housing and Community Development Housing Trust Fund for Affordable Housing needs within Fairfax County.

12. PUBLIC FACILITIES

- a. At the time of Subdivision Plan approval, the Applicant shall contribute the sum of \$97,500.00 to the BOS in accordance with the School Public Facilities Impact Formula located in Appendix 9 of the Land Use Element of the Policy Plan, for the construction of capital improvements to schools in the vicinity of the Application Property.
- b. Prior to subdivision plat approval, the Applicant shall purchase a "Welcome to Lee District" sign (\$2,900), and shall install this sign in a location specified by the Lee District Supervisor.
- c. The Applicant shall install countdown pedestrian signals at the intersection of Windsor Avenue and Beulah Street, to facilitate pedestrian movements between the southwest and southeast corners of that intersection.
- d. The Applicant shall contribute \$28,620.00 to the Board of Supervisors toward public facilities needs in the vicinity of the Application Property (including the cost of the signal(s) specified in 12c), as determined by the Lee District Supervisor, prior to Subdivision Plan approval.

13. HOMEOWNERS ASSOCIATION

- a. The Applicant shall establish a homeowners' association for the proposed development to own, manage and maintain open space areas, bio-retention facilities, private streets and recreational equipment and landscaping. The requirement to maintain the private streets and open space areas, bio-retention facilities and recreational equipment shall be included in the HOA documents prepared for the Application Property. Further, the use restriction of garages in Paragraph (b) below, shall be included in the HOA documents

shield the impacted areas from the source of the noise.

- c. In order to reduce interior noise to a level of approximately DNL 45 dBA, units within a highway noise impact zone of DNL 65-70 dBA, as ultimately determined by the study in Paragraph (a) above, shall be constructed with the following acoustical treatment measures:
 - 1) Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 39.
 - 2) Doors and windows shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20% of any façade exposed to noise levels of DNL 65 dBA or above. If glazing constitutes more than 20% of an exposed façade, then the windows shall have a STC rating of at least 39.
 - 3) All surfaces shall be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission.
- d. In order to reduce interior noise to a level of approximately DNL 45 dBA, units within a highway noise impact zone of DNL 70-75 dBA, as determined by the study in Paragraph (a) above, shall be constructed with the following acoustical treatment measures:
 - 1) Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 45.
 - 2) Doors and windows shall have a laboratory STC rating of at least 37 unless glazing constitutes more than 20% of any façade exposed to noise levels of DNL 70 dBA or above. If glazing constitutes more than 20% of an exposed façade, then the windows shall have a STC rating of at least 45.
 - 3) All surfaces shall be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission.
- e. All units that require interior or exterior structural noise attenuation shall be identified on the Subdivision Plan.

10. RECREATIONAL FACILITIES

- a. The Applicant shall comply with Paragraph 2 of Section 6-110 of the Zoning Ordinance regarding developed recreational facilities for the residential uses. The Applicant proffers that the minimum expenditure for the recreational facilities shall be \$955.00 per residential unit. The Applicant shall receive credit for the on-site recreational facilities

prepared for the Application Property. In accordance with the Virginia Property Owners Association Act, Section 55 Code of Virginia, purchasers shall be advised of these requirements through a disclosure packet that contains the HOA documents prior to entering into a contract of sale.

- b. A covenant shall be recorded which provides that garages shall only be used for a purpose that will not interfere with the intended purpose of garages (e.g., parking of vehicles). This covenant shall be recorded among the land records of Fairfax County in a form approved by the County Attorney prior to the sale of any lots and shall run to the benefit of the homeowners association, which shall be established, and the Fairfax County Board of Supervisors. This restriction shall be stated in the HOA documents, and initial purchasers shall be advised of the use restriction prior to entering into contract of sale.

14. SUCCESSORS AND ASSIGNS

These proffers will bind and inure to the benefit of the Applicant and his/her successors and assigns.

15. COUNTERPARTS

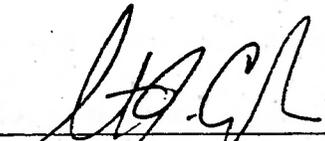
These proffers may be executed in one or more counterparts, each of one when so executed and delivered shall be deemed an original document and all of which taken together shall constitute but one in same instrument.

