

EXHIBIT B

TECHNICAL MEMORANDUM

To: Bradford Kline
Kline Operations, LLC

From: Vinay Varadarajan, E.I.T.
Katie Wagner, P.E., PTOE
Erwin Andres

Date: March 1, 2018

Subject: 923-927 5th Street, NW BZA Hotel Comprehensive Transportation Review

INTRODUCTION

This memorandum presents the findings of a Comprehensive Transportation Review (CTR) conducted for the 923-927 5th Street, NW hotel project in support of its Boarding of Zoning Adjustment (BZA) application (BZA Case Number 19722). The site is located in Ward 2 in northwest Washington, DC. The site is bounded by adjacent properties to the north and south, a public alley to the east, and 5th Street NW to the west, as shown on Figure 1. This project consists of redeveloping the site which currently consists of four (4) existing lots (lots 827, 828, 829, and 833) at 923-927 5th Street, NW. The existing buildings on the site were razed with the exception of the building facades on lots 827-829 which will be retained as part of the development. The resulting development will be an 11-story hotel containing approximately 153 rooms.

The Applicant is seeking an area variance from the loading requirements of 11 DCMR § 901.1, which requires two (2) 30-foot loading berths for the proposed hotel use of 65,125 sf. The Applicant proposes to provide one (1) 30-foot loading berth due to the constrained footprint of the site and the difficulty in providing two (2) berths with a narrow alley entrance. It is important to note that although the zoning requirements require 2 loading berths for hotels larger than 50,000 s.f., there is no difference in the loading needs associated with a hotel that is less than 50,000 s.f. Those needs still include trash, linen, food, beverage, vending and business deliveries. A loading management plan will be implemented to prevent queuing and spillback of loading trucks onto the local roadways.

As allowed by zoning within the Downtown “D” area, the proposed hotel development will not provide on-site parking, which complies with the zoning requirement of zero parking spaces. The proposed hotel takes advantage of the nearby convenient transportation facilities. The hotel will inform guests that there are several off-site parking facilities that are available for hotel guests who choose to drive and will offer valet parking for those guests that choose to drive to the hotel.

The purpose of this study is to evaluate the development based on DDOT’s CTR standards and, more specifically, the site’s ability to meet the loading demands generated by its proposed use. Based on a review of the surrounding transportation infrastructure, the site’s design, and the loading demands of the development, the project will accommodate the loading demands.

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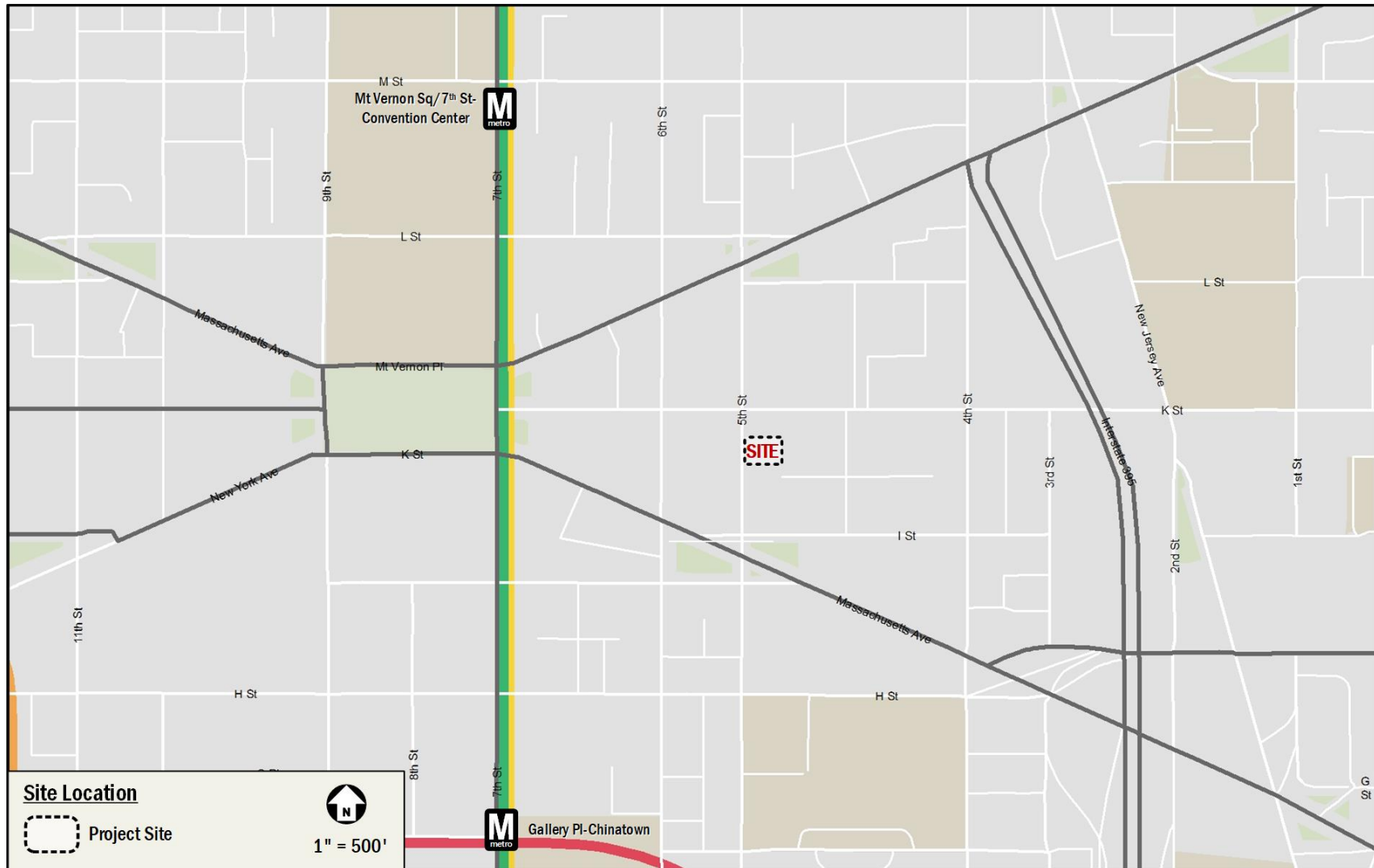


Figure 1: Study Area

The following conclusions were made regarding the 923-927 5th Street, NW hotel development:

- The abundant supply of off-street parking options along with the available valet parking will adequately serve the project given the site's location near several garages with overnight parking.
- The site's adequate access to transit, as well as improving bicycle and pedestrian facilities and other new development in the area, results in a safe and effective environment for non-auto transportation access to the site.
- The development will request an area variance in the number of loading facilities and a loading management plan will be established to mitigate any potential effects on the local roadway network.
- A TDM plan for the development will include the implementation of on-site services and bicycle amenities

This section provides a review of the existing transit, bicycle, and pedestrian facilities in the vicinity of the site. The site is served by Metrobus, and is a seven (7) minute walk (0.3 miles) to either the Mt. Vernon Square/7th Street-Convention Center or Gallery Place-Chinatown Metrorail stations. The project site is also served by a pedestrian network consisting of sidewalks and crosswalks along the streets surrounding the project site. Additionally, the site is served by an on-street bicycle network, consisting of bicycle lanes, shared lanes, and signed bicycle routes.

EXISTING CONDITIONS

Transit

The site is serviced by Metrobus along multiple primary corridors with multiple bus stops located adjacent to the site. These bus lines connect the site to many areas of the District, Maryland, and Virginia, including several Metrorail stations. The site study area is currently served by the D4, G8, P6, 42, 70, 74, and 80 Metrobus local routes, the 79, X2, and X9 MetroExtra routes, the DC Circulator, and Regional Buses from Maryland and Loudoun County, Virginia. Of these routes, the D4 and P6 routes stop closest to the site with stops along K Street and 5th Street. Table 1 shows a summary of the bus route information for the routes that serve the site, including service hours, headway, and distance to the nearest bus stop. Bus stops for all of the lines mentioned can be reached within a 10-minute walk of the site.

The closest Metrorail stations are the Mt. Vernon Square/7th Street-Convention Center and Gallery Place-Chinatown stations which are located approximately 0.3 miles (a seven (7) minute walk) from the site. Of particular note, the Gallery Place-Chinatown station allows travelers to utilize the Red, Green, and Yellow lines, with direct service to Union Station, located two stations east. Connections to the Blue, Orange, and Silver lines may be made at the Metro Center station, located one stop westbound on the Red line. This convenient location allows much of the DC metropolitan area to be accessible from the hotel site. Existing transit facilities surrounding the site are shown on Figure 2.

