

Exhibit A

Draft Proffers and Conditions

Project Design and Public Benefits

1. The Project shall be constructed in accordance with the plans prepared by Torti Gallas Urban, dated [____], 2019, and included in the record at Exhibit [____], as modified by the guidelines, conditions, and standards herein (the “**Final Plans**”).
2. The Property shall be subject to the requirements of the C-3-C Zone District except as set forth herein or modified hereby as shown on the Final Plans. The Project shall have flexibility from the rear yard and side yard requirements of the Zoning Regulations as set forth in the Final Plans. The Project shall not be subject to the inclusionary zoning requirements of the Zoning Regulations.
3. **Retail Use:** The Applicant will reserve 11,000 square feet of the Project’s ground floor for neighborhood-serving uses in the retail, general service, financial service, and eating/drinking establishment use categories.
 - a. For a minimum of two years after the date of issuance of the first certificate of occupancy for the Project, the Applicant will reserve a minimum of 1,200 square feet of the Project’s ground floor for a restaurant use serving three meals a day with typical hours of operation beginning not later than 7:00 a.m. (“**Preferred Restaurant Use**”), or other use as approved by ANC 6D. The Applicant will ensure that the Project is designed to accommodate kitchen equipment functions for the Preferred Restaurant Use (e.g. exhaust systems and grease traps). After the expiration of this period, the Preferred Restaurant Use may be used for any other use in the retail, service, financial service, or eating/drinking establishment use categories.
 - b. Following the issuance of a building permit for the Project, the Applicant will provide ANC 6D representatives with quarterly updates on retail marketing and leasing efforts for Preferred Restaurant Use as well as other retail space.
4. **Theater/Cultural Use:** For a minimum of five years after the date of issuance of the first certificate of occupancy for the Project, the Applicant will reserve a minimum of 9,000 square feet of the Project’s ground floor for a theater or similar performing arts venue. After the expiration of this period, the space will be reserved for any use in the entertainment/assembly/performing arts, arts/design/creation, and arts-related educational use categories.
 - a. Prior to the issuance of a building permit for the Project, the Applicant will issue solicitations for a potential theater operator through a “request for proposals” or similar process. The Applicant will request that respondents address neighborhood engagement and inclusivity in their respondents and include them as evaluation criteria within such request for proposals. The Applicant will provide ANC 6D representatives with an opportunity to review and advise on proposals that are received.

5. Retail/Educational Use: The Applicant will reserve 9,000 square feet of the Project's ground floor for neighborhood-serving uses in the retail, general service, financial service, eating/drinking establishment, education, or daytime care use categories.
6. The Applicant shall have flexibility in the following areas:
 - a. To vary the location and design of all interior components, including partitions, structural slabs, doors, hallways, columns, stairways, mechanical rooms, and toilet rooms, provided that the variations do not change the exterior configuration or appearance of the structure;
 - b. To vary the colors of the exterior materials based on availability at the time of construction, provided such colors are within the color ranges proposed in the Final Plans;
 - c. To make minor refinements to the locations and dimensions of exterior details that do not substantially alter the exterior design shown on the Final Plans. Examples of exterior details would include, but are not limited to, doorways, canopies, railings, and skylights;
 - d. To vary the final number of residential units by plus or minus 10 percent, and accordingly adjust the type and location of affordable units to reflect the final unit mix of the Project;
 - e. To vary the interior design and layout of the parking garage as well as the final number of parking spaces within a range of 205 to 233 parking spaces;
 - f. To vary the final streetscape design and materials in the public right-of-way, in response to direction received from District public space permitting authorities;
 - g. To vary the final streetscaping and landscaping materials of the Project based on availability and suitability at the time of construction or otherwise in order to satisfy any permitting requirements of DC Water, DDOT, DOEE, DCRA, or other applicable regulatory bodies;
 - h. To vary the amount, location and type of green roof, solar panels, and paver areas to meet stormwater requirements and sustainability goals or otherwise satisfy permitting requirements, so long as the Project achieves a minimum GAR of 0.2 and installs solar panels on a minimum of 3,000 square feet of roof area;
 - i. To vary the final design and layout of the mechanical penthouse to accommodate changes to comply with Construction Codes or address the structural, mechanical, or operational needs of the building uses or systems, so long as such changes do not substantially alter the exterior dimensions shown on the Plans and remain compliant with all applicable penthouse setback requirements;
 - j. To vary the final design and layout of the indoor and outdoor residential amenity spaces to reflect their final design and programming;

