

**MEMORANDUM OF UNDERSTANDING
REGARDING 1600 NORTH CAPITOL STREET, NW
SQUARE 3100, LOT 48**

This Memorandum of Understanding (“MOU”) is made as of this 23rd day of April, 2019, by and between Florida & Q Street, LLC, a District of Columbia limited liability company (“Developer”) and the Bloomingdale Civic Association (“BCA”). Developer and BCA collectively referred to herein as the “Parties.”

RECITALS

1. Developer is the owner of certain real property located at 1600 North Capitol Street, NW in the District of Columbia and designated as Lot 48 in Square 3100 (the “Site”). The Site is located at the northwest corner of the intersection of Q Street, Florida Avenue, and North Capitol Street and is presently unimproved.
2. Pursuant to Z.C. Order No. 06-04, as modified by Z.C. Order Nos. 06-04C and 06-04E, the Zoning Commission for the District of Columbia (“Zoning Commission”) approved a consolidated planned unit development (“PUD”) and a related Zoning Map amendment from the C-2-A district to the C-2-B district for the Site.¹ As shown on the architectural drawings attached hereto as Exhibit A, the approved PUD, as modified, includes approximately 85 to 95 residential units, ground floor retail, and approximately 41 parking spaces in one level of below-grade parking. The approved PUD has maximum density of 4.5 floor area ratio (“FAR”) and a maximum building height of 72’-4.5”. The approved PUD at the Site, as shown on Exhibit A, is hereinafter referred to as the “Project.”
3. Pursuant to Z.C. Order Nos. 06-04A, 06-04B, 06-04D, 06-04F and 06-04G, the Zoning Commission approved time extensions for approval of the PUD, with the latest approval requiring the Developer to start construction on the Project no later than June 15, 2019.
4. As set forth in Z.C. Order No. 06-04C, Finding of Fact No. 36, prior to the issuance of a Certificate of Occupancy for the Project, the Developer is required to provide a variety of public benefits and project amenities in the form of contributions to local organizations (the “Benefits”). The total monetary contribution required by the Benefits is \$109,600.
5. On March 21, 2017, an application to create a new Bloomingdale Historic District (“Historic District”) was filed with the Historic Preservation Office, the boundaries of which included the Site. On July 26, 2018, the Historic Preservation Review Board (“HPRB”) approved the Historic District nomination, thus subjecting the approved Project to review and approval by the HPRB. The new Historic District went into effect on September 9, 2018.
6. On December 17, 2018 and January 28, 2019, the Developer presented its HPRB application to the BCA, and on January 15, 2019, the Developer presented its HPRB application to

¹ The PUD was approved under the 1958 Zoning Regulations.

Advisory Neighborhood Commission 5E (“ANC 5E”). The project depicted in the HPRB application is fully consistent with the Project approved by the Zoning Commission.

7. Upon reviewing the Developer’s HPRB application, the BCA requested that the Developer provide all of the Benefits required by the PUD in Z.C. Order No. 06-04C as a good-faith recognition of BCA’s past support of Developer’s five requests for extension of time of the PUD over the last 10 years.
8. On March 7, 2019, the HPRB held a public meeting during which the Developer’s HPRB application was reviewed. In response to comments made at the HPRB meeting and raised in the Historic Preservation Office (“HPO”) staff report, the Applicant is in the process of revising the Project plans as follows:
 - a. Providing a cream-color tone instead of the bright white color tone that appeared on the printed HPRB application drawings;
 - b. Providing a darker façade tone at the 6th level;
 - c. Revising the balcony brise soleil edge color to a darker tone, with the exception of that element on the second floor, which creates a continuous light band around the building;
 - d. Redesigning the crowning element atop the central hinge point through collaboration with a working group of HPRB board members and HPO staff; and
 - e. Refining and adding details to the design of the garage door on Florida Avenue.

As of the Execution Date (defined as the date by which both Parties have signed this MOU), the Applicant is still in the process of revising the Project plans so that they take into account and are consistent with the five above-referenced requests made by the HPRB (the “HPRB Modifications”).

