

**Wharf District Master Developer, LLC**  
**Z.C. Case No. 11-03C**  
**Stage 2 PUD at Southwest Waterfront – Parcel 1**

APPLICANT'S ~~INITIAL SUBMISSION OF~~ FINAL LIST OF PUBLIC BENEFITS [\(OAG REDLINE\)](#)

| Proffer                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Condition                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
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| <p><b>PARCEL 1 BUILDING</b></p> <p>Consistent with the phased development endorsed by the Commission, the building proposed on Parcel 1, the Parcel 1 Building, will consist of office and retail/service uses. The Parcel 1 Building will have approximately 257,975 gross square feet, of which approximately 245,484 gross square feet will be devoted to office uses, and approximately 12,491 gross square feet will be devoted to retail/services uses. The Parcel 1 Building will also contain approximately 10,899 gross square feet of penthouse habitable space that will be devoted to office and/or retail/service uses, including the potential for a restaurant, bar, or cocktail lounge use. The massing of the Parcel 1 Building will consist of a two-story base with an eight-story office tower above the base, rising to a maximum building height of 130-feet.</p> | <p>The Second-Stage PUD shall be developed with a mixed-use building containing office and retail/service uses, substantially in accordance with the architectural plans submitted by the Applicant dated January 1, 2016, and marked as Exhibits 19B1 – 19B18 in the case record, as updated/revised by the option identified as ALTERNATE 1 PREFERRED in the architectural plans submitted by the Applicant as part of its post-hearing submission, dated February 4, 2016, marked as Exhibits 27A1 – 27A6 (collectively, the “Plans”), and as modified by the guidelines, conditions and standards herein.</p> <p>The maximum height of the building shall be 130 feet, with approximately 257,975 square feet of gross floor area.</p> <p>The Applicant shall have flexibility with the design of the Second-Stage PUD in the following areas:</p> <ol style="list-style-type: none"> <li>a. The Parcel 1 Building shall provide two 30'-0" loading berths and a 250 square-foot loading platform;</li> <li>b. To vary the location and configuration of the parking spaces devoted to the office component of the Parcel 1 Building within the shared-use garage located below Parcels 1 – 5;</li> <li>c. To adjust the total amount of office and retail gross floor area by 5%;</li> <li>d. To allow multiple penthouse heights for penthouse mechanical space;</li> <li>e. To allow office, retail, restaurant, bar, and/or cocktail lounge uses within the Parcel 1 Building penthouse and on the penthouse terrace consistent with the Plans;</li> <li>f. To vary the location, configuration, and</li> </ol> |

| Proffer | Condition                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
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|         | <p>design of all interior components, including partitions, structural slabs, doors, railings, hallways, columns, stairways, shafts, elevators, atria and mechanical rooms, provided that the variations do not change the exterior configuration of the building;</p> <p>g. To make refinements to exterior building details and dimensions, including belt courses, sills, bases, cornices, railings, roof, skylight, architectural embellishments and trim, window mullions and spacing, or any other changes to comply with the District of Columbia Building Code or that are necessary to obtain a final building permit or any other applicable approvals;</p> <p>h. To vary, as necessary, the retail entrances, facades, and signage in accordance with the needs of the retail tenants and within the potential retail signage zones shown in the supplemental plans filed as part of the Applicant's post-hearing submission and in accordance with the District of Columbia sign regulations in effect at the time of permitting; and</p> <p>i. To vary, as necessary, the design and location of building signage located above the second-story within the limits of the potential tenant signage zones shown in the supplemental plans filed as part of the Applicant's post-hearing submission, and in accordance with the District of Columbia sign regulations in effect at the time of permitting.</p> <p>j. To permit the selection of either the terra cotta panel, metal panel, or combination terra cotta/metal panel exterior façade system, to vary the depth of the façade panels, and to vary the final color of the panels based on availability at the time of construction without reducing material quality;</p> <p>k. To permit the selection of travertine or other similar stone <a href="#">product</a> used on the exterior building façade, based on availability at the time of construction without reducing the quality of materials, and provided the final selection is similar in</p> |

