

6. An 800 square foot building shall be constructed at the corner of Sugarloaf Chapel Road and Catawba Hill Road with water and sewer connections for future operation and fit-out by the HOA.

I. Sugarloaf Chapel Drive

1. Demolish Sugarloaf Chapel Drive in front of the existing Residents Club Pool complex.
2. Install additional parking plaza with a bosque and paver in this area consistent with Exhibit H. Parking area will be either (i) all pavers; or (ii) part pavers and part asphalt. (See Paragraph J.2. below.)

J. Sinequa Square

1. Demolish existing fountain and infrastructure as necessary.
2. Install amphitheater-style tiered lawn seating above an elliptical plaza consistent with Exhibit I. If the Sugarloaf Chapel parking area identified in Paragraph I.2. above is constructed as all pavers, the elliptical area within the center of Sinequa Square (identified on Exhibit I as "Flat lawn for play (symmetrical on diagonal axis)") shall be an all grass area. If the Sugarloaf Chapel parking area is constructed as part paver/part asphalt, the elliptical area within the center of Sinequa Square (identified on Exhibit I as "Flat lawn area for play (symmetrical on diagonal axis)") shall be all pavers.
3. Install trees surrounding the Square and other landscaping/hardscaping in and around the Square as appropriate, to be determined in Developer/CTCAC design sessions prior to Site Plan submission.

K. Alley Entrances (Exhibits J-1 and J-2)

1. To improve the appearance of terminating alley views, in coordination with CTCAC install landscaping, fencing or both, as appropriate, at select locations to be shown on the Site Plan application(s), subject to owner permission and utility easement restrictions.
2. Total budget of the treatments specified in K. 1. above shall not exceed \$270,000.

L. Greenway Trails

1. Construct a separate eight-foot asphalt bike path with landscaped overlook rest areas parallel to Overlook Park Drive.
2. Pathway within Greenway shall be natural surface. Other trails and landscaping to be constructed as shown on baseline plans.

3. At select locations to be shown on the Site Plan application(s), install teak benches and signage along paths and timber bridges over wetlands and stream crossings.
4. Modify (without expanding) existing culvert under Clarksburg Square Road to accommodate pedestrians, if permits can be obtained, including concrete walkway and handrails within culvert.

M. Additional Landscaping/Streetscaping

Additional landscape/streetscape features to be reviewed with and directed by CTCAC prior to submission shall be shown on the Site Plan application(s). The total additional cost for these features, *i.e.*, above baseline features costs, shall not exceed \$1 million.

N. Additional specific Landscaping Features and Piedmont Park improvements that are not included in "M" above

1. Install single row of London Plane Trees (4" caliper, 25' on center) in front of two-over-two units on Catawba Hill Drive fronting Sinequa Square. No modification to sidewalk, curb or paving shall be made in this area.
2. Install interim landscaping at Murphy Grove Pond as shown on Exhibit K as soon as possible after approval of this Plan of Compliance.
3. Install additional landscaping/improvements to Murphy Grove Pond as shown on Exhibit L upon completion of Stringtown Road and Block H.
4. Piedmont Woods Park (located east of Piedmont Road) shall be improved with a parking lot with lighting, picnic area, two tennis courts, one basketball court, dog park with natural features, multi-age play areas, and natural surface paths with three seating areas along the paths as shown on Exhibit M.

O. Bozzuto Buildings

1. Building 5, as shown on the Original Phase II Site Plan, will be constructed with the revisions shown on the "Eastside Building 5 and 6, Block 2 Proposed Plan with Program" (the "Eastside Plan"), attached as Exhibit N, that include elimination of a surface parking area and replacing the parking area with two new townhouse lots. No changes to elevations or building architecture are included.
2. Building 6 will be eliminated as shown in the Original Charrette Plan and Building 6 will be developed with a new park, townhouse lots and tower house lots, as shown on the Eastside Plan. Also, the townhouses are designed to be four (4) stories not to exceed 55 feet in height with the rear of the first story below grade.
3. Building 7, which is substantially complete, will be finished as shown on the Manor Homes Amendment (presented to the Planning Board on February 10,

2005) (the "Manor Homes Amendment"). When the Planning Board executes the Site Plan Signature Set for the Manor Homes Amendment now pending signature approval with the Planning Board, it will be for the limited purpose of allowing the construction of Building 7 and Building 9 to proceed as shown on the Site Plan Signature Set. The amendments to the proposed development on the Bozzuto Parcel for Building 7 are shown on Exhibit O. The Bozzuto Site Plan Amendment as to the Building 7 parcel will include the addition of a curb cut, demolition and reconstruction of the existing parking garage and reconfiguration of surface parking areas and dumpster location.

