



**AMENDED SUMMARY TERM SHEET**

McMillan Redevelopment Project

February 12, 2009

The following terms outline the general terms upon which Vision McMillan Partners, a limited liability company ("VMP") and the Government of the District of Columbia (the "District") wish to proceed with negotiating a Land Disposition Agreement ("LDA") with respect to the redevelopment of the 25-acre McMillan Sand Filtration Site in Northwest Washington, DC. The parties acknowledge that VMP and the District entered into a summary term sheet dated December 20, 2007 ("**Original Summary Term Sheet**") with respect to the proposed development of the foregoing property and that it is the intention of the parties that this Amended Summary Term Sheet ("**Amended Summary Term Sheet**") shall amend and redefine the Original Summary Term such that this Amended Summary Term Sheet shall supercede in its entirety the Original Summary Term Sheet.

**THE DISTRICT:** The District is acting by and through the Office of the Deputy Mayor for Planning and Economic Development ("**ODMPED**").

**VMP:**

- VMP includes the following member companies (the "**VMP Development Team Members**") (See **Exhibit A**):
  1. EYA, LLC (EYA)
  2. The Jair Lynch Companies (JLC)/MacFarlane Partners (MacFarlane)
  3. Urban Service Systems Corporation (USSC)/Smoot Construction (Smoot)
  4. The Alexander Company (Alexander)
  5. Street Sense
- VMP will be managed by EYA or a partnership or limited liability company in which the principals of this company are directly, or through the ownership of a corporation, the managing member. VMP may choose to include additional members in VMP, provided that the management of EYA in VMP shall not be modified without the consent of ODMPED.

**PROPERTY:** The 25-acre McMillan Sand Filtration Site, bounded by North Capital Street NW, Channing Street NW, First Street NW, and Michigan Avenue NW in the District of Columbia (the "**Property**").

**THE PROJECT:** Through the coordination of a sequence of planning, financing, development and construction activities, the redevelopment of the Property (the "**Project**") will include both the 1) land development and the 2) construction of vertical improvements on the Property by vertical component developers. The land development will result in a number of entitled, ready-to-build pad and super pad sites serviced by backbone common infrastructure, including streets, utilities, lighting and common

Government of the District of Columbia



Office of the Deputy Mayor for Planning and Economic Development

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- The District will be entitled to a percentage of the sales proceeds of the market rate, for-sale vertical residential improvements (including condominiums and townhomes), developed by VMP Development Team Members, above agreed upon sales values. The specific values and percentages will be set forth in the LDA.

**LOCAL, SMALL AND  
DISADVANTAGED  
BUSINESS ENTERPRISES:**

- Equity and Management Participation: VMP represents that no less than 20% of the equity capital invested into the Project will be invested by LSDBE firms in compliance with D.C. Official Code §§ D.C. Official Code §§ 2-217.01 (2007) *et seq.* VMP Development Team Members include at least three LSDBE firms: Smoot, USSC and JLC. Smoot and USSC will contribute 15% of the equity capital structure. The equity investments of Smoot and USSC will entitle them to 15% of the equity value created by the Project, in accord with current DSLBD policy at the time of LDA execution. JLC will contribute 15% of the equity capital structure. JLC's equity contribution will entitle it to 15% of the equity value created by the Project, in accord with current DSLBD policy at the time of LDA execution. The equity investments of Smoot, USSC and JLC will entitle each entity to proportionate levels of management participation in VMP, although EYA will be the Managing Member as stated above. VMP also represents that the listed LSDBE equity investors will not have their equity and/or management interests diluted under any circumstances, except in the event of a default by any such equity investor.

**CERTIFIED BUSINESS  
ENTERPRISES:**

- CBE Agreement: VMP shall enter into an agreement (“**CBE Agreement**”) with the District of Columbia Department of Small and Local Business Development (DSLBD) and a First Source Agreement with the Department of Employment Services (DOES) for all services procurement activities in connection to the Project.
- Subcontracting: Qualified CBE firms will be awarded contracting opportunities equivalent to the value of at least 35% of the appropriate portions of the Budget. Vertical component developers must agree with CBE and all other such agreements.

