

Z.C. CASE NO. 02-38I
COMPREHENSIVE LIST OF PUBLIC BENEFITS AND AMENITIES

1. First-Stage PUD Benefits and Amenities - Already Delivered

Pursuant to Z.C. Order No. 02-38A, Findings of Fact (“FF”) Nos. 89(a)-(f) and 90(a)-(h), the First-Stage PUD for Waterfront Station included a number of significant public benefits and project amenities. The significant majority of these benefits and amenities have already been delivered, including the following:

- a. Re-opening of 4th Street, SW, as a dedicated public right-of-way to break down the super block previously in place, to restore the street grid, improve traffic flow, and serve as a neighborhood town center;
- b. Constructing 895 residential units, with approximately 11.8% being affordable;
- c. Constructing more than 90,000 square feet of retail space (of the 110,000 square feet required overall project), with more than 10,000 square feet provided for small and local retail users (of the 12,500 square feet required for the overall project);
- d. Delivering the significantly expanded and upgraded 55,000 square foot Safeway grocery store;
- e. Maintaining the Safeway, CVS Pharmacy, and Bank of America on-site throughout the initial construction;
- f. Delivering over 50,000 square feet of public open space; and
- g. Constructing and maintaining the public park property to the north of Waterfront Station.

2. First-Stage PUD Benefits and Amenities - To Be Delivered in Second-Stage PUD

As part of the subject second-stage PUD application, the Applicant will also implement the following previously-approved public benefits and amenities applicable to East and West M Street Buildings:

- a. Accomplish major urban design benefits and improvements (FF No. 89(c));
- b. Create and improve the town center (FF No. 89(d));
- c. Add more retail and service uses in Waterfront Station, including for small and local retail users (FF Nos. 89(f) and 90(c));
- d. Incorporate sustainable design features (FF No. 90 (d));
- e. Introduce elements of the Transportation Management Plan (FF No. 90(g));
- f. Provide employment and training opportunities (FF No. 90(h)); and

- g. Enter into a Security and Construction Mitigation Plan for the M Street Buildings (FF No. 90(f))

3. Second-Stage PUD Additional Benefits and Amenities

The Applicant will implement the following additional and continuing benefits and amenities as part of the Second-Stage PUD and modification to the First-Stage PUD for the East and West M Street Buildings:

- a. **Urban Design (Subtitle X § 305.5(a))**. The M Street Buildings will accomplish major design objectives, such as superior streetscape design and pedestrian amenities, including wide sidewalks and public plazas and the introduction of distinctive, vertical buildings that provide interest and variety along street frontages, are construed to define public spaces, and create better connections for the neighborhood.
- b. **Retail and Service Establishments (Subtitle X § 305.5(q))**. The amount of retail space proposed for the M Street Buildings will exceed the minimum amount of neighborhood-serving retail and service uses required under the First-Stage PUD approval for the overall PUD Site. Pursuant to Z.C. Order No. 02-38A, Condition No. 13, the overall PUD was required to have a minimum of 110,000 square feet of gross floor area devoted to neighborhood-serving retail and service uses. The M Street Buildings will include a total of approximately 39,633 square feet of gross floor area devoted to retail uses, which will result in approximately 130,000 square feet of retail use for the overall PUD, not including retail in the Northeast Building which has not yet been approved. This amount of retail use will advance the major themes and policies of the Comprehensive Plan and the SW Plan for creating a vibrant and walkable town center at Waterfront Station.

In addition, the Applicant will dedicate a minimum of 32,400 square feet of space for office uses within the Project.

With respect to retail leasing, the Applicant will provide retail spaces that can accommodate smaller-scale retailers and will avoid marketing to retail tenants that comprise large spaces (larger than 10,000 square feet each). The Applicant will also dedicate a minimum of 1,000 total square feet in the M Street buildings to small and local businesses as part of its compliance with Condition No. 14 from Z.C. Order No. 02-38A, which requires a total of 12,500 square feet within the overall project. Finally, the Applicant will prohibit any digital advertising signage on the exterior of the M Street Buildings during both initial lease up and for the life of the M Street Buildings.

- c. **Housing and Affordable Housing (Subtitle X § 305.5(f) and (g))**. The Project results in the creation of new housing and affordable housing consistent with the goals of the Zoning Regulations, the Comprehensive Plan, and the Future Land Use Map. Overall, the Project will replace two vacant sites with approximately 598 new residential units that would have not been provided if the M Street Sites were developed as office buildings, as approved in Z.C. Order No. 02-38A.

East M Building: The Applicant will dedicate a minimum of 8% of the residential gross floor area in the East M Building to households earning up to 60% of the MFI. Two of the

units generated by the 8% will be three-bedroom units dedicated to households earning up to 60% of the MFI. In addition to the 8% of the residential gross floor area in the East M Building, the Applicant will dedicate a third three-bedroom unit to households earning up to 60% of the MFI, thus providing more affordable housing than required by the Zoning Regulations.

West M Building: The Applicant will dedicate a minimum of 8% of the residential gross floor area in the West M Building to households earning up to 60% of the MFI. Three of the units generated by the 8% will be three-bedroom units dedicated to households earning up to 60% of the MFI. Together with the three-bedroom units in the East M Building, these larger-sized units will create new affordable housing options for families, which is an important District priority, and is specifically identified as a public benefit in 11-X DCMR § 305.5(f)(3).

