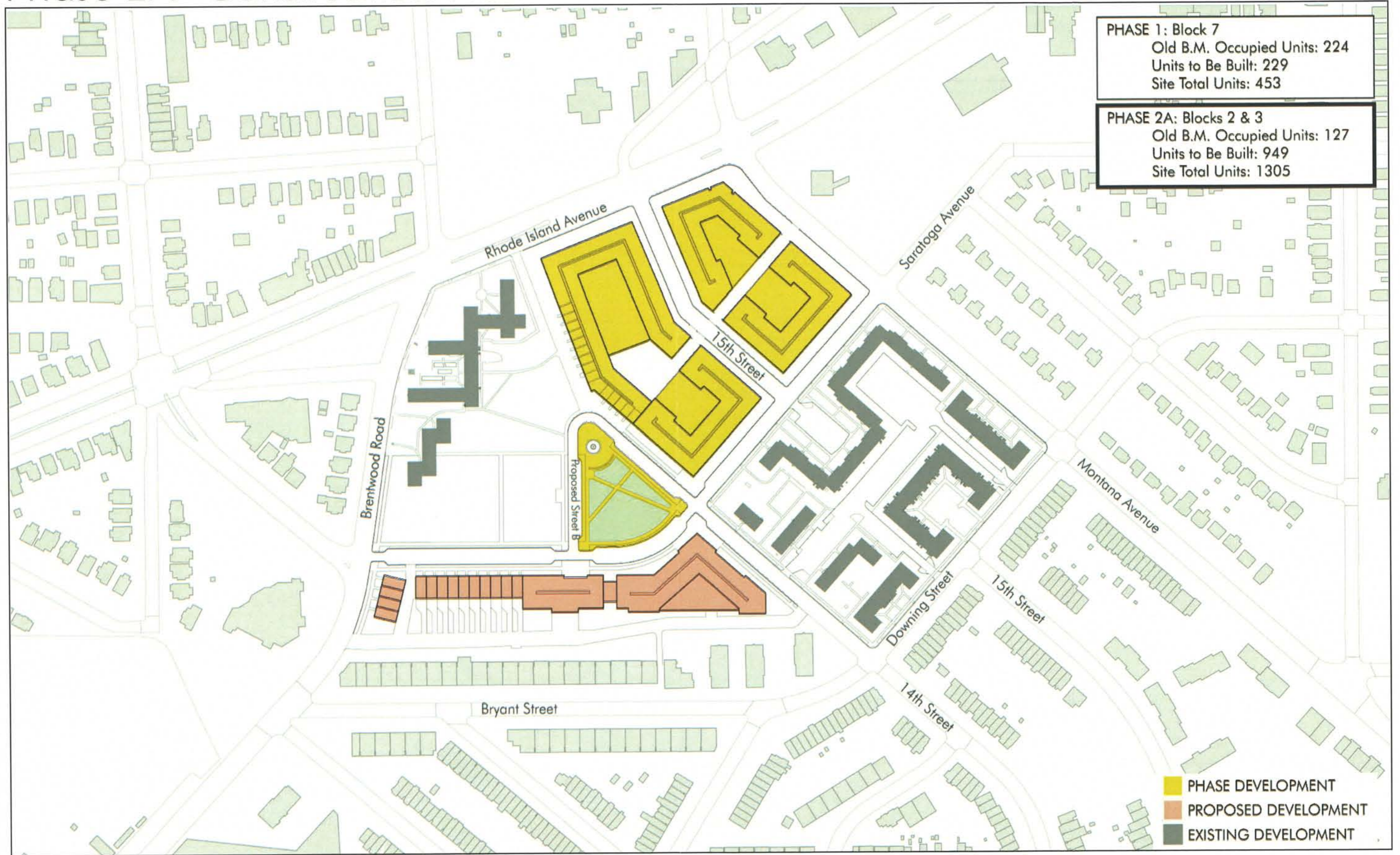


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