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Board of Zoning Adjustment
District of Columbia
CASE NO.16881
EXHIBIT NO.25A2

DECLARATION OF COVENANTS AND RESTRICTIONS

THIS DECLARATION OF COVENANTS AND RESTRICTIONS is made as of the 7 day of FEB, 2001 by and among Jemal's Cayre Woodies L.L.C., Jemal's Lofts L.L.C., Jemal's Golub I L.L.C and Jemal's Barton L.L.C., District of Columbia limited liability companies (collectively hereinafter the "Developer") and The Downtown Housing Now Committee (herein the "Beneficiary").

WITNESSETH:

WHEREAS, Developer is the owner of certain properties located in Washington, D.C. and being described as:

(a) The former Woodies site located at 10th & F Streets, N.W., in Square 346 (the "Woodies Site");

(b) The premises known as 910, 912, 914 and 916 F Street, N.W. in Square 377 in the District of Columbia (the "F Street Properties"); and

(c) Approximately 25,000 square feet of property located in Square 517 (the "Square 517 Properties") (the Woodies Site, F Street Properties, and the Square 517 Properties being hereinafter collectively referred to as the "Properties"); and

(d) The Properties are more fully described on Exhibit A attached hereto and made a part hereof; and

WHEREAS, Developer desires to develop the Properties and Beneficiary is agreeable to the development of the Properties and has agreed to support the development thereof, subject to the covenants and restrictions hereinafter set forth; and

WHEREAS, the parties have entered into this Declaration in order to set forth certain restrictions on development of the Properties and the obligations of Beneficiary in connection with the development of the Properties.

NOW, THEREFORE, in consideration of the premises and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the parties, the parties hereto agree as follows:

1. The Developer hereby agrees to cause approximately 95,000 square feet of "Residential Type of Uses" to be developed on the F Street Properties. As used herein the term "Residential Type of Uses" shall mean such as uses as would meet the definition of apartment buildings under the zoning requirements of the District of Columbia, together with related accessory uses and such ground floor and potential below-grade uses as shall be determined by Developer and approved by Beneficiary, such approval not to be unreasonably withheld. In order to assure to Beneficiary the performance by Developer of its obligations under this paragraph 1, Developer shall provide a performance bond in an amount of not less than $18,000,000 or more than $20,000,000 from a credit worthy bonding company doing business in the District of Columbia and

having a Best's rating of AAA. Such bond shall be provided to Beneficiary by Developer within 30 days after (i) the Developer obtains all governmental and regulatory approvals necessary to construct such Residential Type of Uses (including the demolition and building permits therefor) and (ii) the appeal periods from such approvals having expired, without any appeals having been filed, or all appeals from such grants shall have been fully and finally denied or rejected in favor of Developer. The Developer shall initiate the governmental approvals process no later than one hundred twenty (120) days after final issuance of the Planned Unit Development (PUD) Order for the Woodies Site from which no appeal has been taken. In the event that Developer does not timely initiate the governmental approvals process then Beneficiary shall be permitted to seek such approvals with reasonable costs to be borne by the Developer and Developer appoints Beneficiary as agent of Developer for the purpose of obtaining any required building permits consistent with this paragraph 1.. The Developer shall diligently pursue said governmental approvals after initiation of the process. The bond shall terminate on the earlier to occur (y) building(s) containing the Residential Types of Uses are substantially completed as certified by Developer's architect or (z) a certificate of occupancy therefor has been issued by the District of Columbia government. If the conditions of the immediately preceding sentence have not been satisfied within three years from the date the bond is provided by the Developer, then Beneficiary may, but shall not be required, to draw upon the bond or portions thereof as are necessary to complete development of the Residential Types of Uses. For this purpose, Beneficiary, its successors, assigns, agents and contractors shall have the right to go upon the F Street Property for the purpose of completing the Residential Types of Uses. Once the Residential Types of Uses have been completed on the F Street Properties, Developer shall have been deemed to have satisfied the conditions of this paragraph 1.

2. The Developer agrees that with respect to the Square 517 Properties, that the uses and development thereof shall be restricted to development and operation of not less than 200,000 and as much as 330,000 square feet of Residential Type of Uses with Developer being permitted to use grade level and below grade level space for commercial purposes at its option. This covenant is subject to Developer obtaining approvals from the Board of Zoning Adjustment and any other governmental or regulatory agency having jurisdiction thereof to obtain those approvals necessary for such uses of the Square 517 Properties. The covenants set forth in this paragraph 2 herein shall be deemed to run with the Square 517 Properties for the duration of the Woodies PUD once Developer has obtained the necessary approval as aforesaid.

3. The obligations of Developer under this Declaration are subject to (a) the Developer having obtained all necessary governmental and regulatory approvals (including, but not limited to, demolition and building permits) requested by Developer to construct the improvements proposed to be constructed on the F Street Properties, the Square 517 Properties and the Woodies Site, and (b) the appeal periods from the grants of such approvals with respect to the Woodies Site shall have expired without any such appeals having been filed or all appeals from such grants shall have been fully or finally denied or rejected in favor of the Developer.

4. The Beneficiary agrees to actively support all of Developer's present and future efforts to obtain all of the governmental approvals necessary for the development of the Woodies Site, the F Street Properties and the Square 517 Properties in accordance

with the development plans (including all of the permits necessary for the construction thereof) on an emergency basis, by or from the Neighborhood Advisory Commission, Zoning Commission, the Mayor, the City Council and all other community, governmental and regulatory agencies and organizations involved. Such approvals may include such changes of law and regulations and may be through such zoning and land use processes as a Developer may reasonably select so long as such requested approvals are consistent with the terms and conditions of this Declaration of Covenants

5. The following general provisions shall be applicable to this Declaration as follows:

(a) The covenants and restrictions set forth herein shall run with the land and shall bind the Developer, Beneficiary, its successors and assigns for the duration of the Planned Unit Development approval in Zoning Commission Case No. 00-33C.

(b) Beneficiary hereby agrees upon thirty days written request by Developer to provide to Developer an Estoppel Certificate stating as of the date of such certificate that to Beneficiary's knowledge as to whether Developer is in compliance with or is in default under this Declaration, and if so, specifying such default.

(c) Enforcement of these covenants and restrictions shall be by any proceeding law or in equity against any person or persons violating or attempting to violate any covenant or restrictions, either to restrain violation or to enforce the covenants and restrictions herein contained. In any such proceeding, the prevailing party shall be entitled to be reimbursed for the payment of reasonable attorneys fees.

(d) Invalidation of any one or more of these covenants or restrictions by judgment or court order shall in no way affect any other provisions, all of which shall remain in full force and effect.

(e) Any notice or communication required or permitted to be given hereunder shall be in writing and shall be sent by hand delivery or by registered or certified mail, return receipt requested, postage prepaid, or by recognized overnight delivery service as follows:

If to Developer:	Douglas Jemal 702 H Street, N.W., Suite 400 Washington, D.C. 20001
CC:	Norman M. Glasgow, Jr., Esquire
If to Beneficiary:	Richard Nettler, Esquire 1801 K Street, N.W., Suite 1200 Washington, D.C. 20006

Any party may change its address for notice by notice sent in accordance with the terms of this subparagraph (e).

(f) Nothing herein contained shall be deemed or construed to create the relationship of principal and agent or partners or joint venturerers among the parties

hereto and/or of their successors in interests or assigns owning from time to time all of any part of the Property, except as may otherwise be provided herein.

(h) Time is of the essence under this Declaration.

(i) The liability of Developer hereunder to Beneficiary, its agents or contractors shall be limited to the interest of Developer in the Properties, except that Beneficiary retains the right to the remedy of specific performance to require the placing of the performance bond if not timely provided when required pursuant to the terms and provisions of this Declaration. Further, Developer shall not be liable for consequential, special or punitive damages arising hereunder except for costs as provided in paragraph 1(ii) and for attorney fees as provided in 5(c).

IN WITNESS WHEREOF, Developer and Beneficiary have executed this Declaration of Easements and Covenants as of the day and year first written.

DEVELOPER:

JEMAL'S CAYRE WOODIES L.L.C.

By: _____
Managing Member

JEMAL'S LOFTS L.L.C.

By: _____
Managing Member

JEMAL'S GOLUB I L.L.C.

By: _____
Managing Member

JEMAL'S BARTON L.L.C.

By: _____
Managing Member

BENEFICIARIES:

THE DOWNTOWN HOUSING NOW COMMITTEE

By: _____

D.J.

DISTRICT OF COLUMBIA, ss

This instrument dated the 7 day of February, 2001, was acknowledged before me on Feb 7, 2001 by Douglas Jemal as Managing Member of Jemal's Cayre Woodies L.L.C.

Notary Public

HABIB ABOUJAOUDI
NOTARY PUBLIC DISTRICT OF COLUMBIA
MY COMMISSION EXPIRES: JUNE 30, 2004

My commission expires:

DISTRICT OF COLUMBIA, ss

This instrument dated the 7 day of February, 2001, was acknowledged before me on February 7, 2001 by Douglas Jemal as Managing Member of Jemal's Lofts L.L.C.

Notary Public

HABIB ABOUJAOUDI
NOTARY PUBLIC DISTRICT OF COLUMBIA
MY COMMISSION EXPIRES: JUNE 30, 2004

My commission expires:

DISTRICT OF COLUMBIA, ss

This instrument dated the 7 day of February, 2001, was acknowledged before me on February 7, 2001 by Douglas Jemal as Managing Member of Jemal's Golub I L.L.C.

Notary Public

HABIB ABOUJAOUDI
NOTARY PUBLIC DISTRICT OF COLUMBIA
MY COMMISSION EXPIRES: JUNE 30, 2004

My commission expires:

DISTRICT OF COLUMBIA, ss

This instrument dated the 7 day of February, 2001, was acknowledged before me on February 7, 2001 by Douglas Jemal as Managing Member of Jemal's Barton L.L.C.

Notary Public

HABIB ABOUJAOUDI
NOTARY PUBLIC DISTRICT OF COLUMBIA
MY COMMISSION EXPIRES: JUNE 30, 2004

My commission expires:

DISTRICT OF COLUMBIA, ss

This instrument was acknowledged before me on February 8, 2001 by Charles A. Docter as Chairman of The Downtown Housing Now Committee.

Jerilyn A. Spach
Notary Public JERILYN A. SPACH
NOTARY PUBLIC, DISTRICT OF COLUMBIA
My commission expires: My Commission Expires May 31, 2003

224288v5

WOODIES SITE

All that certain property located in the City of Washington, District of Columbia more particularly described as follows:

Lot numbered 16 in Square numbered 346 in a subdivision made by Alvin M. Lothrop for Woodward & Lothrop as per plat recorded in Liber 25 at folio 133 in the Office of the Surveyor for the District of Columbia.

AND

Part of Original Lot 12 in Square 346, beginning at the Southeast corner of said Lot, West 50 feet, North 25 feet, East 50 feet to 10th Street, N.W., South along said Street 25 feet to the beginning.

AND

Closed Alley as per plat recorded in Plat Book 45 at folio 163 in the Office of the Surveyor for the District of Columbia.

AND

Lots numbered "B and "C" in Square numbered 346 in a subdivision made by F. Howard as per plat recorded in Liber RW at folio 55 in the Office of the Surveyor for the District of Columbia.

AND

Original Lots 2, 3, 4 and 5 in Square 346.

All of the above property being now known for assessment and taxation purposes as Lot 805 in Square 346.

Together with rights under Declaration of Covenants recorded December 12, 1986 as Instrument No. 53015 and Covenant recorded February 1, 1985 as Instrument No. 04151 containing provisions for the benefit of the caption property.