**AFFORDABLE AND  
WORKFORCE HOUSING:**

- VMP recognizes that mixed-income housing is a critical District public policy objective for the Property. The LDA shall contain AWH program guidelines for the residential components of the development, affordability guidelines, and income levels for the residential component of the development. Because a chief objective of the

Government of the District of Columbia



Office of the Deputy Mayor for Planning and Economic Development

Exhibit A

Vision McMillan Partners Development Team Members

#	Company	Role	LSDBE Firm	Form of Equity	% Equity
1	EYA, LLC	Managing Member, Lead Investor, Lead Developer		cash	56%
2	The Jair Lynch Companies/MacFarlane Partners (LSDBE entity)	Community Outreach Specialist/Equity Investor	LSDBE	cash	15%
3	Smoot Construction	Equity Investor	LSDBE	cash	7.5%
4	Urban Services System Corporation	Equity Investor	LSDBE	cash	7.5%
5	The Alexander Company	Historic Preservation Developer		in-kind services	9%
6	StreetSense	Mixed-Use, Retail Consultant/Developer		in-kind services	5%
					100%



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### CBE Certified Contractors

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The Department of Small and Local Business Development maintains a database of all certified local, small, and disadvantaged business enterprises. The database is updated on a monthly basis, and includes CBE contact information, business description, and NIGP code. Search the database alphabetically by typing the first letter of the business name, or use the advanced search engine by entering the desired search criteria in the following boxes, then selecting the "Search" button.

Business Name:  Quadrant:

Ward:  Other Certifications:

Certification Expiration Date:  :Month  :Year CBE Status:

Bonding Limit:

Primary Business Services:

No records found

Business Address Phone

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Business Name:

Ward:

Certification Expiration Date:  :Month  :Year

Primary Business Services:

Quadrant:

Other Certifications:

CBE Status:

Bonding Limit:

No records found

Business

Address

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## Business Certification Information Report as of Friday, May 02, 2014

The information in this report is only valid as of the date above. This listing is dynamic with new companies being added and existing companies expiring on a regular basis.

### Lynch Development Advisors, LLC

**Description:** Lynch Development Advisors, LLC is a real estate services firm providing fee development management and consulting services with a specialization in urban land redevelopment, affordable housing, commercial, educational, healthcare, recreational and cultural/entertainment facilities.

**Principal Owner:** LDP Holdings, LLC

**Contact Name:** Jair Lynch

**Address:** 1508 U STREET NW, WASHINGTON, DC 20009

**Phone:** (202) 462-1092

**Fax:**

**Email:** tjb@jairlynch.com

**Website URL:**

**Date Established:** 3/26/2008

**Organization Type:** Limited Liability Company

**Ward:** 2

#### Certification Information

**Expire:** 4/9/2016

**CBE Number:** LSDR66246042016

**Preference Points:** 12 (2 for LBE; 3 for SBE; 2 for DBE; 5 for ROB)

#### NIGP Codes

Code	Description
578-63-00	Real Estate: Land and Improvements
918-89-00	Real Estate/Land Consulting (Including Land Survey Consulting)
998-84-00	Real Estate (Incl. Buildings, Houses, Land, etc)

#### Trade Divisions

Trade	Division	Code	Sub-Division Description
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#### Activity Information

Type	Percentage of diversity
Consultant/Professional Service Provider	100%

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DEPARTMENT OF CONSUMER & REGULATORY AFFAIRS  
District of Columbia Government  
Corporations Division

Form BRA-29: Version 3, June 2011  
Two-Year Report for Domestic & Foreign Limited Liability Company

	Year of Filing:	2011
	File Number:	L37563
Use this form to file a two-year report for a domestic or foreign LLC.	Date of Filing:	06-08-2011
E-Mail:	Filing Fee:	\$165.00

1. Entity Name.  
VISION MCMILLAN PARTNERS, LLC

2. Organized under the laws of which state or country.  
DISTRICT OF COLUMBIA

3. Name of Registered Agent and address of registered office in DC.  
LEROY EAKIN, III; 5060 MILLWOOD LANE NW; WASHINGTON DC 20016

4. Address of principal office in the state of formation.  
4800 HAMPDEN LANE, #300, BETHESDA MD 20814

5. List all company's managers and members (attach list if needed).

TITLE	NAME	ADDRESS
SEE ATTACHED		

FOR FOREIGN LLCs ANSWER 6-8

6. Date Organized 09-25-2008	7. Term of existence authorized Perpetual	8. Is LLC in good standing in state / country where it is organized? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
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9. Select company representative executing this form. <input type="checkbox"/> Manager <input type="checkbox"/> Member <input checked="" type="checkbox"/> Authorized Person	10. Signature 
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If you sign anywhere on this Form, you agree that you understand that anyone who makes a false statement anywhere on it can be punished by criminal penalties of a fine up to \$1000, imprisonment up to 180 days, or both, under DCOC § 22-2405.

