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VIA IZIS AND HAND DELIVERY

Zoning Commission for the
District of Columbia
441 4th Street, N.W., Suite 210S
Washington, D.C. 20001

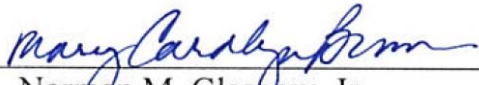
Re: Z.C. Case No. 07-13D -- Applicant's Draft Proffers
65 I Street, S.W. (Square 643-S, Lot 801)

Dear Members of the Commission:

On behalf of TR SW 2 LLC ("Applicant"), we submit herewith the Applicant's proposed proffers in the above-referenced case, consistent with the deadlines set by the Commission at its January 27, 2014, meeting.

Respectfully submitted,

HOLLAND & KNIGHT LLP

By: 
Norman M. Glasgow, Jr.
Mary Carolyn Brown

Attachment

cc: Jacob Ritting, Office of Attorney General (w/ attach. via email)
Matthew Jesick, D.C. Office of Planning (w/attach. via email)
Advisory Neighborhood Commission 6D (w/attach. per instructions)
Southwest Public Library (hand delivery)
Southwest Neighborhood Assembly (hand delivery)

TR SW 2 LLC
Z.C. Case No. 07-13D
PUD Modification for the Randall School at 65 I St., S.W.

Proffer	Condition
<p><u>Urban Design and Architecture</u></p> <p>32. As with the approved PUD, the modified project will contain approximately 499,843 square feet of gross floor area, which equates to a density of 4.32 FAR. The residential portion of the building will be constructed to a maximum height of 110 feet. The museum and related uses will comprise approximately 32,707 square feet of gross floor area, or 0.34 FAR. Approximately 23,303 square feet of gross floor area will be devoted to retail/service and/or educational uses, or 0.14 FAR of the total project. The remaining 443,833 square feet of gross floor area, or approximately 3.84 FAR, will be devoted to residential uses.</p> <p>39. The PUD will provide an exceptional new art museum for the Southwest neighborhood and the city at large, as well as new housing and affordable housing, in a building of outstanding design by the distinguished architectural firms of Bing Thom Architects, as well as Beyer, Blinder & Belle. The historic Randall School building is designed in an institutional interpretation of the Georgian Revival style, and is faced with red brick and limestone trim. In order to play as a backdrop to the historic buildings, the proposed PUD will be clad in contemporary materials. Primarily metal panels and glass, the fenestration pattern has been purposely arranged in an irregular and informal composition in counterpoint to the studied and carefully arranged facades of the historic buildings. Balconies and overhangs are introduced on the lower levels of the new building to complement the individual residential unit gardens and entries and to provide a sense of human scale at the street level. The metal cladding on the new museum wing located within the courtyard will be capable of accepting projected images and film/video. As noted by the HPRB, the design explores "progressive architectural expression of our time, including such ideas as highly sculptural building forms and dramatic raising of whole building blocks off the ground through feats of</p>	<p><u>Project Development</u></p> <p>A.1. The PUD shall be developed in accordance with the plans and materials submitted by the Applicant, dated November 12, 2013, and marked as Exhibit 19A in the record, as supplemented by Exhibits 29A and ____ ("Plans"), and as modified by the guidelines, conditions and standards of this Order.</p> <p>A.2. In accordance with the Plans, the PUD shall be a mixed-used project consisting of approximately 499,843 square feet of gross floor area. Approximately 443,833 square feet of gross floor area will be devoted to residential uses, with approximately 520 units. Approximately 23,303 square feet of gross floor area will be devoted to retail/service and/or educational uses, and approximately 32,707 square feet of gross floor area will be devoted to museum uses. The PUD shall have a maximum density of 4.32 FAR.</p> <p>A.3. The PUD shall be constructed to a maximum height of 110 feet. Roof structures may exceed the building height by a maximum of 18 feet, 6 inches.</p> <p>A.4. The PUD shall provide parking for 290-370 vehicles. Loading facilities shall be provided as shown on the Plans.</p> <p>B. 2. <u>Museum</u>. The Applicant shall provide approximately 32,707 square feet of gross floor area of the PUD for museum uses, as shown on the Plans.</p> <p>B.4. <u>Randall Recreation Center Drop-off/Turn-Around</u>. If approved by the District and the Department of Parks and Recreation, the Applicant shall create a vehicular drop-off and turn-around point to serve both the Randall Recreation Center and the east portion of the PUD, as shown on the Plans.</p>

