

Z.C. Case No. 05-38B – Mill Creek Residential Trust, LLC
PUD Modification @ Square 499, Lots 855-859

<u>PROFFER</u>	<u>CONDITION</u>
<u>Urban Design, Architecture, and Open Space (11 DCMR § 2403.9(a))</u> – The revised project will reduce the height of the new residential buildings from 112 feet to 85 feet each, and will reduce the PUD’s overall density from 4.38 FAR to 3.40 FAR. The new building on the north side of the PUD Site (the “North Residential Tower”) will have six stories, including a mezzanine on the ground floor. The new building on the south side of the PUD Site (the “South Residential Tower”) will have seven stories, including mezzanines on the ground and top floors. The new residential towers will contain a combined total of approximately 242,450 square feet of gross floor area, with approximately 212,965 square feet of gross floor area devoted to residential and residential amenity uses, approximately 5,220 square feet of gross floor area devoted to retail use, and approximately 5,845 square feet of gross floor area devoted to service space. The overall gross floor area for the new buildings and the Pei Towers combined is 495,890 square feet. The number of residential units for the overall project will be reduced from 580 to 516 (256 existing units plus 260 new units, plus or minus 10%).	The PUD shall be developed in accordance with the Architectural Plans and Elevations (the “Plans”) marked as Exhibits 24A1-5 in Z.C. Case No. 05-38B, as modified by the supplemental sheets marked as Exhibit 31 in Z.C. Case No. 05-38B, and as modified by the guidelines, conditions and standards of this Order. In accordance with the Plans, the North and South Residential Towers shall have a maximum height of approximately 85 feet. The new residential towers shall contain a combined total of approximately 242,450 square feet of gross floor area, with approximately 212,965 square feet of gross floor area devoted to residential and residential amenity uses, approximately 5,220 square feet of gross floor area devoted to retail use, and approximately 5,845 square feet of gross floor area devoted to service space. The overall gross floor area for the new buildings and the Pei Towers combined shall be 495,890 square feet. A total of 516 residential units shall be provided for the overall project (plus or minus 10%).
b) <u>Housing and Affordable Housing (11 DCMR § 2403.9(f))</u> – Pursuant to Z.C. Order No. 05-38, the project is required to provide 16,000 square feet of affordable housing (see Z.C. Order No. 05-38, Decision No. 12). However, pursuant to Chapter 26 of the Zoning Regulations, the Applicant would otherwise be required to set aside 8% of the residential gross floor area for Inclusionary Zoning (“IZ”) units, which results in 17,037 square feet of gross floor area. To date, 10,587 square feet of gross floor area has been delivered in the Pei Towers. The Applicant will set aside an additional 6,450	The PUD shall be developed in accordance with the Architectural Plans and Elevations (the “Plans”) marked as Exhibits 24A1-5 in Z.C. Case No. 05-38B, as modified by the supplemental sheets marked as Exhibit 31 in Z.C. Case No. 05-38B, and as modified by the guidelines, conditions and standards of this Order. For the Pei Towers, a minimum of 10,587 square feet of gross floor area shall be set aside as affordable housing in compliance with the controls already in place for the Pei Towers, as set forth in Exhibit 26G of Z.C. Case No. 05-38.

square feet of gross floor area between the North Residential Tower and the South Residential Tower to be dedicated as IZ units, consistent with Chapter 26 of the Zoning Regulations. Overall, a total of 17,037 square feet of gross floor area will be devoted to affordable housing in the Pei Towers and the North and South Residential Towers combined.	For the North and South Residential Towers, and for the life of the project, a minimum of 6,450 square feet of gross floor area shall be distributed between the North and South Residential Towers, set aside for eligible moderate income households earning up to 80% of the area medium income, and consistent with Chapter 26 of the Zoning Regulations.
<u>Environmental Benefits (11 DCMR § 2403.9(h))</u> – The Applicant will ensure environmental sustainability through the implementation of sustainable design features and strategies to enhance the sustainable nature of the site's mixed-use, transit-rich location and to promote a healthy lifestyle for the project's residents. The North and South Residential Towers will be designed to achieve the equivalent of a LEED Silver designation, as shown on the theoretical LEED score sheet submitted with the Plans (Exhibit 24A5).	The PUD shall be developed in accordance with the Architectural Plans and Elevations (the “Plans”) marked as Exhibits 24A1-5 in Z.C. Case No. 05-38B, as modified by the supplemental sheets marked as Exhibit 31 in Z.C. Case No. 05-38B, and as modified by the guidelines, conditions and standards of this Order. The North and South Residential Towers shall be designed to include no less than the 50 points necessary to be the equivalent of a LEED Silver designation, as shown on the theoretical LEED score sheet submitted with the Plans (Exhibit 24A5). The Applicant shall put forth its best efforts to design the buildings to satisfy such LEED standards, but the Applicant shall not be required to register or to obtain a certification from the United States Green Building Council.
<u>d) Transportation Benefits (11 DCMR §2403.9(c))</u> – The Applicant incorporated a number of elements designed to promote effective and safe vehicular and pedestrian access to the site, convenient connections to public transit services, and on-site amenities such as bicycle parking and sufficient vehicular parking. The Applicant will provide vehicular access to the Pei Towers	For the life of the project, the Applicant shall provide vehicular access to the Pei Towers and the North and South Residential Towers pursuant to the Declaration of Permanent Easements and Covenants, dated August 17, 2011, and recorded in the Land Records of the District of Columbia as Document No. 20110866041, as may be amended or modified by the parties.