Table 1: Bus Route Information

Route Number	Route Name	Service Hours	Headway	Walking Distance to Nearest Bus Stop
D4	Ivy City-Franklin Square Line	Weekdays: 4:26 AM-12:45 AM Weekend: 5:01 AM-12:49 AM	14-36 min	<0.1 miles, 1 minute
G8	Rhode Island Avenue Line	Weekdays: 5:13 AM-12:12 AM Weekend: 5:49 AM-2:15 AM	6-41 min	0.4 miles, 8 minutes
P6	Anacostia-Eckington Line	Weekdays: 4:59 AM-2:07 AM Weekend: 5:37 AM-2:05 AM	8-42 min	<0.1 miles, 1 minute
42	Mount Pleasant Line	Weekdays: 4:39 AM-3:20 AM Weekend: 4:50 AM-3:20 AM	6-35 min	0.4 miles, 9 minutes
70	Georgia Avenue-7th Street Line	Weekdays: 24 Hour Service Weekend: 24 Hour Service	2-41 min	0.2 miles, 5 minutes
74	Convention Center-Southwest Waterfront Line	Weekdays: 4:45 AM-12:14 AM Weekend: 4:50 AM-12:21 AM	10-26 min	0.1 miles, 2 minutes
79	Georgia Avenue Limited Line	Weekdays: 6:07 AM-7:41 PM Weekend: 6:08 AM-7:42 PM	7-19 min	0.2 miles, 5 minutes
80	North Capitol Street Line	Weekdays: 4:48 AM-1:50 AM Weekend: 5:00 AM-2:25 AM	7-45 min	0.2 miles, 5 minutes
X2	Benning Road-H Street Line	Weekdays: 24 Hour Service Weekend: 24 Hour Service	3-58 min	0.2 miles, 5 minutes
X9	Benning Road-H Street Limited Line	Weekdays: Eastbound 6:43 AM-6:44 PM Westbound 6:56 AM-6:40 PM	14-20 min	0.3 miles, 7 minutes
220	Annapolis to Washington, D.C. MTA Line	Weekdays: Westbound 5:55 AM-9:07 AM Eastbound 12:34 PM-6:52 PM	13-36 min	0.1 miles, 2 minutes
240	Kent Island to Washington, D.C. MTA Line	Weekdays: Westbound 6:14 AM-8:30 AM Eastbound 3:39 PM-6:07 PM	20-46 min	0.1 miles, 2 minutes
260	Severna Park/Davidsonville to Washington, D.C. MTA Line	Weekdays: Westbound 6:02 AM-8:57 AM Eastbound 3:34 PM-6:04 PM	30-35 min	0.1 miles, 2 minutes
LCT	Loudoun County Transit	Weekdays: Eastbound 7:09 AM-9:17 AM Westbound 3:35 PM-4:13 PM	7-74 min	0.3 miles, 6 minutes
DC Circulator	Georgetown-Union Station Line	Monday-Thursday: 6:00 AM-12:00 AM Friday: 6:00 AM-3:00 AM Saturday: 7:00 AM-3:00 AM Sunday: 7:00 AM-12:00 AM	10 min	0.1 miles, 2 minutes

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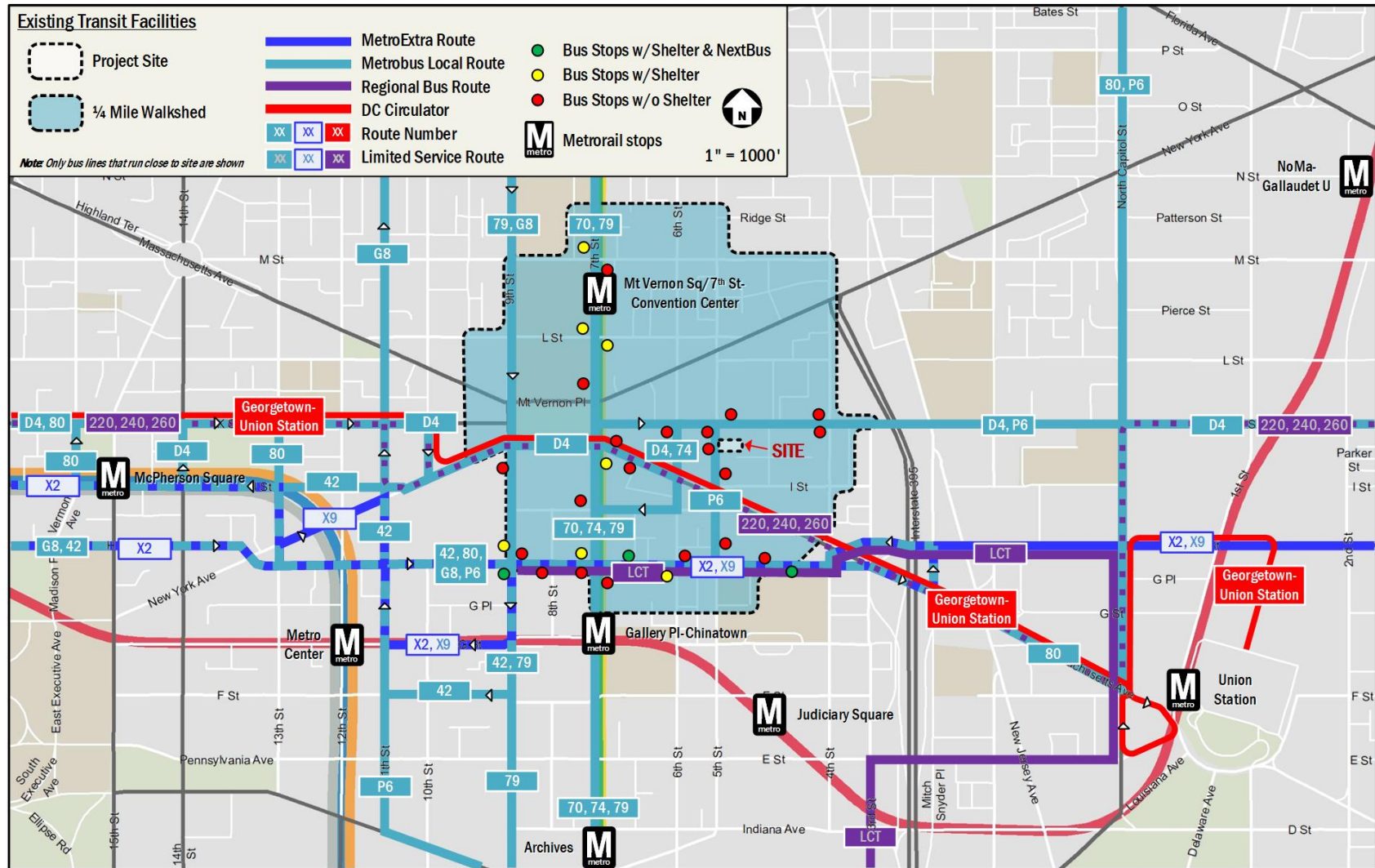


Figure 2: Existing Transit Service

Bicycle Facilities

Although the proposed development is located in the high-traffic downtown area, the site is surrounded by local roadways that contain excellent bicycle facilities which include signed bicycle routes and bicycle lanes. Figure 3 illustrates the existing bicycle facilities in the area.

North-south connectivity is achieved with bicycle lanes along 5th Street (northbound only), 7th Street (two-way), 9th Street (southbound only), 10th Street (southbound only), and 11th Street (two-way). Many of these north-south routes connect with the Pennsylvania Avenue cycle track, which provide connections to the 15th Street cycle tracks to the west and the U.S. Capitol to the east. These facilities link to neighborhoods in Northeast, Southeast, and Southwest. Direct connectivity to the site is achieved via the shared lane along K Street, between 7th Street and 3rd Street. Crosstown connectivity is achieved through bicycle lanes along New York Avenue towards the White House and E Street towards Union Station. Union Station is the starting point for the Metropolitan Branch Trail, which travels parallel to the Red Line northbound towards Silver Spring, Maryland, using a combination of on-road and off-road trails. A Capital Bikeshare station with 19 bicycle docks currently exists along 5th Street between K and L Streets, immediately north of the site. Additionally, there is a Capital Bikeshare station with 19 bicycle docks on the south side of Massachusetts Avenue at 5th Street, south of the site.

Using these connections along local roadways and signed bicycle routes within the study area, bicyclists have access to a number of robust regional bicycle facilities. To accommodate these cyclists, the site is planned to provide adequate bicycle parking within the hotel cellar, meeting zoning requirements.

Further additions will be made to the bicycle infrastructure present in the vicinity of the site, as shown in the MoveDC plan. DDOT's proposed bicycle infrastructure for the roadways in the vicinity of the proposed development includes multi-use trails, on-street bike lanes, and signed bicycle routes. Most notably, the plan calls for an extension of the M Street cycle track from Thomas Circle (14th Street, NW) to Florida Avenue, NW and construction of cycle tracks along 4th Street, 5th Street, and 6th Street, NW in the vicinity of the site, which will significantly improve conditions for non-auto modes along this high volume corridor. These improvements are currently prioritized as Tier 1 and Tier 2 investments, however, none of the projects mentioned are currently funded. In general, these facilities will significantly improve bicycling conditions in the study area and may lead to higher rates of cycling.