- k. To vary the location, layout, and type of play equipment within the Play Area;
- l. To vary the location of the residential lobby entrance on 4th Street, SW and/or relocate the entrance to the Private Drive to accommodate the final retail demising plan;
- m. To vary the size and location of the theater/cultural use entrance to accommodate the final plans for the theater use, provided that the entrance will remain on the Private Drive; and
- n. To vary the final design of the ground floor frontage, including the number, size, design, and location of windows and entrances, signage, awnings, canopies, and similar storefront design features, to accommodate the needs of the specific tenants within the parameters set forth in the Storefront and Signage Plans.

7. Housing and Affordable Housing

- a. **Prior to the issuance of the building permit for the Project**, the Applicant shall provide evidence to the Zoning Administrator that the “Affordable Housing Covenant” required under the LDDA either (i) has been recorded in the Land Records or (ii) has been placed into escrow pending Applicant’s completion of closing under the LDDA and will be recorded in the Land Records promptly after the release of such escrow;
- b. **For as long as the Project is subject to the Affordable Housing Covenant, the Project shall** provide housing in excess of a matter-of-right development of the Property, including 136 units of affordable housing as set forth in the following chart:

Residential Unit Type	Gross Residential Square Feet (Percent of Total)	Units	MFI	Affordability Control Period	Tenure
Total	366,842 sf + 23,469 sf ¹⁰ 390,311 sf (100%)	450		Varies	Rental
Market Rate	273,217 sf (70%)	314	N/A	N/A	Rental
IZ Required	0 sf	0	60% MFI	N/A	Rental
YEARS 1 - 50					
Affordable Units	58,547 sf (15%)	68	30% MFI	Years 1-50	Rental
Affordable Units	58,547 sf (15%)	68	50% MFI	Years 1-50	Rental
YEARS 51-99					
Affordable Units	29,000 sf (7.5%)	34	30% MFI	Years 51-99	Rental
Affordable Units	88,000 sf (22.5%)	102	50% MFI	Years 51-99	Rental

¹⁰ Habitable penthouse space.

Pursuant to Subtitle C, Section 1001.6(a) of the Zoning Regulations, the Inclusionary Zoning requirements shall not apply to the Project, it being understood that the Project's affordable units shall be reserved at the MFIs set forth herein, notwithstanding anything to the contrary set forth in Section 1001.6(a)(2).

- c. **Following the expiration of the "Affordability Period" as defined in the Affordable Housing Covenant**, the Project shall set aside a minimum of eight percent of the Project's GFA dedicated to residential use for households earning up to 60% MFI, and the Project shall set aside a minimum of eight percent of the penthouse habitable space (except such space devoted exclusively to communal rooftop or amenity space) for households earning up to 50% MFI.
8. **Prior to the issuance of a building permit for the Project**, the Applicant shall submit to the Zoning Administrator a copy of the executed First Source Agreement and Certified Business Enterprise agreement for the Project.
9. **Prior to the issuance of a building permit for the Project**, the Applicant shall submit to the Zoning Administrator a copy of the LEED checklist evidencing that the Project has been designed to achieve LEED Gold 2009.
10. **Prior to the issuance of the first certificate of occupancy for the Project**, the Applicant shall provide the Zoning Administrator with information showing that solar panel systems installed on the Project occupy no less than 3,000 square feet of roof area.
11. **For the life of the Project**, the Applicant shall provide and maintain a children's play area of no less than 3,000 square feet which shall be open to general public use during daylight hours except during the hours of use by any educational/daytime care use in the Project and/or at other designated times.
12. **Prior to the issuance of a building permit for the Project**, the Applicant shall engage a lighting consultant to incorporate sufficient lighting to discourage loitering after dark and shall develop a protocol for the placement and monitoring of security cameras in consultation with MPD officers.
13. **During the construction of the Project**, the Applicant shall abide by the terms of the CMP included in the record at Exhibit [____].

