

| PROFFERED BENEFIT/AMENITY   | Completed (Phase 1)  | Proposed (Phase 2)  |
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| <b>Urban Design, Architecture, Site Planning, Landscaping, and Open Space</b>   |  |   |
| 1) Master Plan for redevelopment of SWW that celebrates waterfront where boats, public piers, pedestrians, cyclists, retail users, and cultural programs come together. | Phase 1 includes approximately 2,200,000 sf of new development and new open spaces, parks, plazas, promenades, and piers.  | Phase 2 includes approximately 1,230,000 sf of new development including new open spaces, parks, plazas, promenades, and piers  |
| 2) New network of city blocks, streets, public promenade known as Wharf Street, and mews and alley streets that permeate the site.                                      | <p>Phase 1 of The Wharf includes the full construction of improvements on Wharf Street and Maine Avenue from 7th Street Park to Market Square. It creates 4 new public spaces (Market Square, District Square, 7th Street Park, and Waterfront Park) and 4 new public piers (Market Pier, Transit Pier, District Pier, and Recreation Pier).</p> <p>Phase 1 of The Wharf includes the construction of the below grade parking garage beneath Parcel 1 through Parcel 5 which allows for the creation of more than half of the network of streets, mews, and parcels that are the foundation for the project plan. This creates enhanced connections and reconnects the Southwest to the adjacent residential areas, the Mall, and riverfront trails.</p> | <p>Phase 2 of The Wharf will include the completion of Wharf Street and Maine Avenue improvements to the east of 7th Street Park and will create 4 new public spaces (the Oculus, the Grove, M Street Landing, and the Terrace).</p> <p>Phase 2 of the Wharf will include two below grade parking garages (West below Parcel 6-8) &amp; East below Parcels 9-10) which allows for a new network of streets will be created between and through the parcels.</p> |
| 3) Comprehensive mixed use, mixed-income development, including: hotel, office, residential, retail, and cultural uses  | Phase 1 of The Wharf is a comprehensive, mixed-income development that includes three hotels (Parcel 3b & 5), three office buildings (Parcel 1 & 3a, Pier 4), two mixed income apartment buildings (Parcel 2 & 4a), one market rate condominium (Parcel 4b), one mixed-income condominium (Parcel 11), retail uses throughout, a multi-purpose entertainment and cultural venue (Parcel 2), and a religious institution (Parcel 11A).  | Phase 2 of The Wharf will be a comprehensive, mixed-income development which includes one hotel (Parcel 8), three office buildings (Parcel 6, 7, & 10), one mixed-income apartment building (Parcel 8), one market-rate condominium building (Parcel 9), and retail uses throughout.  |
| 4) Reconnects Southwest to adjacent residential areas, the Mall, riverfront trails  | The completion of Maine Avenue improvements including sidewalk and a dedicated multi-use path from 7th Street to the Fish Market will begin reconnecting the Anacostia Riverwalk trail through the project and provide safe, multi-modal access to the site. The Maine Avenue improvements will enhance pedestrian connectivity and safety along Maine Avenue. Waterfront Park and the reconstructed portion of Water Street also serve as extensions of the Anacostia Riverwalk Trail on the eastern edge of the site.  | Phase 2 of The Wharf will include the extension of Maine Avenue pedestrian and bicycle connections from 7th Street east to Water Street where it will connect and complete this portion of the Anacostia Riverwalk Trail.   |

| <b>Cultural Facility</b>  |  |  |
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| 1) Multi-purpose performing arts, events and live music venue of approximately 95,000 s.f. of gross floor area being developed as a component of Parcel 2 | Stage 2/Phase 1 includes the construction of a multi-purpose entertainment and cultural venue on Parcel 2, which will provide a dynamic cultural, performing arts, music, and event space. | Phase 2 of The Wharf will provide parks, promenades, and open spaces that can be utilized for cultural events such as festivals, arts, and performances. |

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| <b>Parking Facility</b>   |  |  |
| 1) Below-grade parking structure on 2 to 3 levels, at considerable expense to project | Phase 1 of The Wharf provides a two level below grade parking deck that extends continuously beneath Parcel 1 through 5. Parcel 11 includes its own self contained parking garage structure. | Phase 2 of The Wharf will include two below grade parking garages (West below Parcel 6-8) & East below Parcels 9-10).                    |
| 2) Parking or storage for 1500 – 2200 bicycles on-site                                | Phase 1 of The Wharf includes more than 1,100 bicycle parking spaces both at and below grade and for short as well as long-term use.   | Phase 2 of The Wharf will include the required additional parking spaces both at and below grade and for short as well as long-term use. |
|   | Phase 1 of the Wharf includes three Capital Bikeshare stations (7th Street, 9th Street, and Fish Market).  | Phase 2 of The Wharf will include one additional Capital Bikeshare Station at M Street Landing.  |