| Proffer                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Condition                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
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|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <p>color and texture to what is shown in the approved plans; and</p> <ol style="list-style-type: none"> <li>1. To vary the final selection of the open space paving materials within the color ranges and material types as proposed, based on constructability and availability at the time of construction.</li> </ol>                                                                                                                                                                                                                                                                                          |
| <p><b>MARKET SHED</b></p> <p>As part of the Second-Stage PUD, the Applicant will construct the Market Shed pavilion, a one-story retail structure consisting of approximately 1,690 gross square feet located within Market Square. Market Shed will measure approximately 18 feet wide by 118 feet in length, and will vary in height from approximately 21 feet at the high points of the roof, to approximately 14 feet at the low point. The Market Shed has been specifically designed to relate to the other small-scaled pavilions that are set within the landside open spaces, or on new or repurposed waterside piers, throughout the Southwest Waterfront PUD, and to allow views to the waterfront from Banneker Park. Market Shed will be able to accommodate a single tenancy or up to two independent tenants.</p> | <p>The Second-Stage PUD shall be developed with a mixed-use building containing office and retail/service uses, substantially in accordance with the architectural plans submitted by the Applicant dated January 1, 2016, and marked as Exhibits 19B1 – 19B18 in the case record, as updated/revised by the option identified as ALTERNATE 1 PREFERRED in the architectural plans submitted by the Applicant as part of its post-hearing submission, dated February 4, 2016, marked as Exhibits 27A1 – 27A6 (collectively, the “Plans”), and as modified by the guidelines, conditions and standards herein.</p> |
| <p><b>MARKET SQUARE/</b></p> <p>As part of the Second-Stage PUD, the Applicant will construct Market Square, an active, open-air plaza located immediately west of the Parcel 1 Building that will serve as the northern gateway into the renewed Southwest Waterfront neighborhood, the Wharf, and to Market Pier. Market Square is expected to be a primary point of arrival for visitors coming to the waterfront from the National Mall. Market Square will be approximately 25,320 square feet in area.</p>                                                                                                                                                                                                                                                                                                                  | <p>The Second-Stage PUD shall be developed with a mixed-use building containing office and retail/service uses, substantially in accordance with the architectural plans submitted by the Applicant dated January 1, 2016, and marked as Exhibits 19B1 – 19B18 in the case record, as updated/revised by the option identified as ALTERNATE 1 PREFERRED in the architectural plans submitted by the Applicant as part of its post-hearing submission, dated February 4, 2016, marked as Exhibits 27A1 – 27A6 (collectively, the “Plans”), and as modified by the guidelines, conditions and standards herein.</p> |

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| <p><b>THE WHARF AND MAINE AVENUE</b></p> <p><del>1.</del></p> <p>The Second-Stage PUD will construct approximately 190 linear feet of the Wharf, the pedestrian promenade adjacent to the Washington Channel and running the full length of the PUD Site. The portion of the Wharf that will be constructed as part of the Second-Stage PUD will be consistent in design with other sections of the Wharf that have previously approved by the Commission.</p> <p>As part of the Second-Stage PUD, approximately 219 linear feet of Maine Avenue, SW between Blair Alley, SW and Market Square will be reconstructed consistent with the streetscape design that has been previously approved by the Commission.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <p><del>This</del><u>The</u> Second-Stage PUD shall also provide the improvements to Maine Avenue and the Wharf adjacent to Parcel 1 and Market Square as shown on <del>the Plans</del><u>Sheets 2.1, 2.2, and 2.6 of the Plans (Exhibits 19B13 and 19B14). To the extent any of these improvements are located within public right-of-way that is under the jurisdiction of DDOT, the Applicant shall obtain the necessary approvals from DDOT prior to construction of the improvements.</u></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <p><b>PARKING AND LOADING</b></p> <p>A minimum of 78 parking spaces will be devoted to the office component of the Parcel 1 Building within the shared use garage located below Parcels 1 – 5. DDOT expressed no objection to this number of parking spaces based on the Applicant's continued commitment to the Transportation Demand Management (TDM) program and monitoring plan approved as part of the First-Stage PUD, and the <u>following</u> TDM measures <del>proffered by the Applicant</del> that are specific to this Second-Stage PUD. <del>The garage will be accessed via a ramp located along Blair Alley, which runs between Parcels 1 and 2, that was previously approved as part of the shared-use garage and which has been integrated into the ground level of the Parcel 1 Building, adjacent to the loading facilities.</del></p> <p><u>a. A member of the Wharf property management group will be a point of contact and will be responsible for coordinating, implementing, and monitoring the TDM strategies. This would include the development and distribution of information regarding transit facilities and services, bicycle facilities and linkages, and car-sharing.</u></p> | <p>Consistent with the Plans, the Applicant shall provide a minimum of 78 parking spaces in the shared-use garage located below Parcels 1 – 5 that are devoted to the office component of the Parcel 1 Building. <del>As noted below, the Applicant shall have flexibility to vary the location and configuration of the Parcel 1 Building parking spaces, so long as the minimum number of parking spaces required above is provided.</del></p> <p><u>For the life of the project, the Applicant shall implement the TDM program and monitoring plan approved as part of the First-Stage PUD, and the TDM measures that are specific to the Second-Stage PUD listed in Finding of Fact ## of this order.</u></p> <p>Consistent with the Plans, the Applicant shall provide two, 30-foot loading berths and a 250 square foot loading platform, <del>and, to accommodate the expected loading demand of the Parcel 1 Building and mitigate any potential impacts that may result from the loading flexibility granted by the Commission,</del> Consistent with the Plans, the Applicant shall provide two, 30-foot loading berths and a 250</p> |

