

**ADDENDUM TO PETITION FOR THE CREATION OF
THE LANDMARK COMMUNITY DEVELOPMENT AUTHORITY**

WHEREAS, the City of Alexandria, Virginia (the “City”), Landmark Land Holdings, LLC (the “Developer”), and Inova Health Care Services (“Inova”), previously entered into the Landmark Mall Development and Financing Agreement dated as July 30, 2021 (the “Original Development Agreement”), to provide for the development and redevelopment of certain real property located in the City collectively known as “Landmark Mall” (as hereinafter described, the “Property”), into a mixed-use development, which is anticipated to include, among other things, (a) multi-family residential apartment buildings, hotel space and retail space, (b) commercial and medical office buildings with healthcare service and retail components and (c) hospital and other medical facilities;

WHEREAS, the Original Development Agreement contemplated the establishment of the Landmark Community Development Authority (the “CDA”) pursuant to the Virginia Water and Waste Authorities Act, Chapter 51, Title 15.2, Code of Virginia of 1950, as amended (the “Act”), to assist in the acquisition, financing, funding, design, construction and equipping of a portion of the infrastructure improvements to be constructed pursuant to the Original Development Agreement;

WHEREAS, the Landmark Mall, LLC, and Seritage SRC Finance, LLC (collectively, the “Original Petitioners”), as the then fee simple owners of the Property, filed a petition for the creation of the CDA submitted to the City on August 5, 2021 (the “Original Petition”);

WHEREAS, in accordance with the provisions of the Original Development Agreement, the Original Petitioners conveyed their interest in the Property to the Developer and the Developer conveyed a portion thereof to the Industrial Development Authority of the City of Alexandria (the “IDA” and, together with the Developer, the “Successor Petitioners”);

WHEREAS, consistent with the terms of the Original Development Agreement and the Original Petition, the City Council of the City (the “Council”) adopted an ordinance on September 18, 2021 (the “Original CDA Ordinance”), creating the CDA and empowering it to, among other things, assist in the acquisition, financing, funding, design, construction and equipping of the infrastructure described in Exhibit D to the Original Petition (the “Infrastructure”);

WHEREAS, the currently projected costs of the Infrastructure exceed the budgeted costs contemplated in the Original Petition;

WHEREAS, the City, the Developer and Inova have entered into a Fifth Amendment to Landmark Mall Development and Financing Agreement dated as of May 31, 2023 (the “Fifth Amendment”), pursuant to which the City has agreed to make available up to \$37,600,000 of additional net proceeds for the purpose of paying the projected increased costs of the Infrastructure (subject to the limitations set forth in the Landmark Mall Development and Financing Agreement dated as of July 30, 2021, by and among the Developer, the City and Inova, as previously amended and as may be further amended) and the Developer has agreed to implement certain amendments to the Original Petition and other documents relating to the creation of the CDA and the CDA’s assistance in the financing of the Infrastructure (collectively, the “CDA Documents”) to increase the amount of the special assessments on the taxable property within the CDA District (as defined in the Original Petition) by the amount necessary to support the City Bonds to be issued to generate such additional net proceeds;

WHEREAS, the undersigned Successor Petitioners are the fee simple owners of the Property;
and

WHEREAS, in accordance with, and to give effect to, the agreed upon amendments to the CDA Documents, the Successor Petitioners desire to amend the Original Petition to update the plan of finance as described in and subject to the terms and conditions of the Fifth Amendment;

NOW, THEREFORE, the undersigned Successor Petitioners hereby submit this Addendum to the Original Petition to the Council to supplement and amend certain provisions of the Original Petition:

1. Amendment of Description of Provision and Financing of Infrastructure and Operation of the CDA. Subparagraph 3(a) of the Original Petition is hereby amended to increase the maximum amount of City Bonds that may be issued by the amount necessary to generate additional net proceeds of up to \$37,600,000 and fund any related capitalized interest and is hereby amended and restated to read as follows:

(a) The Petitioners propose that the CDA request the City issue one or more series of City Bonds to finance the costs of (i) the Operation of the CDA, (ii) the provision of the Infrastructure or any portion thereof and (iii) the administrative and other authorized costs and expenses of performing the work necessary to provide the Infrastructure or any portion thereof. The City Bonds shall be issued in a maximum aggregate principal amount sufficient to (x) generate up to \$123,600,000 in net proceeds and (y) pay capitalized interest on the City Bonds.

2. Amendment of Exhibit D to Original Petition. Exhibit D to the Original Petition is hereby replaced with Exhibit A attached hereto in order to reflect the increased costs of the Infrastructure from the budgeted costs shown in Exhibit D to the Original Petition.

3. Defined Terms. Unless otherwise defined herein, all capitalized terms used in this Addendum shall have the meanings set forth in the Original Petition.

4. Effectiveness of Original Petition. Except as supplemented and amended by this Addendum, all other provisions of the Original Petition shall remain unchanged.

5. Waiver. The Successor Petitioners intend to provide waivers of the thirty (30)-day period to withdraw their signatures from this Addendum to the extent § 15.2-5156(B) of the Act applies hereto.

ACCORDINGLY, for the reasons set forth above, and in reliance upon the assurances and covenants set out herein, the Successor Petitioners respectfully request that the Council supplement and amend the Original CDA Ordinance to incorporate the changes set forth in this Addendum.

IN WITNESS HEREOF, the Successor Petitioners have executed this Petition pursuant to due authority this 30 day of June, 2023.