4. Building 9 will be constructed in accordance with the Manor Homes Amendment. In addition, (a) each building façade will be finished with brick veneer on the front and sides only and a stone water table, (b) the porches will be redesigned, and (c) windows will be adjusted to be consistent with existing floor plans. Building 9 is designed to be three (3) stories not to exceed 45 feet in height.
5. Buildings 10 and 11 will be constructed in accordance with the Manor Homes Amendment. In addition, (a) the elevations for Buildings 10 and 11 will be as shown on Exhibit P-1 and Exhibit P-2, respectively, (b) Buildings 10 and 11 will each be rotated 90 degrees to face the west to improve the view of the buildings approaching from the Town Center, (c) Bozzuto will adjust the elevations of these buildings so the first floor is below grade at the back of the building and at-grade along the street, (d) each building façade will be finished with brick veneer on the front and sides only and a stone water table, (e) the porches will be redesigned, and (f) window patterns will be adjusted to be consistent with existing floor plans. The buildings constructed on Lots 10 and 11 are designed to be up to four (4) stories not to exceed 55 feet in height.
6. Building 12 will be constructed in accordance with the Manor Homes Amendment. In addition, (a) each building façade will be finished with brick veneer on the front and sides only and a stone water table, (b) the porches will be redesigned, and (c) windows will be adjusted to be consistent with existing floor plans. Building 12 is designed to be three (3) stories and not to exceed 45 feet in height.
7. Development and construction with respect to Buildings 7, 9, 10 and 11 shall not be conditioned on the commencement of construction with respect to any other Building or any other amenities or other aspects of CTC, including, without limitation, recreational facilities, streetscape, open space, pedestrian connections that are not proposed for construction as part of Buildings 7, 9, 10 and 11, nor shall Bozzuto Homes, Inc. have any contribution obligations with respect to the Plan of Compliance, except this Paragraph O.

P. Moderately Priced Dwelling Units

1. 12.5% of the total number of units within Clarksburg Town Center shall be MPDUs.

2. Not more than 55 MPDUs shall be located west of Overlook Park Drive. Specific block locations and unit types to be set forth on project and site plan amendment submission.

Q. Development Standards

In connection with amendments to the Project Plan and Site Plan(s) needed to implement this Plan of Compliance, applicant, in coordination with CTCAC shall propose a comprehensive overall set of development standards for building height, setbacks and lot sizes which shall govern various sections of the project and which development standards shall be consistent with, and allow for, development in accordance with the Plan of Compliance as modified herein. However, different standards may apply to different sections of the development depending on the character of the area to be created and the status of construction within each area.

R. Emergency Access Requirements

Existing infrastructure shall be retrofitted to comply with Montgomery County Fire Rescue Services approval dated March 29, 2006 and as shown on Exhibit Q.

S. Outcome/Effect of Plan of Compliance

If approved by the Planning Board, this Plan of Compliance will:

1. State that the Plan of Compliance remediates and resolves all interim findings of violations by the Planning Board, all findings of violations recommended by Staff of M-NCPPC, and all allegations of violations that have been made or could have been made as of the date of the Planning Board's approval of the Plan of Compliance.
2. State that the Plan of Compliance shall govern all future approvals of project and site plans and the Board will not impose additional monetary or in-kind exactions as conditions of approval; provided, however, that in the event the Plan of Compliance is not implemented in accordance therewith, the Planning Board reserves the right to take enforcement action authorized by law.
3. State that because the Plan of Compliance is sufficient to remediate and resolve all categories of alleged violations, further proceedings to reach final determination on alleged violations are moot and will not be undertaken by the Board.
4. Establish that the Adequate Public Facilities validity period for development shall be valid and in full force and effect until completion of the development contemplated thereby.
5. Be the equivalent of a binding pre-application as to the anticipated Project Plan, Site Plan and, if necessary, Preliminary Plan amendments.

6. State that all dwelling units built and/or occupied that were the subject of alleged violations or determined to be violations by the Planning Board are "grandfathered".
7. State that neither a default by any other party under the Plan of Compliance or any other approved plan or permit with respect to the CTC nor any failure of any party to comply with any such approval, plan or permit shall be deemed to be a default or failure to comply by any other party.