Proffer	Condition
engineering."	
<p>LANDSCAPING</p> <p>40. <i>Landscaping.</i> A landscaped courtyard will be at the heart of the development and will connect directly to the surrounding streetscape by continuous walking surfaces at the southeast and southwest corners of the building. Asymmetrical planting areas in the courtyard will break up the space into separate outdoor rooms for various uses, including restaurant seating and opportunities to view projections on the new museum walls. Planting areas will also offer privacy and screening for the residential entry units. I Street is one of the primary corridors running through Washington's Southwest Quadrant, connecting its neighborhoods. At I Street, the tree-lined character of the public/private space will be preserved and enhanced in the block in front of the project. New stairs and accessible ramps will lead up to the Historic Randall School building. Along former First Street and at H Street, the frontage of each residence will maximize green space featuring small gardens and private terraces.</p>	<p>A.1. The PUD shall be developed in accordance with the plans and materials submitted by the Applicant, dated November 12, 2013, and marked as Exhibit 19A in the record, as supplemented by Exhibits 29A and ____ ("Plans"), and as modified by the guidelines, conditions and standards of this Order.</p> <p>B.3. Public Space Improvements. If approved by DDOT, the PUD shall provide public space improvements as shown on the Plans, extending the length of the I Street, as well as the H Street frontage.</p>
<p>HOUSING AND AFFORDABLE HOUSING</p> <p>41. <i>Housing.</i> The PUD will result in a significant addition to the District's housing stock and to Southwest Washington in particular, which has had only one new multi-family project completed in the past three decades. The modified development will contain approximately 520 units.</p> <p>42. <i>Affordable Housing.</i> The project will set aside 20 percent of the gross floor area devoted to residential space for households earning no more than 80 percent of the AMI, or approximately 104 units. The affordable housing component provides significantly more affordable housing units than what is required under the Inclusionary Zoning provisions under Chapter 26 of the Zoning Regulations.</p>	<p>B.1. <u>Housing and Affordable Housing.</u> The Applicant shall provide approximately 443,833 square feet of gross floor area to be devoted to residential uses. Twenty percent of the gross floor area devoted to residential uses shall be set aside as affordable dwelling units ("ADUs") to be offered to households earning no more than 80% of the Area Median Income ("AMI") for the Washington, D.C. Metropolitan Area. The Applicant shall enter into an ADU Agreement with the District's Department of Housing and Community Development regarding the eligibility, selection and enforcement of the ADU requirements, with preferences for residents of ANC 6D to the extent permitted by law. The Applicant shall not be required to locate any ADUs on the upper three floors of the building, but the units shall otherwise be designed and located within the building consistent with the IZ provisions of Chapter 26 of the Zoning Regulations.</p>

Proffer	Condition
<p>HISTORIC PRESERVATION</p> <p><i>43. Historic Preservation.</i> The PUD allows for the renovation and adaptive reuse of the historic portions of the Randall Junior High School. These structures have fallen into a state of disrepair in recent years and are in danger of losing their historic character. The proposed project contemplates the rehabilitation of these historically significant buildings and their careful integration into the planned development on the site. The renovation of these buildings will significantly improve the appearance of the streetscape and enhance the attractiveness of the surrounding neighborhood. The project also preserves the historic rights-of-way at First and H Streets, which are now closed.</p>	<p>A.1. The PUD shall be developed in accordance with the plans and materials submitted by the Applicant, dated November 12, 2013, and marked as Exhibit 19A in the record, as supplemented by Exhibits 29A and ___ ("Plans"), and as modified by the guidelines, conditions and standards of this Order.</p>
<p>SUSTAINABLE (LEED) DEVELOPMENT</p> <p><i>44. Sustainable Design Features.</i> The project features significant sustainable design features, including a green roof. Approximately 13,115 square feet, or 32 percent, of the total roof area of the residential portion of the building will be green, and significant other portions of the roof will be reflective. The Applicant proposes to include two LEED scorecards, one for the historic school building and one for the new construction. An equivalent of LEED Silver will be achieved.</p>	<p>B.6. LEED Qualification: The PUD shall be designed to meet a LEED-Silver rating, consistent with the score sheets submitted with the Plans but the Applicant shall not be required to obtain the certification from the United States Green Building Council</p>
<p>EMPLOYMENT OPPORTUNITIES</p> <p><i>45. First Source Employment Opportunities.</i> The Applicant will work with the Department of Employment Services ("DOES") to execute a First Source Employment Agreement in order to achieve the goal of utilizing District residents for at least 51 percent of the jobs created by the PUD project. The Applicant will use DOES as its first source for recruitment, referral, and placement of new hires for employees whose jobs are created by the PUD, and will give residents from ANC 6D special consideration for employment to the extent permitted by law.</p> <p><i>46. CBE Agreement.</i> The Applicant will execute a</p>	<p>B.8. First Source Employment Agreement: The Applicants shall execute a First Source Employment Agreement with the Department of Employment Services in order to achieve the goal of utilizing D.C. residents for at least 51% of the jobs created by the construction of the PUD. The Applicant shall give residents from ANC 6D special consideration for employment to the extent permitted by law.</p> <p>B.9. CBE Agreement: Prior to issuance of a building permit, the Applicant shall execute a Certified Business Enterprise agreement with the Department of Small and Local Business Development and submit a copy to the Office of</p>

