

COMMUNITY BENEFITS AGREEMENT
APPLICANT'S COMMITMENTS TO ANC 6D

Z.C. Case No. 02-38I – Waterfront Station

**375 Street, SW (“East M Street Building”)
425 M Street, SW (“West M Street Building”)**

Prepared March 12, 2018

Updated March 13, 2018

Waterfront 375 M Street, LLC and Waterfront 425 M Street, LLC (the “Applicant”) shall provide the following public benefits and project amenities as conditions to approval of Z.C. Order No. 02-38I.

1. **Community Center**: The Applicant shall dedicate approximately 6,000 square feet in the East M Street Building as a community center, as shown on Exhibit A (the “Community Center”) and according to the following conditions:
 - a. The Community Center shall be operated by a mutually-agreed upon entity;
 - b. For a period of thirty (30) years following the issuance of the first Certificate of Occupancy for the East M Street Building, the Applicant shall not charge any rent for the use and occupancy of the Community Center, and shall pay for all property taxes and operating expenses associated with the Community Center use, except that the Applicant shall not pay for any costs associated with electricity or internet service for the Community Center. Following the 30-year period, the Applicant shall give the Community Center operator the right of first refusal to continue to rent the Community Center space.
 - c. The Community Center shall have a separate, secured, ground-floor entrance on M Street, SW, that is accessible to the public and controlled and managed by the Community Center operator;
 - d. The Applicant shall make the following contributions to the Community Center: (i) up to \$500,000 for the interior design and fit-out; (ii) up to \$50,000 for furniture, fixtures, and equipment; and (iii) \$15,000 for initial start-up costs. The Applicant shall work with ANC 6D on the final design and details of the Community Center build-out;
 - e. The Applicant shall provide access for Community Center employees and visitors to the shared greenspace located on the second floor terrace of the East M Street Building, with the extent and hours of use to be coordinated with the East M Street Building’s office tenants.

2. **Affordable Housing:** The Applicant shall dedicate 8% of the residential gross floor area in the East and West M Street Buildings as Inclusionary Zoning (“IZ”) units, reserved for households earning up to 60% of the Median Family Income. The Applicant shall dedicate two IZ units in the East M Street Building and three IZ units in the West M Street Building as 3-bedroom units.
3. **Retail Strategy and Implementation Plan:** Following the start of construction for the East M Street Building, the Applicant shall establish a working group with ANC 6D to help develop and refine the retail vision, strategy, and implementation plan for that Building, with the goals of creating a vibrant town center, activating the streetscape, and generating synergies with the Community Center. The working group shall convene at least semi-annually and shall continue to meet until the East M Street Building is fully leased. The same process, with the same goals and timetable, shall occur for the West M Street Building.
4. **Waterfront Station Coordination:**
 - a. **PUD Site Management Plan:** Following the Zoning Commission’s approval of Z.C. Case No. 02-38I, and prior to the start of construction for the East M Street Building, the Applicant shall convene a meeting (physically or electronically) among the owners (the “Owners”) of the individual lots within the overall Waterfront Station PUD site (Record Lot 89 in Square 542) (the “PUD Site”) and representatives of ANC 6D for the purpose of creating and implementing a cohesive and enforceable management plan for the PUD Site. The Applicant shall subsequently convene two meetings with the Owners and ANC 6D within the first year following the start of construction of the East M Street Building, and shall thereafter convene meetings annually with the Owners and ANC 6D until one year following the issuance of the first Certificate of Occupancy for the West M Street Building.

The Applicant shall coordinate with the Owners to actively manage the PUD Site. As part of managing the PUD Site, the Applicant shall seek approval of the Owners to implement the wayfinding, traffic calming, and pedestrian safety elements as shown on the transportation plan attached hereto as Exhibit B, and subject to DDOT’s approval to the extent required. The Applicant shall also support, and encourage all Owners to support, enforcement of all traffic laws to the greatest extent possible. The Applicant shall evaluate whether the transportation improvements shown on Exhibit B are working at the PUD Site management meetings described above.

- b. **Public Space Improvements:** Following the start of construction for the East M Street Building, the Applicant shall work with ANC 6D to install an element in public space and/or in the Metro Plaza that creates a sense of arrival to a vibrant waterfront neighborhood. If the element is within the public space, the Applicant may be required to obtain approval from DDOT for such installation. If the element is within the Metro Plaza and is outside the scope of the Second-Stage PUD plans

approved in Z.C. Order No. 02-38A, then the Applicant may be required to submit those modifications to the Zoning Commission for review and approval of a modification to the Second-Stage PUD.