TAB 2.0

Qualifications & Experience

2. Qualifications and Experience

Market Square | Washington, DC

A. EXPERIENCE OF ENTITIES

REPUBLIC FAMILY OF COMPANIES

Mason Greens LLC, our development partners, and service providers have designed, planned, developed, and constructed numerous large, complex, groundbreaking projects throughout the District, Maryland and Virginia. Our team is comprised of and led by experienced firms and individuals with proven track-records in delivering projects on time and on budget.

Republic has developed and invested in real property transactions totaling more than 35 million sf with a value in excess of $6 billion.

Mason Greens LLC will serve as the project's master developer. It is comprised of the principals and affiliates of the Republic Family of Companies, a group that provides full service real estate development, investment and management services across the nation.

Republic has completed numerous large, transit-oriented, master-planned developments through public private partnerships including:

Market Square, Washington, DC
Landmark, $242 million mixed-use project on Pennsylvania Avenue. The project's twin towers feature 686,000 sf of office and street-level retail, topped by four additional floors of market-rate residential units. The project was completed in conjunction with the Pennsylvania Avenue Development Corporation, a quasi-governmental organization which had owned most of the land. Republic arranged for the direct acquisition of an additional, privately owned parcel to complete its monumental plans. The project was subject to an extensive review process with federal and local agencies, including

A. EXPERIENCE OF ENTITIES, CONTINUED

the US Commission on Fine Arts. It required coordination with the Washington Metropolitan Transit Authority, because of the adjacent Metro entrance. Market Square demonstrates how a national landmark can be created by the development of a mixed-use project through a public-private partnership.

The Portals, Washington, DC
One of the largest projects in the history of the Nation's Capital, The Portals is a $1 billion mixed-use development representing the last major Urban Renewal project to be constructed on sites in Southwest Washington, DC. This monumental undertaking was also the largest mixed-used project offered by the DC Redevelopment Land Agency, the District's key development arm.

The massive nature of The Portals required extensive negotiations and coordination with numerous government agencies and private entities in its design and development, including the Commission of Fine Arts, National Capital Planning Commission, Consolidated Rail Corporation ("ConRail") and the DC City Council.

The Portals includes approximately 1,500,000 square feet of Class A office space which is leased to a variety of private and U.S. Government tenants. There are two remaining phases to be delivered to a variety of private and U.S. Government tenants. Portals V, currently under construction, is a 14-story, 373-unit residential tower that is scheduled for delivery in July 2019 and the final Portals Phase will be an additional major Class A office building (Portals IV) that will complete the mixed use development.

Washington Harbour, Washington, DC
A $300 Million, mixed-use development along the Potomac River. The complex had a key role in the revitalized Georgetown waterfront. The two mixed-use buildings surround its intensely landscaped and finished courtyards, streetscapes, a new public park and boardwalk along the Potomac River. The buildings include 28 large high-end condos on the top of one tower, over 86,000 sf of active restaurant and retail space, 440,000 sf office space, and underground parking for over 500 cars. The Harbour includes an award winning solution for controlling periodic flooding from the Potomac River.

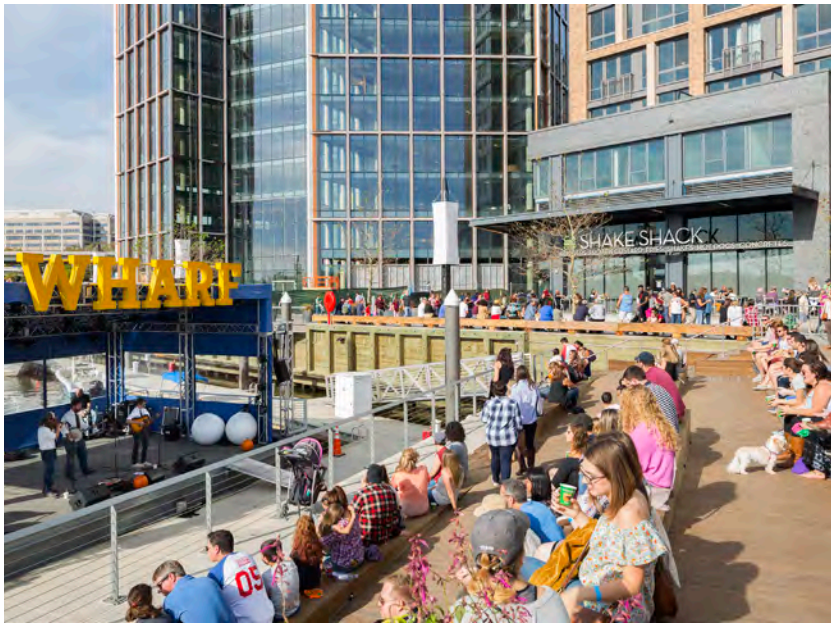
This project was subject to intense reviews by numerous public agencies, and involved an ambitious outreach program with community stakeholders. Approvals were obtained from the U.S. Department of the Interior, U.S. Army Corps of Engineers and U.S. Commission on Fine Arts, and many others.