The Plan of Compliance is submitted without prejudice to or waiver of the parties existing rights or defenses and if the terms and conditions of approval of the Plan of Compliance are not acceptable to an impacted party, then the Plan of Compliance shall (unless otherwise agreed by the impacted party or parties) be withdrawn as to the impacted party or parties and, in such event, shall be ineffective as to those parties.

T. Lift of Stop Work Orders dated September 20, 2005 and November 23, 2005

If approved by the Planning Board, the Plan of Compliance shall also constitute the Planning Board's determination that the Stop Work Orders dated September 20, 2005 and November 23, 2005 shall be lifted with respect to the lots/units so identified on Exhibit R and construction of such lots/units may proceed immediately. The Site Landscaping Plans – Phase II (cover sheet and sheets L-1 through L-39) comprising a part of Exhibit A hereto shall become a part of the site plan drawings for Phase II, subject to potential modification pursuant to Paragraph M above, as a part of the anticipated project plan, site plan, and/or preliminary plan amendments. The lifting of the Stop Work Order as to the remaining lots/units identified on Exhibit R shall occur contemporaneously with an approval by the Planning Board of a site plan amendment consistent with the recorded subdivision plats for such lots/units.

- U. This Description of the Major Elements Making Up the Plan of Compliance is incorporated into, and made a substantive part of, the plans included in Exhibits A - R as modified herein (collectively the "Exhibits") as if fully set forth on the Exhibits.

