

**AMENDMENT TO COMPREHENSIVE AGREEMENT**

THIS AMENDMENT TO COMPREHENSIVE AGREEMENT (this “CA Amendment”) is made and entered into as of this \_\_\_ day of April, 2020 (the “Effective Date”), by and among the FAIRFAX COUNTY REDEVELOPMENT AND HOUSING AUTHORITY, a political subdivision of the Commonwealth of Virginia (the “FCRHA”), and CHPPENN I, LLC, a Virginia limited liability company (“CHPPENN,” and together with the FCRHA, collectively, the “Parties”).

**RECITALS:**

1. The Parties entered into that certain Comprehensive Agreement dated \_\_, 2020, for the redevelopment of certain real property generally known as North Hill (“Comprehensive Agreement”).

2. Due to unexpected increases in the anticipated costs of the design and construction of the retaining walls necessary for the Project (as defined in the Comprehensive Agreement), the Parties wish to amend the Comprehensive Agreement, as further described in this CA Amendment.

**NOW, THEREFORE**, in consideration of the mutual promises of the Parties and of other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Parties agree as follows:

1. The foregoing recitals are hereby incorporated by this reference as if fully set forth herein.

2. Each capitalized term used but not defined in this Amendment will have the meaning for such term set forth in the Comprehensive Agreement.

3. Section 2 of the Comprehensive Agreement is hereby amended to include the following language as Section 2(d)(ii):

“(ii) The Seventh Amendment of Agreement of Purchase and Sale, by and between the FCRHA and KHOV, the form of which is attached hereto as **Exhibit E-2**, to be executed concurrently with the CA Amendment;”

4. **Exhibits F-1-A through F-4-A** to the Comprehensive Agreement are hereby deleted and replaced with the **Exhibits F-1-A through F-4-A** attached to this CA Amendment.

5. Section 2 of the Comprehensive Agreement is hereby amended to include the following language as Section 2(e)(ii):

“(ii) Four (4) Amendments to Development and Loan Agreement, by and between the FCRHA and subsidiaries or affiliates of CHPPENN, the forms of each of

which are attached hereto as **Exhibits F-1-B through F-4-B**, to be executed concurrently with the CA Amendment.”

6. Except as amended herein, the Comprehensive Agreement remains in full force and effect.

[Signatures appear on the following page.]

**IN WITNESS WHEREOF**, the Parties hereto have caused this CA Amendment to be executed by their duly authorized representatives as of the day and year first above-written.

**FCRHA:**

**FAIRFAX COUNTY REDEVELOPMENT AND HOUSING AUTHORITY**, a political subdivision of the Commonwealth of Virginia,

By: \_\_\_\_\_  
Name: Thomas Fleetwood  
Title: Assistant Secretary

**CHPPENN:**

**CHPPENN I, LLC**  
a Virginia limited liability company

By: Pennrose Properties, LLC  
a Pennsylvania limited liability company,  
its Manager

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

And by: Community Housing Partners Corporation  
a Virginia nonstock corporation,  
its Manager

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_