A. EXPERIENCE OF ENTITIES, CONTINUED

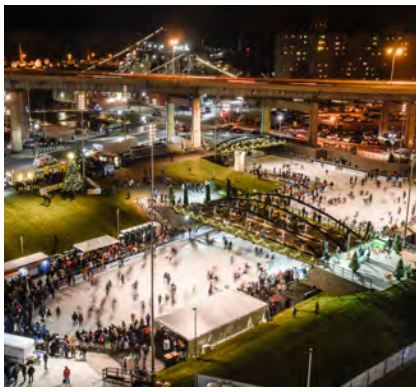
PERKINS EASTMAN

Perkins Eastman will lead the Architectural & Engineering team for the Mason Greens. Perkins Eastman is a global architecture firm that has grown to include 1,000 employees working out of a combined 15 interdisciplinary offices around the world. Our practice is founded on the idea that design can have a direct and positive impact on people's lives. This is achieved through research and innovation, always questioning the status quo, and a tireless effort to understand our clients' missions and operations. At the firm's core is a philosophy of convergence, whereby a diversity of practices, disciplines, and perspectives come together to yield practical and holistic solutions. Perkins Eastman has extensive experience with master planning large commercial and mixed-use projects, receiving accolades for creativity, community involvement, and design excellence, leading examples include:

The Wharf, Washington, DC
The Wharf is a new mixed-use waterfront neighborhood being developed by Hoffman-Madison Waterfront as part of the District of Columbia's transformative Anacostia Waterfront Initiative. The Wharf stretches across almost one mile of waterfront on 24 acres of land and more than 50 acres of waterfront, from the Municipal Fish Market to Fort McNair. When complete, the Wharf will comprise approximately 3.2 million SF of new residential, office, retail, hotel, cultural, and public uses. The $2 billion project will be among the first of its kind in the District to achieve LEED ND Gold.



Buffalo Canalside, Buffalo, New York
Perkins Eastman created and implemented a development plan to bring life back to the water. The $55M Canalside mixed-use district re-connects downtown Buffalo to its waterfront. Canalside establishes a vibrant new center of activity in Buffalo's historic inner harbor area with 1.1 million sf (102,193 sm) of cultural, entertainment, retail, commercial and residential uses on an approximately 20-acre downtown site. A singular urban waterfront experience, Canalside offers residents and visitors opportunities for dining, shopping, culture, outdoor recreation and fun—all within a dramatic public environment where city streets lead into re-watered canals jammed with boats, towpaths, great sheds, and bridges.



A. EXPERIENCE OF ENTITIES, CONTINUED

DAVIS CONSTRUCTION

There are many factors that distinguish the DAVIS approach to business, something we call **the DAVIS 360°**

DAVIS Construction will provide the construction services for Mason Greens. DAVIS has constructed commercial, institutional and residential buildings through-out the region and beyond, for five decades. It enjoys a great reputation for integrity, craftsmanship, safety and on-time/on-budget delivery. Its education contracting division has extensive experience with ground-up, additions and renovation projects, including:

Galvan, Rockville, Maryland
102,000-SF commercial/retail 376,455-SF residential 250,000- SF below-grade garage. Demolition of existing buildings to make way for construction of a new four-story, mixed-use development to anchor the growing urban neighborhood of Twinbrook. The development features a Safeway grocery store, storefront retail and restaurants facing Rockville Pike and the adjoining Chapman Avenue. The property includes 356 wood-frame Type 3 residential units, located less than 500 feet from the Twinbrook Metro Station entrance. The property has gained recognition for its adherence to smart growth principles including mixed uses and access to public transit. $66.5M; LEED Silver Certified.