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| <b>Public Infrastructure</b>   |   |  |
| 1) Project site work   | Stage 2/Phase 1 will implement the utility relocation for the entire length of Maine Avenue preparing the site for implementation of all phases of development. Phase 1 site work will include all landscape, infrastructure and utilities identified in the Architectural Drawings   | Phase 2 of The Wharf will complete site work adjacent to the development parcels and parks and open spaces   |
| 2) Public use piers and marina work  | Phase 1 of the Wharf includes the construction of Transit Pier, District Pier , Market Pier, 7th Street Pier and the transient day dock marina as well as the Capital Yacht Club marina, and the Wharf Marina Z Dock.   | Phase 2 of The Wharf will complete the new Wharf Marina construction.  |
| 3) Marine bulkhead   | Phase 1 of The Wharf includes repair and replacement of approximately 1600 linear feet of bulkhead from the Fish Market Pier through 7th Street Park. The work includes replacing and repairing the bulkhead, adding timber fendering in several locations and raising the elevation. | Phase 2 of the Wharf will include the completion of bulkhead repair or replacement from 7th Street Park to the eastern edge of the garage beneath Parcel's 9 & 10.                                   |
| 4) All streets, mews, alleys, sidewalks, bike paths, promenades, and shared spaces                         | Phase 1 of The Wharf includes all of the new shared streets, mews streets, alleys, sidewalks, bike paths, promenades and shared spaces between 7th Street and Market Square, as well as Waterfront Park.  | Phase 2 of The Wharf will include the completion of all of the new shared streets, mews streets, alleys, sidewalks, bike paths, promenades and shared spaces between 7th Street and Waterfront Park. |
| 5) Streetcar tracks along eastbound lanes of Maine Avenue immediately adjacent to the PUD and Wharf Street | Streetcar tracks will not be provided as part of the Stage 2/Phase 1 work; however, the infrastructure has been designed to allow for future DDOT streetcar implementation in Maine Avenue Right of Way.  | Streetcar tracks are not intended to be part of future phase work; however, the infrastructure has been designed to allow for future DDOT streetcar implementation.                                  |
| 6) All related utilities and landscaping, trees  | Phase 1 of The Wharf includes all related utilities, landscaping, and trees.  | Phase 2 of The Wharf will include all related utilities, landscaping, and trees.   |

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| 7) All related streetscape improvements and street furniture, including lighting, benches, trash receptacles, public telephones, drinking fountains, bicycle racks, bus/streetcar stops, taxi stands, decorative features, fountains/water features, and other similar facilities. | Phase 1 of the Wharf has implemented related streetscape improvements. | Phase 2 of the Wharf will complete the implementation of related streetscape improvements. |

| <b>Maine Avenue Improvements</b>   |   |  |
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| 1) Milling and Paving of asphalt surface for the length of Project Site (both directions)  | Stage 2/Phase 1 includes the milling and paving of Maine Avenue southbound from southeast side of Parcel 1 parking lot to south side of 7th Street Park. Milling and paving of other areas of Maine Avenue will also occur as necessitated by installation of new utilities, crosswalks, and driveway aprons. Stage2/Phase 1 milling & paving to be coordinated with DDOT to minimize disruption or destruction of work in subsequent phases. | Milling and paving of other areas of Maine Avenue adjacent to Phase 2 construction will be completed.  |
| 2) New curb and gutter on median strip/islands and on south side of Maine Avenue S.W.  | Stage 2/Phase 1 includes new curb and gutter on south side of Maine Avenue from Fish Market to southeast side of 7th Street park. New median strips/median curb only where necessitated by utility relocation or crosswalk installation.  | New curb and gutter adjacent to Phase 2 construction on south side of Maine Avenue and in median only as necessary due to utility or crosswalk construction  |
| 3) New gutter (as needed) only on north side of Maine Avenue S.W., existing curb to remain   | New gutter has been provided only as needed on North side of Maine Avenue between Fish Market to southeast side of 7th Street due to utility relocation or installation of new crosswalks.  | New gutter on North side of Maine Ave. during Phase 2 construction will be completed only as necessitated by utility or crosswalk construction.  |
| 4) New sidewalk on south side of Maine Avenue S.W. for the length of the Project Site  | New sidewalk on south side of Maine Avenue from Fish Market to southeast side of 7th Street park. Temporary connections to existing sidewalks outside of Stage 2/Phase 1.   | New sidewalk on south side of Maine Avenue will be completed adjacent to Phase 2 construction  |
| 5) New crosswalks, as necessary  | New crosswalks, or crosswalk improvements have been provided at 7th Street, 9th Street, and the new intersection at the Fish Market.  | New crosswalks are planned in Phase 2 for the new intersection between Parcel 8 and Parcel 9.  |
| 6) New bike path on south side of Maine Avenue S.W. for the length of the Project Site   | Phase 1 includes a new bike path on south side of Maine Avenue from Fish Market to southeast side of 7th Street Park.   | New bike path on south side of Maine Avenue will be completed from 7th Street to Water Street SW. Water St SW will utilize sharrow road markings to extend the Anacostia Riverwalk Trail and connect to the Waterfront Park roadway. |
| 7) New street lights on south side of Maine Avenue S.W.  | Phase 1 includes new street lights on south side of Maine Avenue from Fish Market to southeast side of 7th Street Park and surrounding Parcel 11.   | New street lights on south side of Maine Avenue will be completed adjacent to Phase 2 construction.  |
| 8) New street trees on south side of Maine Avenue S.W.   | Phase 1 includes a mix of new and preserved street trees on south side of Maine Avenue from Fish Market to southeast side of 7th Street park.   | Phase 2 will include a mix of new and preserved street trees on from 7th Street Park to Water Street SW, adjacent to Phase 2 construction.   |
| 9) Banneker Overlook Connection - Subject to agreement with the National Park Service, the fee simple owner of Banneker Park and 10th Street Overlook (also known as Banneker Overlook) and approvals by the required governmental authorities, Developer will construct the following alternative improvements, which connect the Project Site to L'Enfant Plaza: | Phase 1 of the Wharf includes the completion of the approved Banneker Overlook temporary connection in collaboration with DMPED, DDOT, NCPC, NPS, and CFA.  | Completed in Phase 1.  |

