Second Amendment to Property Disposition Agreement

THIS SECOND AMENDMENT ("**Amendment**"), made as of the 24 day of May, 2010, is entered into by and between **THE DISTRICT OF COLUMBIA**, a municipal corporation, acting by and through the Department of Housing and Community Development (the "**District**") and **MANNA, INC.**, a District of Columbia nonprofit corporation ("**Developer**").

WHEREAS, the District and Developer entered into that certain Property Disposition Agreement ("**Agreement**"), dated March 4, 2009, as amended, for those certain parcels of real property located in Washington, D.C. and identified and described on **Exhibit A** attached hereto and incorporated herein; and

WHEREAS, the District and Developer now wish to amend certain terms of the Agreement.

NOW THEREFORE, for good and valuable consideration, the sufficiency of which is hereby acknowledged, the District and Developer agree to amend the Agreement as follows:

1. All capitalized terms not defined herein shall have the same meaning as those defined in the Agreement.

2. R -1 is hereby deleted in its entirety and replaced with the following:

   "District owns certain parcels of real property located in Washington, D.C. with the following addresses: 1840 Kendall Street, NE (Sq. 4048, Lot 0013), Kendall Street, NE (Sq. 4048, Lot 0802) (collectively, "**Phase 1**"); 1849 Kendall Street, NE (Sq. 4047, Lot 0053) ("**Phase 2**"); Capitol Avenue, NE (Sq. 4044, Lot 0017), Capitol Avenue, NE (Sq. 4044, Lot 0018) (collectively, "**Phase 3**"); and Capitol Avenue, NE (Sq. 4045, Lot 0804), Capitol Avenue, NE (Sq. 4045, Lot 0811), 1927 Capitol Avenue, NE (Sq. 4045, Lot 0814), Capitol Avenue, NE (Sq. 4045, Lot 0815) (collectively, "**Phase 4**"), which are further identified and described on **Exhibit A** attached hereto and incorporated herein (Phase 1, Phase 2, Phase 3 and Phase 4 are collectively, the "**Property**")."

3. Section 2.3.1(a) shall be revised to include the following paragraph:

   "Developer and Developer's Agents shall also have the right to enter Phase 3 and Phase 4 for the purpose of conducting construction staging for Phase 1 and Phase 2 ("**Staging Work**"). Developer and Developer's Agents may store equipment on Phase 3 and Phase 4 during Staging Work; provided, however, that Developer and Developer's Agents shall be solely responsible

for securing such equipment on Phase 3 and Phase 4 and District shall not be liable for any theft or damage to any equipment stored on the Property. In the conduct of work undertaken herein, Developer shall exercise all normal and reasonable safety precautions and shall maintain all work areas on Phase 3 and Phase 4 in a clean and presentable manner. Developer and Developer's Agents shall be obligated to minimize and control any and all emission of Hazardous Materials related to the Staging Work and all related activities. At the conclusion of the Staging Work, Developer shall restore Phase 3 and Phase 4 to a condition deemed to be safe by District, in its sole and absolute discretion."

4. Exhibit H, Schedule of Affordable Units is hereby deleted in its entirety and replaced with **Exhibit B**, attached hereto and incorporated herein.

5. All other terms and conditions in the Agreement remain in full force and effect.

6. This Amendment may be executed in any number of counterparts, each of which shall be deemed to be an original, and all of such counterparts shall constitute one amendment. Execution and delivery of this Amendment by facsimile or email shall be sufficient for all purposes and shall be binding on all parties.

(Remainder of Page Intentionally Blank)

(Signature Page of Amendment)

IN WITNESS WHEREOF, the parties have signed this Amendment this 24 day of May, 2010.

DISTRICT:

Approved for legal sufficiency:

By: _____
Name: Lauren J. Buckner
Title: Assistant Attorney General for the Office of the Attorney General for the District of Columbia

DISTRICT OF COLUMBIA
Acting by and through the Department of Housing and Community Development

By: _____
Name: Leila Finucane Edmonds
Title: Director, Department of Housing and Community Development

DEVELOPER:

MANNA, INC., a District of Columbia nonprofit corporation

By: _____
Name: George Rothman
Title: President

EXHIBIT A

Legal Description

Capitol Avenue, NE

Lot 17 in Block 7 in Jones' subdivision of part of "Youngsborough" known as "Ivy City", as per plat recorded in Liber Levy Court 2 at folio 76 among the Records in the Office of the Surveyor for the District of Columbia.