Reston Station Development, Reston, Virginia
The initial phase of this project consisted of a 1.2 million square foot, underground parking garage that serves as an underground plinth to accommodate five (5) future buildings on top. This project was a Public Private Partnership between Fairfax County and Comstock Partners. DAVIS was initially engaged on this project in the summer of 2010, when the design process was just in the Schematic Design phase for two main reasons. First, it was imperative for both Fairfax County and Comstock Partners to begin as early as possible to manage the risk associated with the excavation of over 500,000 cubic yards of earth for this project to be completed before the Metro came on line. Second, with five (5) future buildings planned to be on top, it was essential to budget and plan the site logistics for these future construction projects while the initial phase was operational to the public. $290M.

Residences at Loudoun Station, Ashburn, Virginia
Phase I: This 489,500 sf mixed-use project included three low-rise (one-story concrete and four-story Type 5 and five-story Type 3 wood-frame) buildings with a total of 357 units and over 62,000 SF of retail space. The residences and common areas include the full range of high quality materials, fixtures and finishes. Work also included extensive sitework creating the infrastructure to support the development: site utilities, roads, play area, and open green space. Built with BIM; $48M. As a part of the development, Davis also constructed a $30M garage on site.

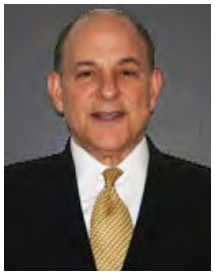
B. KEY PRINCIPALS AND PROJECT MANAGERS

REPUBLIC | DEVELOPMENT TEAM

Republic's senior management team has successfully developed and invested in real estate transactions representing thousands of acres, more than 5 million square feet of commercial office, retail and industrial space, and over two thousand residential units. Republic provides the full range of real estate services, including pre-development planning, financing, construction and architectural supervision, marketing, leasing, property management and asset management. Its founder and principal owner, Richard L. Kramer has led Republic since its formation in 1985. Prior to its organization as a separate entity, Republic's principals developed a number of complex, mixed-use and commercial projects under the operating banner of Western Development Corporation. Republic prides itself on being able to take large, complicated projects and find the best development alternatives for all concerned.

As evidenced by the following discussion, the Republic personnel proposed for principal and senior management of the Falls Church project have had decades of close and successful experience carrying out their respective roles.

STACY HORNSTEIN, PRINCIPAL-IN-CHARGE



Senior Vice President, Republic Family of Companies

Stacy Hornstein is Senior Vice President and Director of Acquisition and Development with Republic Land Development, Republic Properties Corporation and Republic Urban Properties. He has more than 30 years of commercial and urban mixed-use development experience with particular emphasis on the pre-development phase of the industry.

Mr. Hornstein was a Senior Vice President of Western Development Corporation and a Partner with Mr. Richard Kramer before rejoining Republic in 1999. Mr. Hornstein currently oversees several development opportunities at Republic, with a focus on opportunities to acquire, entitle and develop raw land for residential, office, commercial, industrial, institutional or mixed uses.

At Western Development, Mr. Hornstein developed numerous mixed-use office projects in the Washington, DC, market and helped bring to fruition a "value-oriented" regional mall concept, known as the "Mills" program which includes Potomac Mills in Prince William, VA. After Western, Mr. Hornstein joined the Cafritz Group, where he directed the development of Smoketown Stations in Prince William County, Virginia, a 500,000 square foot retail power center.

Mr. Hornstein's strength lies within the structuring of acquisitions, the zoning and permit process, and his ability to successfully negotiate major tenant leases.

