

Community Benefits Agreement

This agreement was signed on January __, 2009, in Washington, DC, between West Half 1, LLC, West Half 2 LLC, and West Half 3 LLC (collectively, the "Applicant"), Advisory Neighborhood Commission ("ANC") 6D, and Ruth Hamilton, representing the Community Benefits Coordinating Council. This agreement concerns the Applicant's plan for building structures associated with Square 700 as defined below.

EMPLOYMENT, CONTRACTORS, AND VENDORS.

A. Construction: The Applicant in building the project, on Square 700 (or its designee) and its general contractor will develop a program for their subcontractors that includes the following:

1. Recruitment of construction workers from ANC 6D by purchasing quarterly ads in the Southwester or other local publication, between breaking ground and issuance of the final certificate of occupancy;
2. An overall 5% "first-source" employment goal for qualified ANC 6D residents; and--
3. Tie-breaking preferences, as to--
 - a. LSDBE companies, for qualified companies headquartered in ANC 6D, and--
 - b. Construction workers, for qualified workers living in ANC 6D.

After Construction: As to retail sales, administrative, management, community-relations, landscaping, janitorial, and other services needed after the project is finished, the Applicant (or its designee), its contractors, subcontractors, vendors, and lessees will continue to have both a tie-breaking preference for qualified ANC 6D companies and qualified residents, and a 5% qualified ANC 6D "first-source" resident employment goal.

- C. The Applicant will participate in good faith in the Near SE/SW Community Benefits Coordinating Council's Workforce Development Center Steering Committee to develop jobs, training, placement, job readiness, and support. A representative will make a good faith effort to attend meetings.
- D. In conjunction with other employer efforts to recruit employees, the Applicant will participate in annual "Job Fair" in ANC 6D to solicit employees. Ads will be placed in the Southwester or its designee, www.SWDC.org, and other venues as appropriate as well as with appropriate signage to promote the event.

The Applicant will comply with District "First Source" requirements.

CONSTRUCTION.

Prior to construction activities, the Applicant (or its designee) will submit the DDOT

construction street plan with routes for trucks, etc. for review and comment by ANC 6D.

ENVIRONMENTAL.

The Applicant will seek Platinum LEED certification for each of the building structure associated with Square 700 as defined below. ANC 6D recognizes that the Applicant may not be able to fully achieve a LEED Platinum building, but has made that their stated design goal.

The Applicant (or its designee) will establish a recycling program for post consumer waste to include residential, office, and retail uses.

The Applicant will include planting strips on the ground level of the project along Half Street.

TRAFFIC, PARKING, AND LOADING DOCKS.

Because of no traffic signal at M and Van Streets SE, the Applicant will work with DDOT to determine whether only right turns will be allowed from Van Street SE onto M Street SE.

Residential parking will be provided as stated at .75 per and public commercial/retail underground parking will be provided.

ANC6D supports the 4-30 foot loading docks and the Applicant agrees to limit the length of trucks to 40 feet for recurring daily deliveries, etc. due to the width of Van Street SE (50 feet).

PUBLIC SPACE PERMITS.

In regard to potential closings of Half Street, Van Street or N Street for events, the applicant seeking the closure of such street will collect signatures only from authorized representatives of the adjoining establishments. The street closure applicant will present the signature list and application to the ANC a minimum of three (3) business prior to submission to the Emergency Management Agency (EMA). The street closure applicant shall use public space only in strict conformance with the permit received. The street closure applicant agrees to provide to the ANC a copy of such permit by mail at least 2 business days prior to any use of public space.

COMMUNITY RELATIONS.

The Applicant and/or its designee(s) will maintain a close working relationship with ANC6D and is strongly encouraged to attend monthly business meetings (second Monday of each month). The Applicant has stated it is a good community partner and will act as such.

The Applicant and /or its designee(s) will endeavor to provide support to improve the quality of life for residents in facilities such as the Hope VI "Capper Senior" DCHA facility. This will include the Sassy Senior program supported at the King Greenleaf Recreation Center that previously resided in the near SE DPR facility. Support may also be made by Akridge's philanthropic foundation.

The Applicant and/or its designee(s) will seek to support the civic, public schools and cultural elements of the near SE/SW community (ANC 6D area). Such support may include the following:

Aiding fundraising projects (which may be coordinated with the Youth Activities Task Force, Resident Council Group (DCHA facilities based), or other community recognized 501 (c) 3 non-profits that support residents of ANC6D. These projects may provide support for back-to-school supplies (such as previously provided by Akridge for Jefferson Middle School), Thanksgiving baskets, winter clothing, and/or similar quality of life support.

Promoting and supporting "mentors and tutors" for our local public schools.

Support events such as the annual community arts festival by the Corcoran School of Art and Design and/or its designee.

Promoting cultural elements, such as the Cherry Blossom Festival, Christmas Parade of Lights on the Waterfront, Jazz Night, Blues Night, etc.