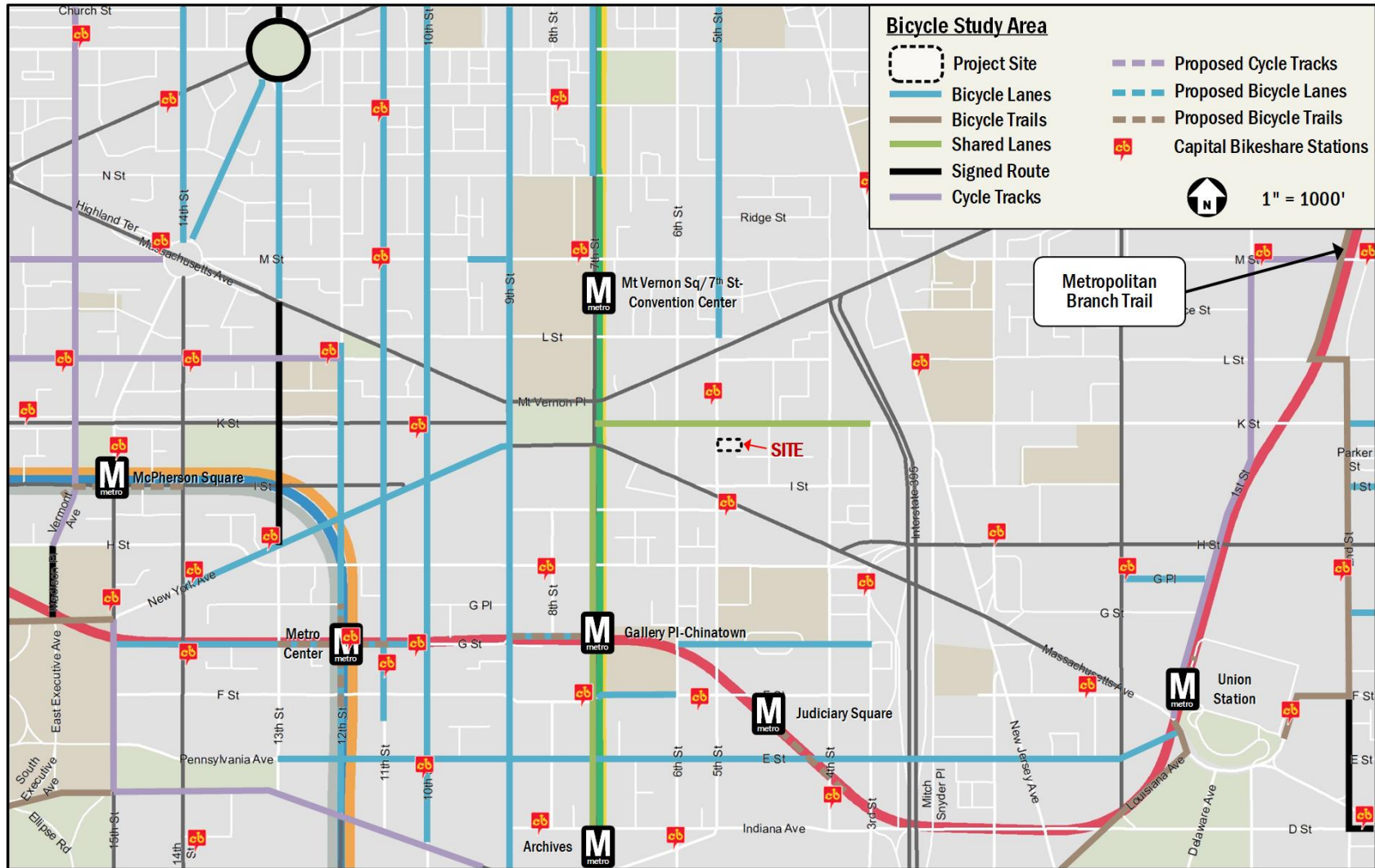


Figure 3: Existing Bicycle Facilities

Pedestrian Facilities

Overall, the pedestrian facilities within the study area provide excellent connections to major local destinations, including the Washington Convention Center and the Capital One Arena (formerly Verizon Center). A summary of the pedestrian facilities within a 0.25-mile walk of the site is shown in Figure 4.

There are minor areas of concern within the study area that may impact the quality and attractiveness of walking including roadway conditions that reduce the quality of walking conditions, the construction of several properties in the Mount Vernon Square area, narrow sidewalks, and lengthy crossings. Within the study area shown, most roadways are considered commercial, inside the Downtown Central Business District. The sidewalks that do not meet DDOT standards are typically along routes that do not provide an acceptable buffer width, but do maintain the minimum sidewalk width. ADA standards require that all curb ramps be provided wherever an accessible route crosses a curb and must have a detectable warning. Additionally, curb ramps shared between two (2) crosswalks is not desired. As shown in Figure 4, under existing conditions there are some crosswalks and curb ramps near the site that do not meet DDOT and/or ADA standards.

It should be noted that the Applicant will improve pedestrian facilities along the site frontage on 5th Street, NW immediately adjacent to the site.

Table 2: Sidewalk Requirements

Street Type	Minimum Sidewalk Width	Minimum Buffer Width
Residential (Low to Moderate Density)	6 ft	4 ft (6 ft preferred for tree space)
Residential (High Density)	8 ft	4 ft (6 ft preferred for tree space)
Commercial (Includes Downtown Central Business District)	10 ft	6 ft

Car Sharing

Three (3) car-sharing companies serve the District: Zipcar, Maven, and Car2Go. All three (3) services are private companies that provide registered users access to a variety of automobiles. Of these, Zipcar and Maven have 18 vehicles currently placed within a quarter-mile of the site, with Zipcar providing 11 of them. The closest car-sharing vehicles are located roughly one (1) block to the south and west along I Street, and 5th Street, respectively. Access to carsharing services in the area surrounding the development is expected to increase with the maturation of the neighborhood.

Car-sharing is also provided by Car2Go, which provides point-to-point car sharing. Unlike Zipcar or Maven, which require two-way trips, Car2Go can be used for one-way rentals. Car2Go currently has a fleet of vehicles located throughout the District. Car2Go vehicles may park in any non-restricted metered curbside parking space or Residential Parking Permit location in any zone throughout the defined "Home Area". Members do not have to pay the meter or pay stations. Car2Go does not have permanent designated spaces for their vehicles; however, availability is tracked through their website and mobile app, which provides an additional option for car-sharing patrons. Thus, guests and employees of the site may choose to use Car2Go as an option for accessing the site.

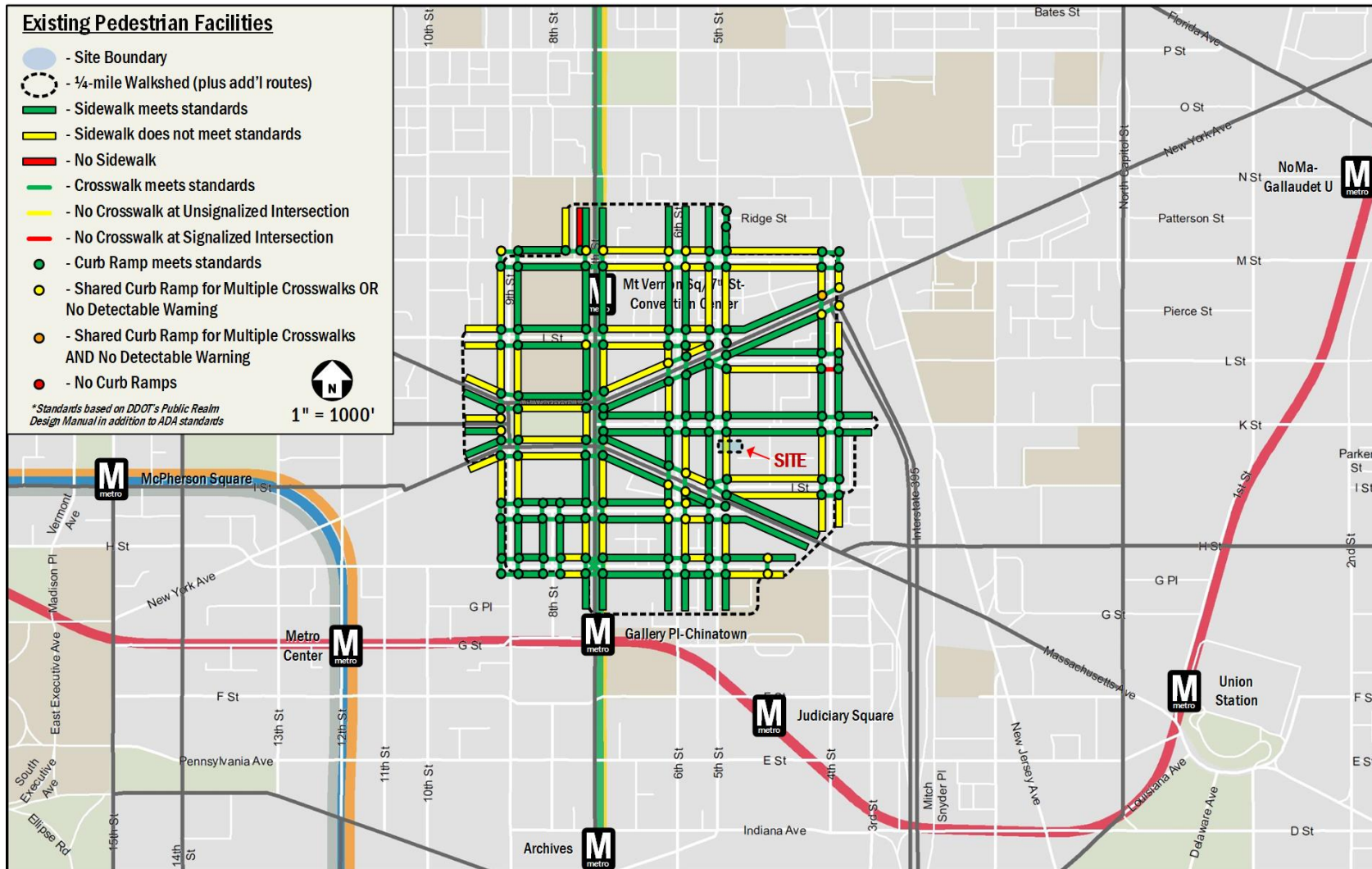


Figure 4: Pedestrian Infrastructure

DESIGN REVIEW

This section provides an overview of the transportation features of the proposed development. The development program consists of an 11-story hotel with approximately 153 rooms. All loading and trash pick-up will take place on the east side of the site via the loading facilities accessible from the north-south public alley (also known as 4 ½ Street, NW) which can be accessed from I Street and K Street, NW. Hotel valet operations and guest pickup/drop-off operations will take place at a dedicated loading/drop-off zone along 5th Street, NW. Figure 5 shows the proposed site plan.