B. KEY PRINCIPALS AND PROJECT MANAGERS, CONTINUED

STEVEN GRIGG,SENIOR PROJECT MANAGER

CEO, Co-Founder, Republic Properties Corporation

Steven A. Grigg is President and Chief Executive Officer of Republic Properties Corporation, and was a co-founder with Mr. Kramer. Previously, Mr. Grigg served as Senior Vice President of Western Development Corporation and he was a partner with Mr. Kramer before founding Republic Properties. Successful completion of several major development efforts by Western in the Washington, D.C. market are attributed to Mr. Grigg's ability to successfully negotiate and resolve issues critical to public private partnerships; most notably Market Square, Washington Harbour, Republic Square and The Portals.

Both Mr. Hornstein and Mr. Grigg worked on the following projects:

Washington Harbour, Washington, DC: A 441,000 sf mixed-use development including office space, retail shops and restaurants, and 36 luxury condominiums located on the Potomac River in Georgetown. Stacy was responsible for administration of project team resources with Steven Grigg during the construction period, office and retail leasing as well as residential sales. The project required lengthy negotiations with the National Park Service to modify their restrictions on development.

Market Square, Washington, DC: 686,000 sf office and retail mixed-use development that includes 220 of the most sought-after condominium residences in Washington, DC. Stacy worked on the acquisition documentation with PADC, land assembly, financing, and pre-construction design work.

The Portals, Washington, DC: Multi-phase mixed-use urban project including office, a five-star hotel and retail. The Portals served as the catalyst for redevelopment in Southwest DC and was developed in conjunction with the District's Redevelopment Land Agency. He participated in the Land Development Agreement, project development, team management, and pre-construction design work.

Republic Square I and II, Washington, DC: Republic Square is an urban office complex that features buildings on two of DC's major thoroughfares: Massachusetts Avenue and North Capitol Street. The project is within a one-block walk of Amtrak and Metro at Union Station. The 385,000 SF, LEED Silver certified Phase I building was delivered in 2005. The approximately 200,000 SF, LEED Gold certified Phase II building was delivered in 2016 and includes 16,000 square feet of retail space, a private fitness center, and a private rooftop with stunning views of the U.S. Capitol.

For more information on Steven Grigg and Stacy Hornstein and for additional resumes from Republic and Stanmore Associates, please see the Appendix, pages 98-101.

B. KEY PRINCIPALS AND PROJECT MANAGERS, CONTINUED

PERKINS EASTMAN | DESIGN TEAM

MATT BELL, PRINCIPAL-IN-CHARGE/LEAD DESIGNER

Principal

Matthew Bell has been a practicing architect and professor of architecture for over 30 years. His national and international architectural and urban design experience ranges from small-scale buildings and studies for existing neighborhoods to the design and implementation of new towns, campuses and cities. Creating a diverse portfolio of work has led Matt to develop unique insights into the urban-environment and design-issue challenges facing our cities, towns, and suburbs.

DOUG SMITH, MASTER PLANNER

Principal

Doug Smith has more than 34 years of experience in the design and management of large-scale projects. Throughout his career, Mr. Smith has dedicated himself to the healthy growth of communities, through his work on sports, retail, and entertainment complexes and by serving on the board of directors for a local urban neighborhood renewal association. Mr. Smith has led numerous large-scale urban projects, creating vibrant mixed-use communities and downtowns that restore vitality and activity to cities across the country, most recently, he was the Project Director for the Wharf in Southwest, Washington, DC. Doug is a licensed architect in the Commonwealth of Virginia.

CHRISTIAN CALLERI

Project Manager

Christian Calleri's passion for public spaces and public architecture has enabled him to deliver a wide range of services for federal, institutional, commercial, urban design and restoration projects. Over the course of his career, he has provided architectural and interior design, programming, technical detailing and construction administration for both large and small scale projects. As the Design Project Manager, Christian will be responsible for overseeing all aspects of the Design Team's performance.

TANYA MEJIA

Sustainability Manager

Tanya has almost ten years experience in the industry. Tanya's broad experience includes green building certification consultation and review, program development and technical consulting, urban planning, spatial analysis, materials knowledge, and integrated design. Her experience led to her becoming an important sustainability specialist for Perkins Eastman. She helps manage the firm's sustainable resources and third-party market standard initiatives, and provides project support across multiple practice areas. Tanya is a member of the American Institute of Certified Planners, WELL certified, and LEED certified.