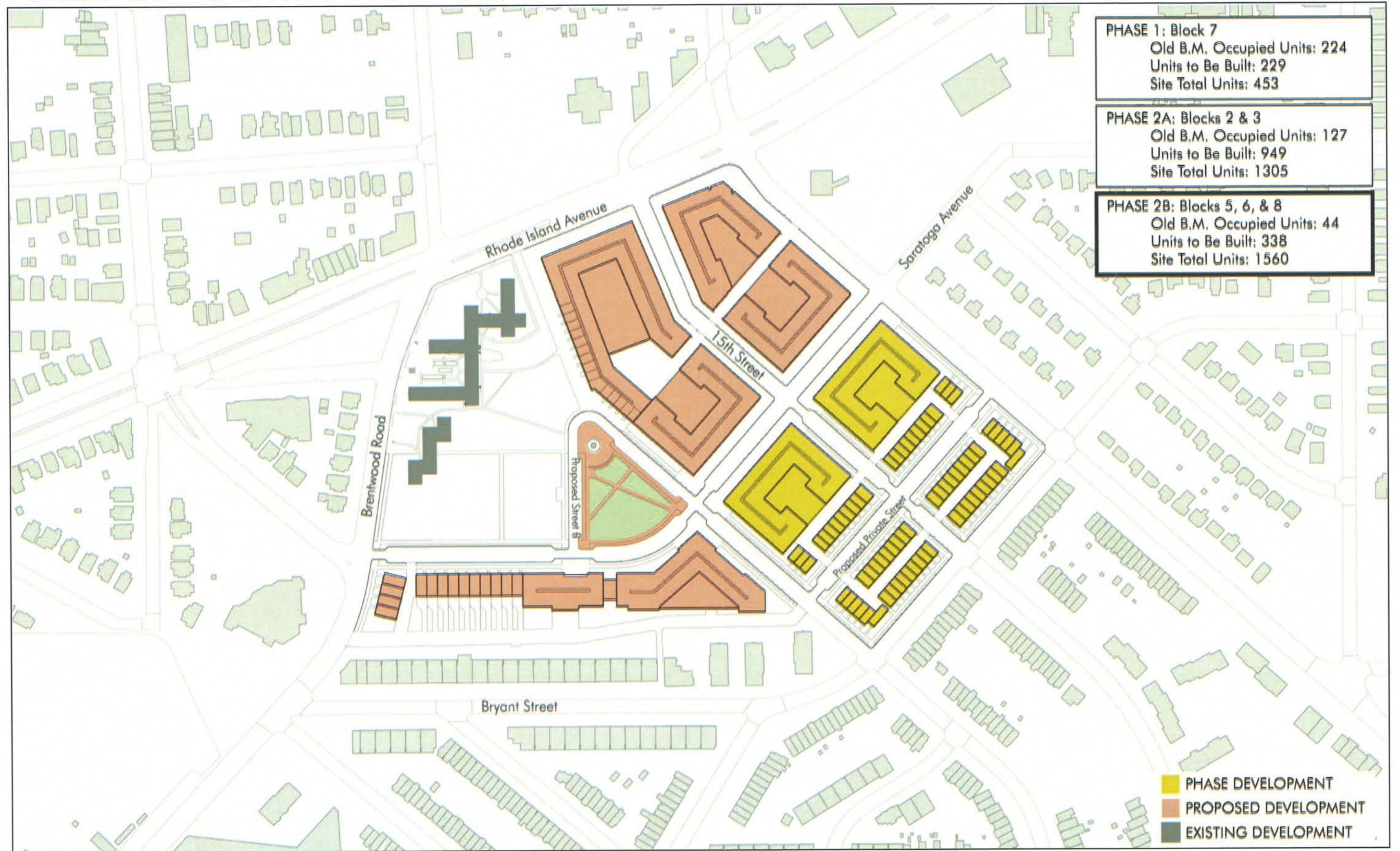
Phase 1- Construction Plan