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| <p>b. <u>The Applicant will post all TDM commitments to allow the public to see what commitments have been promised.</u></p> <p>c. <u>To encourage public transit utilization by both Metrorail and Metrobus, the Applicant will make information available within the office lobby related to local transportation alternatives. The marketing program should also utilize existing resources such as <a href="http://www.goDCgo.com">www.goDCgo.com</a>, which provides transportation information and options for getting around the District.</u></p> <p>d. <u>The Applicant will install an electronic message board in both the Parcel 1 Building and Market Shed, which provide real-time information on nearby transit services.</u></p> <p>f. <del>Loading facilities are also located off of Blair Alley, near the intersection with Maine Avenue, and will consist of two, 30-foot loading berths and a 250-square-foot loading dock. The Applicant requested flexibility from the loading requirements, as discussed in greater detail elsewhere in this order.</del></p> <p>The Applicant will implement <del>specific</del><u>the following</u> restrictions and guidelines on loading operations at the Parcel 1 Building <del>to in order to accommodate expected loading demand,</del> ensure coordination of deliveries among the tenants of the Parcel 1 Building, <del>and avoid/minimize loading conflicts</del> between Parcel 1 and Parcel 2, <del>as set forth in the transportation technical memorandum submitted as Exhibit 19A of the case record and mitigate any potential impacts that may result from the requested loading flexibility:</del></p> <p>h.</p> <p>a. <u>A representative of the Operations Manager will supervise deliveries to the loading dock to minimize conflicts, especially when large trucks are maneuvering down the alley in two-way traffic.</u></p> <p>b. <u>Trucks using the loading dock will not be allowed to idle and must follow all District guidelines for heavy vehicle operation including, but not limited to, 20 DCMR - Chapter 9, Section 900 ("Engine Idling"), the regulations set forth in DDOT's Freight</u></p> | <p><del>square-foot loading platform, and, to accommodate the expected loading demand of the Parcel 1 Building and mitigate any potential impacts that may result from the loading flexibility granted by the Commission, the Applicant shall implement the following specific restrictions and guidance regarding loading operations at the Parcel 1 Building loading dock:</del></p> <p>a. <del>A representative of the Operations Manager will supervise deliveries to the loading dock to minimize conflicts, especially when large trucks are maneuvering down the alley in two-way traffic.</del></p> <p>b. <del>Trucks using the loading dock will not be allowed to idle and must follow all District guidelines for heavy vehicle operation including, but not limited to, 20 DCMR - Chapter 9, Section 900 ("Engine Idling"), the regulations set forth in DDOT's Freight Management and Commercial Vehicle Operations document.</del></p> <p>e. <del>Maneuvering of delivery trucks will be limited, as necessary, during peak periods when traffic volumes are highest or at times that would coincide with trash collection to avoid and/or minimize potential conflicts.</del></p> <p>d. <del>High-turnover retail and restaurant delivery trucks will be allowed limited use of the loading dock during times of high retail and restaurant traffic in The Wharf.</del></p> <p><del>The Applicant shall have flexibility with the design of the Second-Stage PUD in the following areas:</del></p> <p><u>For the life of the project, the Applicant shall implement the restrictions and guidelines on loading operations at the Parcel 1 Building, as listed in Find of Fact ## of this order.</u></p> <p>a. <del>The Parcel 1 Building shall provide two 30'-0" loading berths and a 250-square-foot loading platform;</del></p> <p>b. <del>To vary the location and configuration of the parking spaces devoted to the office component of the Parcel 1 Building within the shared-use garage located below Parcels 1—5;</del></p> |