NOTE: At the date hereof the above described land is designated on the Records of the Assessor of the District of Columbia for assessment and taxation purposes as Lot 0017 in Square 4044.

Capitol Avenue, NE

Lot 18 in Block 7 in Jones' subdivision of part of "Youngsborough" known as "Ivy City", as per plat recorded in Liber Levy Court 2 at folio 76 among the Records in the Office of the Surveyor for the District of Columbia.

NOTE: At the date hereof the above described land is designated on the Records of the Assessor of the District of Columbia for assessment and taxation purposes as Lot 0018 in Square 4044.

Capitol Avenue, NE

Part of Lot 10 in Block 2 in a subdivision made by Frederick W. Jones, part of "Youngsborough" known as "Ivy City", as per plat recorded in Liber Levy Court 2 at folio 76 among the Records in the Office of the Surveyor for the District of Columbia, being bounded and described as follows:

BEGINNING for the same at a point 3.02 feet northeasterly from the southwest corner of said Lot 10 and running thence

Northeasterly along Capitol Avenue, NE, 13.65 Feet; thence

Southeasterly and parallel with the dividing line between said Lots 10 and 11, 100 feet to the rear line of said Lot 10; thence

Southwesterly along the rear line, 13.65 feet; thence

Northwesterly and parallel with the dividing line between said Lots 10 and 11, 100 feet to the point of beginning.

NOTE: At the date hereof the above described land is designated on the Records of the Assessor of the District of Columbia for assessment and taxation purposes as Lot 0811 in Square 4045.

1927 Capitol Avenue, NE

Part of Lots 10 and 11 in Block 2 in a subdivision made by Frederick W. Jones, now known as "Ivy City", as per plat recorded in Liber Levy Court 2 at folio 76 among the Records of the Office of the Surveyor of the District of Columbia, being bounded and described as follows:

BEGINNING for the same on Capitol Avenue 15 feet northeasterly of the dividing line between Lots 11 and 12 on said plat and running thence

Northeasterly on Capitol Avenue, 18 1/3 feet to a point opposite the center of a partition wall between houses formerly called 221 and 223 Capitol Avenue; thence

Southeasterly and parallel with the dividing line between said Lots 10 and 11 and passing through the center of said partition wall, 100 feet to the rear line of Lot 10; thence

Southwesterly along the rear line of said Lots 10 and 11, 18 1/3 feet; thence

Northwesterly and parallel with the dividing line between said Lots 10 and 11, 100 feet to the point of beginning.

NOTE: At the date hereof the above described land is designated on the Records of the Assessor of the District of Columbia for assessment and taxation purposes as Lot 0814 in Square 4045.

Capitol Avenue, NE

Part of Lot 11 in Block 2 in a subdivision made by Frederick W. Jones, part of "Youngsborough" known as "Ivy City", as per plat recorded in Liber Levy Court 2 at folio 76 among the Records in the Office of the Surveyor for the District of Columbia, being bounded and described as follows:

BEGINNING for the same at a point 15.37 feet southwesterly of the dividing line between Lots 10 and 11 is said Block 2 and running thence

Southwesterly along said Capitol Avenue 5 Feet; thence

Southeasterly and parallel with the dividing line between said Lots 10 and 11, 100 feet to the rear line of said Lot 11; thence

Northeasterly along the rear line of said Lot 11, 5 feet; thence

Northwesterly and parallel with the dividing line between said Lots 10 and 11, 100 feet to the point of beginning.

NOTE: At the date hereof the above described land is designated on the Records of the Assessor of the District of Columbia for assessment and taxation purposes as Lot 0815 in Square 4045.