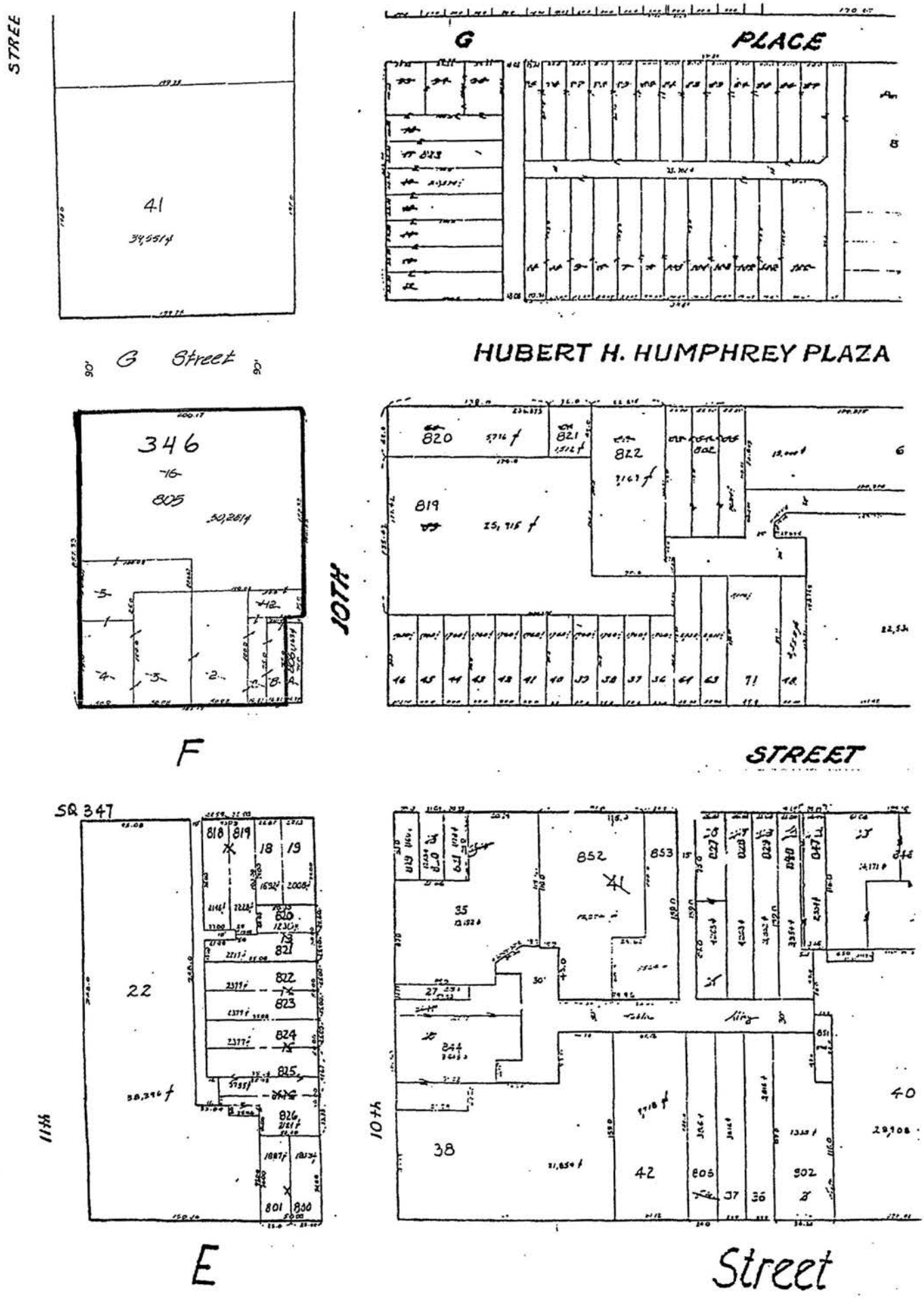

STREE
41
39,551 f
G
PLACE
8
90'
G Street
90'
HUBERT H. HUMPHREY PLAZA
346
16
805
30,281 f
5
4
3
2
1
10TH
820
5714 f
821
822
819
25,915 f
6
46
45
44
43
42
41
40
39
38
37
36
35
34
33
71
F
STREET
SQ 347
818
819
18
19
820
821
822
823
824
825
826
22
58,396 f
801
830
11TH
852
853
35
30'
844
38
21,654 f
42
805
902
37
36
40
29,908
10th
E
Street

Exhibit A

F STREET PROPERTIES

PARCEL I:
(Premises No. 910 "F" Street, N.W., Washington, D.C.)

Part of original Lot 18 in Square 377, as per plat recorded in "Record of Squares" Book No. 2 at page 377 in the Office of the Surveyor for the District of Columbia; ALSO, part of Lot 32 in Square 377 in a subdivision made by Josephine Bergling, Executrix of the Estate of George Bergling, deceased, as per plat recorded in Liber 20 at folio 98 in the said Surveyor's Office, being more particularly described in one parcel as follows:

BEGINNING for the same at a point in the south line of F Street, N.W., at the northeast corner of said Lot 18, and running thence South along the east line of said lot, 116.00 feet to a point in the north line of a 20-foot wide public alley; thence West along said line of said alley and a prolongation thereof, 18.40 feet to a point at the southeast corner of part of the land conveyed to Let, Incorporated, by Deed recorded October 1, 1968 in Liber 12925 at folio 156, among the Land Records of the District of Columbia; thence continuing West along the south line of said conveyance, 1.89 feet; thence North, 116.00 feet to a point in said line of said street; and thence East along said line of said street, 20.29 feet to the point of beginning.

Note: At the date hereof, the above described property is known for assessment and taxation purposes as Lot 847 in Square 377.

PARCEL II:
(Premises No. 912 "F" Street, N.W., Washington, D.C.)

Part of Lot 32 in Square 377 in a subdivision made by Josephine Bergling, Executrix of the Estate of George Bergling, deceased, as per plat recorded in Liber 20 at folio 98 in the Office of the Surveyor for the District of Columbia, being more particularly described as follows:

BEGINNING for the same at a point in the north line of a 30-foot wide public alley, at the southwest corner of said lot, and running thence North along the west line of said lot, 159.00 feet to a point in the south line of F Street, N.W.; thence East along said line of said street, 19.65 feet to a point; thence South, 116.00 feet to a point; thence East, 5.35 feet to a point in the east line of said lot; thence South along said last mentioned line, 43.00 feet to a point in the south, or rear, line of said lot; and thence West along said south line of said lot, 25.00 feet to the point of beginning.

Note: At the date hereof the above described property is known for assessment and taxation purposes as Lot 848 in Square 377.

PARCEL III:
(Premises No. 914 "F" Street, N.W., Washington, D.C.)

Part of original Lot 18 in Square 377, as per plat recorded in "Record of Squares" Book No. 2 at page 377 in the Office of the Surveyor for the District of Columbia, being more particularly described as follows:

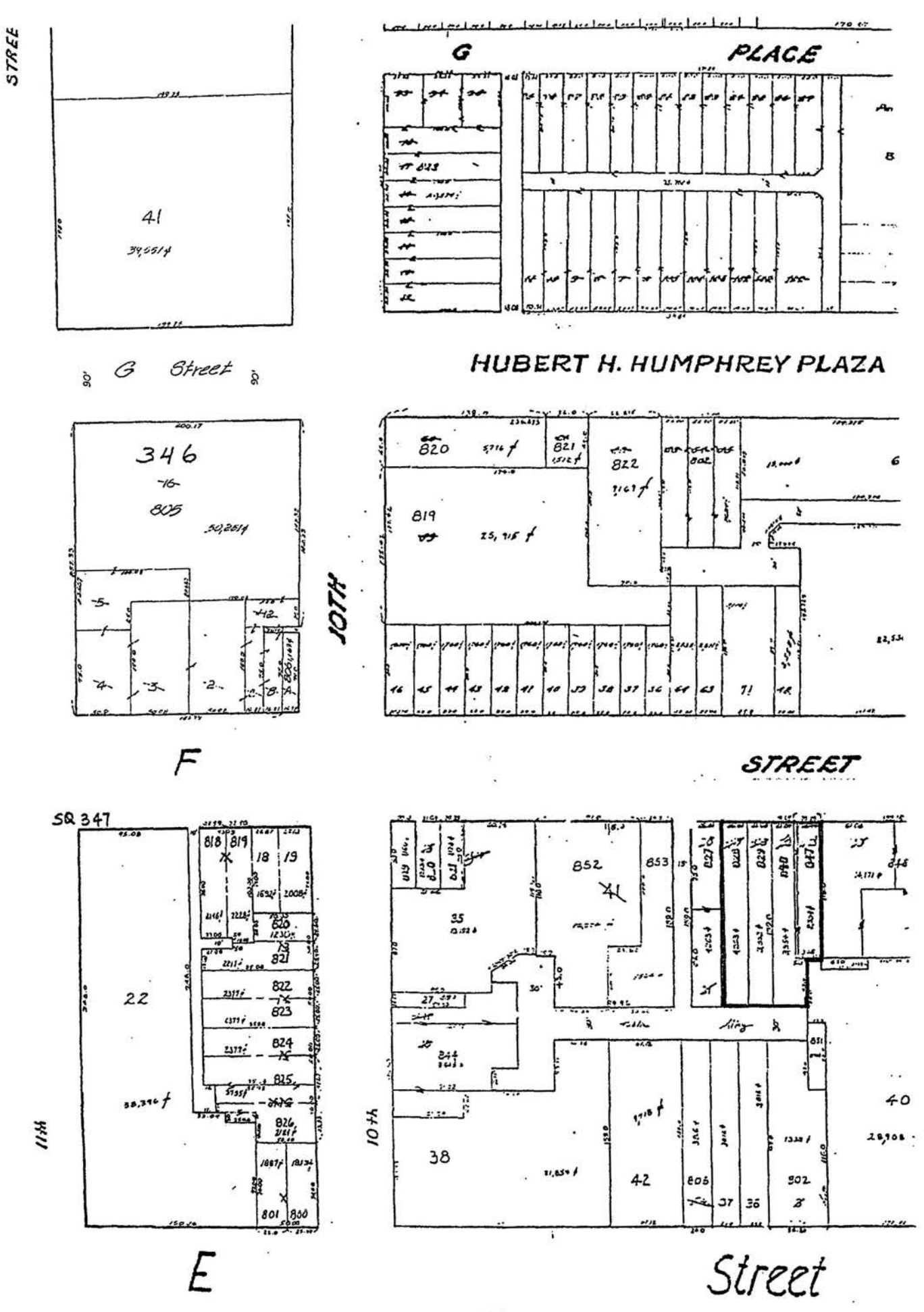
> BEGINNING for the same at a point in the south line of F Street, N.W., at the northwest corner of said lot, and running thence East along said line of said street, 21.00 feet, 1-inch, more or less, to a point at the northwest corner of part of said lot conveyed to George Bergling, by Deed recorded in Liber 699 at folio 385, among the Land Records of the District of Columbia; thence South along the west line of said conveyance, 159.00 feet to a point in the south, or rear, line of said lot; thence West along said south line, 21.00 feet, 1-inch, more or less, to a point at the southwest corner of said lot; and thence North along the west line of said lot, 159.00 feet to the point of beginning.

Note: At the date hereof the above described property is known for assessment and taxation purposes as Lot 829 in Square 377.

PARCEL IV:
(Premises No. 916 "F" Street, N.W., Washington, D.C.)

The East ½ Front on F Street, N.W., by the full depth thereof of original Lot 17 in Square 377, as per plat recorded in "Record of Squares" Book No. 2 at page 377 in the Office of the Surveyor for the District of Columbia.

Note: At the date hereof the above described property is known for assessment and taxation purposes as Lot 828 in Square 377.


STREE
41
39,051 ft
G
PLACE
8
90'
G Street
90'
HUBERT H. HUMPHREY PLAZA
346
16
805
30,261 ft
5
12
4
3
2
1
8
10TH
820
5716 ft
821
1512 ft
822
7167 ft
819
25,715 ft
6
16
15
14
13
12
11
10
33
38
37
36
64
63
71
12
F
STREET
SQ 347
818
819
18
19
820
821
822
823
824
825
826
22
50,396 ft
11TH
801
850
852
853
35
38
42
805
502
37
36
8
40
10TH
Street

SQUARE 517 PROPERTIES

PARCEL 1
(422 Mass. Ave.)

Lot 41 in Square 517 in a subdivision made by Rudolph Goldschmid, as per plat recorded in Liber 11 at folio 143 in the Office of the Surveyor for the District of Columbia.

PARCEL 2
(415 "H" Street, N.W.")

Lot 47 in square 517 in a subdivision made by Oreste Ridolfi, as per plat recorded in Liber 85 at folio 194 in the Office of the Surveyor for the District of Columbia.

PARCEL 3
(414 Mass. Ave., N.W.)

Lot 48 in Square 517 in a subdivision made by Oreste Ridolfi, as per plat recorded in Liber 85 at folio 194 in the Office of the Surveyor for the District of Columbia.

PARCEL 4:
(408 Massachusetts Avenue, NW.)

Part of original Lot 1 in Square 517, as per plat recorded in "Record of Squares" Book No. 2 at page 517 in the Office of the Surveyor for the District of Columbia, being more particularly described as follows:

BEGINNING for the same at a point in the north line of H Street, N.W., distant 84.50 feet West from the southeast corner of said lot, and running thence North 33.00 feet; thence Northeasterly at right angles to Massachusetts Avenue, N.W., 20.00 feet to a point in the southwesterly line of said avenue; thence Northwesterly along said line of said avenue, 12.00 feet; thence Southwesterly at right angles to said avenue, 24.00 feet; thence due South, 35.00 feet to a point in said line of H Street; and thence East along said line of said street, 12.50 feet to the point of beginning.

NOTE: At the date hereof the above described property is known for assessment and taxation purposes as Lot 803 in Square 517.

PARCEL 5
(unimproved lots on Massachusetts Avenue, N.W.)