Trip Generation

Vehicle trips were calculated for the site to determine whether the site would generate enough trips to warrant a full review of the traffic impacts of the development based on DDOT's CTR guidelines. The results of the trip generation calculations are shown in Table 3 below. Trips were calculated based on ITE 10th Edition Trip Generation rates for Hotel (Land Use 310) in order to present a more conservative trip generation estimate.

The hotel planned for this site was deemed to fall under a similar category as hotel sites found in the WMATA Development Related Ridership Survey (DRRS). The WMATA DRSS noted an average of 42 percent auto mode share for retail. For purposes of this study, a 35 percent auto modal split was applied to the trip generation to account for the surplus of non-auto options available.

The resulting trip generation projections are given in Table 3 below and show that the development is anticipated to generate 25 weekday AM peak hour vehicular trips (15 inbound and 10 outbound) and 31 weekday PM peak hour vehicular trips (16 inbound and 15 outbound). Although this projection is a conservative trip generation estimate, it does not exceed the number of trips that would typically require additional vehicular study (25 trips in peak direction) per CTR guidelines. Thus, no additional vehicular study was required by DDOT and none conducted for this report.

Table 3: Trip Generation and Mode Split

Mode	AM Peak Hour			PM Peak Hour		
	In	Out	Total	In	Out	Total
Auto (vehicles/hour)	15	10	25	16	15	31
Transit (people/hour)	28	20	48	30	30	60
Bike (people/hour)	4	2	6	4	3	7
Walk (people/hour)	14	10	24	15	15	30

Site Access and Internal Circulation

Site Access

Vehicular access to the site will utilize 5th Street, NW for passenger pick-up/drop-off operations the north-south public alley accessible off of I Street and K Street, NW for loading operations. Vehicular parking is not provided on site at the development as there is no parking required in a Downtown zone. There is no vehicular access to this building from 5th Street. The development will utilize the north-south public alley from I Street and K Street, NW and Prather Court, NW for access to the loading facilities.

Loading access to the site will occur on the eastern side of the site along the north-south public alley accessible from I Street and K Street, NW. Pedestrian and bicycle access to the development will occur off of 5th Street, NW at the main entrance. A site circulation plan is shown in Figure 6.

Parking

As mentioned previously, no parking will be provided on site as parking is not required in the Downtown “D” zone where the site is located. Guests driving to the site will be able to utilize the valet parking provided by the hotel or park in the nearby parking garages and lots located around the site’s convenient Downtown/Mount Vernon Square area. Valet parking operations will utilize available parking at other nearby Hilton-branded hotels, one of which is the Hampton Inn on 6th Street, a block west of the site. Figure 7 shows a list of other parking facilities available within a half mile of the site, with five (5) of these facilities allowing overnight parking for hotel guests. The closest overnight facility to the site is located three (3) blocks west at 801 I Street, NW, where approximately 583 spaces are available.

Table 4 shows additional information on the parking facilities, with approximately 1,129 of the 2,578 parking spaces allowing overnight services. Based on the proposed trip generation for the development and the number of additional parking facilities within a half mile, the parking facilities will be able to meet any anticipated demand that the proposed hotel may generate.

In order to facilitate curbside drop-off/pick-up and guest loading operations for the hotel use along 5th Street, NW, a curbside management plan has been developed. The hotel lobby will front onto 5th Street, NW, where a proposed 40-foot curbside pick-up and drop-off area will abut the site, as shown in Figure 8. It is proposed that the curbside loading area will be designated as a drop-off/pick-up passenger loading zone 24-hours per day, seven days per week. The loading zone will accommodate approximately two (2) vehicles for drop-off/pick-up and passenger loading operations.

Table 4: List of Nearby Parking Facilities

Location	Distance from Site	Hours	Capacity (Approx.)	Overnight?
999 9th Street, NW	0.3 miles	Monday-Sunday, 24 hours	160 spaces	Yes
801 I Street, NW	0.3 miles	Monday-Sunday, 24 hours	583 spaces	Yes
870 9th Street, NW	0.4 miles	Monday-Sunday, 24 hours	500 spaces	Yes
900 New York Avenue, NW	0.4 miles	Monday-Sunday, 24 hours	272 spaces	Yes
732 6th Street, NW	0.3 miles	Monday-Sunday, 24 hours	50 spaces	Yes
915 5th Street, NW	<0.1 miles	Monday-Saturday, 5:30 AM-8:00 PM	110 spaces	No
1001 6th Street, NW	<0.1 miles	Monday-Friday, 5:00 AM-8:00 PM Saturday- Sunday, 7:00 AM-9:00 PM	220 spaces	No
300 K Street, NW	0.2 miles	Monday-Friday, 6:00 AM-6:00 PM	62 spaces	No
440 L Street, NW	0.2 miles	Monday-Sunday, 5:00 AM-12:00 AM	230 spaces	No
455 Massachusetts Avenue, NW	0.1 miles	Monday-Friday, 6:30 AM-8:30 PM	220 spaces	No
425 I Street, NW	0.2 miles	Monday-Friday, 6:00 AM-7:00 PM	200 spaces	No
650 Massachusetts Avenue, NW	0.3 miles	Monday-Friday, 6:30 AM-12:00 AM Saturday, 8:00 AM-7:00 PM	100 spaces	No
615 H Street, NW	0.3 miles	Monday-Friday, 7:00 AM-11:00 PM Saturday- Sunday, 10:00 AM-10:00 PM	22 spaces	No
901 New York Avenue, NW	0.4 miles	Monday-Friday, 7:00 AM-7:00 PM	129 spaces	No
916 H Street, NW	0.5 miles	Monday-Friday, 6:00 AM-7:00 PM	116 spaces	No
901 K Street, NW	0.5 miles	Monday-Friday, 7:00 AM-9:00 PM	220 spaces	No
999 New York Avenue, NW	0.5 miles	Monday-Sunday, 24 hours	114 spaces	Yes
			Total Spaces (Approx.)	2578 spaces
			Total Overnight (Approx.)	1129 spaces

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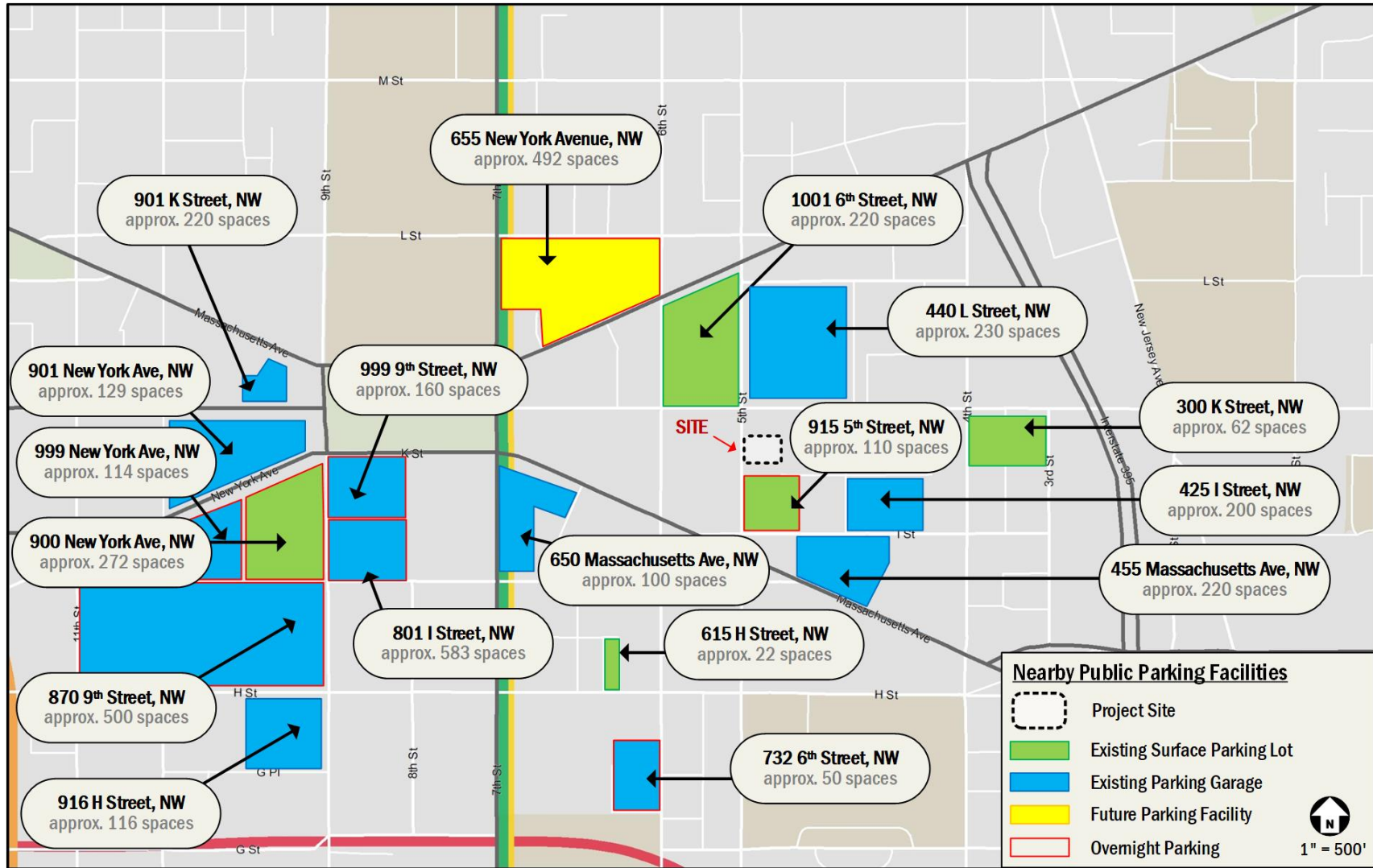