- a. **Employment and Training Opportunities (Subtitle X § 305.5(h))**. As part of construction of the M Street Buildings the Applicant will (i) comply with the executed First Source Employment Agreement to promote and encourage the hiring of District residents, as set forth in the agreement included in the case record at Exhibit 2K; and (ii) comply with the executed Certified Business Enterprise Agreement, in order to utilize local, small, and disadvantaged businesses, as set forth in the agreement included in the case record at Exhibit 2L.
- b. **Environmental Benefits (Subtitle X § 305.5(k))**. The M Street Buildings have been designed to integrate a host of sustainable features. The Applicant will incorporate solar panels on the roofs of the M Street Buildings that will cover approximately 2,400 total square feet on the East and West M Buildings combined in an effort to generate a portion of each Building's energy consumption.

The Applicant will design the M Street Buildings to achieve LEED Silver under LEED v4 for Building Design and Construction. The Applicant will endeavor to seek certification but proffers a condition relating to design in accordance with Subtitle I § 305.5k(5). The Applicant is not proffering its LEED commitment as a new public benefit for the Second-Stage PUD, but rather in compliance with the original benefits and amenities approved in ZC Order No. 02-38A.

- c. **Security and Construction Mitigation Plan (Subtitle X § 305.5(q))**. The Applicant will abide by a separate Construction Management Plan for each M Street Building, to be in place throughout the construction of the applicable M Street Building.
- d. **Transportation Features (Subtitle X § 305.5(o) - Safety Study)**. The Applicant will contribute \$30,000 to DDOT for the purpose of undertaking a safety study related to the 4th and M Street intersection.
- e. **Building Space for Special Uses (Subtitle X § 305.5(j))**. The Applicant will dedicate a minimum of 6,000 square feet of the East M Building as a community center. The Applicant will permit ANC 6D to select the community center operator, but prior to turning over occupancy of the community center to the operator, the ANC will be required to

provide information about the selected operator to the Applicant, including but not limited to the operator's business plan, governance structure, financial statements, board of directors (if any), affiliates (new and established) and scope of services (e.g. programming, hours of operation). The ANC will permit the Applicant to provide meaningful input and feedback on the information provided (e.g. comments and concerns relating to substantive issues in the aforementioned documents), with the Applicant's feedback not to be unreasonably withheld or delayed. If the ANC does not agree with the Applicant's feedback, then it must respond in writing to the Applicant explaining its position, and the ANC and the Applicant must resolve all issues regarding the operator prior to the Applicant turning over occupancy of the community center to the operator. Once the Applicant turns over occupancy to the operator, the operator will be required to maintain the community center in good order, repair, and conditions, consistent with the terms of the lease agreement to be executed for the community center.

The Applicant will not charge the community center operator for any of the following: (i) rental fees; (ii) property taxes; (iii) building maintenance; (iv) operating expenses; or (v) utilities, with the following exception. In an effort to promote energy conservation, the Applicant will limit its electric utility contribution to \$2.00 per square foot per year (approximately \$12,000 per year) with an annual escalation of 3%. This proposed subsidy is the estimated electricity cost for the community center operation, such that the Applicant anticipates that it will cover 100% of the electric utility charges, despite the contribution limit. The Applicant will also provide low-e coated glass with a solar heat gain coefficient (SHGC) of 0.39 maximum on south face of the community center to minimize heat gain.

In addition to providing the community center space at no cost, as described above, the Applicant will also contribute a one-time payment of up to (i) \$500,000 for the community center's interior design and fit-out; and (ii) \$50,000 for furniture, fixtures, and equipment.

The Applicant will permit community center visitors and employees to use the shared outdoor courtyard at the second level of the East M Building. The courtyard will be operated and maintained by the future office tenant of the East M Street Building. Use of the courtyard by the community center users will be limited to the same hours of operation and types of uses as permitted for the office tenants, unless a special activity or event is specifically reviewed and approved by the office tenant manager.

- f. **Commemorative Works or Public Art (Subtitle X § 305.5(d))**. Following the Zoning Commission's approval of Z.C. Order No. 02-38I, the Applicant will engage with and select a local artist to design and install an "element" in the Metro Plaza adjacent to the M Street Sites (the "Public Space Element"). The Applicant will select an artist who is familiar with the history of Waterfront Station, such that the artist will be able to design a unique and meaningful installation that creates a sense of arrival to Waterfront Station and is successful on its own, independent from the success of surrounding retail or changes in the season. The Applicant will present the proposed artist, general design, and scope of work for the Public Space Element to the ANC up to three times.
- g. **Uses of Special value to the Neighborhood Subtitle X § 305.5(q) - Continued Engagement**. Following the Zoning Commission's approval of Z.C. Case No. 02-38I, and

prior to the start of construction for the East M Building, the Applicant will convene a meeting (physically or electronically) among the Waterfront Station property owners (the “PUD Owners”) and ANC 6D for the purpose of creating and implementing a cohesive and enforceable management plan for Waterfront Station. The Applicant will subsequently convene two meetings with the PUD Owners and ANC 6D within the first year following the start of construction of the East M Building, will schedule additional meetings if necessary, and will thereafter convene meetings annually with the PUD Owners and ANC 6D until one year following the issuance of the first certificate of occupancy for the West M Building.