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| 10) Temporary staircase from 10th Street Overlook to 1100 Maine Avenue S.W. (the Fish Market)  | (see above)  | (see above)           |
| 11) Surface pedestrian connection and crosswalk from north side of Maine Avenue to Fish Market (utilizing DDOT currently planned intersection) | New pedestrian connection and crosswalk at the Fish Market is completed as part of Phase 1 | Completed in Phase 1. |
| o Striping, signage, and street furniture, as necessary  | (see above)  | (see above)           |
| o New street furniture on south side of Maine Avenue S.W.  | (see above)  | (see above)           |
| o New street directional signage, as necessary   | (see above)  | (see above)           |
| o New pavement markings, as necessary  | (see above)  | (see above)           |

| <b>Multi-modal Transportation Network</b>   |  |  |
|---|--|--|
| 1) Encourages increased reliance on public transit, bicycles, and pedestrian travel   | Stage 2/Phase 1 greatly encourages multi-modal access to the Project through provision of bicycle parking, provision of Capital Bikeshare stations (CaBi), new transit stops for Circulator service, and improved surface connections and signage to existing transit stops. | Phase 2 will fully implement the vision of a truly multi-modal destination at the Southwest Waterfront through full implementation of bicycle parking, Cabi Stations, Circulator stop(s) and signage/access to existing transit stops. |
| 2) Project designed to incorporate future DDOT streetcar lines along Maine Avenue and Wharf Street                                  | Project infrastructure in Maine Avenue is designed to minimize interference between water and storm lines and the future installation of Streetcar on the south side of Maine Avenue.  | Project infrastructure in Maine Avenue is designed to minimize interference between water and storm lines and the future installation of Streetcar on the south side of Maine Avenue.  |
| 3) Water taxi stops and water transportation  | Phase 1 of The Wharf will include water taxi service from the Transit Pier to a variety of regional locations and convenience jitney boat service from 7th Street Pier to East Potomac Park.   | Completed in Phase 1.  |
| 4) Loading and service located on mews streets and alleys to preserve open spaces   | Loading and service locations are generally located so as to preserve the pedestrian focused nature of the Wharf, Maine Avenue, and the primary open places.   | Phase 2 will provide loading and service areas that are sensitive to preserving the pedestrian environment and the quality of the open spaces.   |
| 5) Access points along the mews streets and alleys of buildings to minimize vehicular impacts and enhance the pedestrian experience | Parking entrance and garage access points are located so as to preserve the pedestrian focused nature of the Wharf, Maine Avenue, and the primary public places.   | Parking entrance and garage access points will be located so as to preserve the pedestrian focused nature of the Wharf, Maine Avenue, and the primary public places.   |
| 6) Accommodation of anticipated automobile traffic  | Phase 1 is designed to accommodate the automobile traffic generated by each use.   | Phase 1 will be designed to accommodate the automobile traffic generated by each use.  |