Supporting the near SE/SW community as a Wi-Fi, high tech community.

Using, supporting, disseminating, and promoting the Southwester newspaper.

ANNUAL REPORT.

Beginning with the year following the execution of this agreement, each year the Applicant will make an annual report to ANC 6D regarding satisfaction of the benefits covered by this agreement. In the Applicant's discretion, the report may be in writing; may be a combined report by both the owner and manager of the residential portion facility; and may include other aspects of the facilities. This will convey with the sale of all or any portion of the property.

All communications will be sent to the ANC6D Office address (PO Box 71156, SW Station, Washington, DC 20024-9998), The ANC Chairperson, and the ANC Commissioner representing the SMD. The Applicant will advise the ANC of any change in contact information and numbers.

ANC PROJECT SUPPORT.

ANC 6D hereby supports the Applicant's current application for Zoning Commission review and approval of a new structure and new uses on M and Half Streets, SE in the Capitol Gateway Overlay District before any governmental bodies with the power to approve or reject the proposal (specifically Zoning Commission Case No. 08-30), contingent upon the Applicant agreeing to include this Agreement as a proposed condition in the Zoning Commission Order. The Applicant hereby agrees that it will urge the Zoning Commission to include this Agreement as a condition of approval in the Zoning Commission Order in Case No. 08-30.

DEFINITION.

In this agreement, the term "ANC 6D" means the Advisory Neighborhood Commission or Commissions that cover the neighborhood, or the geographic neighborhood itself, bounded by the following: on the west, Raoul Wallenberg Place, NW, the 14th Street Bridge, and the Potomac River; on the south, the Anacostia River; on the east, South Capitol St. (north of I-395), 7th St., SE (between I-395 and M St., SE), and 11th St., SE (south of M St., SE); and, on the north, Independence Ave., NW (west of South Capitol St.), I-395 (between South Capitol St. and 7th St., SE), and M St., SE (east of 7th St., SE). We expect the official designation of this Commission to change periodically with decennial reapportionment, and intend this agreement to benefit the residents of the above-defined neighborhood in perpetuity, whatever the designation of the Commissions that cover the neighborhood in which they live.

West Half 1 LLC, West Half 2 LLC, and West Half 3 LLC are the owners of the property located on Lots 33, 802, 840, 841, 850, 857, 864, 865, 871, and 872 in Square 700 which is commonly referred to as Half Street, SE (the "Property"). The Property is comprised of approximately 87,989 square feet of land area and is located in the CG/CR Zone District.

Signed at Washington, DC on the following dates:

WEST HALF 1, LLC, a Delaware limited liability company; and
WEST HALF 2, LLC, a Delaware limited liability company; and
WEST HALF 3, LLC, a Delaware limited liability company

By: 25 M Street Investors, LLC, a
Delaware limited liability company,
Its Managing Member

By: Akridge Office Fund, LLC,
A Delaware limited liability company,
Its Authorized Member

By: Akridge Fund Manager, LLC
A Delaware limited liability company
Its Managing Member

By: JACo Manager, Inc.
A Delaware corporation
Its Managing Member

By: 
Print Name: Matthew J. Klein
Print Title: President
Date: January 28, 2009

AP
TW

Advisory Neighborhood Commission (ANC) 6D

By: _____
Name: Andy Litsky
Title: Chair, ANC 6D
Date: January __, 2009

ADDITIONAL SIGNATURE ON FOLLOWING PAGE



West Half 1 LLC, West Half 2 LLC, and West Half 3 LLC are the owners of the property located on Lots 33, 802, 840, 841, 850, 857, 864, 865, 871, and 872 in Square 700 which is commonly referred to as Half Street, SE (the "Property"). The Property is comprised of approximately 87,989 square feet of land area and is located in the CG/CR Zone District.

Signed at Washington, DC on the following dates:

WEST HALF 1, LLC, a Delaware limited liability company; and
WEST HALF 2, LLC, a Delaware limited liability company; and
WEST HALF 3, LLC, a Delaware limited liability company

By: 25 M Street Investors, LLC, a
Delaware limited liability company,
Its Managing Member

By: Akridge Office Fund, LLC,
A Delaware limited liability company,
Its Authorized Member

By: Akridge Fund Manager, LLC
A Delaware limited liability company
Its Managing Member

By: JACo Manager, Inc.
A Delaware corporation
Its Managing Member

By: _____
Print Name:
Print Title:
Date: January __, 2009

Advisory Neighborhood Commission (ANC) 6D


By: _____
Name: Andy Litsky
Title: Chairman, ANC 6D
Date: January __, 2009

ADDITIONAL SIGNATURE ON FOLLOWING PAGE

Community Benefits Coordinating Council

By: Ruth Hamilton

Name: Ruth Hamilton

Title: Acting Co-Chair

Date: January __, 2009