Transportation Mitigation Measures

School Pick-up/Drop-Off Measures

1. **For as long as an educational or day care (i.e., a "School") use exists in the Project**, the Applicant shall implement the following transportation mitigation measures with respect to the School use:
 - a. Pick-up/drop-off operations may either occur along the Private Drive, or within the parking garage, or a combination of both, depending on the ultimate needs of the School;

- b. During the morning drop-off period and afternoon pick-up period, vehicles dropping off students may use the Private Drive only when staffed by a School employee(s), and at all other times, any caregiver dropping off a student must park in one of the designated parking spaces in the Project's garage and walk the student(s) into the School unless special arrangements are made in advance with the School;
- c. A School staff member or designee shall monitor the queue along the Private Drive during pick-up and drop-off periods, and if such queues extend past the point in which a vehicle can comfortably pass standing vehicles, such School staff member shall direct vehicles dropping off students to continue to the Project's garage;
- d. To accommodate caregivers parking in the garage for pick-up/drop-off activity, a minimum of 10 spaces in the garage shall be designated for School-related users, shall be signed as such, and shall be available without charge for up to 30 minutes per user;
- e. School officials shall inform caregivers that parking for pick-up/drop-off activity is to occur within the garage and not within on-street parking spaces surrounding the school on 4th Street, SW, Wesley Place, SW, or K Street, SW; and
- f. School officials, and the property manager as necessary, shall monitor pick-up/drop-off operations during the first year of operation and thereafter make adjustments as necessary;
- g. The foregoing requirements and all other applicable transportation-related conditions contained herein shall be incorporated into any School operator's lease with the Applicant, and the Applicant shall reserve its rights under the lease to enforce the operator's compliance with such conditions.

Safe Routes to School Measures

- 2. **Prior to the issuance of a certificate of occupancy for a School use in the Project**, the Applicant and School officials shall meet with DDOT Safe Routes to School staff and a prepare a safe routes plan for the School.

Private Drive Management Measures

- 3. **For the life of the Project**, the Applicant shall implement the following measures with respect to the Private Drive:
 - a. Pick-up and drop-off activities in the Private Drive shall be limited to only that portion of the Drive that is sufficiently wide to allow through traffic to pass standing vehicles;
 - b. The Applicant shall not permit residential or commercial pick-up/drop-off activities to occur along any of 4th Street, SW, Wesley Place, SW or K Street, SW;

- c. “No Parking” signage shall be installed and maintained along the Private Drive to direct vehicles not to park along the Private Drive in accordance with the plans shown on [*Exhibit D*]; and
- d. The Private Drive may from time to time be closed to vehicular traffic for special events but only during times that do not coincide with School pick-up/drop-off activity.