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| <b>Fish Market</b>  |   |  |
| 1) Site Work, to include demolition of existing streets and parking and landscape improvements  | Fish Market is currently under construction | Fish Market is not a Phase 2 component |
| 2) Relocation of all existing overhead utilities to underground   | (see above)                                 | (see above)                            |
| 3) Replacement and/or renovation of the building known as the "Fish Cleaning Building," which is approximately 1,300 gross square feet            | (see above)                                 | (see above)                            |
| 4) New public restroom facilities, the exact number to be determined but in no event fewer than 6 total public stalls                             | (see above)                                 | (see above)                            |
| 5) Furnishings to accommodate outdoor dining and seating  | (see above)                                 | (see above)                            |
| 6) Hardscape improvements, landscaping, fixtures and finishes to the land portion of the Fish Market  | (see above)                                 | (see above)                            |
| 7) Resurfacing of the two commercial Fish Market piers for anticipated pedestrian traffic (subsequent to reconstruction of piers by the District) | (see above)                                 | (see above)                            |

| <b>Parks and Open Spaces</b>             |                              |                              |
|--|------------------------------|------------------------------|
| 1) New expanses of parks and open spaces |                              |                              |
| a) Market Square                         | Completed in Phase 1         | Completed in Phase 1         |
| b) Theater Alley                         | Completed in Phase 1         | Completed in Phase 1         |
| c) City Plaza                            | Completed in Phase 1         | Completed in Phase 1         |
| d) Club Plaza                            | Completed in Phase 1         | Completed in Phase 1         |
| e) The Mews                              | Completed in Phase 1         | Completed in Phase 1         |
| f) 7th Street Park                       | Completed in Phase 1         | Completed in Phase 1         |
| g) The Grove                             | Will be completed in Phase 2 | Will be completed in Phase 2 |
| h) M Street Landing                      | Will be completed in Phase 2 | Will be completed in Phase 2 |
| i) Waterfront Park                       | Completed in Phase 1         | Completed in Phase 1         |

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| <b>Riparian Improvements/Public Access Piers</b>   |   |   |
| 1) New Piers   |   |   |
| a) Market Pier   | Completed in Phase 1  | Completed in Phase 1  |
| b) Transit Pier  | Completed in Phase 1  | Completed in Phase 1  |
| c) District Pier   | Completed in Phase 1  | Completed in Phase 1  |
| d) 7 <sup>th</sup> Street Pier   | Completed in Phase 1  | Completed in Phase 1  |
| e) Commercial Pier   | Completed in Phase 1 (Pier 4)   | Completed in Phase 1  |
| 2) Marina constructed to “Clean Marina Standards”  | Marinas have been constructed to "Clean Marina Standards"   | Marinas will be constructed to "Clean Marina Standards"   |
| 3) Stormwater garbage interception and removal   | Phase 1 work will incorporate a plan for floatable mitigation at the existing stormwater outfalls   | Phase 2 work will incorporate a plan for floatable mitigation at the existing stormwater outfalls                             |
| 4) Elimination of existing creosote timber piles   | All new piles are concrete or steel   | All new piles will be concrete or steel   |
| 5) Removal of Existing Styrofoam Floating Docks and replacement with contained-core floating docks | All new docks are contained-core floating docks   | All new docks will be contained-core floating docks   |
| 6) Sewage Treatment including:   |   |   |
| o Increased restroom and laundry accessibility to reduce sewage generated on boats                 | Phase 1 new marinas increase restroom and laundry accessibility to reduce sewage and greywater generated on boats.  | Phase 2 marinas will increase restroom and laundry accessibility to reduce sewage and greywater generated on boats.           |
| o Sewage pump out for every slip   | Phase 1 new marinas will provide sewage pump outs accessible to each boat   | Phase 2 marinas will provide sewage pump outs accessible to each boat   |
| o Public sewage pump-outs  | Wharf has a dedicated pump-out vessel that can be used for Public pump-outs   | Wharf has a dedicated pump-out vessel that can be used for Public pump-outs   |
| o More convenience to encourage use  | Phase 1 new marinas will improve convenience and provide signage, education and operational assistance to encourage pump-out use.   | Phase 2 marinas will improve convenience and provide signage, education and operational assistance to encourage pump-out use. |
| 7) Public Access to Docks and Water including:   |   |   |
| o ADA compliant access   | Phase 1 new public marinas will provide ADA compliant access for marine facilities  | Phase 2 new public marinas will provide ADA compliant access for marine facilities  |
| o Available concessions for boat rentals, sail training, etc.                                      | Public Marinas will provide concessions for boat/kayak rentals, sail training, etc.   | Public Marinas will provide concessions for boat/kayak rentals, sail training, etc.   |
| 8) Transient Boater Facilities   | Phase 1 new public marinas will provide new transient boater facilities including transient day docks near Market Pier (38 to 60 slips), at the Transit Pier (15-20 slips) and mooring field adjacent to East Potomac Park. The District Pier will serve as a transient ship facility for large visiting vessels and has 980 lf of dockage. | New Wharf Marina will provide transient slips.  |
| 9) Public Safety Improvements – improved stability and appropriate boarding heights                | Phase 1 marinas will provide public safety improvements including improved dock stability and appropriate boarding heights  | Phase 2 marinas will provide public safety improvements including improved dock stability and appropriate boarding heights    |