Part of original Lot 1 in Square 517, as per plat recorded in "Record of Squares" Book No. 2 at page 517 in the Office of the Surveyor for the District of Columbia, being more particularly described as follows:

BEGINNING for the same at a point in the north line of H Street, N.W., distant 97.00 feet West from the southeast corner of said lot, and running thence West along said line of said street, 25.00 feet to a point at the southeast corner of Lot 47 in said square, as per plat recorded in Liber 85 at folio 194 in said Surveyor's Office; thence North along the east line of said Lot 47, 37.79 feet, per plat, (38.00 feet, per Deed); thence Northeasterly at right angles to Massachusetts Avenue, N.W., 30.93 feet, per plat, (31.00 feet, per Deed), to a point in the southwesterly line of said avenue; thence Southeasterly along said line of said avenue, 24.00 feet; thence Southwesterly at right angles to said avenue, 24.00 feet; thence due South, 35.00 feet to a point in said line of H Street and to the point of beginning.

NOTE: At the date hereof the above described property is known for assessment and taxation purposes as Lots 804 and 805 in Square 517.

PARCEL 6
(420 Mass. Ave., N.W.)

The West 17.71 feet front on Massachusetts Avenue, N.W., by the full depth thereof of Lot 42 in Square 517 in a subdivision made by Rudolph Goldschmid, as per plat recorded in Liber 11 at folio 143 in the Office of the Surveyor for the District of Columbia.

NOTE: At the date hereof the above described property is known for assessment and taxation purposes as Lot 808 in Square 517.

PARCEL 7
(424-26 Mass, Ave., N.W.)

Part of Lot 37 in Square 517 in a subdivision made by H.J. Frost, Attorney, for the heirs at law of Thomas F. Anderson, deceased, as per plat recorded in Liber 10 at folio 14 in the Office of the Surveyor for the District of Columbia, being more particularly described as follows:

BEGINNING for the same at a point in the southwesterly line of Massachusetts Avenue, N.W., at the northwest corner of said lot, and running thence Southwesterly along the northwesterly line of said lot, 52.00 feet to angle therein; thence due South along the west line of said Lot, 55.32 feet to a point in the north line of H Street, N.W., at the southwest corner of said lot; thence East along said line of said street, 22.50 feet to a point at the southwest corner of Lot 40 in said square, as per plat recorded in Liber 11 at folio 143 in said Surveyor's Office; thence North along the west line of said Lot 40, 48.39 feet to a point at the southwest corner of Lot 41 in said square, as per the aforesaid last mentioned plat; thence Northeasterly along the westerly line of said Lot 41, 48.85 feet to a point in said line of said avenue; and thence Northwesterly along said line of said avenue, 23.50 feet, more or less, to the point of beginning.

NOTE: At the date hereof the above described property is known for assessment and taxation purposes as Lot 809 in Square 517.

PARCEL 8
(Lots fronting "H" Street)

Parts of original Lots 5, 6, 7 and 8 in Square 517, as per plat recorded in "Record of Squares" Book No. 2 at page 517 in the Office of the Surveyor for the District of Columbia, being more particularly described as follows:

BEGINNING for the same at a point in the north line of H Street, N.W., distant 15.125 feet West from the southeast corner of said Lot 5, and running thence West along said line of said lot, 105.875 feet, more or less, to a point at the southwest corner of said Lot 8; thence North along the West line of said Lot 8, 78.00 feet, 4.75-inches; thence Southeasterly, to a point which intersects a line drawn North 79 degrees 13 minutes 00 seconds West, 15.67 feet from the east line of said Lot 5, and distant North and parallel with said east line of said Lot 5, 59.00 feet, 2.375 inches, more or less, from said line of H Street; and thence South and parallel with said east line of Lot 5, 59.00 feet, 2.375 inches, more or less, to the point of beginning.

NOTE: At the date hereof the above described property is known for assessment and taxation purposes as Lots 811 through 817, inclusive, in Square 517.

PARCEL 9
(442-44 Mass. Ave., N.W.)

Part of original Lot 8 in square 517, as per plat recorded in "Record of Squares" Book No. 2 at page 517 in the Office of the Surveyor for the District of Columbia, being more particularly described as follows:

BEGINNING for the same at a point at the northwest corner of said lot, and running thence Southeasterly along the southwesterly line of Massachusetts Avenue, N.W., 30.00 feet to a point at the northeast corner of said lot; thence Southwesterly at right angles to said line of said avenue along the easterly line of said lot, 73.00 feet to point in the southerly line of the land conveyed by Frank W. Tucker and Mary C. Tucker, his wife, to Charles Facchina and Gion B. Facchina, by Deed recorded May 5, 1910 in Liber 3323 at folio 165, among the Land Records of the District of Columbia; thence westerly along said line of said conveyance, to a point in the westerly line of said lot, distant 80.00 feet South from the point of beginning; and thence Northeasterly along said Westerly line of said lot, 80.00 feet to the point of beginning.

NOTE: At the date hereof the above described property is known for assessment and taxation purposes as Lots 854 and 855 in Square 511.

PARCEL 10:

(434, 432, 430 Mass. Ave., N.W.)

Parts of original Lots 5 and 6 in Square 517, as per plat in Record of Squares" Book No. 2 at page 517 in the Office of the Surveyor for the District of Columbia, being more particularly

described as follows:

BEGINNING for the same at a point in the southwesterly line of Massachusetts Avenue, N.W., at the northwest corner of said Lot 6, and running thence Southeasterly along said line of said avenue, 45.00 feet to a point in the centerline of the party wall between premises 428 and 430 Massachusetts Avenue, N.W.; thence Southwesterly along said centerline and a prolongation thereof, 55.40 feet; thence North 79 degrees 13 minutes 00 seconds West, to a point in the westerly line of said Lot 6 distant 66.0 feet Southwesterly from said point of beginning; and thence Northeasterly along said westerly line of said Lot 6, 66.00 feet to the point of beginning.

NOTE: At the date hereof the above described property is known for assessment and taxation purposes as Lots 857, 858 and 859 in Square 517.

PARCEL 11

(418 Massachusetts Avenue, N. W.)

Part of original Lot 2 in Square 517, as per plat recorded in "Record of Squares" Book No. 2 at page 517 in the Office of the Surveyor for the District of Columbia, being more particularly described as follows:

BEGINNING for the same at a point in the southwesterly line of Massachusetts Avenue, N.W., distant 14.00 feet Northwesterly from the northeast corner of said lot, and running thence Northwesterly along said line of said avenue, 16.00 feet to a point at the dividing line between original Lots 2 and 3 in said square; thence Southwesterly at right angles to said line of said avenue along said dividing line, 33.80 feet; thence southeasterly and parallel with said line of said avenue, 16.00 feet; and thence Northeasterly and parallel with said dividing line, 33.80 feet to the point of beginning.

- ALSO -

The East 11.50 inches front on Massachusetts Avenue, NW., by the full depth thereof of Lot 42 in Square 517 in a subdivision made by Rudolph Goldschmid, as per plat recorded in Liber 11 at folio 143 in the Office of the Surveyor for the District of Columbia.

NOTE: At the date hereof all of the above described property is known for assessment and taxation purposes as Lot 862 in Square 517.

PARCEL 12:
(Premises No. 421 "H" Street, N.W.)

Lot 40 in square 517 in a subdivision made by Rudolph Goldschmid, as per plat recorded in Liber 11 at Folio 143 in the Office of the Surveyor for the District of Columbia.

PARCEL I3
(Premises No. 419 H Street, N.W.)

Lot 39 in square 517 in a subdivision made by Rudolph Goldschmid, as per plat recorded in Liber 11 at Folio 143 in the Office of the Surveyor for the District of Columbia, saving and excepting therefrom the east 1.35 feet front on H Street, N.W., by the full depth thereof.

NOTE: At the date hereof the above described property is known for assessment and taxation purposes as Lot 869 in Square 517.

PARCEL 14:
(Premises No. 425 "H" Street, N.W.)

Part of original Lot 5 in square 517, as per plat recorded in "Record of Squares" Book No. 2 at page 517 in the Office of the Surveyor for the District of Columbia, being more particularly described as follows:

BEGINNING for the same at a point in the north line of H Street, N.W., at the southeast corner of said lot, and running thence North along the east line of said lot, 55.31 feet to a point; thence North 79 degrees 13 minutes 00 seconds West, 15.67 feet to a point; thence South and parallel with said east line of said lot, 58.84 feet to a point in said line of said street; and thence East along said line of said street, 15.125 feet to the point of beginning.

NOTE: At the date hereof the above described property is known for assessment and taxation purposes as Lot 860 in Square 517.

PARCEL I5
(428 Massachusetts Avenue, N.W.)

Part of original Lot 5 in Square 517, as per plat recorded in "Record of Squares" Book No. 2 at page 517 in the Office of the Surveyor for the District of Columbia, being more particularly described in accordance with a plat of survey recorded in Survey Book 120 at page 417 in said Surveyor's Office, as follows:

BEGINNING for the same at a point in the southwesterly line of Massachusetts Avenue, N.W., at the northeast corner of said lot, and running thence Northwesterly along said line of said avenue, 14.80 feet to a point in the centerline of the party wall between premises 428 and 430 Massachusetts Avenue, N.W.; thence Southwesterly along said centerline and a prolongation thereof, to a point in the northeasterly line of part of the land conveyed to Elijah B. McDonald, by Deed recorded in Liber 4084 at folio 461, among the Land Records of the District of Columbia; thence South 79 degrees 13 minutes 00 seconds East, to a point in the easterly line of said lot; and thence Northeasterly along said easterly line of said lot, 52.00 feet to the point of beginning.

NOTE: At the date hereof the above described property is known for assessment and taxation purposes as Lot 861 in Square 517.

Parcel 16
(417 H Street, N.W.)

Part of Original Lot numbered Two (2) in Square numbered Five Hundred Seventeen (517), being more particularly described as follows:

BEGINNING for the same on H Street; 15.39 feet West of the Southeast corner of said lot and running thence at right angles to the North line of H Street, 42 feet 1 inch; thence Northeasterly to the Southeast corner of the part of said lot conveyed to Ethel M. Rutty by Deed recorded May 24, 1920 in Liber 4359 at folio 390; thence with said Southerly line, Northwesterly to the division line between Original Lots 2 and 3 in said square; thence South along said division line, 4.20 feet; thence still with said dividing line, 43 feet 9 1/2 inches to H Street and the Southwest corner of said Lot 2; thence East along said Street to the place of beginning.

Also, the East 1.35 feet front on H Street by the full depth thereof of Lot numbered Thirty-nine (39) in said Square numbered Five Hundred Seventeen (517) in the subdivision made by Goldschmid, as per plat recorded in Liber 11 at folio 143 among the said Surveyor's Office Records.

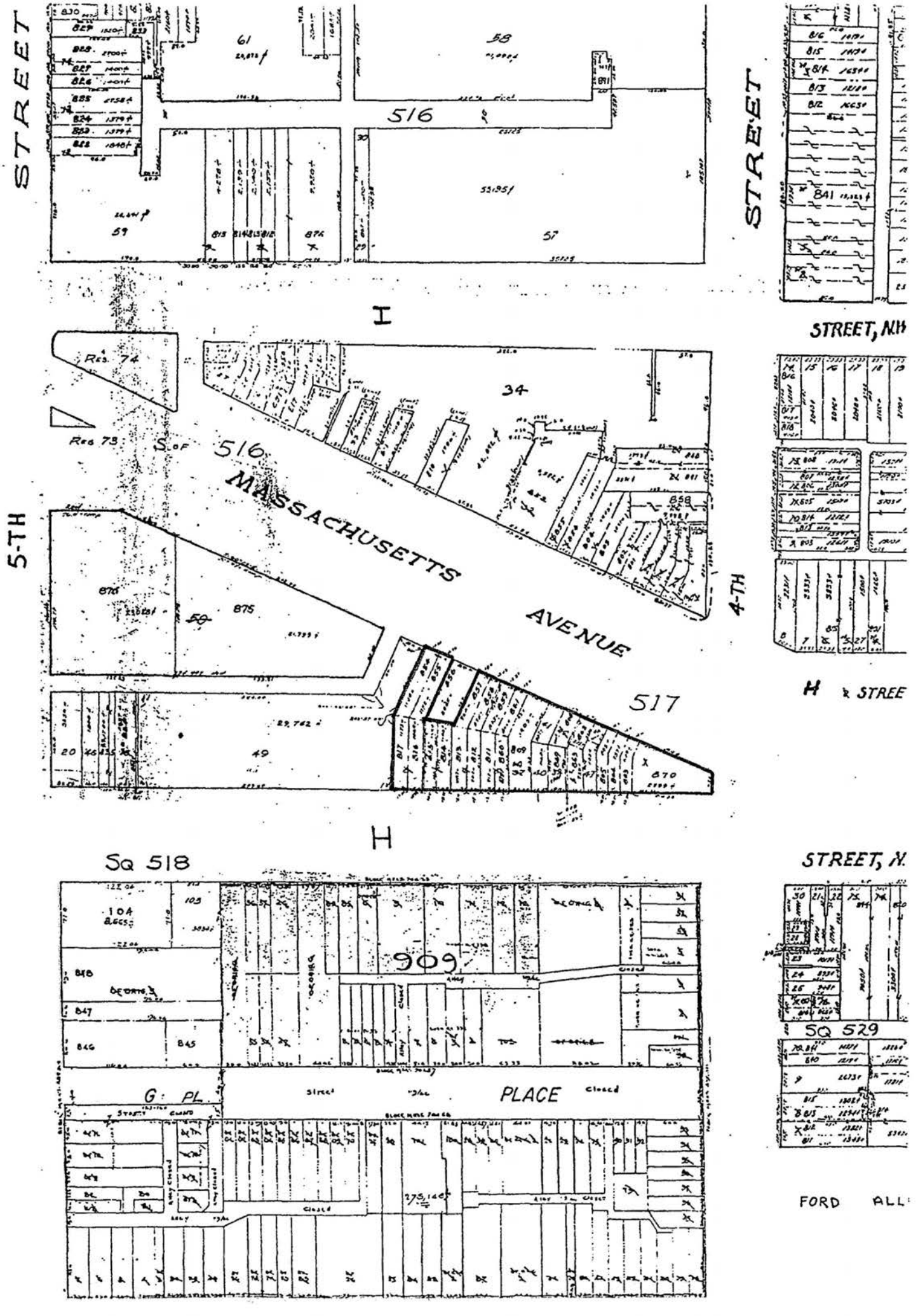
Said property being known for assessment and taxation purposes as Lots 863 and 868 in Square 517

Parcel 17
(400 Mass. Ave., N.W.)