and the North and South Residential Towers pursuant to the Declaration of Permanent Easements and Covenants, dated August 17, 2011, and recorded in the Land Records of the District of Columbia as Document No. 20110866041. In order to mitigate concerns regarding the potential for retail curbside loading, the Applicant will abide by the Loading Management Plan, dated June 11, 2015, and included in the record at Exhibit 35. In addition, the Applicant will implement the following transportation demand management (“TDM”) strategies: a. unbundle on-site parking from the costs of leasing apartments, and priced at market rates at minimum, defined as the average cost for parking in a quarter-mile radius of the site; b. install a transit information screen in the residential lobby of the North and South Residential Towers; c. provide 248 long-term bicycle parking spaces with 124 spaces located in the garage of each new Residential Tower; d. provide at least eight short-term bicycle parking stations in the public space adjacent to the site on either M, 6th, or K Streets; e. install one electric car charging station in each of the Residential Towers; and f. for the first three years of the project, offer either a one year Capital Bikeshare membership or a one year car-share membership to all new residents of the North and South Residential Towers.	For the life of the project, the Applicant shall abide by the Loading Management Plan, dated June 11, 2015, and included in the record at Exhibit 35. Prior to issuance of a Certificate of Occupancy for the South Residential Tower, and for the life of the project, the Applicant shall establish the following TDM strategies: a. unbundle on-site parking from the costs of leasing apartments, and priced at market rates at minimum, defined as the average cost for parking in a quarter-mile radius of the site; b. install a transit information screen in the residential lobby of the North and South Residential Tower; c. provide 248 long-term bicycle parking spaces with 124 spaces located in the garage of each new Residential Tower; d. provide at least eight short-term bicycle parking stations in the public space adjacent to the site on either M, 6th, or K Streets; e. install one electric car charging station in each of the Residential Towers; and At the time of initial move-in, and for the first three years that the North and South Residential Towers are open, the Applicant shall offer either a one year Capital Bikeshare membership or a one year car-share membership to all new residents of the north and south Residential Towers.
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<u>First Source Employment Agreement (11 DCMR § 2403.9(j))</u> – The Applicant will submit to DCRA a First Source Employment Agreement executed by the Applicant, and in substantial conformance with the First Source Employment Agreement submitted at Exhibit 26I in Z.C. Case No. 05-38.	Prior to the issuance of a building permit for the South Residential Tower, the Applicant shall submit to DCRA evidence that the Applicant submitted a signed First Source Employment Agreement to the Department of Employment Services (“DOES”), and in substantial conformance with the First Source Employment Agreement submitted at Exhibit 26I in Z.C. Case No. 05-38.
<u>Uses of Special Value to the Neighborhood and the District of Columbia as a Whole (11 DCMR § 2403.9(I))</u> – The public benefits and project amenities will remain largely the same as those approved in Z.C. Order Nos. 05-38 and 05-38A. The Applicant will make the following contributions to local community organizations: a. Jefferson Middle School: The Applicant will make a financial contribution of \$22,000 to Jefferson Middle School to be used for enhancement of the school’s computer and technological development capabilities. b. Amidon Elementary School: The Applicant will make a financial contribution of \$22,000 to Amidon Elementary School for renovation of its library. c. Friends of the Southwest Library: The Applicant will make a financial contribution of \$22,000 to the Friends of the Southwest Library to be used to expand their resource collection. d. Payment for Renovation of the Town Center West Park: The Applicant will pay Wallace Roberts Todd (“WRT”) or another landscape architecture firm selected by the Applicant to undertake the renovations for the Town Center West Park outlined in the WRT Study,	Prior to the issuance of a certificate of occupancy for the South Residential Tower, the Applicant shall submit to DCRA evidence that the Applicant has made contributions to the following community organizations. The Applicant shall provide proof to the Zoning Administrator that the items or services funded have been or are being provided in order to obtain a building permit. a. Jefferson Middle School: The Applicant shall make a financial contribution of \$22,000 to Jefferson Middle School to be used for enhancement of the school’s computer and technological development capabilities. b. Amidon Elementary School: The Applicant shall make a financial contribution of \$22,000 to Amidon Elementary School for renovation of its library. c. Friends of the Southwest Library: The Applicant shall make a financial contribution of \$22,000 to the Friends of the Southwest Library to be used to expand their resource collection. d. Payment for Renovation of the Town Center West Park: The Applicant shall pay Wallace Roberts Todd (“WRT”) or another landscape architecture firm selected by the Applicant to undertake

included at Exhibit 33 of Z.C. Case No. 05-38B, up to a value of \$250,000 (\$178,500 for the proposed work with contingency funds of up to \$71,500). In addition, the Applicant will abide by the development and construction management plan included at Exhibit 32 in Z.C. Case No. 05-38.	the renovations for the Town Center West Park outlined in the WRT Study, included at Exhibit 33 of Z.C. Case No. 05-38B, up to a value of \$250,000 (\$178,500 for the proposed work with contingency funds of up to \$71,500). The Applicant shall abide by the development and construction management plan included at Exhibit 32 in Z.C. Case No. 05-38.
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