Loading Management Measures

4. **For the life of the Project**, the Applicant shall implement the following measures with respect to the Project’s loading:
- a. The Project’s property manager shall designate a loading facility manager (“**Loading Manager**”) and shall deliver the contact information (including the cell phone number and e-mail address) for such Loading Manager to the property manager for the adjacent office building at 1100 4th Street, SW. The Loading Manager shall communicate regularly and work cooperatively with the property and loading managers of that adjacent building to avoid conflicts in the private alley and to comply with all written agreements between the property owners;
 - b. The Loading Manager shall schedule deliveries so as to not exceed the Project’s loading facility capacity, and in the event that an unscheduled delivery vehicle arrives while the Project’s loading facility is full, the Loading Manager shall direct the driver of such vehicle to return at a later time when the loading facility has adequate capacity;
 - c. The Project’s property manager shall provide all tenants of the Project with information regarding loading dock restrictions, rules, and suggested truck routes;
 - d. The Project’s property manager shall require all tenants (i.e., residential and non-residential) to use trucks 30 feet or shorter in length;
 - e. The Project’s property manager shall require all residential tenants to schedule move ins/move outs in advance of the occurrence of same;
 - f. The Project’s property manager shall instruct all short-term deliveries (e.g., UPS, FedEx, USPS, etc.) to be made from within the Project’s loading docks in accordance with the conditions herein and not from any of the Private Drive, 4th Street, SW, K Street, SW, Wesley Place, SW, or the private extension of Wesley Place, SW;
 - g. The Loading Manager shall not permit tenants or delivery trucks serving the Project to (i) permit any vehicle accessing the loading area to park, stand, load, or unload in the restricted “Access Area” in the private extension of Wesley Place, SW, (ii) store or otherwise permit any trash, refuse, rubbish, debris, structure, or equipment within the Access Area, (iii) cause or permit any use of the Access Area that would otherwise conflict with loading dock operations for the Safeway or other tenants of

the adjacent office building, or (iv) use or permit to be used the Access Area in a manner that interferes with or disturbs use and enjoyment of the Access Area by the grocery store tenant or other tenants of the adjacent office building;

- h. The Loading Manager shall not permit trucks using the loading facility to idle and shall require such trucks to follow all District guidelines for heavy vehicle operation including but not limited to 20 DCMR § 900 (Engine Idling), the requirements set forth in DDOT's "Freight Management and Commercial Vehicle Operations" document, and the primary access routes listed in DDOT's "Truck and Bus Route System" as applicable from time to time; and
- i. The Loading Manager shall disseminate to drivers from delivery services that frequently utilize the loading facility (1) suggested truck routing maps and (2) other applicable materials such as DDOT's "Freight Management and Commercial Vehicle Operations" document, as needed to encourage compliance with idling laws.

Parking Management Measures

- 5. **For the life of the Project**, the Applicant shall implement the following with respect to the Project's parking:
 - a. A minimum of 35 spaces in the Project's garage shall be reserved for non-residential uses; and
 - b. Such non-residential parking spaces shall be made available for educational and/or daytime care uses in the Project for short-term parking at no cost to encourage non-residential pick-up/drop-off activity to take place within the Project's garage rather than on public streets or within the Private Drive.

Transportation Demand Management ("TDM") Measures

- 6. **For the life of the Project**, the Applicant shall implement the following with respect to the Project's transportation demand:
 - a. The Applicant shall identify a "TDM Leader" (for planning, construction, and operations), who shall distribute and market to the residents and tenants of the building various transportation alternatives and options in existence from time to time, which materials shall include TDM materials to new residents and tenants in a welcome package;
 - b. The Applicant shall provide the TDM Leader's contact information to DDOT and report TDM efforts and amenities to goDCgo staff once per year;
 - c. The Applicant shall post all TDM commitments online, publicize the availability of the same, and allow the public to see what commitments have been promised;

- d. The Applicant shall provide website links to CommuterConnections.com and goDCgo.com on Project-related websites;
 - e. The Applicant shall unbundle the fee it charges for parking from the base rent under a lease or the purchase price of a residential unit and shall set the minimum parking fee at the average market rate, where the market rate is determined by the average price in garages within 0.25 miles of the Project;
 - f. The Applicant shall install a “Transportation Information Center Display” on an electronic screen within the residential lobby, which Display shall contain information related to local transportation alternatives;
 - g. The Applicant shall meet or exceed the Zoning Regulations’ requirements for bicycle parking, including the requirement to provide secure interior bicycle parking and short-term exterior bicycle parking around the perimeter of the Property; and
 - h. The Applicant shall meet or exceed the Zoning Regulations’ requirements for showers and lockers, which shall be available for use by employees of the Project’s ground floor uses.
7. **For the life of the Project**, residents of the Project shall be ineligible to participate in the District’s RPP or VPP programs by notice given and enforced through a lease provision or similar mechanism.

[End of Exhibit A]