Part of original Lot 1 in Square 517, as per plat recorded in "Record of Squares" Book No. 2 at page 517 in the Office of the Surveyor for the District of Columbia, being more particularly described as follows:

BEGINNING for the same at a point at the intersection of the west line of 4th Street, N.W., and the north line of *H* Street, N.W., said point being also the southeast corner of said lot, and running thence West along said line of I-I Street, 84.50 feet; thence North, 33.00 feet; thence Northeasterly, 20.00 feet to a point in the southwesterly line of Massachusetts Avenue, N.W.; thence Southeasterly along said line of said avenue, 84.00 feet to a point in said line of 4th Street, at the northeast corner of said lot; and thence South along said line of 4th Street, 17.50 feet to the point of beginning.

NOTE: At the date hereof the above described property is known for assessment and taxation purposes as Lot 870 in square 517.


STREET
STREET
STREET, NW
61
58
516
59
57
H
Res. 74
34
Res 73
S. OF
516
MASSACHUSETTS
AVENUE
5-TH
4-TH
875
59
517
49
H
STREE
Sq 518
STREET, N.
909
G PL
PLACE
Closed
SQ 529
FORD

Dennis Hughes, Esq.
Holland & Knight LLP
2099 Pennsy. Ave NW
Wash. DC 20006

Doc# 2001051233
Book:
Pages: —
Filed & Recorded
06/07/2001 12:23:42 PM
HENRY RILEY
RECORDER OF DEEDS
WASHINGTON D.C. RECORDER OF DEEDS

SURCHARGE	$	5.00
RECORDING	$	95.00

L

Doc# 2001120346

COVENANT
(PLANNED UNIT DEVELOPMENT)

THIS COVENANT, made as of this 25th day of September, 2001, by and among Jemal's Cayre Woodies LLC, Jemal's Lofts LLC, Jemal's Golub I LLC, Jemal's Barton LLC, District of Columbia limited liability companies (collectively the "Developer"), or the successors, affiliates and assigns of the Developer, and the DISTRICT OF COLUMBIA, a municipal corporation (hereinafter referred to as the "District").

RECITALS:

WHEREAS, the Developer is the record owner of certain real property in the District of Columbia known as:

(a) Lot 805 in Square 346 (the "Woodies Site");

(b) Lots 828, 829, 847 and 848 in Square 377 (the "F Street Amenities Site"); and

(c) Lots 40, 41, 47, 48, 803-805, 808, 809, 811-817, 854, 855, 857-863 and 868-870 in Square 517 (the "Square 517 Amenities Site");

(collectively, the "Properties"), more particularly described in Exhibit A; and

WHEREAS, Developer intends to develop the Woodies Site for use as a Planned Unit Development (hereinafter referred to as the "PUD") under Chapter 24 of the Zoning Regulations of the District of Columbia in accordance with Zoning Commission Order No. 940 effective May 11, 2001 in Zoning Case No. 00-33C (as the same may be amended and/or modified from time to time, the "Order"); and

WHEREAS, said Chapter 24 further requires that Developer enter into this Covenant with the District of Columbia assuring Developer's (and its respective successors in title) development and operation of the PUD as approved by the Zoning Commission of the District of Columbia (hereinafter referred to as the "Zoning Commission") in Order No. 940 and all modifications, alterations or amendments thereto.

NOW, THEREFORE, in consideration of the foregoing recitals, which are a material part hereof, it is agreed among the parties hereto as follows:

1. Approved Plans. The terms and conditions of the Order No. 940 are incorporated herein by reference and made a part hereof as Exhibit B and shall be considered a part of this Covenant. The Properties will be developed and used in accordance with the approvals of said Order and in accordance with the conditions and restrictions contained in said Order, subject to such changes thereto as the Zoning Commission and/or the Zoning Administrator of the District of Columbia may authorize. Developer covenants that it will use the Properties only in accordance with the terms of the Order, as the same may be further amended and/or modified from time to time, subject to the terms and conditions contained herein and the provisions of Chapter 24 of the Zoning Regulations.

2. Additional Time To Construct Planned Unit Development. If Developer should fail to file for a building permit and to commence construction of the approved PUD within the time specified in Sections 2408.8 and 2408.9 of the Zoning Regulations and the Order, the Zoning Commission may duly consider an application for an extension of time for good cause shown.

3. Default. In the event that Developer fails to file for a building permit and to commence construction of the approved PUD within the time specified in Sections 2408.8 and 2408.9 of the Zoning Regulations and the Order or within any extension of time granted by the Zoning Commission for good cause shown, the benefits granted by the Order shall terminate pursuant to Section 2408.14 of the Zoning Regulations.

4. Future Conveyance. Developer covenants that if any conveyance of all or any of the Properties, or any parts thereof, takes place before completion of the PUD in accordance with the approvals of the Zoning Commission as aforesaid, such conveyance or conveyances shall contain a specific covenant binding the grantee, its successors and assigns to develop and use the Properties, or any parts thereof, in accordance with the terms and conditions of this Covenant.

5. Successors and Assigns. The covenants and restrictions contained herein shall be deemed real covenants running with the land, and shall bind the parties hereto, their successors and assigns, and shall inure to the benefit of the parties hereto, their successors and assigns. Such covenants are not binding upon any party who no longer has a property interest in the Properties. The District shall have the right to enforce all covenants, conditions and restrictions contained herein.

6. Recordation. Developer shall record this Covenant, as fully executed by the parties hereto, among the Land Records of the District of Columbia, and shall file a certified copy of this Covenant with the Zoning Administrator and the Zoning Commission.

7. Counterparts. This Covenant may be executed in counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

8. Rescission/Alteration of Chapter 24 Covenant. The covenants hereby created may not be extinguished without the prior written consent of the District. In the event any amendment, modification, rescission or alteration of the Order is adopted or authorized by the Zoning Commission, or in the event of a lapse of said Order by its terms, the District shall, upon the request of Developer, execute an instrument, in recordable form, evidencing such action or lapse, which instrument shall amend, modify, rescind, nullify or alter this Covenant, as the case may be.

[SIGNATURES FOLLOW]

IN WITNESS WHEREOF, on the day and year first hereinabove written, Declarant has caused these presents to be executed.

JEMAL'S CAYRE WOODIES LLC

By: _____
Managing Member

DISTRICT OF COLUMBIA

I, HABIB ABOUJAOUDI, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that Douglas Jemal personally appeared before me and, being personally well known to me (or satisfactorily proven) as the person named as Managing Member of Jemal's Cayre Woodies LLC in said Declaration aforesaid and acknowledged said Declaration in said capacity and, as Managing Member aforesaid, and by virtue of the authority in him/her vested, acknowledged the same to be the act and deed of Douglas Jemal and that he delivered the same as such.

GIVEN under my hand and seal this 25 day of Sept, 2001.

_____
Notary Public

My commission expires HABIB ABOUJAOUDI
NOTARY PUBLIC DISTRICT OF COLUMBIA
MY COMMISSION EXPIRES: JUNE 30, 2004

JEMAL'S LOFTS LLC

By: _____
Managing Member

DISTRICT OF COLUMBIA

I, HABIB ABOUJAOUDI, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that Douglas Jemal personally appeared before me and, being personally well known to me (or satisfactorily proven) as the person named as Managing Member of Jemal's Lofts LLC in said Declaration aforesaid and acknowledged said Declaration in said capacity and, as Managing Member aforesaid, and by virtue of the authority in him/her vested, acknowledged the same to be the act and deed of Douglas Jemal and that he delivered the same as such.

GIVEN under my hand and seal this 25 day of Sept, 2001.

_____
Notary Public

My commission expires: _____

HABIB ABOUJAOUDI
NOTARY PUBLIC DISTRICT OF COLUMBIA
MY COMMISSION EXPIRES: JUNE 30, 2004

JEMAL'S GOLUB I LLC

By: _____
Managing Member

DISTRICT OF COLUMBIA

I, HABIB ABOUJAOUDI, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that Douglas Jemal personally appeared before me and, being personally well known to me (or satisfactorily proven) as the person named as Managing Member of Jemal's Golub I LLC in said Declaration aforesaid and acknowledged said Declaration in said capacity and, as Managing Member aforesaid, and by virtue of the authority in him/her vested, acknowledged the same to be the act and deed of Douglas Jemal and that he delivered the same as such.

GIVEN under my hand and seal this 25 day of SEPT, 2001.

_____
Notary Public

My commission expires: _____

HABIB ABOUJAOUDI
NOTARY PUBLIC DISTRICT OF COLUMBIA
MY COMMISSION EXPIRES: JUNE 30, 2004

JEMAL'S BARTON LLC

By: _____
Managing Member

DISTRICT OF COLUMBIA

I, HABIB ABOUJAOUDI, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that Douglas Jemal personally appeared before me and, being personally well known to me (or satisfactorily proven) as the person named as Managing Member of Jemal's Barton LLC in said Declaration aforesaid and acknowledged said Declaration in said capacity and, as Managing Member aforesaid, and by virtue of the authority in him/her vested, acknowledged the same to be the act and deed of Douglas Jemal and that he delivered the same as such.

GIVEN under my hand and seal this 25 day of Sept, 2001.

_____
Notary Public

My commission expires: HABIB ABOUJAOUDI
NOTARY PUBLIC DISTRICT OF COLUMBIA
MY COMMISSION EXPIRES: JUNE 30, 2004

IN WITNESS WHEREOF, the Mayor of the DISTRICT OF COLUMBIA, having first considered and approved the foregoing Covenant, has directed the execution thereof in the name of said DISTRICT OF COLUMBIA, by the Secretary, D.C., who has hereunto set her hand and affixed the seal of the District of Columbia hereto under authority of the Act of Congress entitled "An Act to Relieve the Commissioners of the District of Columbia of Certain Ministerial Duties," approved February 11, 1932.

WITNESS:

DISTRICT OF COLUMBIA,
a Municipal Corporation

_____

By: Beverly D. Rivers
Secretary, D.C.

(Corporate Seal)

DISTRICT OF COLUMBIA, ss:

I, Gladys Herring, a Notary Public in and for the District of Columbia, do hereby certify that Beverly D. Rivers, who is personally well known to me as the person named as Secretary of the DISTRICT OF COLUMBIA in the foregoing Covenant bearing date of the 25 day of September, 2001 and hereunto annexed, personally appeared before me in said District and, as Secretary of the DISTRICT OF COLUMBIA aforesaid, and by virtue of the authority in her vested, acknowledged the same to be the act and deed of the Mayor of the DISTRICT OF COLUMBIA.

GIVEN under my hand and seal this 4th day of December, 2001.

Gladys W. Herring
Notary Public, D.C.

My commission expires: June 30, 2004.

APPROVED:

Zoning Division, Department of
Consumer and Regulatory Affairs

APPROVED FOR LEGAL SUFFICIENCY:

Assistant Corporation Counsel, D.C.