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| 10) Mooring Field   | Constructed as part of Phase 1.  | Constructed as part of Phase 1.  |
| o Prevents anchor dragging  | (See above)  | (See above)  |
| o Provides better oversight vs. anchorage to prevent illegal discharges   | (See above)  | (See above)  |
| o Increases safety and navigability of Washington Channel   | (See above)  | (See above)  |
| 11) Harbor Master – coordination of emergency response  | Dock Master building constructed as part of Phase 1. The Dockmaster will work with the existing harbormaster (DC Police) to provide education and public safety in the Washington Channel  | Completed in Phase 1   |
| 12) Navigation – fairways and slips sized for vessels to improve access, safety   | Phase 1 marinas will provide improved navigation with appropriately sized slips and wider fairways   | Phase 2 marinas will provide improved navigation with appropriately sized slips and wider fairways   |
| 13) Utilities   | Phase 1 marinas will provide improved utilities including upgraded power, fire suppression, low energy lighting, potable water, sewage and anti-icing systems.   | Phase 2 marinas will provide improved utilities including upgraded power, fire suppression, low energy lighting, potable water, sewage and anti-icing systems.   |
| o Upgraded power and fire suppression capabilities  | (See above)  | (See above)  |
| o Low-power, high efficiency lighting   | (See above)  | (See above)  |
| o Anti-icing design from potable and wastewater systems   | (See above)  | (See above)  |
| 14) Habitat – floating docks and piles provide additional hard-bottom habitat   | Phase 1 marinas will improve habitat in the Washington Channel by using systems of floating docks and piles to improve hard-bottom habitat. Stormwater management and garbage interception will improve water quality for habitat enhancement.<br><br>The 7th Street Recreational Pier will provide floating wetlands. | Phase 2 marinas will improve habitat in the Washington Channel by using systems of floating docks and piles to improve hard-bottom habitat. Stormwater management and garbage interception will improve water quality for habitat enhancement. |
| 15) Public Education – improved opportunities for public education via water access and programming in public spaces (historical, nautical, etc.) | Public education/history markers have been included throughout Phase 1   | Public education/history program will be continued in Phase 2  |

| <b>Affordable Housing</b>   |  |  |
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| 1) Minimum of 160,000 gross square feet of low and moderate income housing for households earning 30-60% of AMI or less | Approximately 104,200 gross floor area of low (30% AMI) and moderate (60% AMI) income housing is provided in Parcel 2 and Parcel 4a of Phase 1 | The remainder of the required 160,000 gross floor area of affordable housing will be provided in Parcel 8 of Phase 2 |
| 2) Workforce housing -- 20 percent of residential GFA built in excess of 500 units.                                     | Approximately 54,800 gross floor area of Work force housing is provided in Parcel 2 and Parcel 4a of Phase 1                                   | The remainder of the required Workforce housing will be provided in Parcel 8 of Phase 2                              |

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| <b><u>CBE Participation</u></b>   |   |  |
| 1) CBE agreement for 35% of materials and services for construction to go to CBEs | Applicant will adhere to all requirements related to CBE participation for the goods and services procured during Stage 2/Phase 1 development & construction                                    | Applicant will adhere to all requirements related to CBE participation for goods and services procured in Phase 2  |
| 2) 10% preference to CBEs located in Ward 8                                       | Applicant has and will adhere to all requirements related to project preferences during Stage 2/Phase 1 development & construction  | Applicant will continue to adhere to all requirements related to project preferences during Phase 2  |
| 3) 20% LSDBE ownership in the project   | Applicant has and will maintain 20% LSDBE Equity & Development Participation in the Project pursuant to the executed July 11, 2008 CBE Agreement with DSLBD during Stage 2/Phase 1 construction | Applicant will continue to maintain 20% LSDBE Equity & Development Participation in the Project pursuant to the executed July 11, 2008 CBE Agreement with DSLBD during Phase 2           |
| 4) 20% development participation by LSDBEs  | Applicant has and will maintain 20% LSDBE Equity & Development Participation in the Project pursuant to the executed July 11, 2008 CBE Agreement with DSLBD during Stage 2/Phase 1 construction | Applicant will continue to maintain 20% LSDBE Equity & Development Participation in the Project pursuant to the executed July 11, 2008 CBE Agreement with DSLBD during Phase 2           |
| 5) 20% unique retail for unique or local businesses                               | Applicant will adhere to the 20% Local and Unique Retail Requirement as stipulated by the Land Disposition Agreement date 5/12/2009 during the leasing of Stage 2/Phase 1 retail spaces.        | Applicant will adhere to the 20% Local and Unique Retail Requirement as stipulated by the Land Disposition Agreement date 5/12/2009 during the leasing of Stage 2/Phase 1 retail spaces. |