B. KEY PRINCIPALS AND PROJECT MANAGERS, CONTINUED

Perkins Eastman has collaborated separately with Republic and DAVIS Construction on numerous projects such as Eliot on 4th, WeWork WeLive, Confidential Telecommunications Company, and George Mason High School Feasibility Study with DAVIS Construction.

For more information on team members from Perkins Eastman, please refer to the Appendix, pages 102-109.

DAVIS CONSTRUCTION | CONSTRUCTION TEAM

We are pleased that the James G. Davis Construction Company will be serving as general contractor to construct the project. Over five decades, Davis has constructed commercial, institutional and residential – and related infrastructure. It enjoys a great track record for integrity, craftsmanship, safety, and on-time/on-budget delivery.

While Republic and Davis have never completed a project together, we have been team partners on numerous proposals, and we believe that we would have a seamless work relationship.

CHRISTOPHER HARTZLER

Project Executive

As Project Executive, Chris is responsible for the execution of multiple projects, and management of his operations team, ensuring everything runs as smoothly as possible in the development and maintenance of your project's budget and schedule. He is actively engaged early in project planning and provides a wealth of technical knowledge on feasibility and construction methodology. Chris' knowledge of current market conditions and highly detail-oriented nature make him the key player in the evaluation and negotiation of subcontract agreements, ensuring all project goals are met.

STEVE HAWRYLUK

Senior Project Manager

As Senior Project Manager, Steve is responsible for overall project management and serves as the primary representative of DAVIS. He manages project objectives and oversees project staff to develop your project's budget and schedule. From constructability reviews to project planning to subcontractor management, he communicates effectively with all project stakeholders to assure expectations are exceeded for safety, quality and workmanship. His proactive approach is essential to project success - guaranteeing your project stays on track from day one to closeout.

For complete resumes from DAVIS Construction, please refer to the Appendix, pages 110-113.

C. EXPERIENCE THAT KEY PRINCIPALS HAVE SUCCESSFULLY WORKED TOGETHER ON SIMILAR PROJECTS

The principals within Republic and its corporate entities work together on a daily basis. Stacy Hornstein, the Principal-in-charge for this project, and Steven Grigg, the Senior Project manager, have a roughly 30-year working relationship and have successfully developed and completed numerous projects throughout the country.

D. EXPERIENCE OF ENTITIES

The Portals, *Washington, DC*

REPUBLIC

One of the largest projects in the Nation's Capital, The Portals is a five-phase, $1 billion mixed-use development that represents a major Urban Renewal project constructed in southwest Washington, DC. This monumental undertaking required extensive negotiations and coordination with numerous government agencies and private entities in its design and development, including the Commission of Fine Arts, National Capital Planning Commission, Consolidated Rail Corporation ("ConRail") and the DC City Council.

Development of The Portals included building an elevated extension of Maryland Avenue over railroad tracks, transforming a previously unsightly area into an elegant gateway with commanding views of the Capitol, the Jefferson Memorial, the Tidal Basin and the Potomac River.

The first three phases include approximately 1,500,000 square feet of Class A office space which is leased to a variety of private and U.S. Government tenants. The project also includes a 400-room Mandarin Oriental Hotel, featuring 51 suites, significant meeting space, an 8,300 square foot pillar-less ballroom, a vibrant signature restaurant, an all-day dining restaurant, a lobby lounge and a cocktail bar. Portals III was $243 million, Portals II was $211 million, and Portals I was $137 million.

The Portals project, which has transformed a former industrial area into a mixed-use development including the Mandarin Oriental Hotel and three office buildings, is adding its first residential phase with Portals V, a **$216 million project**. Portals V Residential is on schedule to be **completed by July 2019** and the final Portals Phase will be an additional major Class A office building (Portals IV) that will complete the mixed use development.

The project is located along the Potomac River as you enter the District from the 14th Street Bridge, and within blocks of both the Smithsonian and L'Enfant Plaza Metro Stations.