Capitol Avenue, NE

Part of Lots 11 and 12 in Block 2 in a subdivision made by Frederick W. Jones, now known as "Ivy City", as per plat recorded in Liber Levy Court 2 at folio 76 among the Records of the Office of the Surveyor of the District of Columbia, being bounded and described as follows:

BEGINNING for the same on Capitol Avenue 26.66 feet northeasterly of the southwest corner of said Lot 12 on said plat and running thence

Southeasterly and parallel with the dividing line between said Lots 11 and 12, 100 feet to the rear line of Lot 11; thence

Southwesterly along the rear line of said Lots 11 and 12, 13.34 feet; thence

Northwesterly and parallel with the dividing line between said Lots 11 and 12, 100 feet to the point of beginning.

NOTE: At the date hereof the above described land is designated on the Records of the Assessor of the District of Columbia for assessment and taxation purposes as Lot 0804 in Square 4045.

1849 Kendall Street, NE

Lot 53 in Square 4047 in a subdivision made by Joseph F. Fernebok, et al, as per plat recorded in Liber 148 at folio 103 among the Records in the Office of the Surveyor for the District of Columbia.

1840 Kendall Street, NE

Lot 13 in Block 5 in a subdivision made by Frederick W. Jones, part of "Youngsborough" known as "Ivy City", as per plat recorded in Liber Levy Court 2 at folio 76 among the Records in the Office of the Surveyor for the District of Columbia.

NOTE: At the date hereof the above described land is designated on the Records of the Assessor of the District of Columbia for assessment and taxation purposes as Lot 0013 in Square 4048.

Kendall Street, NE

The North 10 feet front on Kendall Street by the full depth thereof of Lot 16 in Block 5 in a subdivision made by Frederick W. Jones, part of "Youngsborough" known as "Ivy City", as per plat recorded in Liber Levy Court 2 at folio 76 among the Records in the Office of the Surveyor for the District of Columbia.

NOTE: At the date hereof the above described land is designated on the Records of the Assessor of the District of Columbia for assessment and taxation purposes as Lot 0802 in Square 4048.

EXHIBIT B

Schedule of Affordable Units

Affordable Unit	Maximum Eligible Purchaser Affordability Level (% of AMI)	Initial Sales Price
1840 Kendall St., NE (Sq. 4048, Lot 0013) - #1A	0-50%	$137,000
1840 Kendall St., NE (Sq. 4048, Lot 0013) - #1B	31 - 50%	$143,000
Kendall St., NE (Sq. 4048, Lot 0802) - #2A	0-50%	$137,000
Kendall St., NE (Sq. 4048, Lot 0802) - #2B	31 - 50%	$143,000
1849 Kendall St., NE (Sq. 4047, Lot 0053) - #3A	31 - 50%	$170,500
1849 Kendall St., NE (Sq. 4047, Lot 0053) - #3B	51 - 80%	$225,000
1849 Kendall St., NE (Sq. 4047, Lot 0053) - #4A	31 - 50%	$169,000
1849 Kendall St., NE (Sq. 4047, Lot 0053) - #4B	51 - 80%	$220,000
1849 Kendall St., NE (Sq. 4047, Lot 0053) - #5A	31 - 50%	$170,500
1849 Kendall St., NE (Sq. 4047, Lot 0053) - #5B	51 - 80%	$225,000
Capital Ave., NE (Sq. 4045, Lot 0804) - #6A	0-50%	$138,000
Capital Ave., NE (Sq. 4045, Lot 0811) – #6B	31 - 50%	$190,000
1927 Capital Ave., NE (Sq. 4045, Lot 0814) – #7A	0-50%	$142,000
Capital Ave., NE (Sq. 4045, Lot 0815) -#7B	51 - 80%	$225,000
Capital Ave., NE (Sq. 4044, Lot 0017) - #8A	31 - 50%	$170,500
Capital Ave., NE (Sq. 4044, Lot 0017) - #8B	51 - 80%	$230,000

Capital Ave., NE (Sq. 4044, Lot 0017) - #9A	31 - 50%	$169,000
Capital Ave., NE (Sq. 4044, Lot 0017) - #9B	51 - 80%	$225,000
Capital Ave., NE (Sq. 4044, Lot 0017) - #10A	31 - 50%	$170,500
Capital Ave., NE (Sq. 4044, Lot 0018) - #10B	51 - 80%	$230,000