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| <b><u>Training and Employment Opportunities</u></b>   |  |  |
| 1) First Source Employment Agreement with DOES  | Applicant continues to work closely with DOES to ensure that hiring opportunities are appropriately posted and distributed.  | Applicant will continue to work closely with DOES to ensure that hiring opportunities are appropriately posted and distributed.  |
| 2) Creation of 650-1000 new jobs during construction  | (See above)  | (See above)  |
| 3) 1000 service jobs  | (See above)  | (See above)  |
| 4) 1800 professional jobs   | (See above)  | (See above)  |
| 5) \$1 million contribution to Workforce Intermediary Program (WIP) to serve as clearing house for jobs at site and to identify District residents with training opportunities (see narrative of WIP below)         | Applicant has completed the contribution of \$1,000,000.   | Applicant has completed the contribution of \$1,000,000.   |
| 6) Coordination with existing service providers who provide training and jobs readiness to DC residents to prepare for work at The Wharf in construction - Building Futures, CSOSA, DC Housing Authority and others | Applicant has and will continue to work with the DOES, the Workforce Investment Council, DC service providers, DCHA and Clark Construction to identify and train District residents, particularly those residing East of The River, for apprenticeship opportunities and to assure that 30% are for residents East of the River. HMW is working with all public and non-profit partners to focus on training Public Housing residents for apprenticeship opportunities at The Wharf. | Applicant will continue to work with the Workforce Intermediary Program, Cardozo Construction Trades Academy, and the general contractor for future phase to continue an apprenticeship programs. 30% of apprenticeship opportunities will be reserved for residents East of the River |



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| <b>Environmental Benefits</b>  |   |   |
| 1) Minimum LEED-ND (neighborhood development) Gold certification   | Phase 1 is in the process of submitting the LEED-ND Gold certification process.   | LEED-ND Gold draft scoresheet has been provided for Phase 2.  |
| 2) LEED-NC (new construction) or LEED-CS (core and shell) Silver level certification or higher for individual buildings (excluding church on Parcel 11)            | Phase 1 major buildings have been designed to achieve a minimum level of Silver certification and in the certification process currently.   | Phase 2 major buildings will be designed to achieve a minimum level of Silver certification.  |
| 3) Evaluation of Combined Heating & Power/Cogeneration Plant for on-site power generation  | A cogeneration unit has been included on the roof of Parcel 2.  | No additional cogeneration units are currently planned for Phase 2.   |
| 4) Reduced energy consumption and associated environmental impact for energy production –  | (See above)   | (See above)   |
| o demand reduction by efficient systems & building design ; innovative delivery systems)   | (See above)   | (See above)   |
| o demonstrate a minimum 10% improvement over ASHRAE 90.1.2007  | (See above)   | (See above)   |
| 5) Reduced potable water consumption --  | (See above)   | (See above)   |
| o indoor through efficient fixtures; outdoor through planting & irrigation design  | (See above)   | (See above)   |
| o reduce indoor water usage by a minimum 20% as compared to baseline usage as per the Energy Policy Act of 2005  | (See above)   | (See above)   |
| 6) Reduce stormwater runoff volumes leaving the site through sustainable stormwater management measures  | The Applicant has provided an innovative stormwater management solution that utilizes Low Impact Development zones and stormwater reuse cisterns to greatly reduce runoff volumes leaving the site. | The Applicant will provide an innovative stormwater management solution that utilizes Low Impact Development zones and stormwater reuse cisterns to greatly reduce runoff volumes leaving the site. |
| 7) Significantly reduce level of contaminants in stormwater runoff, helping to improve water quality of the Potomac River, Anacostia Watershed, and Chesapeake Bay | (See above)   | (See above)   |
| 8) Land conservation by vertical development, maximizing development density.  | Phase 1 is a model of sustainable, dense, urban infill redevelopment that conserves land and provides significant open space throughout the project by maximizing density.                          | Phase 2 development is a model of sustainable, dense, urban infill redevelopment that conserves land and provides significant open space throughout the project by maximizing density.              |
| 9) Improved microclimate through reduced heat island effect.   | Phase 1 provides significant green roof coverage area, open green space, and tree canopy to improve the microclimate and reduce heat island effect  | Phase 2 will provide significant green roof coverage area, open green space, and tree canopy to improve the microclimate and reduce heat island effect  |
| o reduced surface parking & associated negative environmental impacts  | Permanent parking for Phase 1 is provided in a below grade parking garage   | Permanent parking for Phase 2 will be provided in two below grade parking garages   |
| o green roofs, shaded walkways   | Phase 1 provides significant green roof coverage area, open green space, and tree canopy to improve the microclimate, reduce heat island effect, and improve pedestrian comfort.                    | Phase 2 will provide significant green roof coverage area, open green space, and tree canopy to improve the microclimate, reduce heat island effect, and improve pedestrian comfort.                |