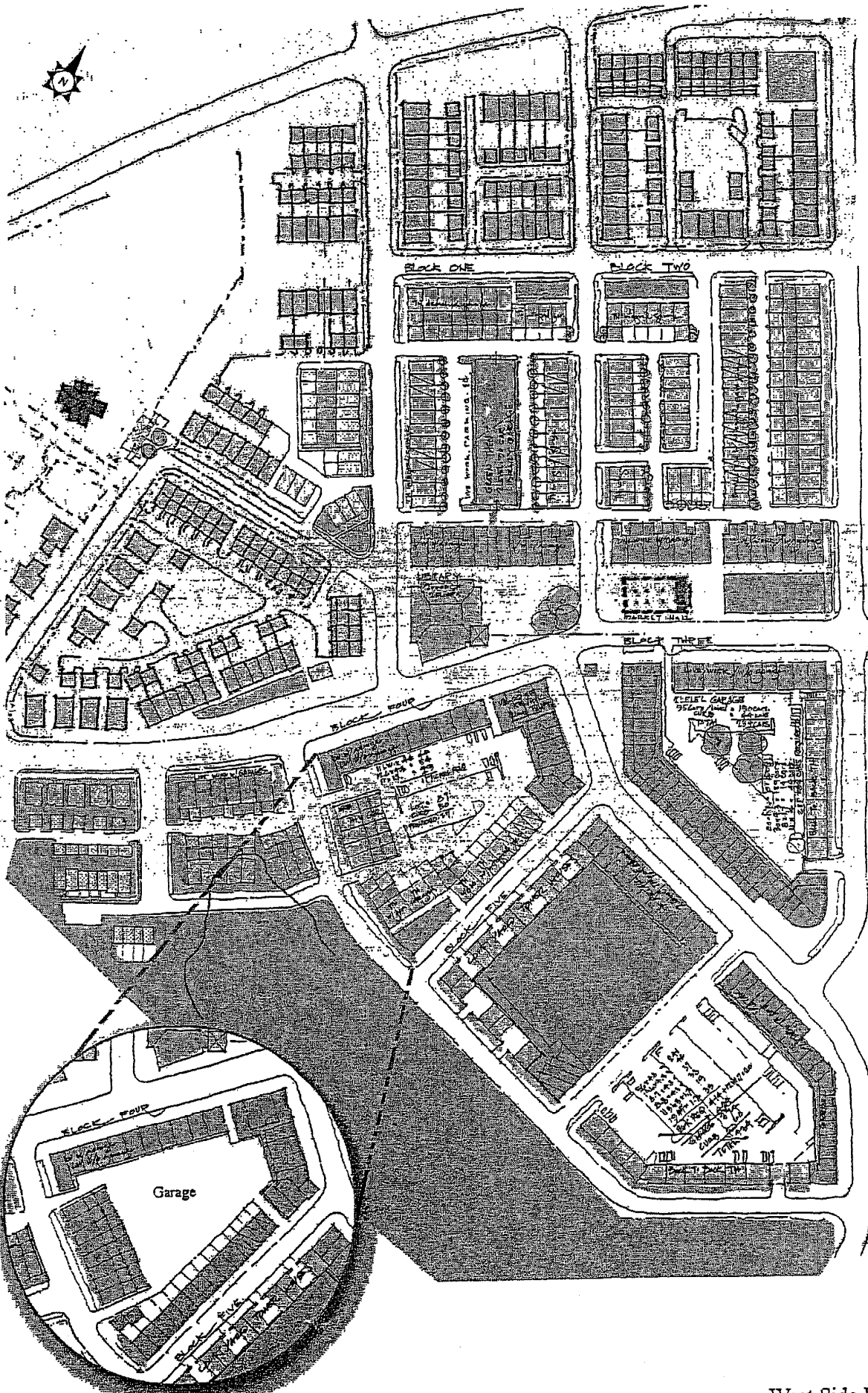
Index of Exhibits

- Exhibit A: Baseline Plans - Index (4 sheets) and Plans (148 sheets)
- Exhibit B: Blocks 1-5, Retail Core Plan and Program (2 sheets)
- Exhibit C-1: Town Center Green Plan (Alternative 1 – 1 sheet)
- Exhibit C-2: Town Center Green Plan (Alternative 2- 1 sheet)
- Exhibit D: Grand Staircase at Clarksburg United Methodist Church Plan (1 sheet)
- Exhibit E-1: Greenway Bridge Plan (Alternative 1 – 1 sheet)
- Exhibit E-2: Greenway Bridge Plan (Alternative 2 – 1 sheet)
- Exhibit F: Clark Memorial Plan (1 sheet)
- Exhibit G: Residents Club Pool Plan (1 sheet)
- Exhibit H: Sinequa Square Amphitheater Parking Plan (1 sheet)
- Exhibit I: Sinequa Square Plan (1 sheet)
- Exhibit J-1: Alley Entrance I Plan (1 sheet)
- Exhibit J-2: Alley Entrance II Plan (1 sheet)
- Exhibit K: Murphy Grove Pond Interim Plan (1 sheet)
- Exhibit L: Murphy Grove Pond Ultimate Plans and Pier Sketch (2 sheets)
- Exhibit M: Piedmont Woods Park Plan (1 sheet)
- Exhibit N: Eastside Building #5 and #6, Block 2 Proposed Plan with Program (1 sheet)
- Exhibit O: Bozzuto Building #7 Enlarged Charette Site Plan (1 sheet)
- Exhibit P-1: Bozzuto Building #10 Elevations Plan (1 sheet)
- Exhibit P-2: Bozzuto Building #11 Elevations Plan (1 sheet)
- Exhibit Q: Montgomery County Fire Rescue Services Modification Plans Index (1 sheet) and Plans (12 sheets)
- Exhibit R: Identification of Lots/Units subject to Lifting of Stop Work Order (3 sheets)

Site Landscape Plan Phase IB, Part 3	Coversheet	10/31/02
	L-1	10/31/02
	L-2	10/31/02
	L-3	10/31/02
	L-4	10/31/02
	L-5	10/31/02
	L-6	10/31/02
	L-7	10/31/02
	L-8	10/31/02
	L-9	10/31/02
	L-11A L-11B	10/31/02 10/31/02
Storm Drain and Paving Plan Phase IB, Part 3, Lots/Blocks: 1-53/F, 9-24/O, Parcels A, B & C	1	11/28/01 (Rev. 1, 01/14/02)
	2	11/28/01
	3	11/28/01
	4	11/28/01
Final Landscape/Hardscape Plan Phase IB-1	Coversheet	04/26/02 (CD Set)
	L-1	05/06/02 (Permit Set as revised 10/31/02)
	L-2	05/06/02 (Permit Set as revised 10/31/02)
	L-3	04/26/02 (CD Set)
	L-4 L-5	05/06/02 (Permit Set) 05/06/02 (Permit Set)
Phase IB Storm Drain & Paving Plan	1	06/05/00
	2	Unsigned drainage area map
	3	06/05/00, 09/29/00
	4	06/05/00
	5	06/05/00
	6	06/05/00
	7	06/05/00
	8	09/29/00
	9	09/29/00
	10	09/29/00
Site Landscaping Plan-Phase IB, Part 2	Coversheet	12/04/01
	L-1	12/04/01
	L-2	12/04/01
	L-3	06/10/02
	L-4	12/04/01
	L-5	06/10/02
	L-6	12/04/01
	L-7	12/04/01
	L-8	12/04/01
L-9	12/04/01	

