

To: Ranger Properties & MOB Hotel

From: EDENS

Date: 11/7/16

Subject: Square 3587, Lots 0827, 0828, 7012 and 7013

This memorandum is to confirm that EDENS will provide EAJ 400 Florida Avenue, LLC (the Applicant in Zoning Commission Case No. 16-10 seeking approval of a mixed-use hotel and residential project at Lots 4, 25, and 803 in Square 3588) with off-street parking in EDENS' project located at Square 3587, Lots 0827, 0828, 7012 and 7013, which underground garage and building is currently under construction and is currently part of Lots 0827, 0828, 7012 and 7013, under the following terms.

Off-Street Parking. 1250 4th ST. (EDENS) , LLC, a South Carolina limited liability company ("**Edens Parking**"), an affiliate of Seller, is the current owner of Square 3587, Lots 0827, 0828, 7012 and 7013 within the District of Columbia . A portion of Square 3587, Lots 0827, 0828, 7012 and 7013 is intended to be developed as a retail parking garage ("**Retail Garage**") for the retail components of Square 3587, Lots 0827, 0828, 7012 and 7013, which Retail Garage would include a certain number of parking spaces for public daily parking and public monthly parking. At Closing, Seller will cause Edens Parking to record a covenant against the land area comprising the Retail Garage that will provide that (i) there will be a minimum of 20 parking spaces in such Retail Garage ("**Monthly Parking Spaces**") that would be made available for license to the owner of the Residential Component under monthly parking contracts for reserved parking at competitive rates and terms comparable to terms upon which monthly parking spaces are then made available in other public parking garages operating in first class, residential -mixed use projects in the District of Columbia , and which the owner of the Residential Component may sublicense to residential occupants of the Residential Component; and (ii) there will be a minimum of 30 parking spaces for hourly or daily parking that would be made available on a non-exclusive basis for license to hotel guests of the Hotel Component and/or the public generally at competitive rates and terms comparable (and generally open to the public on a 24 hour basis) to terms upon which hourly or daily parking spaces are then made available in other public parking garages operating in first class, residential-mixed use projects in the District of Columbia. Nothing herein shall obligate the owner of the Retail Garage to repair or restore any such garage upon any casualty or condemnation. The Owner of the Retail Garage may temporarily restrict exercise of the above easement rights during periods of construction, repair, maintenance and redevelopment and shall have the right to relocate such spaces from time to time. In the event that at the time the Hotel Component and/or Residential Component first opens the Retail

Garage does not then exist on Square 3587, Lots 0827, 0828, 7012 and 7013, then Seller will exercise best efforts to cooperate with Purchaser to identify a total of 50 temporary parking spaces in a convenient, safe alternative location within the Union Market Area with reasonable proximity of the Project (20 of which would be available for monthly parking licenses, and 30 of which spaces would be available for hourly or daily parking licenses) and otherwise upon the same terms as provided for above with respect to the Retail Garage.