

**REVISED CONDITIONS BASED ON JULY 2, 2010 DIALOGUE WITH
REPRESENTATIVES OF THE OFFICE OF PLANNING AND THE OFFICE OF THE
ATTORNEY GENERAL -**

2. The Applicant shall make the following financial, or in-kind service, contributions:

a. Financial Support to Schools: The Applicant shall make in-kind service or financial contributions, with a value of \$200,000, to support schools located within the geographic boundaries of ANC 7B, 8B and 8A for aesthetic improvements and to participate in initiatives such as "Buff and Scrub." The Applicant expects that these in-kind service or financial contributions will be made over the entire time period of the development of the project, as discussed in Condition No. 17. Starting from the date that is one year after the effective date of this Order, and on an annual basis thereafter, the Applicant will provide evidence to the Zoning Administrator and the Office of Zoning as to whether any in-kind service or financial contributions were made for this purpose, the recipient of those funds, and the outstanding balance of this contribution. Not less than 75% of the total amount of this contribution (\$150,000) (whether in the form of in-kind services, monetary contributions, or a combination of the two) shall be made by the Applicant within five (5) years of the effective date of this Order. Notwithstanding Condition No. 17, this Order will expire as of that date if these payments/services have not been provided. The full amount of this contribution (whether in the form of in kind services, monetary contributions, or a combination of the two) shall be made by the Applicant no later than ten (10) years after the effective date of this Order.

b. Sponsorship of local community events and programs: The Applicant shall establish and administer a \$35,000 fund to sponsor community events such as holiday food drives, community festivals, and other community-promoting activities for the area surrounding the project. The Applicant expects that this contribution will be made over the entire time period of the development of the project, as discussed in Condition No. 17. Starting from the date that is one year after the effective date of this Order, and on an annual basis thereafter, the Applicant will provide evidence to the Zoning Administrator and the Office of Zoning as to whether any contributions were made for this purpose, the recipient of those funds, and the outstanding balance of this contribution. Not less than 50% of the total amount of this contribution (\$17,500) shall be made by the Applicant within five (5) years of the effective date of this Order. Notwithstanding Condition No. 17, this Order will expire as of that date if these payments have not been provided. The full amount of this contribution must be made by the Applicant no later than ten (10) years after the effective date of this Order.

c. Contractor loan fund: The Applicant shall establish and administer a \$300,000 fund that will ensure timely payment for small Certified Business Enterprise and local contractors during construction who cannot otherwise wait for typical draw cycles to be paid. The contractor loan fund will be made available for the entire time period of the development of the project, as discussed in Condition No. 17. Starting from the date that is one year after the effective date of this Order, and on an annual basis thereafter, the Applicant will provide evidence to the Zoning Administrator and the Office of Zoning as to whether any contributions

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were made for this purpose, the recipient of those funds, and the outstanding balance of this fund. The annual amount of this contribution will be proportionate to the amount of construction activity which occurred in that year. If no construction activity occurred in any given year, the Applicant is not obligated to provide any financial contributions in that year. If any money remains in this fund ten (10) years after the effective date of this Order, that money will be added to the retailer build-out subsidy fund.

d. Local retailer build-out subsidy: The Applicant shall establish and administer a \$500,000 fund to subsidize a portion of the build-out costs for Certified Business Enterprise and local retailers opening a store at the Skyland Town Center. The Applicant expects that this contribution will be made over the entire time period of the development of the project, as discussed in Condition No. 17. Starting from the date that is one year after the effective date of this Order, and on an annual basis thereafter, the Applicant will provide evidence to the Zoning Administrator and the Office of Zoning as to whether any contributions were made for this purpose, the recipient of those funds, and the outstanding balance of this fund. The annual amount of this contribution will be proportionate to the amount of construction activity which occurred in that year. If no construction activity occurred in any given year, the Applicant is not obligated to provide any financial contributions in that year. The full amount of this contribution must be made by the Applicant no later than twelve (12) years after the effective date of this Order.