WAS1 #989375 v2

WOODIES SITE

All that certain property located in the City of Washington, District of Columbia more particularly described as follows:

Lot numbered 16 in Square numbered 346 in a subdivision made by Alvin M. Lothrop for Woodward & Lothrop as per plat recorded in Liber 25 at folio 133 in the Office of the Surveyor for the District of Columbia.

AND

Part of Original Lot 12 in Square 346, beginning at the Southeast corner of said Lot, West 50 feet, North 25 feet, East 50 feet to 10th Street, N.W., South along said Street 25 feet to the beginning.

AND

Closed Alley as per plat recorded in Plat Book 45 at folio 163 in the Office of the Surveyor for the District of Columbia.

AND

Lots numbered "B and "C" in Square numbered 346 in a subdivision made by F. Howard as per plat recorded in Liber RW at folio 55 in the Office of the Surveyor for the District of Columbia.

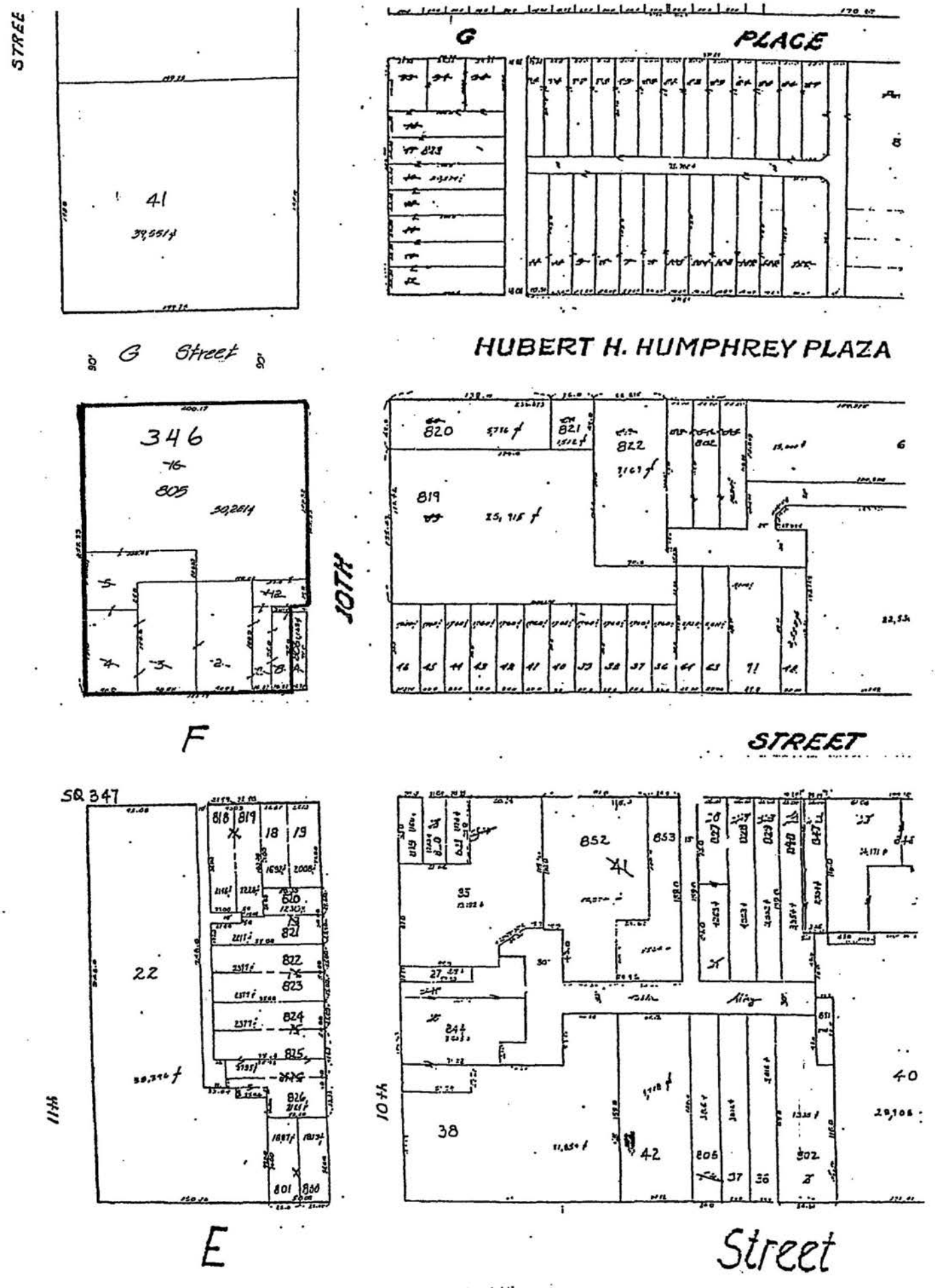
AND

Original Lots 2, 3, 4 and 5 in Square 346.

All of the above property being now known for assessment and taxation purposes as Lot 805 in Square 346.

Together with rights under Declaration of Covenants recorded December 12, 1986 as Instrument No. 53015 and Covenant recorded February 1, 1985 as Instrument No. 04151 containing provisions for the benefit of the caption property.

Exhibit A


STREE
41
39,551 f
G Street
90'
90'
G
PLACE
8
HUBERT H. HUMPHREY PLAZA
346
76
805
30,261 f
42
3
2
10TH
820
5716 f
821
822
819
25,918 f
6
71
22,53
F
STREET
SQ 347
818
819
18
19
820
821
822
823
824
825
826
22
801
860
11TH
852
853
95
844
38
42
805
37
36
802
40
29,105
10TH
Street

F STREET PROPERTIES

PARCEL I:
(Premises No. 910 "F" Street, N.W., Washington, D.C.)

Part of original Lot 18 in Square 377, as per plat recorded in "Record of Squares" Book No. 2 at page 377 in the Office of the Surveyor for the District of Columbia; ALSO, part of Lot 32 in Square 377 in a subdivision made by Josephine Bergling, Executrix of the Estate of George Bergling, deceased, as per plat recorded in Liber 20 at folio 98 in the said Surveyor's Office, being more particularly described in one parcel as follows: .

> BEGINNING for the same at a point in the south line of F Street, N.W., at the northeast corner of said Lot 18, and running thence South along the east line of said lot, 116.00 feet to a point in the north line of a 20-foot wide public alley; thence West along said line of said alley and a prolongation thereof, 18.40 feet to a point at the southeast corner of part of the land conveyed to Let, Incorporated, by Deed recorded October 1, 1968 in Liber 12925 at folio 156, among the Land Records of the District of Columbia; thence continuing West along the south line of said conveyance, 1.89 feet; thence North, 116.00 feet to a point in said line of said street; and thence East along said line of said street, 20.29 feet to the point of beginning.

Note: At the date hereof, the above described property is known for assessment and taxation purposes as Lot 847 in Square 377.

PARCEL II:
(Premises No. 912 "F" Street, N.W., Washington, D.C.)

Part of Lot 32 in Square 377 in a subdivision made by Josephine Bergling, Executrix of the Estate of George Bergling, deceased, as per plat recorded in Liber 20 at folio 98 in the Office of the Surveyor for the District of Columbia, being more particularly described as follows:

> BEGINNING for the same at a point in the north line of a 30-foot wide public alley, at the southwest corner of said lot, and running thence North along the west line of said lot, 159.00 feet to a point in the south line of F Street, N.W.; thence East along said line of said street, 19.65 feet to a point; thence South, 116.00 feet to a point; thence East, 5.35 feet to a point in the east line of said lot; thence South along said last mentioned line, 43.00 feet to a point in the south, or rear, line of said lot; and thence West along said south line of said lot, 25.00 feet to the point of beginning.

Note: At the date hereof the above described property is known for assessment and taxation purposes as Lot 848 in Square 377.

PARCEL III:
(Premises No. 914 "F" Street, N.W., Washington, D.C.)

Part of original Lot 18 in Square 377, as per plat recorded in "Record of Squares" Book No. 2 at page 377 in the Office of the Surveyor for the District of Columbia, being more particularly described as follows:

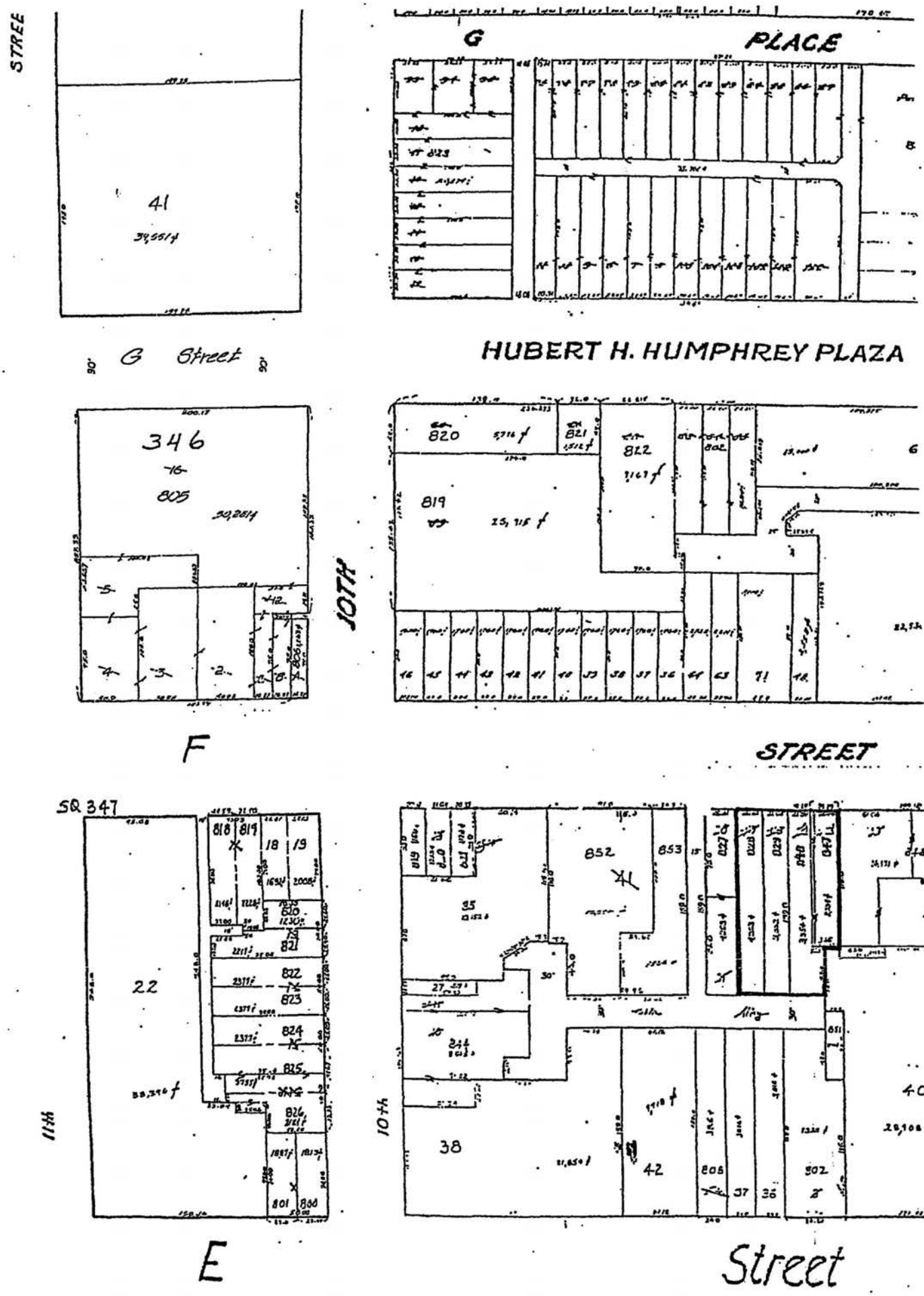
BEGINNING for the same at a point in the south line of F Street, N.W., at the northwest corner of said lot, and running thence East along said line of said street, 21.00 feet, 1-inch, more or less, to a point at the northwest corner of part of said lot conveyed to George Bergling, by Deed recorded in Liber 699 at folio 385, among the Land Records of the District of Columbia; thence South along the west line of said conveyance, 159.00 feet to a point in the south, or rear, line of said lot; thence West along said south line, 21.00 feet, 1-inch, more or less, to a point at the southwest corner of said lot; and thence North along the west line of said lot, 159.00 feet to the point of beginning.

Note: At the date hereof the above described property is known for assessment and taxation purposes as Lot 829 in Square 377.

PARCEL IV:
(Premises No. 916 "F" Street, N.W., Washington, D.C.)

The East ½ Front on F Street, N.W., by the full depth thereof of original Lot 17 in Square 377, as per plat recorded in "Record of Squares" Book No. 2 at page 377 in the Office of the Surveyor for the District of Columbia.

Note: At the date hereof the above described property is known for assessment and taxation purposes as Lot 828 in Square 377.