D. EXPERIENCE OF ENTITIES

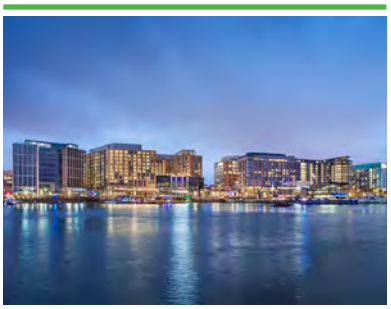
Republic Square I and II, *Washington, DC*

REPUBLIC

Republic Square is a **$500M, two-building, urban office complex** that features buildings on two of DC's major thoroughfares: Massachusetts Avenue and North Capitol Street. The project is within a one-block walk of the Amtrak trains and Metro at Union Station.

The 385,000 SF, LEED Silver certified Phase I building was **delivered in March 2006**. The building has views of the U.S. Capitol grounds and is within walking distance of numerous hotels and restaurants. The Phase I building was sold in 2015 for roughly $788 per square foot.

The approximately 200,000 SF, LEED Gold certified Phase II building was **delivered in April 2016** and includes 16,000 square feet of retail space, a private fitness center, and a private rooftop with stunning views of the U.S. Capitol.



The Wharf*, Washington, District of Columbia*

PERKINS EASTMAN

The **$2 billion waterfront development** is located less than one mile south of Washington, DC's National Mall and one mile west of Nationals Park. The first phase, which encompasses **1.5 million sf of development, includes office, retail, residential, hotel, and cultural land uses**, and focuses on activating water uses through the creation of a programmable pier and transient docking. The development has been designed to LEED-Gold ND. In order to create a lively urban destination, Perkins Eastman emphasized placemaking in the design of the site's master plan. A water plan informs the site's land-side development in order to ensure that water uses are its focal point. A variety of outdoor spaces celebrate the District's character, creating attractive places that provide the community and its visitors an enjoyable and enriching experience. **Phase I was delivered on time in October 2017.**

The Channel at The Wharf is a 501-unit, mixed-use apartment building designed by the firm which wraps around the The Anthem, a new 6,000 person music venue at the District Wharf, with over another 50,000 sf of retail The design of the residential units will be the forefront of new urban housing for the Gen-Y population in DC with the introduction of 300-350 sf micro units.

Perkins Eastman also designed and delivered the core and shell and interior design of the lobby and rooftop amenity space for the mixed-use office building on Maine Avenue at the Wharf comprised of 228,807 sf, 11-floors including ground floor retail and a secured connection to the underground parking garage for the entire site.

D. EXPERIENCE OF ENTITIES

New Brunswick Transit Village, *New Brunswick, New Jersey*

PERKINS EASTMAN

New Brunswick Transit Village is a **$143M mixed-use, transit-oriented design** for downtown New Brunswick consisting of a 24-story building and a new pedestrian walkway directly adjacent to a NJ Transit/Amtrak station. The building itself provides street-level retail space for several tenants including the Rutgers University Bookstore; five stories of 50,000 sf office; and a 655-car parking garage behind the retail and commercial space serving the train station. It is topped by a 15-story, 200-unit condominium tower offering views of the Raritan River. The development creates a much-needed connection between downtown, the train station, and the historic, Old Queen's portion of the Rutgers University campus. **New Brunswick Transit Village was completed in January 2012.**