Proffer	Condition
<p>Certified Business Enterprise Agreement with the Department of Small and Local Business Development and submit a copy to the Office of Zoning. The CBE Agreement will commit the Applicant to achieve, at minimum, the goal of 35 percent participation by local, small, or disadvantaged businesses in the contracted development costs in connection with the design, development, and construction for the project created as a result of the PUD.</p>	<p>Zoning. The CBE Agreement shall commit the Applicant to achieve, at a minimum, the goal of 35% participation by local, small, or disadvantaged businesses in the contracted development costs in connection with the design, development and construction for the project created as a result of the PUD.</p>
<p>USES OF SPECIAL VALUE</p> <p>47. The Applicant will provide the following benefits for a period of ten years, unless otherwise noted:</p> <ul style="list-style-type: none"> a. <i>Museum Admission Policy:</i> The Applicant will provide free admission to the art museum to ANC 6D residents as long as the museum is open to the public. In its discretion, the Applicant may implement this free-admission policy by issuing membership cards to ANC 6D residents or by accepting another form of residential identification. b. <i>Meeting Space:</i> Applicant will provide space at no charge for one neighborhood town meeting per calendar month and for one small-room meeting per calendar month. c. <i>Art Exhibits:</i> Applicant will organize an annual exhibit of artwork by residents of ANC 6D, including at least one public-school student. d. <i>Art Projects:</i> Applicant will designate an annual ANC 6D neighborhood visual arts project and provide the resources needed to make that project a reality. e. <i>Art Festival:</i> Applicant will organize, sponsor, and provide resources for an annual public, free-admission outdoor Arts Festival in ANC 6D. f. <i>ANC 6D Volunteers:</i> Applicant will establish a program of recruiting Museum volunteers from ANC 6D, who will receive free admission to at least one paid event at the Museum. g. <i>Randall Neighbor Day at the Corcoran:</i> Applicant guarantees that, one day each year, ANC 6D residents will have free admission to the Corcoran Gallery of Art. 	<p>B.7. <u>Benefits of Special Value to the Neighborhood:</u> Beginning upon the issuance of a certificate of occupancy for the museum, and continuing for a period of ten years there after, the Applicant shall:</p> <ul style="list-style-type: none"> a. <i>Museum Admission Policy:</i> provide free admission to the art museum to ANC 6D residents as long as the museum is open to the public. In its discretion, the Applicant may implement this free-admission policy by issuing membership cards to ANC 6D residents or by accepting another form of residential identification. b. <i>Meeting Space:</i> provide space in the PUD project at no charge for one neighborhood town meeting per calendar month and for one small-room meeting per calendar month. c. <i>Art Exhibits:</i> organize an annual exhibit of artwork by residents of ANC 6D, including at least one public-school student. d. <i>Art Projects:</i> designate an annual ANC 6D neighborhood visual arts project and provide the resources needed to make that project a reality. e. <i>Art Festival:</i> organize, sponsor, and provide resources for an annual public, free-admission outdoor Arts Festival in ANC 6D. f. <i>ANC 6D Volunteers:</i> establish a program of recruiting museum volunteers from ANC 6D, who will receive free admission to at least one paid event at the museum. g. <i>Randall Neighbor Day at the Corcoran:</i> schedule one day each year on which ANC 6D residents will have free admission to the Corcoran Gallery of Art. h. <i>Educator Memberships in the Corcoran Gallery</i>