Figure 7: Nearby Parking Facilities

Loading Facilities

The proposed site's gross floor area is approximately 65,125 square feet. Under current zoning requirements, a hotel development between 50,000 and 100,000 square feet would need to supply two (2) 30-foot loading berths. As the proposed development is over 50,000 square feet, the Applicant is proposing one (1) 30-foot berth accessible from the north-south public alley with access off of I Street and K Street NW. The Applicant is seeking variance relief from the loading requirements of 11 DCMR § 901.1, due to the constrained site footprint and narrow access to the public alley. As both loading berths would need to be accessed directly from the public alley, it would be difficult to include two berths without encroaching on a significant footprint of the site's area or planned uses. The site's location sits in one of the few undeveloped parcels in the Mount Vernon Triangle Sub-area, making it difficult to fit two (2) berths within a constrained, developed area. Additionally, the only entrance to the public alley is via Prather Court, NW, which is the alley that bisects the square upon which the site sits. The width of alley at the site is approximately 11.5 feet wide.

The proposed development is expected to generate approximately six (6) truck trips per day. This includes daily trash removal services, mail and parcel delivery, and hotel pickup and delivery. One (1) trash removal truck, two (2) mail and parcel delivery trucks, and three (3) hotel pickup and delivery trucks will service the development on a daily basis.

Trucks making deliveries to the proposed development will utilize existing truck routes, such as New York Avenue, Massachusetts Avenue, K Street, and 7th Street, NW in order to access I Street and K Street, NW. Detailed truck turning maneuvers using AutoTURN are shown on Figure 9 and Figure 10 in the Appendix to this document.

In order to optimize the usage of the loading facilities, a loading management plan has been proposed. The goals of this plan are to minimize undesirable impacts to the neighborhood and hotel tenants, reduce conflicts between truck traffic using the loading facilities, and ensure smooth operation of the loading facilities through appropriate levels of management and scheduled operations. This will include a loading manager to coordinate operations among other details. The components of the loading management plan are as follows:

- Ensure the loading facilities are most efficiently used and no truck queuing or loading occurs curbside from 5th Street NW.
- Vendors and on-site tenants will be required to coordinate and schedule deliveries and a loading coordinator will be on duty during delivery hours.
- Trucks accessing the on-site loading space will be limited to a maximum of 30 feet in length.
- No more than one 30-foot truck will be allowed in the loading area.
- Deliveries will be scheduled such that the loading space's capacity is not exceeded. In the event that an unscheduled delivery vehicle arrives while the loading space is full, that driver will be directed to return at a later time when the loading space will be available so as to not impede the alley that passes adjacent to the loading space. Should a delivery arrive at a time where the loading space is unoccupied and no delivery is immediately scheduled, the driver may deliver at the loading space for a short period of time.
- Inbound and outbound truck maneuvers will be monitored to ensure that truck accessing the loading space does not block vehicular traffic along the alley due to the narrow width.
- Trucks using the loading space will not be allowed to idle and must follow all District guidelines for heavy vehicle operation including but not limited to DCMR 20 – Chapter 9, Section 900 (Engine Idling), the regulations set forth in

March 1, 2018

DDOT's Freight Management and Commercial Vehicle Operations document, and the primary access routes listed in the DDOT Truck and Bus Route System.

- The loading space operation will be limited to daytime hours of operation, with signage indicating these hours posted prominently at the loading space with notification also given to tenants. The loading space will be open seven days a week from 7am-7pm.

Transportation Demand Management

Transportation Demand Management (TDM) is the application of policies and strategies used to reduce travel demand or to redistribute demand to other times or spaces. TDM typically focuses on reducing the demand of single-occupancy private vehicles during peak period travel times or on shifting single-occupancy vehicular demand to off-peak periods. TDM's importance within the District is highlighted within section T-3.1 of the DC Comprehensive Plan, where it has its own dedicated section including TDM policies and actions.

Proposed TDM Plan

Based on the DDOT expectations for TDM programs, and analyzing the specific attributes of the development site, the following outlines the proposed TDM plan for the development.

On-Site Services

- The Applicant will establish a TDM marketing program that provides detailed transportation information to hotel guests at every step of the pre-reservation and reservation process, through check-in communicating what guests should expect with regards to parking and transportation. All information will emphasize and encourage alternative modes given the hotel's convenient location near Metrorail.
- The Applicant will provide hotel employees who wish to carpool with detailed carpooling information and will be referred to other carpool matching services sponsored by the Metropolitan Washington Council of Governments (MWCOG).
- The Applicant will install Transportation Information Center Displays (electronic screens) within the hotel lobbies containing information related to local transportation alternatives.

Bicycle Amenities

- The operator will encourage all alternative transportation modes including bicycling. Bicycling will be promoted for employees. Seven (7) long-term bicycle parking spaces will be available for employees and guests in a secure facility located in the hotel cellar. Two (2) short-term bicycle parking spaces will be placed around the perimeter of the hotel. These spaces will be provided at a rate that meet current requirements.

March 1, 2018

Conclusions

This memorandum presents the findings of a loading statement for the 923-927 5th Street, NW hotel development. The proposed development consists of a single hotel structure containing approximately 153 rooms. The following conclusions were made regarding the hotel development:

- The on-site valet parking and abundant supply of off-street parking options will adequately serve the project, particularly the site's location near several garages with overnight parking.
- The site's adequate access to transit, as well as improving bicycle and pedestrian facilities and other new development in the area results in a safe and effective environment for non-auto transportation access to the site.
- A loading management plan will be established to mitigate any potential effects on the local roadway network associated with the requested loading variance.
- A TDM plan for the development will include the implementation of on-site services and bicycle amenities.