9. The Developer will be required to submit an application to the Zoning Commission for a “Modification of Consequence” to revise the plans approved by the Zoning Commission for the Project so that they take into account the HPRB Modifications.
10. In light of the foregoing, the Parties desire to enter into this Memorandum of Understanding (“MOU”) whereby the Developer agrees to provide 100% of the Benefits’ total monetary contribution within sixty (60) days of the signing of this MOU and provide the BCA a detailed project plan setting forth the tasks the Developer believes must be completed in order to begin construction by the deadline requested in the Developer’s future application for a time extension of the PUD (“Project Plan”).²

² If the Zoning Commission approves the Developer’s application(s) for a time extension but establishes a deadline that differs from the deadline the Developer requested, the Developer agrees to provide the BCA a project plan

11. The Parties shall agree on the sufficiency of the initial Project Plan prior to the signing of the MOU (the "Initial Project Plan" attached as Exhibit B). If the Developer requests more than one future time extension of the PUD, the Developer agrees to provide BCA a new Project Plan prior to filing each application, which BCA shall review for sufficiency. The Project Plan tasks shall be listed by calendar quarter. The Developer also agrees to provide the BCA quarterly progress updates.
12. BCA agrees to support and strongly urge ANC 5E to support (i) the Developer's 2019 application to the Zoning Commission for a two-year extension of the PUD, consistent with the Initial Project Plan; and (ii) not more than one subsequent application to the Zoning Commission for a one-year extension of the PUD, so long as conditions are met as outlined above for new Project Plan(s) and the total time of the cumulative extensions does not exceed three years. However, if for reasons within its control, the Developer has not provided BCA quarterly updates and has not completed its Project Plan tasks, BCA will not be obligated to support any PUD extension applications to the Zoning Commission.
13. In addition, BCA agrees to support and strongly urge ANC 5E to support the Developer's application to the Zoning Commission for a Modification of Consequence to the bring the approved PUD plans into full consistency with the approved HPRB plans. This support shall be required only if the PUD modification is limited to the specific HPRB Modifications identified herein and such other modifications as may be agreed to by the Parties in writing.

NOW, THEREFORE, the Parties agree as follows:

1. The Developer shall provide 100% of the Benefits' total monetary contribution (\$109,600) no later than sixty (60) days following the Execution Date to the local organizations identified in Z.C. Order No. 06-04C, Finding of Fact No. 36. Each organization will receive 100% of its allocated contribution. Each identified organization must provide a written receipt reasonably satisfactory to the Developer in order to receive its monetary contribution. In the event that an organization is not active, Developer and BCA shall coordinate to find an alternative recipient and request the Zoning Commission to amend Z.C. Order No. 06-04C if necessary.
2. Upon delivery of the monetary contributions as described in this MOU by Developer and satisfaction of the Initial Project Plan conditions described herein, the BCA will submit in a timely matter a letter of support to the Zoning Commission, or provide a letter of support to the Developer directly if an application to the Zoning Commission has not yet been filed, for (i) a two-year time extension to begin construction of the PUD; and (ii) a Modification of Consequence to revise the approved PUD plans to incorporate the HPRB Modifications. Any additional requests for an extension of time to the Zoning Commission will require the Developer to abide by the conditions outlined in a new Project Plan, whereupon, BCA will offer its support as outlined above in Paragraph 10 of this MOU.

revised to be consistent with the deadline provided in the relevant Zoning Commission order(s) within 15 days of the Zoning Commission's decision.

3. The BCA shall also submit strongly worded letters of support to ANC 5E, as well as providing in-person testimony to the ANC 5E through a representative from BCA, to urge ANC 5E to support the two-year PUD extension application and the Modification of Consequence application.
4. The Parties hereto reserve the right to amend this document at any time with the written agreement of all Parties.