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| 10) Using existing water & waste water infrastructure   | Phase 1 connects to existing water and waste water infrastructure off site and improves water and waste water infrastructure on site   | Phase 2 will connect to existing water and waste water infrastructure off site and improves water and waste water infrastructure on site   |
| 11) Waste diversion from landfill during construction and operation.  | Provided in accordance with LEED requirements.   | Will be provided in accordance with LEED requirements.   |
| 12) Creating walkable, vibrant mixed use neighborhood development with appropriately scaled pedestrian oriented streetscape to encourage non-vehicular travel | Phase 1 is a model of walkable, vibrant mixed-use neighborhood development that is appropriately scaled, pedestrian oriented, and encourages non-vehicular travel.   | Phase 2 will be a model of walkable, vibrant mixed-use neighborhood development that is appropriately scaled, pedestrian oriented, and encourages non-vehicular travel.  |
| 13) Reduced automobile dependence   | Phase 1 capitalizes on a wide range of transit opportunities, enhances pedestrian connectivity, and expands bicycle transportation and parking facilities to help reduce automobile dependence. Additional transportation demand management and programs will be implemented to further reduce automobile dependence. Phase 1 will, by virtue of being a dense mixed-use development, help to reduce automobile dependence | Phase 2 will capitalize on a wide range of transit opportunities, enhance pedestrian connectivity, and expand bicycle transportation and parking facilities to help reduce automobile dependence. Additional transportation demand management and programs will be implemented to further reduce automobile dependence. Phase 2 will, by virtue of being a dense mixed-use development, help to reduce automobile dependence |
| o Proximity to public transportation  | Phase 1 is located in close proximity to existing and planned public transportation  | Phase 2 is located in close proximity to existing and planned public transportation  |
| o Daily needs within walking distances  | Phase 1 will, by virtue of being a dense mixed-use development, help to reduce automobile dependence by placing daily needs within walking distances.  | Phase 2 will, by virtue of being a dense mixed-use development, help to reduce automobile dependence by placing daily needs within walking distances   |

| <b>Capital Yacht Club</b>  |   |                       |
|--|---|-----------------------|
| 1) Build out of new clubhouse/marina for Capital Yacht Club                        | Yacht Club building is included in Phase 1.                       | Completed in Phase 1. |
| 2) 11,000 sf facility, including associated retail space of approximately 5,000 sf | Obligations to Capital Yacht Club have been fulfilled in Phase 1. | Completed in Phase 1. |

| <b>New Business Improvement District or similar entity</b>  |  |                       |
|---|--|-----------------------|
| 1) Entity to manage, operate and maintain public elements of PUD, including parks, open spaces and public marinas created and funded by Applicant | The Applicant has formed a Project Association to maintain and operate the public elements of the PUD, including parks, open spaces, and public marinas. State-of-the-art public facilities and marinas will facilitate operations, safety, and convenience, and will reduce required maintenance. | Completed in Phase 1. |
| 2) Exploration of larger Business Improvement District to fund clean and safe programs and transportation   | Southwest Business Improvement District has been created.  | Completed in Phase 1. |

| PROFFERED BENEFIT/AMENITY  | Completed (Phase 1)   | Proposed (Phase 2)  |
|--|---|---|
| <b>Amenities Targeted to Arena Stage Patrons: The Applicant has also made the following commitments to the Mead Center for American Theater at Arena Stage:</b>  |   |   |
| <p>1) <u>Retail</u>: The Applicant will incorporate a significant number of restaurants, cafes, music venues and after-dinner small format clubs at the Southwest Waterfront which are anticipated to appeal to Arena Stage patrons who seek a range of meal, beverage and entertainment options before and after attending a performance. Approximately 210,000 – 480,000 square feet of retail, restaurants, cafes, etc., are projected for the redeveloped waterfront.</p>  | <p>Phase 1 provides for a significant number of restaurants, cafes, music venues and after-dinner small format clubs at the Southwest Waterfront which are anticipated to appeal to Arena Stage patrons who seek a range of meal, beverage and entertainment options before and after attending a performance</p>                                   | <p>Phase 2 will provide for a significant number of restaurants, and cafes at the Southwest Waterfront which are anticipated to appeal to Arena Stage patrons who seek a range of meal, beverage and entertainment options before and after attending a performance</p>   |
| <p>2) <u>Parking</u>: HMW is taking into account Arena’s desires for off-street parking for its patrons, and HMW anticipates that the public parking to be provided at the waterfront will be ample to serve Arena’s patrons. A total of 2,100 – 2,650 underground parking spaces are projected, of which an estimated 10-30% will be for office uses and an estimated 20-40% will be for retail uses. Office parking will be available after hours, and sufficient parking is planned to accommodate retail needs. One of the buildings directly across from Arena Stage is currently projected as an office building.</p>  | <p>Patron's of the Arena Stage are welcome to park in the public parking that is available in the Phase 1 development.</p>  | <p>Patron's of the Arena Stage will be welcome to park in the public parking that is available in the Phase 2 development.</p>  |
| <p>3) <u>Affordable Housing for Arena Stage Artists, Interns, and Fellows</u>: The Project plan incorporates a significant commitment to affordable housing, a portion of which may be made available to artists, to include housing and perhaps live-work space, in an effort to promote an arts focus in the neighborhood. Recognizing the critical importance to the Southwest Community and the District as a whole of the new Mead Center for American Theater; Arena Stage’s unique synergy with HMW and the redeveloped waterfront; and its expressed need for up to 50 units of housing for its low-moderate income affiliates, HMW and Arena will work collaboratively with the District in an effort to secure a set aside, through purchase or master lease, of studio and one-bedroom apartments from the inventory of the HMW’s affordable housing component. Such units would be under the control of Arena Stage and reserved for housing the theater’s visiting artists, full-season fellows and interns whose incomes fall within the project definition of low- and moderate households. Arena would be required to comply with the Affordable Housing Covenant of the District’s Land Disposition Agreement with HMW, for the term of the Covenant, which stipulates income limits and other conditions relative to the Affordable Housing component.</p> | <p>Applicant is supportive of Arena Stage's interest in utilizing the Wharf Affordable and Workforce Housing to support their artist housing needs but no agreement has been reached with the District regarding how to accomplish this within the constraints of the Affordable Housing Covenant to the District's Land Disposition Agreement.</p> | <p>Applicant is supportive of Arena Stage's interest in utilizing the Wharf Affordable and Workforce Housing to support their artist housing needs but no agreement has been reached with the District regarding how to accomplish this within the constraints of the Affordable Housing Covenant to the District's Land Disposition Agreement.</p> |