Site Landscape Plan-Phase II	Coversheet	8/10/04 (latest revision)
	L-2	7/21/04 (latest revision)
	L-3	7/21/04 (latest revision)
	L-4	7/21/04 (latest revision)
	L-5	7/21/04 (latest revision)
	L-6	7/21/04 (latest revision)
	L-7	7/21/04 (latest revision)
	L-8	7/21/04 (latest revision)
	L-9	7/21/04 (latest revision)
	L-10	7/21/04 (latest revision)
	L-11	7/21/04 (latest revision)
	L-15	7/21/04 (latest revision)
	L-16	7/21/04 (latest revision)
	L-17	7/21/04 (latest revision)
	L-18	7/21/04 (latest revision)
	L-19	7/21/04 (latest revision)
	L-19A	7/21/04 (latest revision)
	L-20	7/21/04 (latest revision)
	L-21	8/10/04 (latest revision)
	L-22	7/21/04 (latest revision)
	L-23	7/21/04 (latest revision)
	L-24	7/21/04 (latest revision)
	L-25	7/21/04 (latest revision)
	L-26	7/21/04 (latest revision)
	L-27	7/21/04 (latest revision)
	L-28	7/21/04 (latest revision)
	L-29	7/21/04 (latest revision)
	L-30	7/21/04 (latest revision)
	L-31	7/21/04 (latest revision)
	L-32	7/21/04 (latest revision)
	L-33	7/21/04 (latest revision)
	L-34	7/21/04 (latest revision)
	L-35	7/21/04 (latest revision)
	L-36	7/21/04 (latest revision)
	L-37	7/21/04 (latest revision)
	L-38	7/21/04 (latest revision)
	L-39	7/21/04 (latest revision)
Storm Drain & Paving Plan Phase 2A, Lots/Blocks: 1-13, 19-27/G, 1-23/H, 1-39/J, 1-5/K, 7-14/L, 1-8/N, 1-8/O, Parcel A	1	12/04/02
	2	12/04/02 (Rev. 1, 11/10/03)
	3	12/04/02
	4	12/04/02 (Rev. 1, 11/10/03)
	5	12/04/02 (Rev. 1, 11/10/03)

Storm Drain and Paving Plan Phase 2B, Lots/Blocks: 44-53, 75-82/A, 15-19/L, 50-68/M, 1-5, 13-18, 29-34/R, 1-6/S, 1-18/T	1	03/04/03 (Rev. 1, 11/04/03; Rev. 3, 12/18/03)
	2	03/04/03 (Rev. 1, 11/04/03; Rev. 3, 12/18/03; Rev. 4, 03/08/04)
	3	03/04/03 (Rev. 1, 11/04/03; Rev. 3, 12/18/03; Rev. 4, 03/08/04)
	4	03/04/03 (Rev. 1, 11/04/03; Rev. 3, 12/18/03; Rev. 4, 03/08/04)
	5	03/04/03 (Rev. 1, 11/04/03; Rev. 3, 12/18/03)
Storm Drain and Paving Plan Phase-2C, Lots/Blocks: 1-6/L, 1-49/M, 9-24/N	1	05/22/03 (Rev. 1, 07/29/03)
	2	05/22/03
	3	05/22/03
	4	05/22/03 (Rev. 1, 07/29/03)
	5	05/22/03 (Rev. 1, 07/29/03)
	6	05/22/03 (Rev. 1, 07/29/03)
Storm Drain and Paving Plan Phase 2D, Lots/Blocks: 6-21/K, 25-49/N	1	11/14/03
	2	11/14/03
	3	11/14/03
	4	11/14/03
Storm Drain & Paving Plan, Lots/Blocks: 33-72/C, 1-46/D, 1-29/E	1	09/05/01
	2	09/05/01
	3	09/05/01
	4	09/05/01
	5	09/05/01
The above Baseline Plans include (i) an 8' asphalt-paved combination bike path/sidewalk along the northwesterly side of the Stringtown Road right-of-way from MD Route 355 to Snowden Farm Parkway (Piedmont Road); and (ii) an 8' asphalt-paved bike path along the easterly side of the Clarksburg Road right-of-way, from Spire Street to Snowden Farm Parkway (Piedmont Road), excluding the frontage of the now or formerly St. Clair and Shrader property (Parcel 612).		