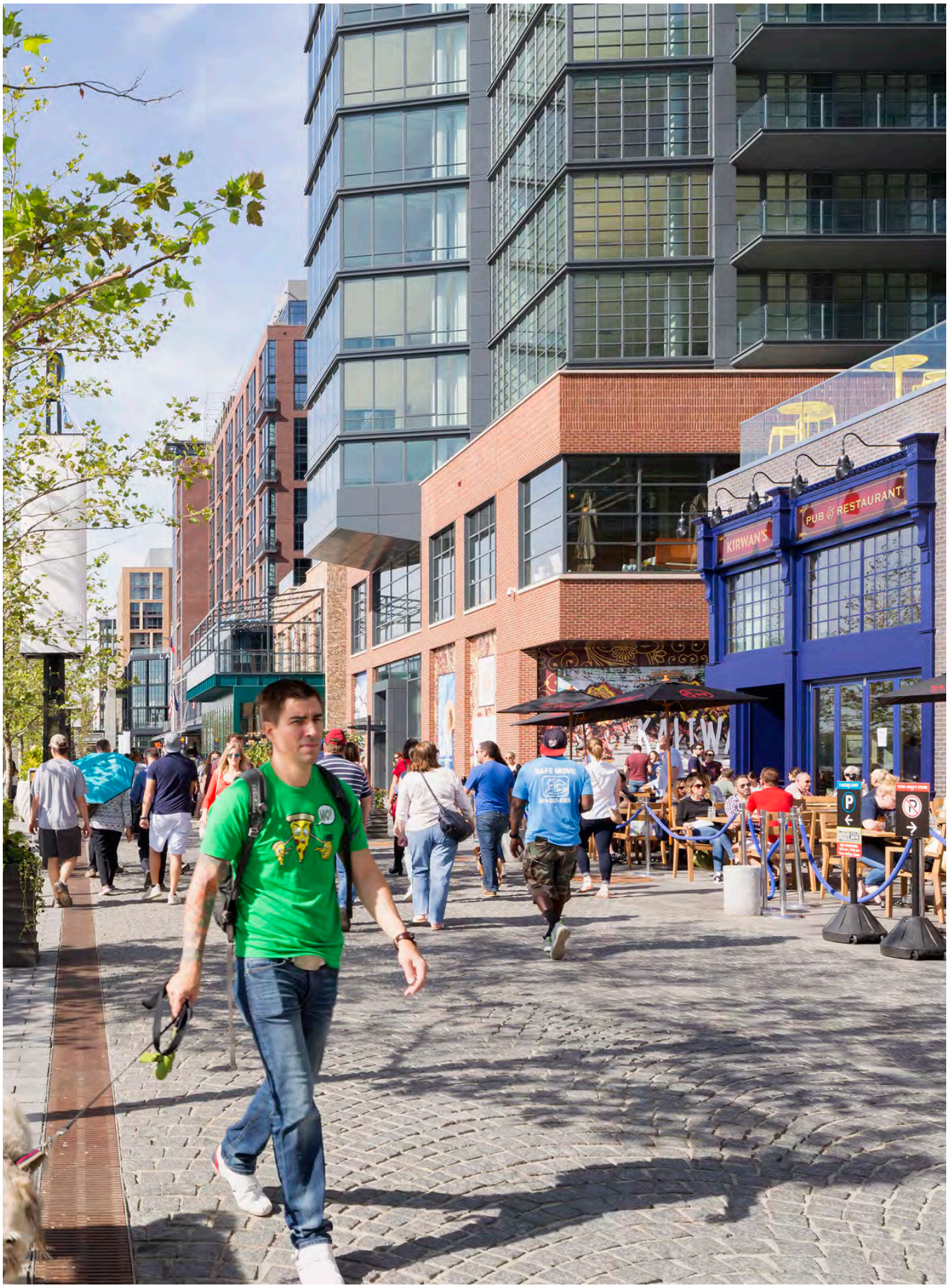
Reston Station Development*, Reston, Virginia*

DAVIS CONSTRUCTION

A mixed-use development means different things to different people —for some it's a parking spot, for others a workplace, and for many a vibrant place to call home. Upon opening in 2014, the Wiehle-Reston East stop on the WMATA Silver Line brought accessible public transportation to one of the most populated areas of Northern Virginia and an opportunity to create mixed-use, multi-modal transit bud. Reston Station delivers as a mixed-use transit-oriented development which includes a 21-story luxury residence, a 16-story trophy office building, and a 1.5M-SF underground parking facility—all three of which have been, or are being, constructed by our DAVIS team.

Our work at Reston Station began as a parking garage to support the Metro station. However, our team's technical expertise and ability to forge a strong client partnership quickly evolved the scope to include the residential tower and a separate trophy office tower. DAVIS led the charge successfully on these projects through an extensive collaborative, open book approach with both Fairfax County, Comstock Partners and design teams. In addition, through this positive partnership, we ultimately executed three (3) major projects: Reston Station Metro Garage, Reston Station Office Building 1 (OB1) Garage, and Reston Station Residential Building 4 (RB4) for a **total value of $290,000 Million**. **Reston Station Metro Garage was delivered in August 2013, RB4 was completed in March 2016, and OB1 in September 2017.**

Additional information regarding these complex, +$100M mixed-use developments by our team can be found in the Appendix, Pages 48- 67.


KIRWAN'S
PUB & RESTAURANT