Florida & Q Street, LLC

A District of Columbia limited liability company

By: 

Dated: 1/23/2019

Bloomington Civic Association

By:  Lori Janine Smith, President

Dated: 4/25/19

QUARTERLY PROJECT PLAN
1600 North Capitol Street, NW (Square 3100, Lot 48)
Z.C. Case No. 06-04 et seq.

Prepared 4.11.2019
Updated 4.22.2019

<u>Quarter</u>	<u>Tasks / Action Items</u>
April-June, 2019 (Q2 2019)	<ul style="list-style-type: none"> • April-May, 2019 - Fourth review by DCRA of (i) sheeting and shoring permit plans, and (ii) foundation-to-grade permit plans. The first three rounds of review have already been completed, and the Applicant has revised the drawings responding to all comments to date. Currently waiting on final approvals from DC Water, Zoning, and DOEE. All other disciplines have already approved permit issuance. • May/June, 2019 - Approval and issuance by DCRA of sheeting and shoring permit and foundation-to-grade permit. Work approved under these permits cannot begin until the HPRB and PUD drawings have been approved (described below). • April 16, 2019 – Scheduled meeting with HPRB working group (comprised of HPRB board members and HPO staff) to review specific updates to building design based on feedback at HPRB public meeting. • April-May, 2019 – Update architectural drawings based on comments received at HPRB working group meeting. • May, 2019 – Formally file revised HPRB architectural drawings to case record based on input from HPRB working group. • June, 2019 – HPRB public meeting to approve revised drawings.

<p>July-September, 2019 (Q3 2019)</p>	<ul style="list-style-type: none"> • July, 2019 – Prepare Zoning Commission PUD Modification application requesting approval of building modifications approved by HPRB. This request cannot be submitted until after the HPRB approves the revised drawings. • September, 2019 – Zoning Commission public meeting approving PUD Modification (NOTE: This schedule anticipates the Zoning Commission’s August recess). • Following approval of PUD Modification - Begin to work with lenders to obtain project financing. This process cannot begin until after the PUD Extension and Modification applications have been approved because the developer (and financiers) need a final, approved building design to rely on in order to create a construction financing budget
<p>October-December, 2019 (Q4 2019)</p>	<ul style="list-style-type: none"> • Prepare construction drawings for above-grade structure based on approved HPRB and PUD plans. These plans cannot be prepared until the drawings are approved by HPRB and the Zoning Commission.
<p>January-March, 2020 (Q1 2020)</p>	<ul style="list-style-type: none"> • January, 2020 – File building permit application that includes construction drawings for above-grade structure that are consistent with the HPRB and Zoning Commission approvals. • DCRA review process for above-grade construction. DCRA disciplines submit comments and Applicant responds to comments and resubmits revisions as necessary. • Project financing process continued.
<p>April-June, 2019 (Q2 2020)</p>	<ul style="list-style-type: none"> • DCRA review process for above-grade construction continued. • Project financing process continued.
<p>July-September, 2019 (Q3 2020)</p>	<ul style="list-style-type: none"> • DCRA review process for above-grade construction continued.

	<ul style="list-style-type: none"> Obtain project financing in full. Developer does not anticipate that this process will take more than one year, since the site is fully paid off as a free and clear asset (no mortgage) that is worth approximately \$9-10 million. Thus, the Developer will be able to bring that equity contribution to any financing deal, and will cover any financing gap in cash.
October-December, 2019 (Q4 2020)	<ul style="list-style-type: none"> DCRA approves above-grade building permit application and issues permit. NOTE: if the DCRA approval process takes longer than the timeframe anticipated in this Project Plan, the Applicant still has until June, 2021 for the permit to be issued in order to start construction.
January-March, 2020 (Q1 2021)	<ul style="list-style-type: none"> Submit deposit to DOEE as security to protect against damage to public utilities during construction. Begin construction, including compliance with VRAP plan approved by DOEE.
April-June, 2019 (Q2 2021)	<ul style="list-style-type: none"> Flex time in case process set forth above takes longer than anticipated. To be updated by Applicant if necessary.
June 15, 2021	<ul style="list-style-type: none"> PUD expiration date