STREE
41
39,551 f
G Street
G
PLACE
HUBERT H. HUMPHREY PLAZA
346
16
805
30,261 f
10TH
820
5716 f
821
812
819
25,715 f
802
6
71
STREET
F
SQ 347
818
819
18
19
810
821
822
823
824
825
826
22
11TH
801
860
852
853
95
27
30
Alley
651
40
38
42
808
37
36
902
10TH
E
Street

SQUARE 517 PROPERTIES

PARCEL 1
(422 Mass. Ave.)

Lot 41 in Square 517 in a subdivision made by Rudolph Goldschmid, as per plat recorded in Liber 11 at folio 143 in the Office of the Surveyor for the District of Columbia.

PARCEL 2
(415 "H" Street, N.W.")

Lot 47 in square 517 in a subdivision made by Oreste Ridolfi, as per plat recorded in Liber 85 at folio 194 in the Office of the Surveyor for the District of Columbia.

PARCEL 3
(414 Mass. Ave., N.W.)

Lot 48 in Square 517 in a subdivision made by Oreste Ridolfi, as per plat recorded in Liber 85 at folio 194 in the Office of the Surveyor for the District of Columbia.

PARCEL 4:
(408 Massachusetts Avenue, NW.)

Part of original Lot 1 in Square 517, as per plat recorded in "Record of Squares" Book No. 2 at page 517 in the Office of the Surveyor for the District of Columbia, being more particularly described as follows:

BEGINNING for the same at a point in the north line of H Street, N.W., distant 84.50 feet West from the southeast corner of said lot, and running thence North 33.00 feet; thence Northeasterly at right angles to Massachusetts Avenue, N.W., 20.00 feet to a point in the southwesterly line of said avenue; thence Northwesterly along said line of said avenue, 12.00 feet; thence Southwesterly at right angles to said avenue, 24.00 feet; thence due South, 35.00 feet to a point in said line of H Street; and thence East along said line of said street, 12.50 feet to the point of beginning.

NOTE: At the date hereof the above described property is known for assessment and taxation purposes as Lot 803 in Square 517.

PARCEL 5
(unimproved lots on Massachusetts Avenue, N.W.)

Part of original Lot 1 in Square 517, as per plat recorded in "Record of Squares" Book No. 2 at page 517 in the Office of the Surveyor for the District of Columbia, being more particularly described as follows:

BEGINNING for the same at a point in the north line of H Street, N.W., distant 97.00 feet West from the southeast corner of said lot, and running thence West along said line of said street, 25.00 feet to a point at the southeast corner of Lot 47 in said square, as per plat recorded in Liber 85 at folio 194 in said Surveyor's Office; thence North along the east line of said Lot 47, 37.79 feet, per plat, (38.00 feet, per Deed); thence Northeasterly at right angles to Massachusetts Avenue, N.W., 30.93 feet, per plat, (31.00 feet, per Deed), to a point in the southwesterly line of said avenue; thence Southeasterly along said line of said avenue, 24.00 feet; thence Southwesterly at right angles to said avenue, 24.00 feet; thence due South, 35.00 feet to a point in said line of H Street and to the point of beginning.

NOTE: At the date hereof the above described property is known for assessment and taxation purposes as Lots 804 and 805 in Square 517.

PARCEL 6
(420 Mass. Ave., N.W.)

The West 17.71 feet front on Massachusetts Avenue, N.W., by the full depth thereof of Lot 42 in Square 517 in a subdivision made by Rudolph Goldschmid, as per plat recorded in Liber 11 at folio 143 in the Office of the Surveyor for the District of Columbia.

NOTE: At the date hereof the above described property is known for assessment and taxation purposes as Lot 808 in Square 517.

PARCEL 7
(424-26 Mass, Ave., N.W.)

Part of Lot 37 in Square 517 in a subdivision made by H.J. Frost, Attorney, for the heirs at law of Thomas F. Anderson, deceased, as per plat recorded in Liber 10 at folio 14 in the Office of the Surveyor for the District of Columbia, being more particularly described as follows:

BEGINNING for the same at a point in the southwesterly line of Massachusetts Avenue, N.W., at the northwest corner of said lot, and running thence Southwesterly along the northwesterly line of said lot, 52.00 feet to angle therein; thence due South along the west line of said Lot, 55.32 feet to a point in the north line of H Street, N.W., at the southwest corner of said lot; thence East along said line of said street, 22.50 feet to a point at the southwest corner of Lot 40 in said square, as per plat recorded in Liber 11 at folio 143 in said Surveyor's Office; thence North along the west line of said Lot 40, 48.39 feet to a point at the southwest corner of Lot 41 in said square, as per the aforesaid last mentioned plat; thence Northeasterly along the westerly line of said Lot 41, 48.85 feet to a point in said line of said avenue; and thence Northwesterly along said line of said avenue, 23.50 feet, more or less, to the point of beginning.

NOTE: At the date hereof the above described property is known for assessment and taxation purposes as Lot 809 in Square 517.

PARCEL 8
(Lots fronting "H" Street)

Parts of original Lots 5, 6, 7 and 8 in Square 517, as per plat recorded in "Record of Squares" Book No. 2 at page 517 in the Office of the Surveyor for the District of Columbia, being more particularly described as follows:

BEGINNING for the same at a point in the north line of H Street, N.W., distant 15.125 feet West from the southeast corner of said Lot 5, and running thence West along said line of said lot, 105.875 feet, more or less, to a point at the southwest corner of said Lot 8; thence North along the West line of said Lot 8, 78.00 feet, 4.75-inches; thence Southeasterly, to a point which intersects a line drawn North 79 degrees 13 minutes 00 seconds West, 15.67 feet from the east line of said Lot 5, and distant North and parallel with said east line of said Lot 5, 59.00 feet, 2.375 inches, more or less, from said line of H Street; and thence South and parallel with said east line of Lot 5, 59.00 feet, 2.375 inches, more or less, to the point of beginning.

NOTE: At the date hereof the above described property is known for assessment and taxation purposes as Lots 811 through 817, inclusive, in Square 517.

PARCEL 9
(442-44 Mass. Ave., N.W.)

Part of original Lot 8 in square 517, as per plat recorded in "Record of Squares" Book No. 2 at page 517 in the Office of the Surveyor for the District of Columbia, being more particularly described as follows:

BEGINNING for the same at a point at the northwest corner of said lot, and running thence Southeasterly along the southwesterly line of Massachusetts Avenue, N.W., 30.00 feet to a point at the northeast corner of said lot; thence Southwesterly at right angles to said line of said avenue along the easterly line of said lot, 73.00 feet to point in the southerly line of the land conveyed by Frank W. Tucker and Mary C. Tucker, his wife, to Charles Facchina and Gion B. Facchina, by Deed recorded May 5, 1910 in Liber 3323 at folio 165, among the Land Records of the District of Columbia; thence westerly along said line of said conveyance, to a point in the westerly line of said lot, distant 80.00 feet South from the point of beginning; and thence Northeasterly along said Westerly line of said lot, 80.00 feet to the point of beginning.

NOTE: At the date hereof the above described property is known for assessment and taxation purposes as Lots 854 and 855 in Square 511.

PARCEL 10:

(434, 432, 430 Mass. Ave., N.W.)

Parts of original Lots 5 and 6 in Square 517, as per plat in Record of Squares" Book No. 2 at page 517 in the Office of the Surveyor for the District of Columbia, being more particularly

described as follows:

BEGINNING for the same at a point in the southwesterly line of Massachusetts Avenue, N.W., at the northwest corner of said Lot 6, and running thence Southeasterly along said line of said avenue, 45.00 feet to a point in the centerline of the party wall between premises 428 and 430 Massachusetts Avenue, N.W.; thence Southwesterly along said centerline and a prolongation thereof, 55.40 feet; thence North 79 degrees 13 minutes 00 seconds West, to a point in the westerly line of said Lot 6 distant 66.0 feet Southwesterly from said point of beginning; and thence Northeasterly along said westerly line of said Lot 6, 66.00 feet to the point of beginning.

NOTE: At the date hereof the above described property is known for assessment and taxation purposes as Lots 857, 858 and 859 in Square 517.

PARCEL 11

(418 Massachusetts Avenue, N. W.)

Part of original Lot 2 in Square 517, as per plat recorded in "Record of Squares" Book No. 2 at page 517 in the Office of the Surveyor for the District of Columbia, being more particularly described as follows:

BEGINNING for the same at a point in the southwesterly line of Massachusetts Avenue, N.W., distant 14.00 feet Northwesterly from the northeast corner of said lot, and running thence Northwesterly along said line of said avenue, 16.00 feet to a point at the dividing line between original Lots 2 and 3 in said square; thence Southwesterly at right angles to said line of said avenue along said dividing line, 33.80 feet; thence southeasterly and parallel with said line of said avenue, 16.00 feet; and thence Northeasterly and parallel with said dividing line, 33.80 feet to the point of beginning.

- ALSO -

The East 11.50 inches front on Massachusetts Avenue, NW., by the full depth thereof of Lot 42 in Square 517 in a subdivision made by Rudolph Goldschmid, as per plat recorded in Liber 11 at folio 143 in the Office of the Surveyor for the District of Columbia.

NOTE: At the date hereof all of the above described property is known for assessment and taxation purposes as Lot 862 in Square 517.

PARCEL 12:
(Premises No. 421 "H" Street, N.W.)

Lot 40 in square 517 in a subdivision made by Rudolph Goldschmid, as per plat recorded in Liber 11 at Folio 143 in the Office of the Surveyor for the District of Columbia.

PARCEL I3
(Premises No. 419 H Street, N.W.)

Lot 39 in square 517 in a subdivision made by Rudolph Goldschmid, as per plat recorded in Liber 11 at Folio 143 in the Office of the Surveyor for the District of Columbia, saving and excepting therefrom the east 1.35 feet front on H Street, N.W., by the full depth thereof.

NOTE: At the date hereof the above described property is known for assessment and taxation purposes as Lot 869 in Square 517.

PARCEL 14:
(Premises No. 425 "H" Street, N.W.)

Part of original Lot 5 in square 517, as per plat recorded in "Record of Squares" Book No. 2 at page 517 in the Office of the Surveyor for the District of Columbia, being more particularly described as follows:

BEGINNING for the same at a point in the north line of H Street, N.W., at the southeast corner of said lot, and running thence North along the east line of said lot, 55.31 feet to a point; thence North 79 degrees 13 minutes 00 seconds West, 15.67 feet to a point; thence South and parallel with said east line of said lot, 58.84 feet to a point in said line of said street; and thence East along said line of said street, 15.125 feet to the point of beginning.

NOTE: At the date hereof the above described property is known for assessment and taxation purposes as Lot 860 in Square 517.

PARCEL I5
(428 Massachusetts Avenue, N.W.)

Part of original Lot 5 in Square 517, as per plat recorded in "Record of Squares" Book No. 2 at page 517 in the Office of the Surveyor for the District of Columbia, being more particularly described in accordance with a plat of survey recorded in Survey Book 120 at page 417 in said Surveyor's Office, as follows:

BEGINNING for the same at a point in the southwesterly line of Massachusetts Avenue, N.W., at the northeast corner of said lot, and running thence Northwesterly along said line of said avenue, 14.80 feet to a point in the centerline of the party wall between premises 428 and 430 Massachusetts Avenue, N.W.; thence Southwesterly along said centerline and a prolongation thereof, to a point in the northeasterly line of part of the land conveyed to Elijah B. McDonald, by Deed recorded in Liber 4084 at folio 461, among the Land Records of the District of Columbia; thence South 79 degrees 13 minutes 00 seconds East, to a point in the easterly line of said lot; and thence Northeasterly along said easterly line of said lot, 52.00 feet to the point of beginning.

NOTE: At the date hereof the above described property is known for assessment and taxation purposes as Lot 861 in Square 517.

Parcel 16
(417 H Street, N.W.)

Part of Original Lot numbered Two (2) in Square numbered Five Hundred Seventeen (517), being more particularly described as follows:

BEGINNING for the same on H Street; 15.39 feet West of the Southeast corner of said lot and running thence at right angles to the North line of H Street, 42 feet 1 inch; thence Northeasterly to the Southeast corner of the part of said lot conveyed to Ethel M. Rutty by Deed recorded May 24, 1920 in Liber 4359 at folio 390; thence with said Southerly line, Northwesterly to the division line between Original Lots 2 and 3 in said square; thence South along said division line, 4.20 feet; thence still with said dividing line, 43 feet 9 1/2 inches to H Street and the Southwest corner of said Lot 2; thence East along said Street to the place of beginning.

Also, the East 1.35 feet front on H Street by the full depth thereof of Lot numbered Thirty-nine (39) in said Square numbered Five Hundred Seventeen (517) in the subdivision made by Goldschmid, as per plat recorded in Liber 11 at folio 143 among the said Surveyor's Office Records.