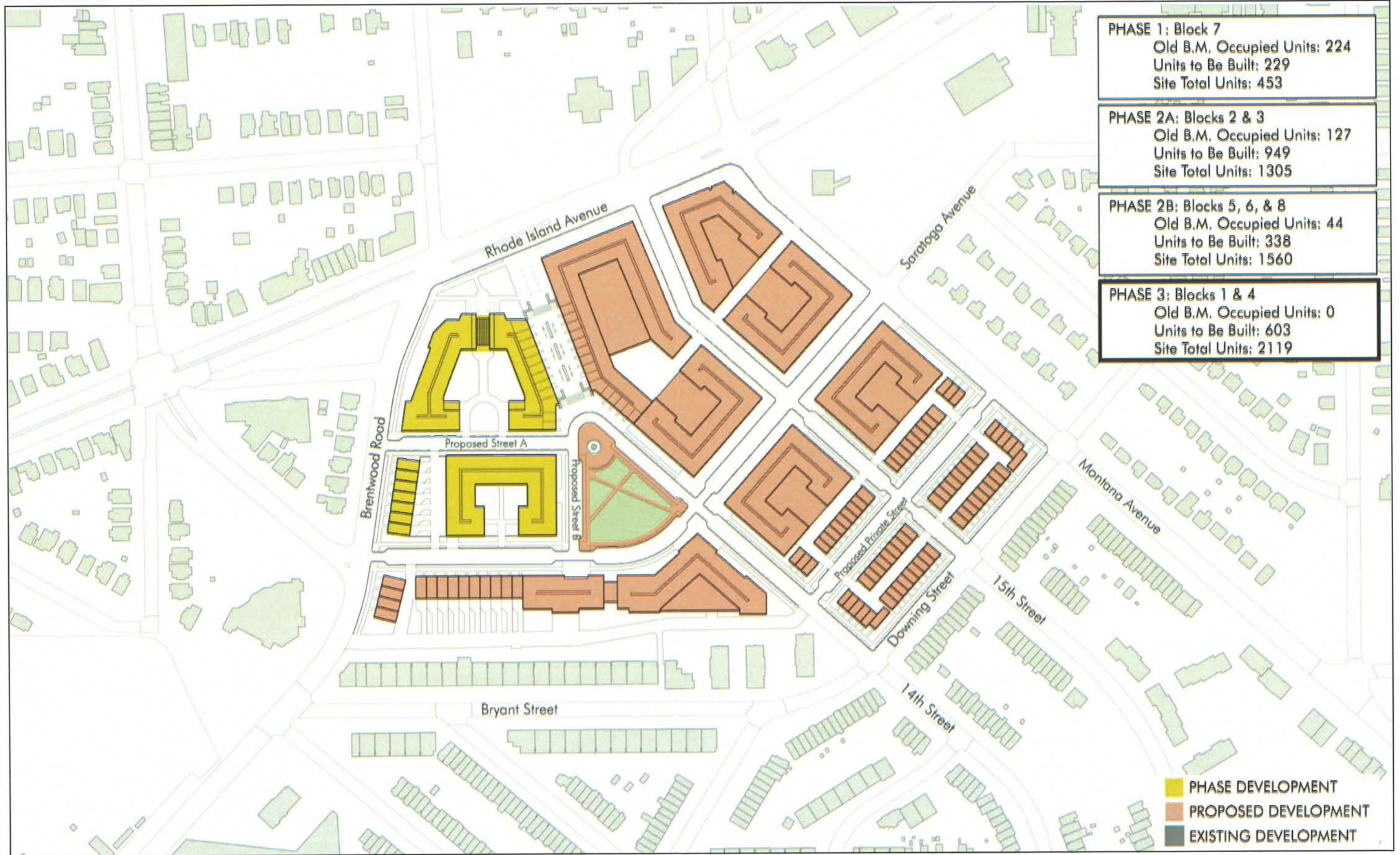
Phase 2A- Construction Plan



Phase 2B- Construction Plan



Phase 3- Construction Plan



Construction Management Agreement for Development of the New Brentwood Village
(ZC No. 14-18)

Mid-City Financial Corporation (the "Applicant") agrees to the following Construction Management Agreement ("CMA") provisions in order to minimize or ameliorate the impact from the construction of the new Brentwood Village on the surrounding community. The Applicant will request that the Zoning Commission include compliance with these provisions as a condition of approval in Zoning Commission Case No. 14-18, and all subsequent Stage 2 approvals.