Proffer	Condition
<p><i>h. Educator Memberships in the Corcoran Gallery of Art and Special Interest Society:</i> Applicant guarantees five (5) annual free, year-long, Individual Memberships in both the Corcoran Gallery of Art and a Special Interest Society for DC public-school teachers, one of which must go to a teacher in an ANC 6D public school.</p> <p><i>i. Camp Creativity:</i> Applicant guarantees that ANC 6D residents will receive at least five (5) annual full scholarships to participate in the program Camp Creativity run by the Corcoran Gallery of Art or by the Corcoran College of Art + Design.</p> <p>48. Pursuant to the joint letter filed by the Applicant and the ANC, the Applicant also committed to the following:</p> <ul style="list-style-type: none"> • <i>Southwest Historic District Study:</i> a \$20,000 contribution to _____ to support the study and development of a Southwest Washington historic district; • <i>Arts Program at Randall Recreation Center:</i> a contribution of \$1000 per month, for a period of five years, to help fund arts programming at the Randall Recreation Center; • <i>Updated ANC Agreement:</i> technical updates to the ANC agreement to delete references to the hotel use and similar revisions, and inclusion of the additional contributions listed above; • <i>Construction Management Plan:</i> establishment of a construction management plan with the ANC; • <i>RPP Restrictions:</i> restricting residents of the PUD from obtaining residential parking permits. 	<p><i>of Art and Special Interest Society:</i> provide five (5) annual free, year-long, Individual Memberships in both the Corcoran Gallery of Art and a special interest society for DC public-school teachers, one of which must go to a teacher in an ANC 6D public school.</p> <p>i. <i>Camp Creativity:</i> provide at least five (5) annual full scholarships to ANC 6D residents to participate in the program Camp Creativity run by the Corcoran Gallery of Art or by the Corcoran College of Art + Design.</p> <p>j. <i>Southwest Historic District Study:</i> Prior to the issuance of a certificate of occupancy, the Applicant shall contribute \$20,000 to _____ to support the study and development of a Southwest Washington historic district;</p> <p>k. <i>Arts Program at Randall Recreation Center:</i> Prior to the issuance of a certificate of occupancy, the Applicant shall contribute \$1000 per month, for a period of five years, to help fund arts programming at the Randall Recreation Center. The Applicant may accelerate payments in order to obtain a certificate of occupancy.</p> <p>l. <i>Construction Management Plan:</i> Prior to issuance of a building permit, the Applicant shall submit a construction management plan to the ANC.</p> <p>m. <i>RPP Restrictions:</i> Prior to the issuance of a certificate of occupancy for the residential portion of the PUD, the Applicant shall provide evidence that restrictions will be included in the residential leases or condominium documents prohibiting residential lessees or owners from obtaining a RPP from the Department of Motor Vehicles. The Applicant shall also provide evidence that it has requested that the building be removed or excluded from the RPP program.</p>
<p>TRANSPORTATION</p> <p>31. A minimum of 290 vehicle parking spaces and 550 bicycle parking spaces will be provided in two</p>	<p>A.4. The PUD shall provide parking for 290-370 vehicles. Loading facilities shall be provided as</p>

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<p>levels of underground parking. The primary loading facilities are located on the P1 level, where trucks are able to turn around, resulting in a pull-in/pull-out condition for vehicles on H Street. The loading berths will be shared between residential and non-residential uses. Secondary loading will also occur from First Street, with space for larger trucks to back into a loading dock on the west side of the museum.</p> <p>64. The Applicant updated its Transportation Demand Management ("TDM") plan with the following measures: (1) provide electronic message display boards in each residential lobby, (2) unbundle parking costs from the cost of residential lease or purchase, and (3) cover the cost to install a Capital Bikeshare station and one year of operation costs in the immediate vicinity of the Subject Property. DDOT also recommended that the Applicant commit not to pursue access to the Residential Parking Permit ("RPP") program. In addition, as shown on the final architectural plans and elevations, the proposed project includes capacity for 550 bicycle parking spaces and storage space on the building's P1 and P2 levels.</p>	<p>shown on the Plans.</p> <p>B.5. Transportation Demand Management ("TDM") Measures. The Applicant shall implement the following TDM measures prior to issuance of the certificate of occupancy for the relevant portion of the PUD:</p> <ul style="list-style-type: none"> a. designation of a Transportation Coordinator for the residential, museum and restaurant components of the site who will act as a point -of-contact for DDOT; b. providing a transportation information center located in each residential lobby and the museum lobbies, maintained by the Transportation Coordinator; c. installing an electronic message board in each residential lobby that displays relevant transportation information, such as transit estimated arrival times at nearby stops/stations and availability at nearby Capital Bikeshare stations. d. providing links on the museum's website to godcgo.com, information on alternative modes of travel, instructions for event patrons, and discourage parking on-street in residential parking zones; e. providing new residents with transportation information upon move-in; f. unbundling all residential parking costs from the cost of lease or purchase; g. pricing of restaurant, commercial, and museum parking at market-cost, defined as no less than the charges of the lowest fee garage located within 1/4 mile; h. providing ride-matching services for residents, in addition to reserving parking spaces in the garage for employee carpool vehicles; i. reserving two (2) parking spaces for car sharing vehicles, to be located as much as possible in a highly visible area with public access; j. providing in excess of the legal requirements for bicycle parking, but no more than 550 long-term bicycle parking spaces in the parking garage; k. paying the cost of installation and one-year of operating costs for a 40-foot Capital Bikeshare station in the immediate vicinity of

Proffer	Condition
	the PUD at a location to be selected by DDOT; provided, however, that this requirement is eliminated if a station gets constructed within a two-block radius of the site prior to issuance of the certificate of occupancy for the PUD.

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