APPENDIX

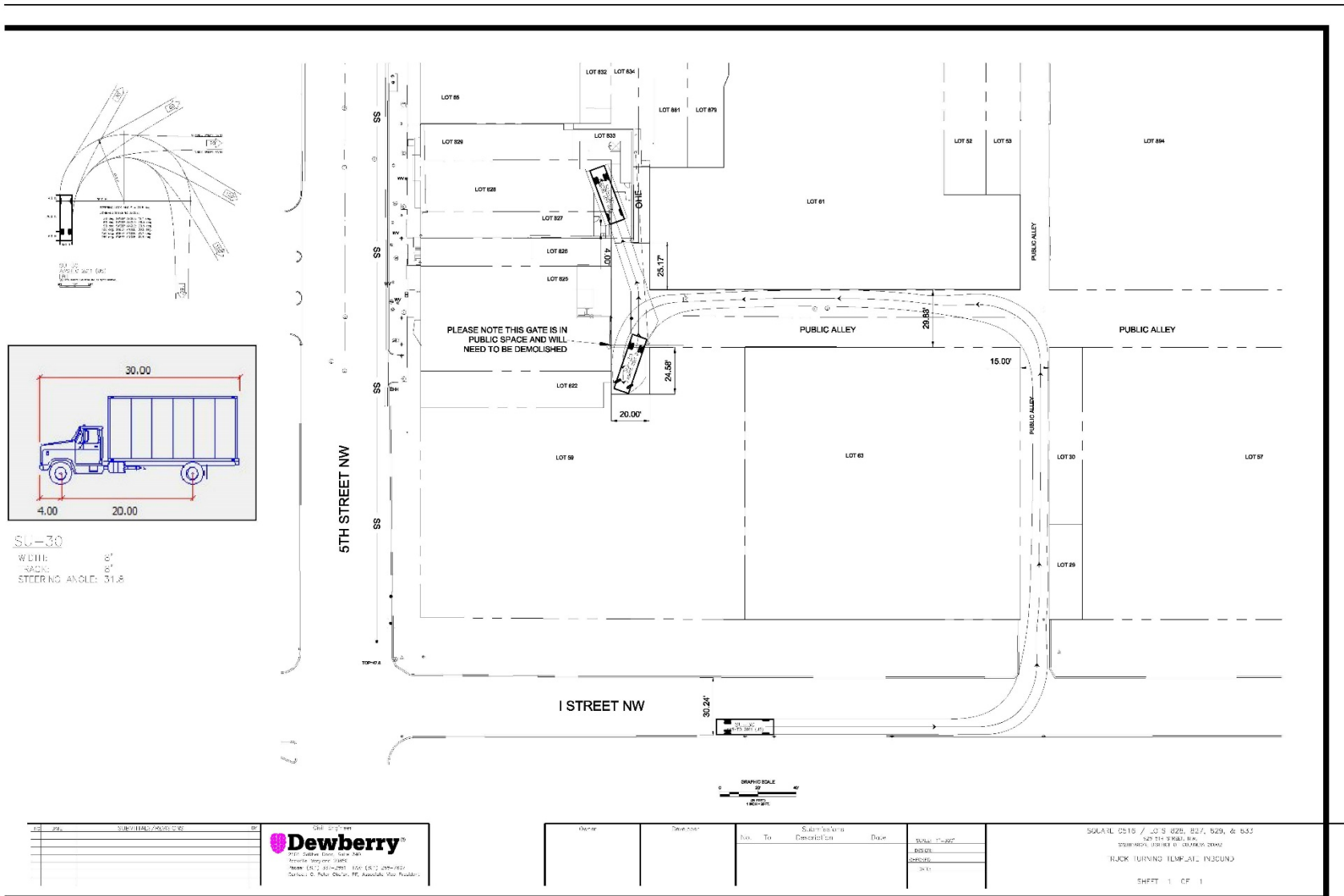


Figure 9: Inbound Truck Turning Maneuvers

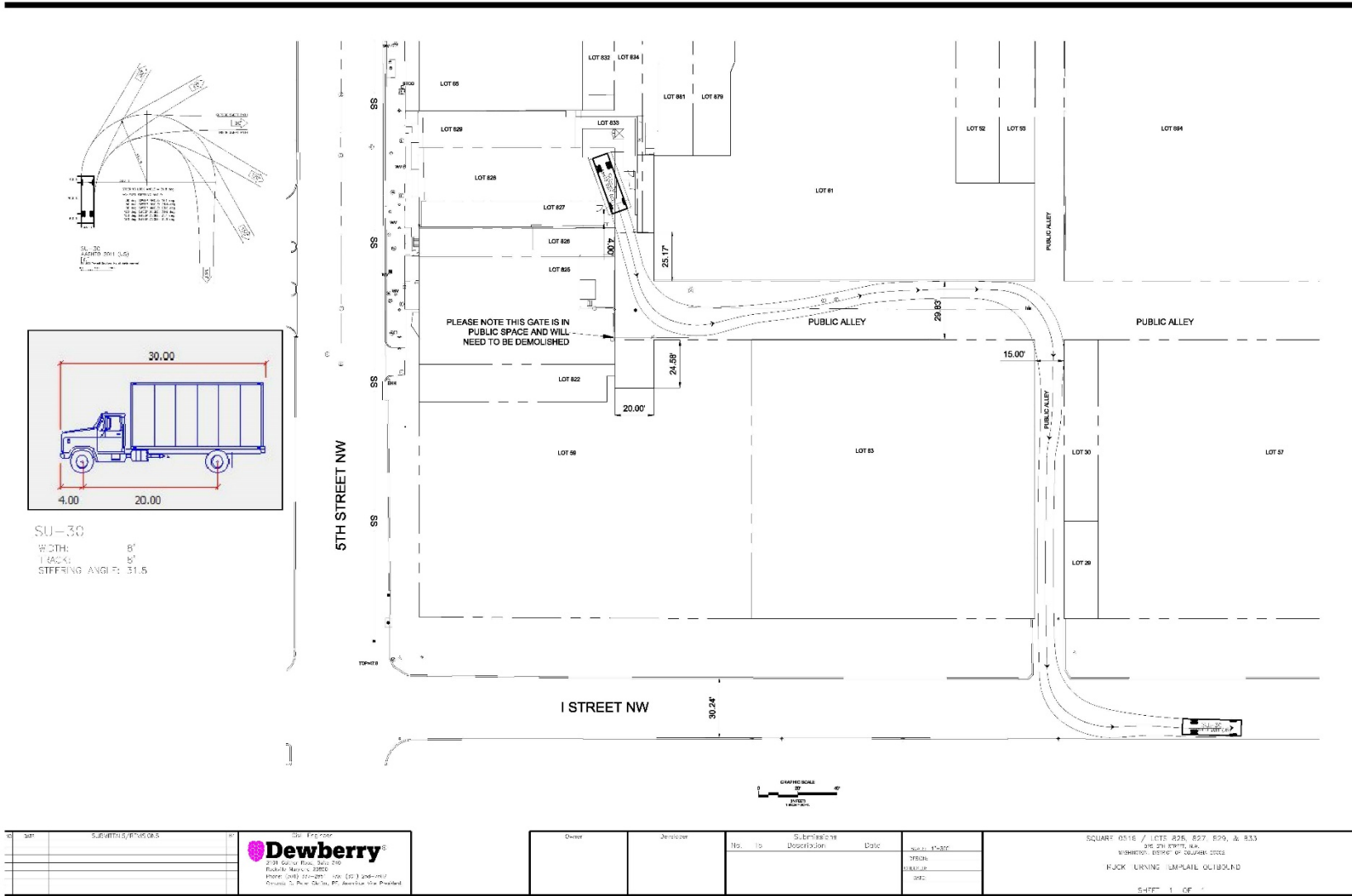


Figure 10: Outbound Truck Turning Maneuvers

EXHIBIT C



March 2, 2018

Donohoe Hospitality Services
c/o Mr. Thomas Penny
7101 Wisconsin Avenue, Suite 700
Bethesda, MD 20814

Mr. Penny,

As a follow-up to our meeting, I wanted to confirm that we would be agreeable to lease 14 parking spaces to support your valet needs at 923-927 5th Street, NW Washington, DC.

Please let me know if you have any questions regarding the above.

Thank you,

A handwritten signature in black ink, appearing to read "G. Warren", with a long horizontal flourish extending to the right.

Gareth P. Warren
Vice President
Mid-Atlantic Region
903-713-7702
gwarren@townepark.com

CC: Kline and Associates



MEMORANDUM OF UNDERSTANDING

To: Erwin N. Andres
Gorove/Slade Associates, Inc.
Washington, DC 20001

From: Ben Tesfaye
U Street Parking, Inc.
50 Rhode Island Ave NE,
Washington DC, 20002

Subject: Subject: 923-927 5th Street NW Hotel – Valet Parking and Shuttle Plan

INTRODUCTION

U Street Parking (USP) has been in business over the last 20 years in Washington DC and surrounding areas. USP specializes in Valet parking, Parking garage management and Transportation. UPS currently manages CityCenterDC, Dulles and Reagan Airport, DC USA garage, Marriott Hotel, Carlyle Suites Hotel and Comfort INN Hotel, just to name a few.

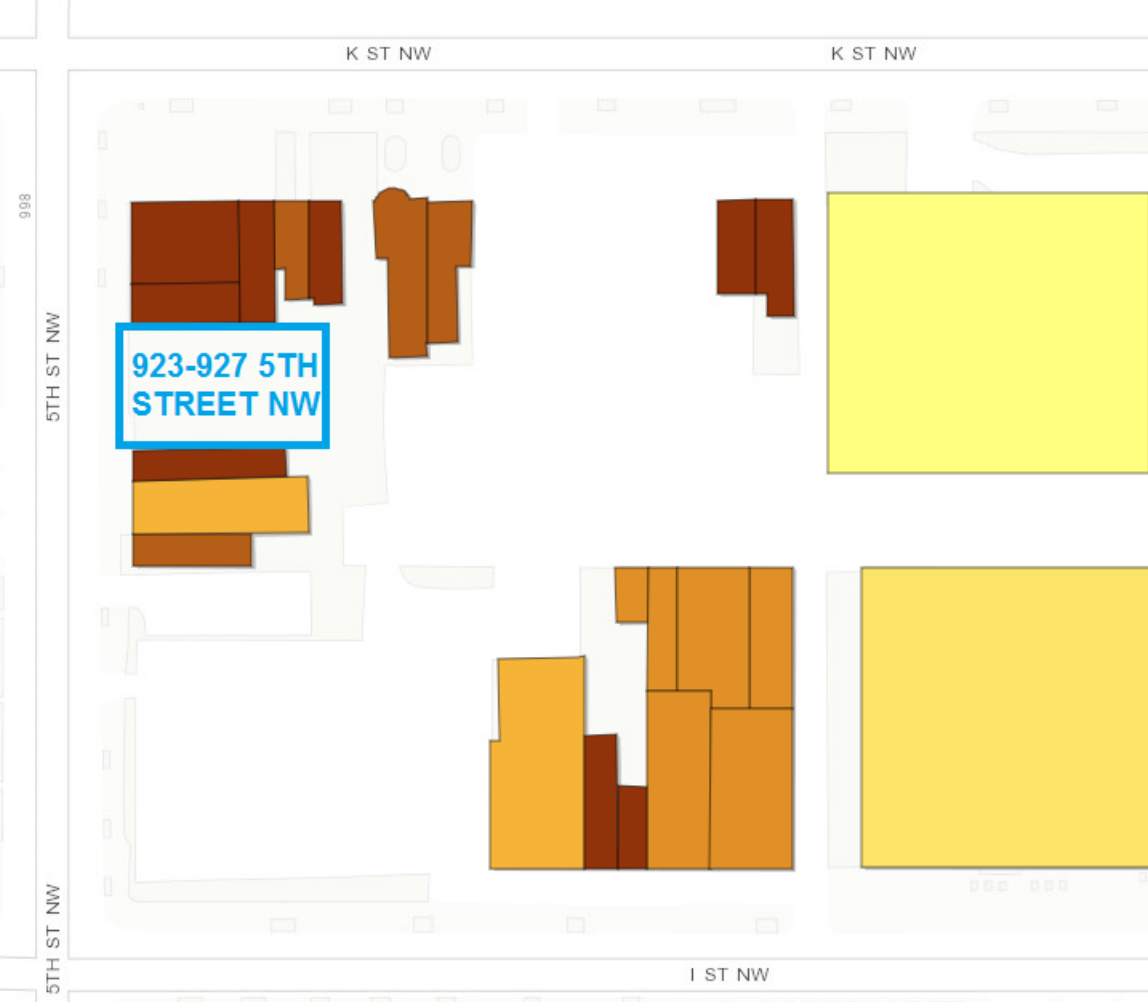
USP understands the parking demands and challenges for the proposed Hotel at 923-927 5th Street NW. USP's experience and its current portfolio of garages in the surrounding area makes it a great candidates to advise and assist with the hotel parking needs. Based on our experience, similar project will have an average need of 15 to 20 parking spaces. USP can provide these spaces with our valet parking services at the nearby CityVista Garage. USP agrees to provide and discuss further Parking plans and traffic management.