1. Traffic and Construction Control Plan: Vehicular ingress and egress will be only through approved, permitted construction entrances. At no time are trucks permitted to queue (which is deemed to be waiting for more than 15 minutes) or idle in residential areas adjacent to occupied residential buildings. Nor are workers allowed to individually congregate, queue or idle in the residential areas before the 7 a.m. or 8 a.m. start of the construction day. There will be a single, regulated construction entrance for workers on foot, especially after the building superstructure is up. Flagmen will be positioned as necessary, to direct the flow of construction traffic and to maintain the public's safety in this residential area.
 - Throughout construction, the Applicant agrees to ensure safe pedestrian access around the perimeter of the site. The Applicant agrees to develop and implement (after approval by DDOT) a plan for temporary pedestrian and vehicular circulation during construction. At a minimum, the plan shall identify temporary sidewalks, interim lighting, fencing around the site, construction vehicle routes, and any other features necessary to ensure safe pedestrian and vehicular travel around the site during construction.
 - The Applicant agrees to notify all adjacent property owners as well as all property owners facing the property across perimeter streets in writing or, if mutually agreeable, by e-mail, at least seven (7) calendar days in advance of any street closure of more than one hour duration on any street, "emergencies" excepted, with "emergencies" as jointly defined by the Applicant and the 200-Footers Group.
2. Construction Parking: Parking for construction workers will be provided within the fenced boundaries of the construction site. Construction personnel will be encouraged to utilize mass transit, including Metro rail and Metro bus.
3. Site Management:
 - Fence: Once construction commences, an eight foot (8') high construction fence with privacy fabric will be erected to screen construction activities and debris from the nearby affected properties. All construction trailers, all construction materials and all equipment, and portable toilets will be located and always retained on the Applicant's property behind the construction fence for the

duration of the construction. The 8' fence will shield the trailers and portable toilets from the neighborhood and residential areas.

- Odors: There will be no noxious odors emanating from the construction site.
 - Lighting: Ongoing temporary on-site lighting during construction will be erected for the site to provide lighting for safety and security. No generators will be used at night to provide temporary site lighting. The Applicant will keep the lighting directed into the site only and not impact the surrounding community.
 - Electrical Generators: All electrical generators and compressors will be turned off at the end of each day's construction activities, i.e., by 7 p.m.
 - Stormwater Management: The Applicant will maintain temporary stormwater management systems throughout the Project's construction until such time as the permanent facilities are constructed, approved and functioning such that there shall be no adverse water impacts on the adjacent neighborhood.
4. Hazardous Waste, Hazardous Materials and Pollutants: The Applicant shall not use, generate, manufacture, store, transport or dispose of, on or over the construction area any flammable liquids, radioactive materials, hazardous materials, hazardous wastes, hazardous or toxic substances, or any other "hazardous materials" as defined under Federal or DC law. However, materials that are commonly used in the construction of mixed-use projects such as the project proposed by the Applicant are not subject to this provision #6. The Applicant does not anticipate that any blasting will be required, however, should blasting be required the Applicant shall notify the Neighborhood Contact Person (discussed in provision #8) at least 48 hours prior to any blasting.
 5. Excavation and Rodent Infestation: The Applicant will enact a substantive rodent abatement/rodent control program during pre-construction and while construction activity is occurring. Rodents are deemed to include rats, possums, raccoons, snakes, etc. Upon receipt of any rodent complaint, rodent damage and/or rodent issues, the Applicant will immediately resolve any problems and inconvenience resulting from rodent infestation.
 6. Cleanliness: The Applicant will require the continuous removal of rubbish and construction debris during the normal construction day and during any other periods of work. During construction activities, there will be a dumpster on-site (*i.e.*, inside of the fence) for the removal of trash and construction debris. The dumpster will remain covered at all times and will never overflow onto the ground. The removal and replacement of the dumpster will take place during normal working hours on Monday through Saturday. The Applicant will undertake a program of pest control to ensure that no increase in pest activity occurs during the construction period (see provision #5). All excavation or back-fill trucks will be covered before proceeding from the Applicant's property onto city streets.