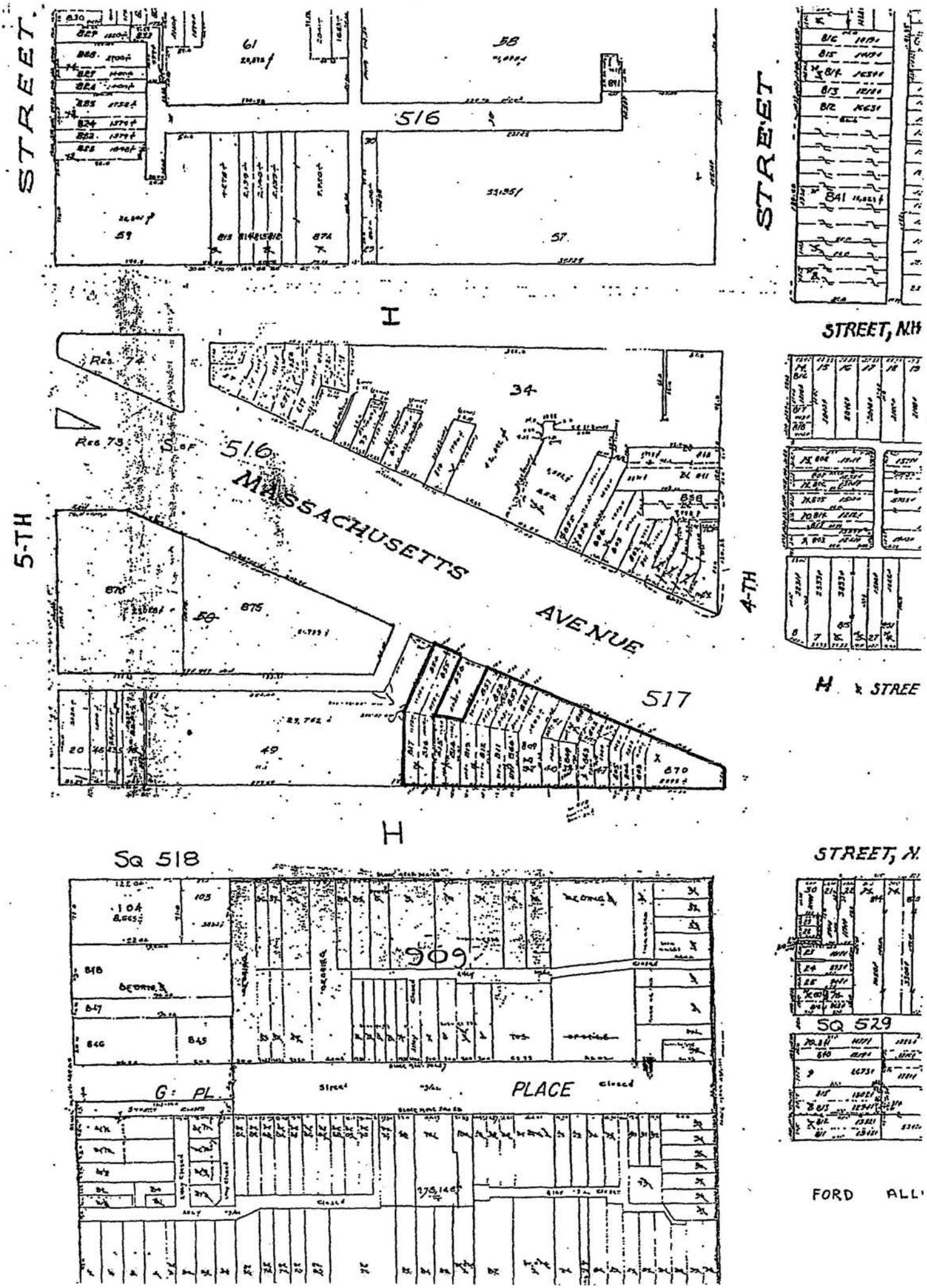
Said property being known for assessment and taxation purposes as Lots 863 and 868 in Square 517

Parcel 17
(400 Mass. Ave., N.W.)

Part of original Lot 1 in Square 517, as per plat recorded in "Record of Squares" Book No. 2 at page 517 in the Office of the Surveyor for the District of Columbia, being more particularly described as follows:

BEGINNING for the same at a point at the intersection of the west line of 4th Street, N.W., and the north line of *H* Street, N.W., said point being also the southeast corner of said lot, and running thence West along said line of I-I Street, 84.50 feet; thence North, 33.00 feet; thence Northeasterly, 20.00 feet to a point in the southwesterly line of Massachusetts Avenue, N.W.; thence Southeasterly along said line of said avenue, 84.00 feet to a point in said line of 4th Street, at the northeast corner of said lot; and thence South along said line of 4th Street, 17.50 feet to the point of beginning.

NOTE: At the date hereof the above described property is known for assessment and taxation purposes as Lot 870 in square 517.


STREET
STREET
STREET, NW
516
61
58
59
57
841
H
Res. 74
Res 73
34
516
MASSACHUSETTS
AVENUE
5-TH
4-TH
875
517
49
870
H
Sq 518
104
909
PLACE
closed
G PL
STREET, N.
SQ 529
FORD

Government of the District of Columbia
ZONING COMMISSION

ZONING COMMISSION ORDER NO. 940
CASE NO. 00-33C
(PUD and Related Map Amendment, Square 346, Lot 805 – Woodies)
April 16, 2001

Pursuant to notice, a public hearing was held by the Zoning Commission for the District of Columbia on February 8, 2001. At that hearing session, the Zoning Commission considered an application from Jemal's Cayre Woodies, LLC, for consolidated review and approval of its planned unit development ("PUD") application pursuant to Chapter 24 of the District of Columbia Municipal Regulations ("DCMR"), Title 11, Zoning. The public hearing was conducted in accordance with the provisions of 11 DCMR § 3022, and the Zoning Commission took proposed action to approve the PUD application at its February 15, 2001 public meeting.

PRELIMINARY MATTERS

Pursuant to its authority set forth in § 3000.8 of the Zoning Regulations, the Commission approved the Applicant's request for a waiver from the posting notice requirements set forth in §§ 3015.4 and 3015.7 of the Commission's rules of procedure. Notice in the D.C. Register and a general circulation newspaper as well as notice of the hearing mailed to property owners within 200 feet of the subject property was provided in a timely fashion. In addition, the Applicant appeared before the potentially affected Advisory Neighborhood Commission ("ANC") on at least three occasions. The Commission found that the waiver did not prejudice the rights of any party and was not otherwise prohibited by law.

The application, as filed, included a request for an amendment to the Zoning Map to rezone the subject property from the DD/C-4 Zone to the C-4 Zone. At the public hearing, the Applicant withdrew the request for a map amendment.

FINDINGS OF FACT

1. On November 28, 2000, the Applicant filed an application for consolidated review and approval of a PUD to facilitate the rehabilitation of the former Woodward & Lothrop ("Woodies") department store building at 1025 F Street, N.W., Lot 805 in Square 346.

2. The subject property comprises all of Square 346 except one lot, consisting of approximately 50,280 square feet of land area bounded by F, G, 10th, and 11th Streets, N.W. The site is improved with the former flagship store of the Woodward & Lothrop chain, which formerly contained approximately 268,000 square feet of retail space and

more than 260,000 square feet of office space. The building is a designated landmark included on the District of Columbia's Inventory of Historic Sites and is located within the boundaries of the Downtown Historic District. After the department store closed in 1995, the building was purchased by the Washington Opera in 1996, and by the Applicant in 1998.

3. The site of the proposed PUD is zoned DD/C-4. The C-4 district is designed for the downtown core that comprises the retail and office centers for both the District of Columbia and the metropolitan area, and is intended to provide an adequate area for a variety of commercial, retail, and business uses. *See* 11 DCMR §§ 750.1 and 750.2. The purposes of the Downtown Development (DD) district include (a) to create a balanced mixture of uses by means of incentives and requirements for critically important land uses identified in the Comprehensive Plan; (b) to guide and regulate office development so as to further land use objectives for retail, hotel, residential, entertainment, and arts and cultural uses; and (c) to protect historic buildings and places while permitting sensitive and compatible new developments subject to the historic preservation review process of D.C. Law 2-144. 11 DCMR § 1700.3.

4. The PUD site is located in the high-density commercial land use category shown on the Generalized Land Use Map of the Comprehensive Plan. The immediately surrounding area is developed with office buildings, hotels, retail, and institutional uses.

5. The PUD application proposes to retain and redevelop the former Woodies building so to provide a combination of retail space for new department or anchor stores and new office space. Redevelopment of the building, including the proposed removal and reconstruction of its two top floors, would be undertaken subject to review by the Historic Preservation Review Board ("HPRB"). Amenities offered in support of the application include new residential developments on two nearby sites.

6. As proposed, the cellar, first, and second levels of the PUD building would be devoted to a combination of preferred retail, service, and arts-related uses listed in 11 DCMR §§ 1710 and 1711 (except for loading, lobby, and elevator access on the first floor). The total space devoted to preferred uses would be approximately 134,900 square feet, representing the equivalent floor area ratio ("FAR") of 2.68 of the PUD building. With the inclusion of the approximately 21,500 square feet of cellar space located in vaults and in the Metrorail mezzanine level, the area of proposed retail space would be 156,490 square feet, or the equivalent of 3.11 FAR.

7. The Applicant also proposes to construct new or reconfigured space to replace the existing 9th and 10th stories of the building, to be utilized for any purpose permitted in the C-4 zone, including general office use. The Applicant testified that the existing 9th and 10th stories are not considered contributing to the historic character of the building and would be replaced by sympathetic new construction, subject to HPRB review. Exterior rehabilitation work undertaken by the Applicant on the PUD building is also subject to HPRB review.

8. The Applicant requests relief from the matter-of-right standards and requirements that would otherwise apply to property located in the Downtown Development district. Pursuant to 11 DCMR § 1702.5, a department store may not be converted, in whole or in part, to another use without the approval of the Board of Zoning Adjustment, unless the entirety of the gross floor area is converted to any combination of preferred retail, service, and arts-related uses. The property is not subject to residential requirements otherwise applicable in the DD district because the site is restricted to a maximum development of 6.0 FAR. 11 DCMR §§ 1706.20, 1707.4. However, the FAR of the existing building is 8.84, and after the proposed construction of new 9th and 10th floors, its FAR would be 10.0.

9. The PUD application offers certain amenities within the same ANC, in this case ANC 2C. The Applicant proposed to construct housing and ground-level retail in Square 377, Lots 828, 829, 847, and 848, providing the equivalent amount of residential space as would be occupied by 1.75 FAR on the subject site (a minimum of 88,000 square feet). The proposed development on Square 377 would preserve significant portions of three contributing buildings to the Downtown Historic District, namely 910, 912, and 914 F Street (Lots 829, 847, and 848). According to the Applicant, the HPRB has found that the building on Lot 828 (916 F Street) is not a contributing building to the Downtown Historic District.

10. The PUD application also offers an amenity in the form of a development site for housing in Square 517, Lots 40, 41, 47, 48, 803-805, 808, 809, 811-817, 833, 854, 855, 857-863, and 868-870, as well as lot 856 if acquired from the District. Lot 856 is improved with the Old Engine Company No. 6 Firehouse, which is listed in the District of Columbia Inventory of Historic Sites. The Square 517 property is zoned DD/C-2-C and is included in Housing Priority Area B. The combined land area is approximately 29,481 square feet (27,396 square feet if Lot 856 is not acquired) and could provide at least 233,000 square feet of housing under applicable Zoning Regulations. The Applicant stated that, with certain zoning relief, the site could be developed to offer as much as 150,000 square feet of residential space in excess of the amount that would be otherwise be required for new construction on the property.

11. The proposed PUD exhibits several public benefits and project amenities enumerated in the categories set forth in 11 DCMR § 2403.9. In addition to the proposed housing developments on Squares 377 and 517, the proposed benefits and amenities include the following.

    a) Urban design, architecture, and historic preservation of private structures: The application includes significant historic preservation components at the PUD site.

    b) Transportation: The PUD site is located above the Metro Center Metrorail station, served by three subway lines, and a short walking distance from the Gallery Place/Chinatown station, served by two other subway lines, and is served by

numerous Metrobus routes. The Applicant testified that at least 1,350 parking spaces are located in 19 garages and lots within a two-block radius of the PUD site. As a historic landmark located in a historic district, the PUD site is not subject to otherwise applicable parking and loading requirements. *See* 11 DCMR §§ 2403.9 (c); 2100.5, 2200.5.

c) Employment and training opportunities: The Applicant stated its intent to enter into an agreement to participate in the Department of Employment Services (DOES) First Source Employment Program to encourage the hiring of District of Columbia residents. The Applicant also stated its intent to enter into a Memorandum of Understanding with the Local Business Opportunity Commission to use its resources to utilize minority business enterprises in the development of the PUD project. *See* 11 DCMR § 2403.9 (e).

d) Uses of special value: The PUD application offers a viable opportunity to return a landmark building in a central downtown location to active use as retail, service, arts-related, and office space. Amenities associated with the proposal include new mixed retail and residential development incorporating three smaller landmark buildings on Square 377, and property in Square 517 for development of residential space in Housing Priority Area B. *See* 11 DCMR § 2403.9 (i).

e) Comprehensive Plan: The proposed PUD site has been vacant and underutilized since the former department store closed in 1995. Its redevelopment with the proposed combination of preferred uses and office space, and the associated residential development on nearby sites, will advance the major themes and other policies and objectives of the Downtown Element of the Comprehensive Plan. *See* 10 DCMR § 900 and 11 DCMR § 2403.9 (j).