Mail all forms and required payment to:  
Department of Consumer and Regulatory Affairs  
Corporations Division  
PO Box 92300  
Washington, DC 20090  
Phone: (202) 442-4400

10/20/2011

# Vision McMillan Partners, LLC

Registered Agent:

Leroy Eakin, III

## Members

McMillan Associates LLC	Member
TC Midatlantic Development IV, Inc.	Member
LDP McMillan Land Acquirer, LLC	Member

## Managers:

Robert Youngentob	Manager
Adam Weers	Manager
Jair K. Lynch	Manager
Aakash Thakkar	Manager
T. Christopher Roth	Manager
R. Mark Taylor	Manager



Two-Year **Report for** Foreign Limited Liability Company

**Due:** June 15th 2011

**Year of Filing:** 2011

**Filing Fee:** \$247.50

**1) Name of Entity:**

LDP MCMILLAN LAND ACQUIRER, LLC

**2) Organized Under:** DE, NotSet

**3) Foreign Corporation:**

DE, NotSet

**4) Registered Agent Name:** C T CORPORATION SYSTEM

**5) Registered Agent Address:**

1015 15th St NW  
Suite 1000  
Washington, DC, 20005

**6) Brief Statement of business or affairs conducted in the District of Columbia can be found on additional page(s):**

**7) Principle Business Location:**

1508 U St NW  
Washington, DC, 20009

**8) Name and address of Directors/Officers/Managers on next page:**

**9) Name and address of person executing this report.**

10) Foreign Date Organized: 06/18/2010

11) Term of Existence Authorized: Perpetual

12) Good Standing in State in which Organized:

13) Aggregate number of shares for the corporation:

Designation	No. of Shares	Value
Common		
Preferred		
Other		
Totals		

Items 14 - 19 Pertain only to Cooperative Associations.

14) Amount and nature of capital:

Type	Amount
Authorized	
Subscribed	
Paid-in	

15) Shareholders:

Action	Number
Admitted During Year	
Withdrawn During Year	
Total Now	

16) Shares:

Shares	Amount
Capitol Return Rate Paid	
Par Value Per Share	
Total Par Value	

17) Financial:

Receipts	
Expenditures	
Liabilities	
Assets	

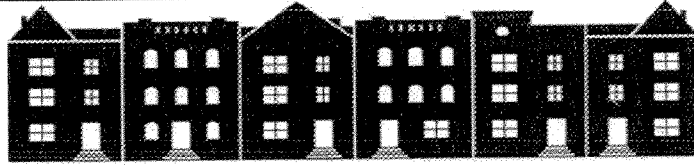
**18)Members:**

<b>Admitted During Year</b>	
<b>Withdrawn During Year</b>	
<b>Total</b>	
<b>Total Membership Fees</b>	

**19)Operations Closing Date:**

LDP Acquisitions LLC (Organizer)  
1508 U St NW  
Washington, District of Columbia, 20009

LDP Acquisitions LLC (Organizer)  
1508 U St NW  
Washington, DC, 20009



DEPARTMENT OF CONSUMER & REGULATORY AFFAIRS  
**District of Columbia Government**  
Corporations Division

**Two-Year Report for Domestic & Foreign Filing Entity**

**Year of Filing:** 2013

**File Number:** L50697

**Date of Filing:** 3/11/2013 11:48 AM

**Filing Fee:** \$300.00

**First:** Entity Name:  
LDP MCMILLAN LAND ACQUIRER LLC

**Second:** Organized under the laws of which state or country:  
Delaware, United States

**Third:** Address of principal office:  
1508 U St NW  
Washington, District of Columbia 20009

**Fourth:** Name of Registered Agent and address of registered office in DC:  
C T CORPORATION SYSTEM  
1015 15th St NW  
Suite 1000  
Washington, District of Columbia 20005

**Fifth:** Brief statement of business affairs conducted in DC:  
Other  
Real Estate Investments

**Sixth:** List all entity governors (attach list if needed):

Name	Address
Jair K Lynch	1508 U Street, NW, Washington, District of Columbia 20009

**Seventh:** Is foreign filing entity in good standing in state / country where it is organized? Yes

**Eighth:** Name of the Governor or Authorized Person:  
No information provided.

**If you sign this form you agree that anyone who makes a false statement can be punished by criminal penalties of a fine up to \$1000, imprisonment up to 180 days, or both, under DCOC § 22-2405;**

E-Signed