If you have any questions feel free to contact me.

Sincerely,

Ben Tesfaye
Director of Operations
50 Rhode Island Ave. #100
Washington, DC 20002
Office: 202-265-0010
Fax: 202-265-5007
www.ustreetparking.com

EXHIBIT D



Operational layers

- ▶ National Register of Historic Places
- ▶ Historic Landmarks
- ▶ Historical Data on DC Buildings
- ▶ Historic Districts
- ▶ DC_Subdivisions
- ▶ L'Enfant Plan Boundary
- ▶ Squares
- ▶ Wards
- ▶ Overview

EXHIBIT E



**THE GOVERNMENT OF THE DISTRICT OF COLUMBIA
District Department of Consumer and Regulatory Affairs**

**DECLARATION OF COVENANTS
For Openings on Property Lines**

THIS DECLARATION OF COVENANTS (the "**Declaration**") is made, entered into, and declared as of this 17 day of April, 2012, by 450K LLC (the "**Declarant**"), and its successors and assigns, for the benefit of the District of Columbia, a municipal corporation, and its successors and assigns (the "**District**").

RECITALS

A. The Declarant is the owner in fee simple of certain real property located in the District of Columbia known as Lot 61 in Square 516, with premises address of 450 K Street, NW, Washington, D.C. (the "**Property**"), as described in Exhibit A attached hereto.

B. Declarant intends to construct 13-story apartment building with ground-floor retail uses on unimproved Lot 61 (the "**New Building**"), consistent with the zoning relief granted by the Board of Zoning Adjustment in BZA Case No. 18216, and the drawings submitted to the BZA record, which were endorsed by the Historic Preservation Review Board in H.P.A. Case No. 11-143. As shown on the site plan attached hereto as Exhibit B, the New Building will be constructed to all its lot lines, herein referenced as the "**Improved Lot Lines**".

C. The Property is located adjacent to and abuts the certain real property to the west and north known as Lot 47 in Square 516 having a street address of 460 K Street, N.W., Washington, D.C. ("**Lot 47**"). Lot 47 is improved with a three-story brick building. The Property is also located adjacent to and abuts certain real property to the west and north having a street address of 462 K Street, N.W., Washington, D.C. and known for assessment and taxation purposes as Lot 881 ("**Lot 881**"). Lot 881 and Lot 47 are each improved with a three-story brick building, as shown on the plat attached as Exhibit B.

D. The Property is also located adjacent to and abuts certain real property to the east and north having a street address of 444 K Street, N.W., Washington, D.C., and known as Lot 52 ("**Lot 52**"). The Property is also located adjacent to certain real property to the east and north having a street address of 446 K Street, N.W., Washington, D.C., known as Lot 53 ("**Lot 53**"). Lot 52 and Lot 53 are each improved with a two-story brick building, as shown on the plat attached as Exhibit B.

E. Lot 47, Lot 881, Lot 52 and Lot 53 are collectively referred to as the "**Adjacent Properties**" and the improvements on Lot 47, Lot 881, Lot 52 and Lot 43 are collectively referred to as the "**Adjacent Buildings**".

G. Declarant proposes to construct window openings: (i) in the east elevation of the New Building at the west property line of Lot 52; (ii) in the north elevation of the New Building

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at the south property lines of Lot 52 and Lot 53; (iii) in the west elevation of the New Building at the east property line of Lot 47; and (iv) in the west elevation of New Building at the east property line of Lot 881, along the "dog-leg" portion of the lot that extends south to the alley at the interior of Square 516 (collectively, the "Openings"). The Openings will be located a minimum of three feet above the construction on the Adjacent Properties.

E. The Openings for the New Building are governed by section 704.8.3.4 of the ICC International Building Code/2006, as amended by section 106.6.2 of the D.C. Building Code Supplement/2008 (12A DCMR), effective December 26, 2008 (55 D.C. Reg. 13094) (collectively with any successor code or regulation thereto, the "Building Code"), which in certain circumstances permits openings up to the maximum of forty-five percent (45%), story for story for each wall. Pursuant to section 704.8.3.4 of the Building Code, the Openings in the New Building along the Improved Lot Lines are permitted to be a maximum of forty-five (45) percent. As shown on the Opening Location Plan at Exhibit C, the Openings comply with the required maximums under the Building Code.

H. Pursuant to Building Code, the District of Columbia Department of Consumer and Regulatory Affairs requires a property owner to record a covenant among the Land Records of the District of Columbia (the "Land Records") for any openings on an exterior building wall closer than five feet from interior lot lines on the Property. The purpose of the covenant is to ensure that the minimum requirements of the Building Code will be maintained for as long as that building exists, and to ensure responsibility for the maintenance of that condition will be conveyed to any future party in interest of that property. Section 704.8.3.6 of the Building Code requires that a covenant be recorded among the Land Records where the walls between two abutting buildings have fire separation of a distance of ten (10) feet or less pursuant to sections 704.8.3.1 through 704.8.3.4 of the Building Code.

J. Declarant, by this Declaration, desires to make this covenant and record it among the Land Records regarding the Openings.

NOW, THEREFORE, for and in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Declarant covenants and agrees that the Property is and shall be held, transferred, sold, conveyed and occupied subject to the covenants, easements, conditions, restrictions and provisions hereinafter set forth.

1. The foregoing Recitals and attached exhibits are all hereby incorporated in and made a part of this Declaration to the same extent as if herein set forth in full, provided however, that said Recitals shall not be deemed to modify the express provisions hereinafter set forth.

2. Declarant shall perform all renovation, construction, and installation of the Openings in such a manner as to comply with the Building Code and in strict accordance with the Openings Location Plan (Exhibit C).

3. This Declaration shall be maintained for as long as the Openings shall exist and these covenants hereby ensure that responsibility for the maintenance of these covenants will be

conveyed to any future owners of the Property and shall not be modified without the prior written consent of the District. At such time as the Openings are no longer required, pursuant to the Building Code, or are otherwise amended or closed, this Declaration may be extinguished with the written consent of the Declarant and the District by a document approved for form and legal sufficiency by the OAG, to be recorded among the Land Records, with such consent by the District not to be unreasonably withheld.

4. All work and maintenance contemplated hereby shall be performed at the sole cost and expense of the Declarant (or its successors and assigns) and at no expense to the District. Any repairs or modifications shall be made at the expense of the Declarant and at no expense to the District.

5. Declarant shall save harmless and indemnify the District from and against all claims, demands, suits, costs, judgments, damages, charges and decrees to which the District may be subjected at any time because of any injuries to persons or damage to the New Building which may result from, be due to, arise out of or be in any way connected with, the construction, existence, modifications, and removal of the openings on the lot lines; and from and against any injuries or damage that may result from, be due to, arise out of, or be in any way connected with the operation, maintenance, repair, removal or reconstruction of said openings on the lot lines.

6. Should any future construction on any of the Adjacent Properties reduce the fire separation distance between New Building and any of the Adjacent Buildings to less than ten (10) feet, the Declarant agrees to make promptly any necessary changes to maintain the New Building's compliance with section 704.8.3.5 of the Building Code.

7. Should the Declarant fail to maintain the fire separation distance pursuant to the terms hereof, the District may cause the necessary work to be done in the interest of safety and the welfare of the public in accordance with D.C. Official Code §§ 6-801 through 6-805, and the Declarant shall be liable to the District for all costs incurred by the District in having the fire separation distance restored.

8. The provisions of this Declaration shall be deemed warranties by the Declarant and covenants running with the land and shall bind and inure to the benefit of the Declarant, their respective heirs, successors and/or assigns, and the District. When the Declarant ceases to own an interest in the Property, the rights, warranties, and obligations under this Declaration shall become the rights, warranties, and obligations of the successor-in-ownership and interest as to the Property.

9. This Declaration does not create any rights for the benefit of any person, persons, entity or entities not herein expressly made a beneficiary of this Declaration, and the rights and privileges created hereby shall only run to the beneficiary named herein and their successors in interest.

10. The Declarant shall insure that all prior liens recorded against the Property are subordinate to this Declaration.

11. This Declaration shall be governed in accordance with the laws of the District of Columbia (without resort to the choice of law rules thereof).

12. This Declaration may be executed in one or more counterparts, which counterparts, when taken together, shall constitute a single, binding instrument.