| PROFFERED BENEFIT/AMENITY  | Completed (Phase 1)   | Proposed (Phase 2)  |
|--|---|---|
| <b><u>Workforce Intermediary Program</u></b>   |   |   |
| The Applicant has participated in the development and implementation of various workforce development efforts, in addition to serving as an active participant in three efforts by the District to develop a formal Workforce Intermediary Program (WIP), starting in 2006. The other efforts include:   | Applicant continues to work with the relevant District agencies and community groups to support Workforce Intermediary Program efforts. | Applicant will continue to work with the relevant District agencies and community groups to support Workforce Intermediary Program efforts. |
| 1) participating in the Ward 8 Workforce Development Council, where the Applicant has been represented on the Council for three years and has met on numerous occasions with the Director, to help shape the program and support her efforts;  | (See above)   | (See above)   |
| 2) working with the D.C. Students Construction Trade Foundation to establish a program for the SWW redevelopment which would effectively serve as the project's WIP if District WIP is not operational at the time of project construction. This program would help to train District residents for some of the 650-1,000 construction jobs that are projected for the development;  | (See above)   | (See above)   |
| 3) setting up a jobs partnership between the DC Housing Authority and the Mandarin Oriental Hotel, whereby public housing residents receive hospitality training, are provided job opportunities at the Mandarin and are supported for one-year by D.C. Housing Authority case workers to assure success in their employment. This effort can serve as a model for hiring at the SWW for hospitality, retail and other work when the project becomes operational, as well as during the construction period where supportive services may be essential to assure employment success; | Applicant has relied on WIP for this function, and will call upon the model created as needed.  | Applicant will rely on WIP for this function, and will call upon the model created as needed.   |
| 4) working with the Southwest and Near Southeast Community Benefits Coordinating Committee to establish a structure whereby Southwest residents can be identified, trained and ready for work at SWW;  | (See above)   | (See above)   |
| 5) serving as intermediary to connect SWW residents with job opportunities with The Kastles Professional Tennis Organization that has just located at the SWW in May 2011, and providing job opportunities and mentorship with HMW and its vendors, to connect SW residents with interim jobs prior to construction start, in connection with the HMW Interim Uses Program; and  | Kastles Tennis is no longer located onsite as the area previously dedicated to the stadium is within the Phase 1 construction boundary. | Kastles Tennis is no longer located onsite as the area previously dedicated to the stadium is within the Phase 1 construction boundary.     |

| PROFFERED BENEFIT/AMENITY  | Completed (Phase 1)  | Proposed (Phase 2)   |
|--|--|--|
| <p>6) including workforce and business development representatives from Wards 5, 6, 7, 8 on the Applicant's Development Advisory Group, to lay the groundwork for active engagement of workforce and business leadership from our partner wards to assure maximum benefit to DC residents from those Wards seeking employment.</p> | <p>Development Advisory Group has meet on regular basis during entire project and initial phases of operations. DAG Community Benefits subcommittee focuses on jobs, CBE participation and Affordable Housing.</p> | <p>Development Advisory Group will continue to meet on regular basis during entire project and initial phases of operations. DAG subcommittees to include: housing and environment/transportation. Later efforts will focus on jobs and business opportunities for future phases</p> |