e. Anacostia and Francis Gregory Libraries: The Applicant shall provide up to \$50,000 to perform capital improvements, upgrade computers, and provide other services for the Anacostia and Francis Gregory Libraries. The Applicant expects that this contribution will be made over the entire time period of the development of the project, as discussed in Condition No. 17. Starting from the date that is one year after the effective date of this Order, and on an annual basis thereafter, the Applicant will provide evidence to the Zoning Administrator and the Office of Zoning as to whether any contributions were made for this purpose, the recipient of those funds, and the outstanding balance of this contribution. Not less than 50% of the total amount of this contribution (\$25,000) shall be made by the Applicant within five (5) years of the effective date of this Order. Notwithstanding Condition No. 17, this Order will expire as of that date if these payments have not been provided. The full amount of this contribution must be made by the Applicant no later than ten (10) years after the effective date of this Order.

f. Pocket Park at 25th Street & Naylor Road: The Applicant shall improve and maintain, at a value of \$50,000, the existing triangular pocket park at 25th Street and Naylor Road. The maintenance of the pocket park will be provided over the entire time period of the development of the project, as discussed in Condition No. 17. The maintenance obligation will commence immediately after the improvements are made. Starting from the date that is one year after the effective date of this Order, and on an annual basis thereafter, the Applicant will provide evidence to the Zoning Administrator and the Office of Zoning as to whether any improvements were made for this purpose. The Applicant will construct the improvements to the pocket park within five (5) years of the effective date of this Order.

g. The Applicant shall provide job training programs, at a cost of \$75,000, for residents of Wards 7 and 8 so that they are prepared to apply and interview for jobs with the future retailers at the Skyland Town Center or elsewhere. The Applicant shall maintain a list of

trained and qualified job candidates and shall provide that list to all new retailers. The Applicant expects that this program will be conducted over the entire time period of the development of the project, as discussed in Condition No. 17. Starting from the date that is one year after the effective date of this Order, and on an annual basis thereafter, the Applicant will provide evidence to the Zoning Administrator and the Office of Zoning as to the job training programs that were conducted in the prior year, if any. The extent of the training provided will be proportionate to the amount of construction activity which occurred in that year. If no construction activity occurred in any given year, the Applicant is not obligated to provide job training programs in that year, however, the Applicant must expend \$75,000 for the purpose of providing job training programs prior to ten (10) years after the effective date of this Order.

h. The Applicant shall provide home buying and homeownership classes, at a cost of \$75,000, to prepare community members and future residents for purchasing a home, repairing credit, and maintaining a home. The Applicant expects that these classes will be conducted over the entire time period of the development of the project, as discussed in Condition No. 17. Starting from the date that is one year after the effective date of this Order, and on an annual basis thereafter, the Applicant will provide evidence to the Zoning Administrator and the Office of Zoning as to the home buyer training programs or homeownership classes that were conducted in the prior year, if any. The extent of the classes provided will be proportionate to the amount of construction activity which occurred in that year. If no construction activity occurred in any given year, the Applicant is not obligated to provide any home buying or homeownership classes in that year, however, the Applicant must expend \$75,000 for the purpose of providing such home buying or homeownership classes prior to ten (10) years after the effective date of this Order.

17. The PUD shall be valid for a period of three (3) years from the effective date of Zoning Commission Order No. 09-03. Within such time, an application must be filed for a building permit for the construction of a building on Block 1, 2, 3, or 4 as specified in 11 DCMR Section 2409.1, and construction must start within four (4) years of the effective date of Zoning Commission Order No. 09-03 for the Order to remain valid. Applications for building permits for all remaining portions of the project must be filed no later than ten (10) years after the effective date of Zoning Commission Order No. 09-03 and construction must start no later than eleven (11) years after the effective date of this Order.

NEW CONDITION NO. 3 – TO REPLACE PREVIOUS CONDITION NO. 3

3. The failure of the Applicant to make any contribution or provide any service by the time specified in Condition No. 2 shall result in the denial of any pending application for a building permit or certificate of occupancy and shall be grounds for the revocation of any building permit or non-residential certificate of occupancy then in effect.