- The areas adjacent to the site will be policed daily by the contractor and will always remain clean of any trash or debris resulting from construction activities.
 - At the end of each work day during construction, the Applicant agrees to ensure that any streets used for hauling construction materials and the entrance to the construction site are free of mud, dirt, trash, dust and debris and that all streets adjacent to the construction site are free of trash and debris.
 - The Applicant agrees to maintain street surfaces adjacent to the site in a clean, smooth condition devoid of potholes at all times during the construction period.
7. Work Hours and Workers: The normal construction work-week will be Monday through Friday, 7 a.m. to 7 p.m., and Saturday, 8 a.m. to 4 p.m. The Applicant will make good faith efforts to limit the work that could disturb the residents of the neighborhood to weekdays, except where limitations on work during the week require work on Saturdays to meet the requirements of construction teams for a 40 hour work week. No Sunday work hours will be utilized.
- Trucks: All trucks for delivery of materials, construction or otherwise, will arrive, depart and operate on the Applicant's property during the foregoing hours.
 - Workers: Workers will not be on Applicant's property prior to stated work hours.
 - Noise: There will be no noise generating activities prior to the start of the work day. There will be no start-up or idling of equipment prior to the start of the work day. Indoor construction activity, defined as activity occurring entirely within a structure fully enclosed on all sides by insulated exterior walls, windows and or doors shall end at midnight each day, and any such activity that occurs after 7:00 p.m. shall not annoy or disturb reasonable persons of normal sensitivities. The Applicant agrees to place a minimum of one (1) sign per street-front around the perimeter indicating the permissible hours of construction, to place additional signage within construction field offices, and to provide a written copy of the permissible hours and rules of construction to all subcontractors prior to the start of their work.
8. Communication: The Applicant shall designate a representative (the "Representative") to be the key contact for interaction with members of the community regarding construction. The Representative will have a local office, cell, fax and voice mail and be accessible during all business hours. The Representative will respond to all community queries within the same business day (Monday-Saturday). In addition, the Applicant will provide an emergency point of contact who can be reached 24 hours a day for construction concerns. The name of the key contact and his or her telephone numbers will be conspicuously posted on the Applicant's property at all times. The Applicant will work with Brookland Manor residents and the surrounding community to designate a single contact person ("**Neighborhood Contact Person**"), who may change from time to time, to represent the surrounding community. The initial Neighborhood Contact Person

shall be designated by the community and will be determined prior to the start of construction activity on the Property. The Neighborhood Contact Person will receive and disseminate information from the Applicant to the community. The Applicant shall provide to the Neighborhood Contact Person, and keep updated, the names of and pertinent information about the Representative, the designee and emergency contact, including their home phone numbers and beeper numbers, as appropriate. In the event that a single Neighborhood Contact Person cannot be agreed upon, the Applicant shall provide the information described in this Plan to the ANC 5C Single-Member District Commissioners for the Property.

- The Applicant's designated Representative shall: (a) receive notice of violations of the Construction Management Plan/Agreement; (b) respond to the person who reported the violation within the same business day (Monday-Saturday); (c) act to remedy the violation as soon as possible; (d) correspond with the Neighborhood Contact Person to explain the complaint, proposed remedy, and timeframe for resolution of the problem; and (e) maintain a log of all complaints received and the steps taken to address the complaints.
 - Before commencing any clearing, grading, or demolition activities, the Applicant shall hold a meeting with the neighboring community to review the construction hauling route, location of construction worker parking, plan for temporary pedestrian and vehicular circulation, and hours and overall schedule for construction. The Applicant further agrees to meet with the neighboring community should the exigencies of construction require modifications to any details specified herein. In addition, the Applicant shall meet with the neighboring community periodically during the construction activities and shall meet with the neighboring community, at a minimum, once every three (3) months in order to address any construction related issues.
 - Copies of the plan and maps shall be posted on the construction site and provided to each subcontractor before its work commences.
9. Contractors: The Applicant will enforce contractor compliance with all rules and regulations described herein with all such conditions included in all general and subcontractor oral and written contracts. The Applicant will require that all contractors and subcontractors use only licensed vehicles and that they comply with all DC traffic laws and regulations.
10. Monitoring Activities: The Applicant will monitor construction dewatering during excavation of the below-grade levels and the installation of building foundations and below-grade walls.
11. Permits. All plans and permits will be on-site as required under the DC Construction Code and available for inspection by the community.

12. Tree Protection and Replacement. The Applicant agrees to implement a tree protection plan which will designate any trees proposed to be saved by the Applicant. The tree protection plan shall be prepared by a certified arborist or a horticultural professional with demonstrated expertise in tree protection techniques on urban sites and shall be submitted and approved by DDOT prior to the issuance of a clearing, grading or demolition permit.

13. Maintenance Prior to Construction. The Applicant agrees to maintain the site in a clean, safe and well-maintained condition prior to the issuance of a clearing, grading or demolition permit.