[SIGNATURES ON FOLLOWING PAGES]

Signature Page
RZ 2002-MV-046

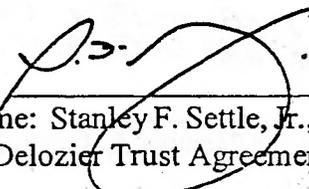
Applicant/Contract Purchaser of Tax Maps 91-3 ((1)) 5, 6 from Title Owners
Applicant/Contract Purchaser of Tax Map 91-3 ((3)) 30 and 91-3 ((1)) 2, 3, 4 from Claude
Wheeler (who is the Contract Purchaser of Tax Map 91-3 ((3)) 30 and 91-3 ((1)) 2, 3, 4
from the Title Owners)

Pulte Home Corporation

By:  Agent/Attorney-in-fact.
Name: Steven J. Conglio, Agent/Attorney-in-Fact

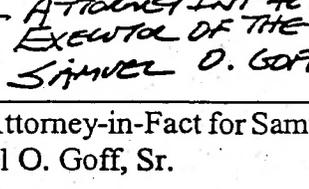
Owner of Tax Maps 91-3 ((3)) 30

Anne D. Delozier, Trustee for the Anne D. Delozier Trust Agreement for the benefit of:
Anne D. Delozier

By:  *ATTORNEY IN FACT FOR ANNE D. DELOZIER, TRUSTEE FOR THE ANNE D. DELOZIER TRUST AGREEMENT FOR THE BENEFIT OF ANNE D. DELOZIER*
Name: Stanley F. Settle, Jr., Attorney-in-Fact for Anne D. Delozier, Trustee for the Anne D. Delozier Trust Agreement for the benefit of Anne D. Delozier

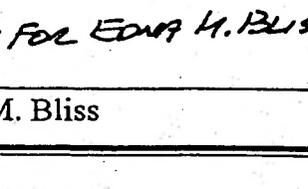
Owner of Tax Map 91-3 ((1)) 2

Samuel Odell Goff, Jr., Executor of the Estate of Marie E. and Samuel O. Goff, Sr.

By:  *ATTORNEY IN FACT FOR SAMUEL ODELL GOFF JR., EXECUTOR OF THE ESTATE OF MARIE E. AND SAMUEL O. GOFF, SR.*
Name: Stanley F. Settle, Jr., Attorney-in-Fact for Samuel Odell Goff, Jr., Executor of the Estate of Marie E. and Samuel O. Goff, Sr.

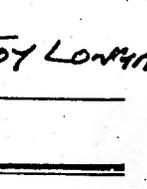
Owner of Tax Map 91-3 ((1)) 3

Edna M. Bliss

By:  *ATTORNEY IN FACT FOR EDNA M. BLISS*
Name: Stanley F. Settle, Jr., Attorney-in-Fact for Edna M. Bliss

Owner of Tax Map 91-3 ((1)) 4

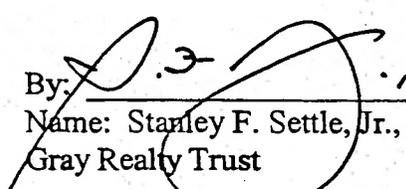
Constance Joy Lowman

By:  *ATTORNEY IN FACT FOR CONSTANCE JOY LOWMAN*
Name: Stanley F. Settle, Jr., Attorney-in-Fact for Constance Joy Lowman

Signature Page
RZ 2002-MV-046

Owner of Tax Maps 91-3 ((1)) 5 and 6

Richard A. Gray, Trustee for the V.C. Gray Realty Trust

By: 

Name: Stanley F. Settle, Jr., Attorney-in-Fact for Richard A. Gray, Trustee for the V.C. Gray Realty Trust

*ATTORNEY IN FACT FOR RICHARD A. GRAY,
TRUSTEE FOR THE V.C. GRAY REALTY TRUST*

[SIGNATURE PAGES END]

SPECIAL POWER OF ATTORNEY

The undersigned, Samuel Odell Goff, Jr., Executor for the Estate of Marie E. and Samuel O. Goff, Sr. (the "Principal") the party authorized by law to make application for a rezoning of that certain real property located in Fairfax County, Virginia, as more particularly described in the attached Exhibit "A" makes, constitutes and appoints Richard D. DiBella, David Graham, Stanley F. Settle, Jr. and/or Steven Coniglio, and each of them acting independently of the others ("Attorney-in-Fact"), as his true and lawful Attorney-in-Fact and in his name, place and stead giving unto the Attorney-in-Fact, full power and authority to do and perform all acts, and make all representations necessary, without any limitation whatsoever, to make application for the rezoning of the Property, to execute any necessary affidavits, to agree to any proffered conditions pursuant to the application for rezoning and/or site and/or subdivision plan approval, and to enter into and execute any other documents in connection with such rezoning and/or site and/or subdivision plan approval.