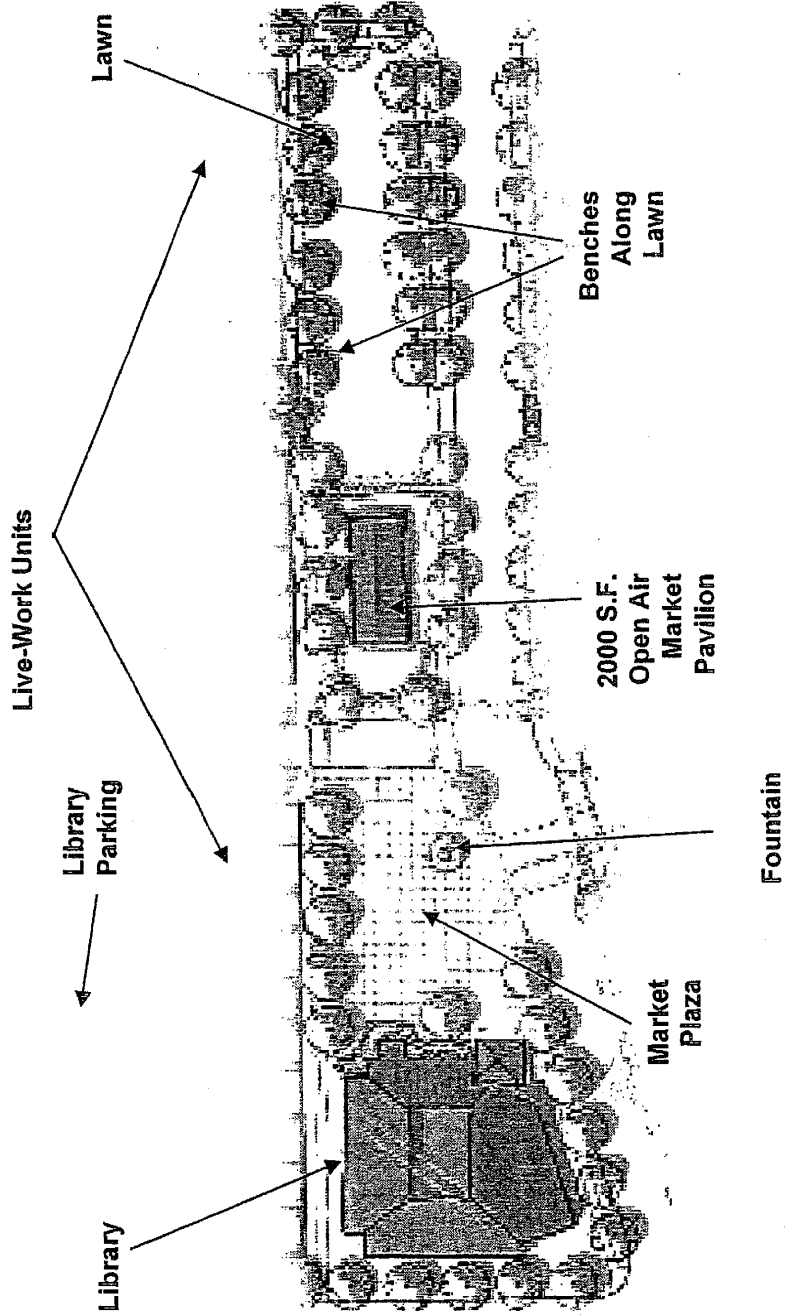


Block 4 Retail Option

4/03/06 Plan

Location	Units	Retail	L/W Retail
Block 1	45		9,600
Block 2	75		12,480
Block 3	48	30,000	9,600
Block 4	41	12,600	10,560
Block 5	54	84,100	
GG west	16		
GG east	6		5,760
pool site +	13		
Bozz. #9	12		
Total Units (Incl. MPDU)	310	126,700	48,000
GG possible pending approval	8		
Block 4 Alternate plan	44	23,800	18,240

CLARKSBURG



Conceptual Town Center Green