

# COMSTOCK

April 25, 2024

Via Federal Express and Email

The Town of Herndon, Virginia  
777 Lynn Street  
Herndon, Virginia 20170  
Attention: William Ashton, Town Manager  
Email: bill.ashton@herndon-va.gov

The Town of Herndon, Virginia  
777 Lynn Street  
Herndon, Virginia 201701  
Attention: Lesa Yeatts, Town Attorney  
Email: lesa.yeatts@herndon-va.gov

RE: Herndon Downtown Redevelopment Project

Dear Town of Herndon:

Reference is made to that certain Comprehensive Agreement (“Original Agreement”) dated November 1, 2017, between the Town of Herndon, Virginia (“Herndon”) and Comstock Herndon Venture, LC (“Comstock”), together with all amendments and modifications thereto, including that certain Amendment to Comprehensive Agreement dated December 3, 2020 (“First Amendment”), that certain letter amendment dated December 21, 2021 (“Letter Amendment”), and that certain notice of exercise of right to delay the Outside Satisfaction Agreement by Comstock dated April 29, 2022 (“Delay Notice”). The Original Agreement, the First Amendment, the Letter Amendment, and the Delay Notice are collectively referred to as the “Comprehensive Agreement”. Capitalized terms used but not expressly defined herein shall have the meanings given to them in the Comprehensive Agreement.

After thoughtful review and consideration of the current status of completion of the remaining Conditions Subsequent and in light of recent discussions between the Parties with respect to the Project, the Parties desire to evidence their agreement to provide for a brief extension of the Outside Satisfaction Date to allow further progress and discussions in relation to the Project to continue. Therefore, this letter agreement (“Additional Letter Agreement”) shall memorialize Herndon’s and Comstock’s agreement to extend the Outside Satisfaction Date to August 15, 2024. Effective as of the date of this Additional Letter Agreement, all references in the Comprehensive Agreement to “Outside Satisfaction Date” shall mean and refer to August 15, 2024. All other terms and conditions set forth in the Comprehensive Agreement, including, without limitation, the rights granted to the Parties under Sections 7 and 8 of the First

Amendment (as modified by the Letter Amendment and the Delay Notice), remain in full force and effect and are unmodified.

Nothing contained in this Additional Letter Agreement constitutes a waiver of any rights available to the Parties under the Comprehensive Agreement, at law or in equity, all of which are expressly reserved.

Sincerely,  
COMSTOCK HERNDON VENTURE, LC,  
By: CP Management Services, LC,  
its Manager

By:   
Christopher Clemente, Manager


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THE TOWN HEREBY ACKNOWLEDGES AND AGREES TO THE EXTENSION OF THE OUTSIDE SATISFACTION DATE TO AUGUST 15, 2024, AND THE TERMS AND CONDITIONS OF THIS ADDITIONAL LETTER AGREEMENT AS OF THIS 25TH DAY OF APRIL 2024.

TOWN OF HERNDON, VIRGINIA  
in its proprietary capacity only and not in its  
governmental capacity

By:   
Sheila A. Olem, Mayor

Dated: April 25, 2024

Form Approved:   
Town Attorney