The rights, powers and authority of the Attorney-in-Fact herein granted shall commence and be in fully force and effect this 03 day of Nov., 2003 and remain in full force and effect thereafter until actual notice, by certified mail, return receipt requested, is received at the Planning and or Zoning Office for the County of Fairfax, Virginia, stating that the terms of this power have been revoked or modified.

The Estate of Marie E. and Samuel O. Goff, Sr.

Samuel Odell Goff, Jr. Executor
Samuel Odell Goff, Jr., Executor

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF Fairfax, to-wit:

^{November} The foregoing Special Power of Attorney was acknowledged before me this
03 day of 03, 2003, by AS SAMUEL ODELL GOFF JR.
RJF RJF
S.O.G. S.O.G.

[Signature]

Notary Public

My Commission Expires: 4/30/08

SPECIAL POWER OF ATTORNEY

The undersigned, Edna M. Bliss (the "Principal") the party authorized by law to make application for a rezoning of that certain real property located in Fairfax County, Virginia, as more particularly described in the attached Exhibit "A" makes, constitutes and appoints Richard D. DiBella, David Graham, Stanley F. Settle, Jr. and/or Steven Coniglio, and each of them acting independently of the others ("Attorney-in-Fact"), as her true and lawful Attorney-in-Fact and in her name, place and stead giving unto the Attorney-in-Fact, full power and authority to do and perform all acts, and make all representations necessary, without any limitation whatsoever, to make application for the rezoning of the Property, to execute any necessary affidavits, to agree to any proffered conditions pursuant to the application for rezoning and/or site and/or subdivision plan approval, and to enter into and execute any other documents in connection with such rezoning and/or site and/or subdivision plan approval.

The rights, powers and authority of the Attorney-in-Fact herein granted shall commence and be in fully force and effect this 5 day of NOVEMBER, 2003 and remain in full force and effect thereafter until actual notice, by certified mail, return receipt requested, is received at the Planning and or Zoning Office for the County of Fairfax, Virginia, stating that the terms of this power have been revoked or modified.

Edna M. Bliss

Edna M. Bliss

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF Fairfax, to-wit:

The foregoing Special Power of Attorney was acknowledged before me this 5 day of Nov, 2003, by Edna M. Bliss

[Signature]
Notary Public

My Commission Expires: My Commission Expires December 31, 2004

SPECIAL POWER OF ATTORNEY

The undersigned, Anne D. Delozier, Trustee for the Anne D. Delozier Trust (the "Principal") the party authorized by law to make application for a rezoning of that certain real property located in Fairfax County, Virginia, as more particularly described in the attached Exhibit "A" makes, constitutes and appoints Richard D. DiBella, David Graham, Stanley F. Settle, Jr. and/or Steven Coniglio, and each of them acting independently of the others ("Attorney-in-Fact"), as her true and lawful Attorney-in-Fact and in her name, place and stead giving unto the Attorney-in-Fact, full power and authority to do and perform all acts, and make all representations necessary, without any limitation whatsoever, to make application for the rezoning of the Property, to execute any necessary affidavits, to agree to any proffered conditions pursuant to the application for rezoning and/or site and/or subdivision plan approval, and to enter into and execute any other documents in connection with such rezoning and/or site and/or subdivision plan approval.

The rights, powers and authority of the Attorney-in-Fact herein granted shall commence and be in fully force and effect this 3rd day of November, 2003 and remain in full force and effect thereafter until actual notice, by certified mail, return receipt requested, is received at the Planning and or Zoning Office for the County of Fairfax, Virginia, stating that the terms of this power have been revoked or modified.

