

**FIRST AMENDMENT
TO
GROUND LEASE**

This **FIRST AMENDMENT TO GROUND LEASE** ("First Amendment") is made as of the 8th day of June 2018, by and between the City of Takoma Park, Maryland, a municipal corporation, as the "Landlord," and NDC Takoma Junction LLC, a Maryland limited liability company, and their respective successors and assigns, as the "Tenant."

RECITALS:

WHEREAS, Landlord owns fee title to certain real property, commonly known as Takoma Junction, which is located at the intersection of Carroll Avenue and Route 410 in Takoma Park, Maryland containing approximately 1.42 acres of land with improvements ("Property").

WHEREAS, on or about August 1, 2016, Landlord and Tenant executed that certain Ground Lease with respect to the Property (the "Lease") whereby Landlord and Tenant agreed to the redevelopment of the Property in accordance with the provisions thereof.

WHEREAS, Landlord and Tenant desire to amend the Lease with respect to the Lease Commencement Date and other matter as set forth herein.

NOW THEREFORE, in consideration of the mutual promises hereinafter set forth in this Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The definition of "Lease Commencement Date" in Section 1 of the Lease is hereby deleted in its entirety and the following new definition is inserted in its stead:

"Lease Commencement Date" The earliest of (i) the date that Landlord delivers possession of all of the Property to Tenant, (ii) the date of the Closing of Tenant's Construction Loan, and (iii) September 1, 2018." Notwithstanding the preceding, following the approval of the Draft Site Plan/Preliminary Plan (now referred to as the Combined Site Plan) by the City Council, Landlord hereby grants Tenant the right to enter the Property to erect, install, and maintain one sign at Tenant's sole cost and expense related to the future development of the Property and the leasing thereof, provided that the sign size and location are approved in writing by the City Manager, which approval will not be unreasonably withheld."

2. The definition of "Rent Commencement Date" in Section 1 of the Lease is hereby deleted in its entirety and the following new definition is inserted in its stead:

"Rent Commencement Date" The earlier of (i) the date of the Closing of Tenant's Construction Loan, and (ii) September 1, 2018."

3. Except as modified in this First Amendment, the Lease is hereby ratified and remains in full force and effect. In the event of any conflict between the terms and conditions of the Lease and the terms and conditions of this First Amendment, the terms and conditions of this First Amendment shall govern and control.

4. This First Amendment may be executed in two or more identical counterparts. If so executed, each counterpart shall, collectively, constitute one agreement. Delivery of executed copies of this First Amendment by facsimile or email transmission to the other party hereto (or its respective legal counsel) shall constitute good and valid execution and delivery by the parties hereto for all purposes.

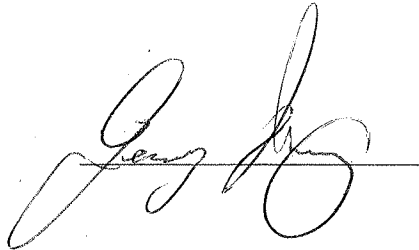
[END OF TEXT - SIGNATURES ON FOLLOWING PAGES]

IN WITNESS WHEREOF, this First Amendment to Ground Lease is executed as of the day and year first written above.

LANDLORD:

Attest:

CITY OF TAKOMA PARK, MARYLAND



Suzanne R. Ludlow (SEAL)
Suzanne R. Ludlow, City Manager

STATE OF MARYLAND)
) ss:
MONTGOMERY COUNTY)

The foregoing instrument was acknowledged before me as of the 9th day of June, 2018, by Suzanne Ludlow, City Manager, on behalf of the City of Takoma Park, Maryland.

Irma Nalvarte
Notary Public

My Commission Expires:

Jan 26, 2022




TENANT:

NDC TAKOMA JUNCTION LLC
By: The Neighborhood Development
Company, L.L.C., its Managing Member

Attest:

Jingjing Lin

 (SEAL)
Adrian G. Washington, Manager

DISTRICT OF COLUMBIA)
) ss:

The foregoing instrument was acknowledged before me as of the 7th day of June, 2018, by Adrian Washington, Manager of The Neighborhood Development Company, L.L.C., Managing Member of NDC Takoma Junction, LLC.


Notary Public

My Commission Expires:

KAREN MCCLURG
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires October 14, 2020