Landmark Land Holdings, LLC,
a Delaware limited liability company

By: James Kelly
Name: James Kelly
Title: Authorized Signatory

STATE OF MARYLAND

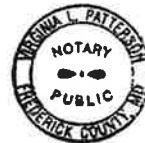
CITY/COUNTY OF Frederick

The undersigned Notary Public in and for the jurisdiction aforesaid hereby certifies that the foregoing instrument was acknowledged before me in the jurisdiction aforesaid by James Kelly (name), Authorized Signatory (title), on behalf of Landmark Land Holdings, LLC.

Given under my hand this 28 day of June, 2023.

My commission expires: 11/18/2026.

Virginia L. Patterson
Notary Public



Virginia L. Patterson
NOTARY PUBLIC
Frederick County
State of Maryland
My Commission Expires
November 18, 2026

[SEAL]

Industrial Development Authority of the City of Alexandria

By: 

Name: CHRIS HARTMAN

Title: VICE CHAIRMAN

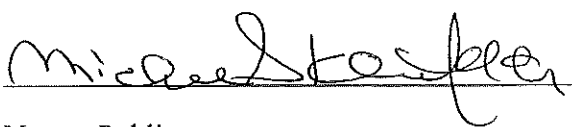
COMMONWEALTH OF VIRGINIA

CITY OF ALEXANDRIA

The undersigned Notary Public in and for the jurisdiction aforesaid hereby certifies that the foregoing instrument was acknowledged before me in the jurisdiction aforesaid by Christopher Hartman (name), Vice Chair (title), on behalf of the Industrial Development Authority of the City of Alexandria.

Given under my hand this 30th day of June, 2023.

My commission expires: 6/30/23.



Notary Public

My registration number is: 7821638.



EXHIBIT A

DESCRIPTION OF PROPOSED INFRASTRUCTURE*

	Hard Cost	Soft Cost	Total Cost
Off-Site CDD Infrastructure			
Off-Site Infrastructure (excl. I-395 Interchange)	\$37,877,412	\$7,488,001	\$45,365,413
Subtotal	\$37,877,412	\$7,488,001	\$45,365,413
On-Site Infrastructure (incl. Inova Pad-Ready)			
Preparation, Demolition, & Enablement ¹	\$22,613,921	\$4,804,503	\$27,418,424
Contaminated Soils on Hospital Campus	\$5,000,000	\$0	\$5,000,000
General On-Site Utility Facilities ¹	\$4,012,774	\$853,341	\$4,866,115
Parks & Open Spaces Improvements & Finishing	\$17,955,820	\$2,834,410	\$20,790,230
Existing Garage Rehab & Reconfiguration	\$22,027,649	\$3,728,909	\$25,756,558
Roadwork Infrastructure ¹			\$0
Road 1 (Private) ¹	\$7,714,881	\$1,638,086	\$9,352,967
Road 2 (Public) & Transit Hub ¹	\$7,986,714	\$1,692,963	\$9,679,677
Road 3 (Public) ¹	\$2,019,331	\$428,043	\$2,447,374
Road 4 (Private) ¹	\$3,740,941	\$792,976	\$4,533,917
Road 4 (Public) ¹	\$1,514,498	\$318,288	\$1,832,786
Road 5 (Public) ¹	\$5,242,495	\$1,111,264	\$6,353,759
Road 6 (Public) ¹	\$2,614,775	\$551,516	\$3,166,291
Road 7 (Private) ¹	\$3,960,996	\$839,622	\$4,800,618
Public Road Scope Contingency ¹	\$1,695,720	\$356,702	\$2,052,423
Hard Cost Contingency ²	\$7,319,409	\$0	\$7,319,409
Subtotal	\$115,419,923	\$19,950,624	\$135,370,548
Total	\$153,297,335	\$27,438,625	\$180,735,961
Total Infrastructure Cost & Bond Proceeds			

¹Note: Onsite Infrastructure costs are allocated as a percentage of the original budgeted amount

²Note: Hard Cost Contingency was originally allocated between scope lines

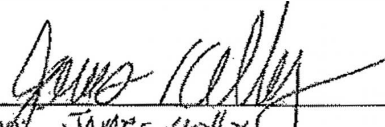
* The costs of the improvements shown herein are estimates. The actual costs of such improvements may vary, and funding for such improvements may be reallocated among the various line items shown in the budget. Notwithstanding the foregoing, the City's funding commitment pursuant to the Development Agreement (as defined in the Addendum to which this Exhibit A is attached) shall not exceed \$123,600,000 in net proceeds and shall be made available subject to the terms and conditions set forth in the Development Agreement.

**WAIVER WITH RESPECT TO ADDENDUM TO PETITION FOR CREATION OF
LANDMARK COMMUNITY DEVELOPMENT AUTHORITY**


The undersigned are the sole landowners of the property comprising the Landmark Community Development Authority (the "CDA") district. Pursuant to the provisions of Virginia Code Section 15.2-5156(B), each of the undersigned has received a copy of the proposed ordinance to be considered by the City Council of the City of Alexandria entitled "AN ORDINANCE AMENDING THE ORDINANCE CREATING THE LANDMARK COMMUNITY DEVELOPMENT AUTHORITY ADOPTED ON SEPTEMBER 18, 2021" (the "Amending Ordinance"). Each of the undersigned acknowledges its right to withdraw from the addendum to the petition for the creation of the CDA requesting that the ordinance creating the CDA be supplemented and amended as set forth in the proposed Amending Ordinance and hereby waives its right to withdraw from such addendum.

Dated: [__JUNE 30__, 2023].

LANDMARK LAND HOLDINGS, LLC

By: 
Name: JAMES KELLY
Title: Authorized Signatory

**INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE CITY OF ALEXANDRIA**

By: 
Name: CHRIS HARTMAN
Title: Vice Chairman