Anne D. Delozier Trust

Anne D. Delozier
Anne D. Delozier, Trustee
Trustee

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF Fairfax, to-wit:

The foregoing Special Power of Attorney was acknowledged before me this 3rd day of Nov, 2003, by Anne D. Delozier

[Signature]
Notary Public

My Commission Expires: My Commission Expires December 31, 2005

SPECIAL POWER OF ATTORNEY

The undersigned, CONSTANCE JOY LOWMAN (the "Principal") the party authorized by law to make application for a rezoning of that certain real property located in Fairfax County, Virginia, as more particularly described in the attached Exhibit "A" makes, constitutes and appoints Richard D. DiBella, David Graham, Stanley F. Settle, Jr. and/or Steven Coniglio, and each of them acting independently of the others ("Attorney-in-Fact"), as her true and lawful Attorney-in-Fact and in her name, place and stead giving unto the Attorney-in-Fact, full power and authority to do and perform all acts, and make all representations necessary, without any limitation whatsoever, to make application for the rezoning of the Property, to execute any necessary affidavits, to agree to any proffered conditions pursuant to the application for rezoning and/or site and/or subdivision plan approval, and to enter into and execute any other documents in connection with such rezoning and/or site and/or subdivision plan approval.

The rights, powers and authority of the Attorney-in-Fact herein granted shall commence and be in fully force and effect this 25 day of FEBRUARY, 2003 and remain in full force and effect thereafter until actual notice, by certified mail, return receipt requested, is received at the Planning and or Zoning Office for the County of Fairfax, Virginia, stating that the terms of this power have been revoked or modified.

Constance Joy Lowman (SEAL)
Name: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF Fairfax, to-wit:

25 day of Feb 2003, by Constance Lowman.

[Signature]
Notary Public

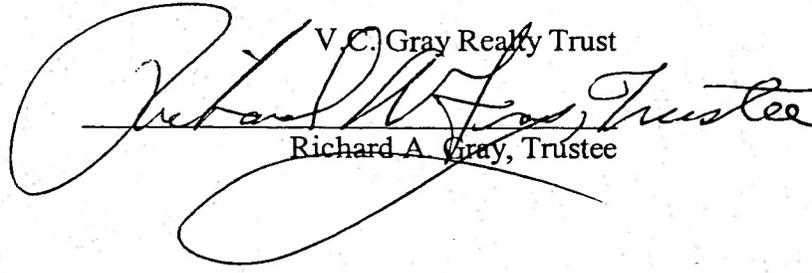
My Commission Expires: My Commission Expires December 31 2005

EXHIBIT "B"

SPECIAL POWER OF ATTORNEY

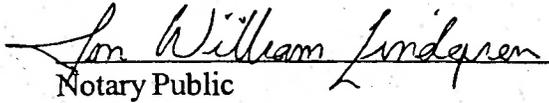
The undersigned, **Richard A. Gray, Trustee for the V.C. Gray Realty Trust** (the "Principal") the party authorized by law to make application for a rezoning of that certain real property located in Fairfax County, Virginia, as more particularly described in the attached Exhibit "A" makes, constitutes and appoints Richard D. DiBella and Stanley F. Settle, Jr., and either of them acting independently of the other, ("Attorney-in-Fact"), as his true and lawful Attorney-in-Fact and in his name, place and stead giving unto the Attorney-in-Fact, full power and authority to do and perform all acts, and make all representations necessary, without any limitation whatsoever, to make application for the rezoning of the Property, to execute any necessary affidavits, to agree to any proffered conditions pursuant to the application for rezoning and/or site and/or subdivision plan approval, and to enter into and execute any other documents in connection with such rezoning and/or site and/or subdivision plan approval.

The rights, powers and authority of the Attorney-in-Fact herein granted shall commence and be in fully force and effect this 16th day of April, 2003, and remain in full force and effect thereafter until actual notice, by certified mail, return receipt requested, is received at the Planning and or Zoning Office for the County of Fairfax, Virginia, stating that the terms of this power have been revoked or modified.

V.C. Gray Realty Trust

Richard A. Gray, Trustee

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF FAIRFAX, to-wit:

The foregoing Special Power of Attorney was acknowledged before me this 16th day of April, 2003, by RICHARD A. GRAY.


Notary Public

My Commission Expires: 30 April 2007