13. The Declarant shall, at its cost and expense, properly record this Declaration with the Recorder of Deeds and furnish the District's Department of Consumer and Regulatory Affairs and Office of the Attorney General with a copy of this Declaration, certified by the Recorder of Deeds as a true copy of the recorded instrument.

[signature pages follow]


IN WITNESS WHEREOF, 450K LLC, as fee simple owner of 450 K Street, N.W., Washington, D.C., has, as of the day and year first above written, executed this Declaration of Covenants.

450K LLC,
a Delaware limited liability company

By: 450 K JV LLC,
a Delaware limited liability company,
Its Sole Member

By: KI 450 K LLC,
a Delaware limited liability company,
Its Managing Member

By: Kettler, Inc.,
Its Manager

By: 
Name: Andrew Buchanan
Title: President

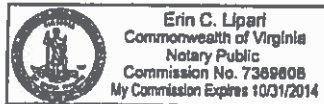
COMMONWEALTH OF VIRGINIA,

COUNTY OF FAIRFAX, to wit:

I, Erin C. Lipari, a Notary Public in and for the Commonwealth of Virginia, do hereby certify that Andrew Buchanan personally well known (or satisfactorily proven) to me to be the person whose name is subscribed to the foregoing and annexed Declaration of Covenants, who, being by me first duly sworn, did depose and state that he is President of Kettler, Inc., Manager of KI 450K LLC, Managing Member of 450K JV LLC, Sole Member of 450K LLC, which entity is the granting party in the foregoing and annexed Declaration of Covenants and that he, being duly authorized so to do, executed said Declaration of Covenants on behalf of said entity and acknowledged the same as its free act and deed for the uses and purposes therein contained.


Notary Public

My Commission Expires: 10/31/2014
Registration No.: 7369608
[NOTARIAL SEAL]



APPROVED AS TO LEGAL SUFFICIENCY:

District of Columbia Office of the Attorney General
Real Estate Section

By: [Signature]
Assistant Attorney General
Date: 5/18/12

APPROVED AS TO TECHNICAL SUFFICIENCY:

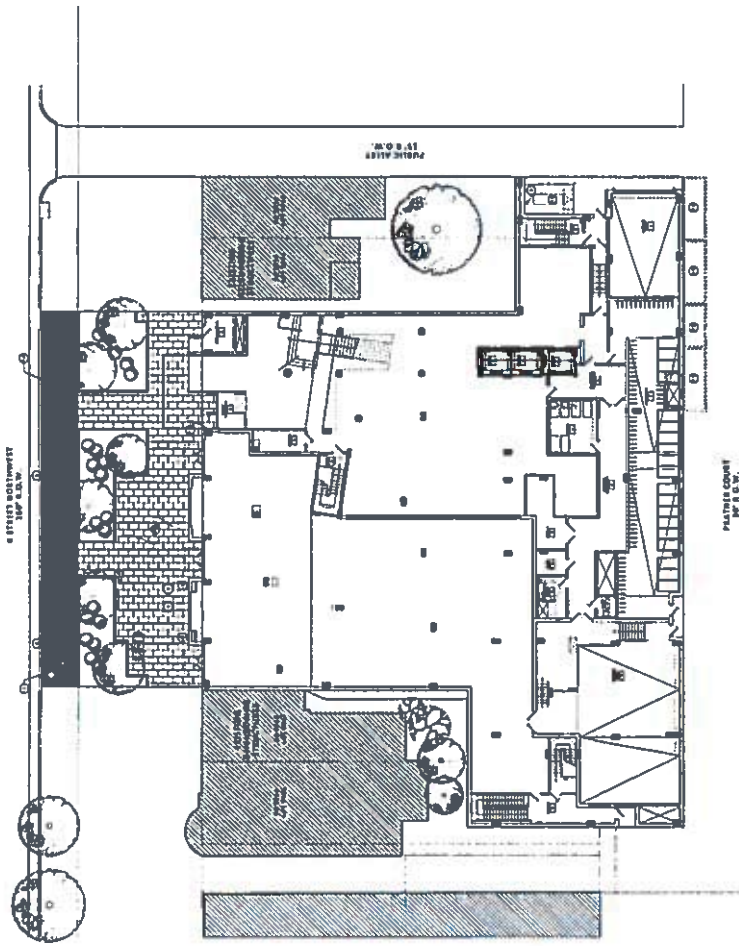
District of Columbia
District Department of Consumer and Regulatory Affairs

By: Robert Chey
Print Name: [Signature]
Title: Chief - str. section
Date: 6/29/12

EXHIBIT A
LEGAL DESCRIPTION

All that piece or parcel of land, together with the improvements, rights, privileges and appurtenances to the same belonging, situate in the District of Columbia, described as follows, to wit: Lot numbered 61 in Square numbered 516 in a subdivision made by East End Development Limited Partnership, as per plat recorded in Liber 181 at folio 162 in the Office of the Surveyor for the District of Columbia.

AND BEING the same property conveyed to Jemai's K Street Lot L.L.C., from East End Development Limited Partnership, a District of Columbia limited partnership, by Deed dated September 25, 1997, and recorded October 17, 1997, as Instrument No. 9700067429, in the Office of the Recorder of Deeds for the District of Columbia.



KEYNOTES

- 1. SEE EXISTING CONDITIONS
- 2. SEE EXISTING CONDITIONS
- 3. SEE EXISTING CONDITIONS
- 4. SEE EXISTING CONDITIONS
- 5. SEE EXISTING CONDITIONS
- 6. SEE EXISTING CONDITIONS
- 7. SEE EXISTING CONDITIONS
- 8. SEE EXISTING CONDITIONS
- 9. SEE EXISTING CONDITIONS
- 10. SEE EXISTING CONDITIONS

GENERAL NOTES

- 1. ALL WORK SHALL BE IN ACCORDANCE WITH THE LATEST EDITIONS OF THE BUILDING CODES AND SPECIFICATIONS.
- 2. ALL MATERIALS SHALL BE OF THE BEST QUALITY AVAILABLE.
- 3. ALL WORK SHALL BE COMPLETED WITHIN THE SPECIFIED TIME FRAME.
- 4. ALL WORK SHALL BE SUBJECT TO INSPECTION AND APPROVAL BY THE LOCAL AUTHORITY.

LEGEND

- 1. EXISTING WALL
- 2. EXISTING DOOR
- 3. EXISTING WINDOW
- 4. EXISTING STAIR
- 5. EXISTING ELEVATOR
- 6. EXISTING PLUMBING
- 7. EXISTING ELECTRICAL
- 8. EXISTING MECHANICAL
- 9. EXISTING STRUCTURE
- 10. EXISTING LANDSCAPE

EXHIBIT C
Openings Location Plan
[Appended]

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Filed & Recorded in Official Records of
WASH DC RECORDER OF DEEDS IDA WILLIAMS

11145980-2

**RECORDING
SURCHARGE**

\$
\$ 25.00
6.50

Holland & Knight, LLP
Carolyn Brown
2099 Pennsy. Ave NW - Suite 100
Wash DC 20006

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EXHIBIT F

**FIGURE I § 612(a): ILLUSTRATION OF THE MOUNT VERNON TRIANGLE
PRINCIPAL INTERSECTION SUB-AREA CORNERS AND MODULES**

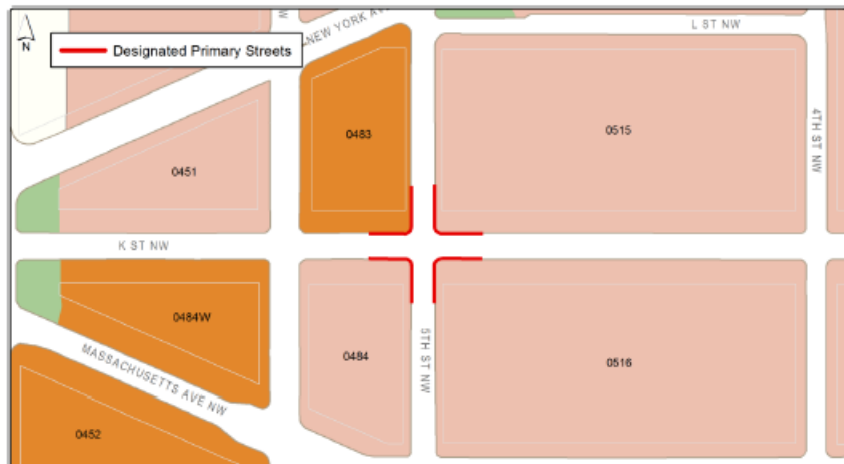
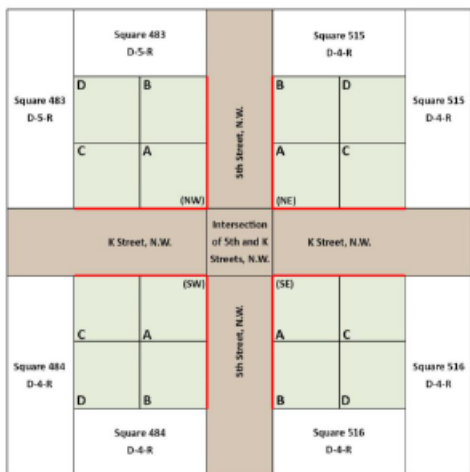


FIGURE I § 612(b): ILLUSTRATION OF THE MOUNT VERNON TRIANGLE



PRINCIPAL INTERSECTION AREA CORNERS AND MODULES