12. By memoranda dated February 7 and 15, 2001, and through testimony offered at the public hearing, the Office of Planning asserted that the proposed development would further the goals of the Comprehensive Plan. OP recommended approval of the application subject to conditions intended to ensure that all components of the proposed development would occur in a timely fashion. According to OP, the application "is consistent with the regulations, is acceptable in all categories, and more than acceptable in several," noting especially the proposal's historic and architectural preservation, the provision of housing opportunities and additional large-scale retail uses, and the addition to employment opportunities in Downtown. Transcript, February 8, 2001 at 55-58.

13. By letter dated December 7, 2000, ANC 2A expressed its unanimous support for the PUD application.

14. Three persons testified in support of the PUD, including Charles Docter of the Downtown Housing Now Committee and Terrance Lynch of the Downtown Cluster of Congregations. There was no testimony offered in opposition to the application.

15. The application was referred to the National Capital Planning Commission (NCPC) under the terms of the District of Columbia Home Rule Act. The NCPC, by report dated April 12, 2001, found that the proposed PUD would not adversely affect the Federal interest in the National Capital or be inconsistent with the Comprehensive Plan.

CONCLUSIONS OF LAW

1. Section 5-413 of the D.C. Code establishes the authority of the Zoning Commission "to promote the health, safety, morals, convenience, order, prosperity, or general welfare of the District of Columbia."

2. The PUD process is an appropriate means of controlling development of the site in a manner consistent with the best interests of the District of Columbia.

3. The development of this PUD project would carry out the purposes of Chapter 24 of the Zoning Regulations to encourage well-planned developments that will offer a variety of building types with more attractive and efficient overall planning and design, not achievable under matter-of-right development.

4. Under the PUD process of the Zoning Regulations, the Zoning Commission has the authority to consider this application as a consolidated PUD. The Commission may impose development conditions, guidelines, and standards that may exceed or be less than the matter-of-right standards identified for height, FAR, lot occupancy, parking and loading, and yards and courts. The Zoning Commission may also approve uses that are permitted as special exceptions and would otherwise require approval by the Board of Zoning Adjustment.

5. The Commission concludes that, under the particular circumstances of this case, the PUD application was appropriately processed as a one-stage application despite the absence of a detailed site plan review. The Commission notes that the application called for no major alterations to the exterior of the existing building or new construction except for the replacement of the two top floors. Further, all new development undertaken at the PUD site and on Square 377 (and potentially Square 517) is subject to design review and approval by the Historic Preservation Review Board, and the Applicant has adequately identified the size and uses for the proposed residential developments on Squares 377 and 517.

6. The subject site satisfies the applicable minimum area requirement for a planned unit development in a commercial zone. *See* 11 DCMR § 2401.1(c).

7. The Commission concludes that approval of the application is consistent with the purpose of the PUD process to encourage high-quality developments that provide public benefits. Approval of the PUD application would further the policies and objectives of the Comprehensive Plan, in part by returning a historic landmark building to productive use

in a high-density commercial location that is readily accessible by public transportation. The amenities offered in conjunction with the PUD request, especially the two proposed residential developments, would also further the policies and objectives of the Comprehensive Plan through historic preservation and by increasing opportunities for downtown housing. The PUD project and amenities are consistent with the designation of the subject property in the Land Use Element for high-density commercial use and with provisions of in the Downtown Element that encourage housing and retail along with office development in the Retail Core.

8. The impact of the proposed PUD on the surrounding area and upon the operation of city services and facilities will not be unacceptable, but, subject to compliance with the development conditions stated in this Order, will instead be favorable and acceptable given the quality of the public benefits of the project. Development of the PUD will return an underutilized property to productive use, adding employment opportunities and other economic benefits in a central downtown location readily accessible by public transportation. The PUD project will also provide significant benefits and amenities, especially with respect to housing and historic preservation.

9. The Commission gives great weight to the issues and concerns of OP, which recommended conditional approval of the application based on its findings that the PUD would further the goals of the Comprehensive Plan and offered many significant benefits and amenities. The Commission also gives great weight to the issues and concerns of ANC 2C, which recommended approval of the application.

10. Approval of the application will promote the orderly development of the site in conformity with the entirety of the District of Columbia zone plan as embodied in the Zoning Regulations and Zoning Map.

DECISION

In consideration of the Findings of Fact and Conclusions of Law set forth in this Order, the Zoning Commission for the District of Columbia hereby orders **APPROVAL** of this Application for consolidated review of a planned unit development for Lot 805 in Square 346. The approval of this PUD is subject to the following conditions:

1. The PUD shall be developed as a mixed-use building with a maximum height not to exceed 130 feet. One roof structure shall be permitted, no greater than 18 feet, six inches in height above the roof and meeting all setback requirements provided by the Zoning Regulations.

2. The PUD shall have a maximum density not to exceed 10.0 FAR.

3. The permitted uses on the cellar level, vaults, and first two floors of the PUD building shall be limited to those preferred uses listed in §§ 1710 and 1711 of the Zoning

Regulations as more specifically referenced in Condition No. 5, below. The remainder of the building may be used for any use permitted in the DD/C-4 district.

4. The Applicant may make exterior alterations to the building and may remove and replace or otherwise reconfigure the 9th and 10th floors of the building, subject to design approval by the Historic Preservation Review Board and, if required, the Mayor's Agent pursuant to D.C. Law 2-144.

5. The Applicant shall receive a letter of core completion from the Department of Consumer and Regulatory Affairs for the basement (cellar), vaults, and first two floors (at a minimum), for the following uses:

   a) A department store with a floor area equal to or greater than 90,000 square feet of gross leasable area;

   b) One anchor retail use with a floor area equal to or greater than 60,000 square feet of gross leasable area, and any combination of "preferred" retail, service, and arts-related uses; or

   c) Two anchor retail uses, each with a minimum floor area of 25,000 square feet and totaling a combination of at least 60,000 square feet of gross leasable area, and any combination of "preferred" retail, service, and arts-related uses; or

   d) Any combination of (a), (b), and (c).

6. Once the letter of core completion specified in Condition No. 5 has been issued, the Applicant may:

   a) Obtain certificates of occupancy to utilize the balance of existing floor area in the building for any use permitted in the DD/C-4 district; and

   b) Obtain certificates of occupancy for additional floor area constructed on the PUD site for any use permitted in the DD/C-4 district to a maximum 10.0 FAR.

7. Any bonus density generated by bonus uses in the PUD building may be transferred in accordance with § 1709 of the Zoning Regulations, except that any transferable development rights (TDRs) generated at the building shall vest in a receiving site only after a certificate of occupancy has been issued for all bonus uses at the PUD building.

8. With regard to the associated development on Square 377:

   a) The Applicant shall provide at least 88,000 square feet of residential gross floor area.

b) The Applicant shall apply for building permits for the residential construction within one year of the effective date of this Order.

c) The Applicant shall provide a bond to assure construction of the residential space, in an amount not less than $18 million or any contract awarded for the residential construction, whichever amount is greater, within 30 days of the date that building permits are issued for the development, naming the Office of Planning (OP) and the Downtown Housing Now Committee as beneficiaries. The bond shall be structured so that, if the residential construction is not completed within three years of the date of issuance, the bond can be executed by OP and the property entered to complete residential construction at the direction of OP, to the extent permitted by law. Otherwise, the bond may be terminated when all applicable certificates of occupancy are issued for the residential development.

d) Certificates of occupancy for the residential development must be obtained within three years of the date that a certificate of occupancy is first issued for any office space in the PUD building not associated with a preferred retail, service, or arts-related use or any floor area addition.

9. With regard to the associated development on Square 517:

a) No office uses shall be permitted, except for accessory offices to other permitted residential, retail, and service uses.

b) Development shall be limited to residential uses with retail and service uses allowed on the ground floor and cellar level.

c) Within thirty (30) days of the effective date of this Order, the Applicant shall enter into a covenant for the duration of the PUD on Square 346 restricting development on the Square 517 property to:

i) at least 200,000 square feet of residential use;

ii) commercial development provided on the ground floor and cellar level only; and

iii) no principal office uses.

d) In order to utilize the combined-lot development incentives set forth in Chapter 17 of the Zoning Regulations, the Applicant must commence development on the Square 517 property within six (6) years of the effective date of this Order, unless the Commission authorizes an extension.

10. The first 100,560 square feet (*i.e.*, the equivalent of 2.0 FAR of the PUD building) of residential uses developed by the Applicant on the Square 377 and Square 517 properties

shall be made part of the PUD process and shall not be available for combined lot development pursuant to 11 DCMR § 1708. The 100,560 square feet of residential use included in the PUD process shall be as follows: (a) all of the residential FAR developed as part of the PUD process in Square 377; and (b) in Square 517, the amount in excess of the 4.5 minimum residential FAR requirement applicable in Housing Priority Area B necessary to total 100,560 square feet (approximately 12,000 square feet). Any residential square footage in excess of 100,560 square feet, up to the 8.5 FAR currently permitted, shall be available for combined lot development.

11. The Applicant shall enter into a Memorandum of Understanding with the District of Columbia Local Business Opportunity Commission with a goal of achieving, at a minimum, 35 percent participation by small, local, and disadvantaged businesses in the contracted development costs in connection with the design, development, construction, maintenance, and security for PUD project and the associated developments.

12. The Applicant shall comply with the terms of the First Source Employment Agreement with the Department of Employment Services with a goal of employing District of Columbia residents for at least 51 percent of the jobs created by the PUD project.

13. The Office of Zoning shall not release the record of this case to the Zoning Regulations Division of the Department of Consumer and Regulatory Affairs until the Applicant has filed with the records of the Zoning Commission a certified copy of the covenant required pursuant to 11 DCMR § 2409.3.

Vote of the Commission taken at the regular monthly meeting on February 15, 2001 by a vote of 5-0-0: (Kwasi Holman, Herbert M. Franklin, Carol J. Mitten, John G. Parsons and Anthony J. Hood (by proxy) to **APPROVE**).

This order was adopted by the Zoning Commission at its regular monthly meeting on April 16, 2001 by a vote of 5-0-0: (John G. Parsons, Anthony J. Hood and Carol J. Mitten to adopt as amended; Herbert M. Franklin and Kwasi Holman to adopt by proxy).

In accordance with 11 DCMR § 3028, this Order is final and effective upon publication in the *D.C. Register*, that is on MAY 11 2001.

Carol J. Mitten
CAROL J. MITTEN
Chairperson
Zoning Commission

Jerrily R. Kress
JERRILY R. KRESS, FAIA
Director
Office of Zoning

PURSUANT TO 11 DCMR § 2408.8, THE FINAL PLANNED UNIT DEVELOPMENT APPROVED BY THE ZONING COMMISSION SHALL BE VALID FOR A PERIOD OF TWO (2) YEARS, WITHIN WHICH TIME APPLICATION SHALL BE FILED FOR A BUILDING PERMIT, AS SPECIFIED IN 11 DCMR § 2409.1. PURSUANT TO 11 DCMR § 2408.9, CONSTRUCTION SHALL START WITHIN THREE (3) YEARS OF THE DATE OF FINAL APPROVAL.

THE APPLICANT SHALL COMPLY FULLY WITH THE PROVISIONS OF THE HUMAN RIGHTS ACT OF 1977, D.C. LAW 2-38, AS AMENDED, CODIFIED AS CHAPTER 25 IN TITLE I OF THE D.C. CODE. *SEE* D.C. CODE § 1-2531 (1999). THIS ORDER IS CONDITIONED UPON FULL COMPLIANCE WITH THE HUMAN RIGHTS ACT. THE FAILURE OR REFUSAL OF THE APPLICANT TO COMPLY SHALL BE A PROPER BASIS FOR THE REVOCATION OF THIS ORDER.

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HENRY RILEY
RECORDER OF DEEDS
WASHINGTON D.C. RECORDER OF DEEDS
SURCHARGE $ 5.00
RECORDING $ 165.00

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