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| <p><u>Management and Commercial Vehicle Operations document.</u></p> <p>c. <u>Maneuvering of delivery trucks will be limited, as necessary, during peak periods when traffic volumes are highest or at times that would coincide with trash collection to avoid and/or minimize potential conflicts.</u></p> <p>d. <u>High-turnover retail and restaurant delivery trucks will be allowed limited use of the loading dock during times of high retail and restaurant traffic in The Wharf.</u></p> |  |
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| <p><b>SUSTAINABLE (LEED <u>v2009</u>) DEVELOPMENT</b></p> <p><u>In keeping with the approved First-Stage PUD, the overall Southwest Waterfront PUD will be designed to achieve the LEED-ND (v2009) certification at the Gold level or higher, and that each new building of the Southwest Waterfront PUD will be designed to achieve a LEED-NC (v2009) or LEED-CS (v2009) Silver rating or higher.</u></p> <p>The Applicant has developed guidelines to ensure that the Second-Stage PUD has been designed in accordance with LEED-ND (v2009) Gold objectives; in order to meet individual certification requirements and to comply with the overall larger framework of LEED-ND (v2009) criteria.</p> <p>The Parcel 1 Building will <u>be designed to achieve a minimum the LEED-CS (core and shell v2009) Gold rating, which exceeds the minimum LEED-CS Silver rating required under the First-Stage PUD approval requirement, and has also been designed to will meet the appropriate LEED (v2009) stormwater requirements in conformance with the certification process sought for each building</u> (see Z.C. Order No. 11-03, Condition No. B-7 at 36).</p> <p><del>The Land Disposition Agreement between the Applicant and DMPED requires the overall Southwest Waterfront PUD to incorporate sustainable design criteria and pursue LEED</del></p> | <p><del>Prior to the issuance of a certificate of occupancy, the Applicant shall demonstrate that the</del> <u>The</u> Parcel 1 Building <del>has been</del> <u>shall be</u> designed to <del>achieve</del> <u>satisfy</u> a LEED-CS (<del>core and shell</del> <u>v2009</u>) Gold rating <u>or higher</u>, generally consistent with the score sheet submitted as Sheet <del>1.4 of the portion of the Plans dated January 1, 2016.</del> <u>1.40 of the Plans (Exhibit 19B12).</u> <u>The Applicant shall put forth its best efforts to design the Parcel 1 Building so that it may satisfy such LEED-CS (v2009) Gold rating, or higher, but the Applicant shall not be required to obtain the certification from the United States Green Building Council.</u></p> |
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| <p><del>2009 for Neighborhood Development (LEED ND) certification by the U.S. Green Building Council (USGBC) at the Gold level or higher. LEED certification at the target level requires compliance with and documentation of all prerequisites and between sixty (60) and seventy-nine (79) points.</del></p> <p><del>Consistent with the First Stage PUD requirement for each new building or vertical development component of the project, the Parcel 1 building will pursue LEED-CS Gold certification with the USGBC.</del></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <p><b>FIRST SOURCE EMPLOYMENT OPPORTUNITY</b></p> <p>The Applicant has executed a First Source Employment Agreement with the Department of Employment Services (<i>See Exhibit 209 in Z.C. Case 11-03A</i>) to achieve the goal of utilizing District residents for at least 51 percent of the new jobs created by the Southwest Waterfront PUD. Prior to issuance of a building permit for construction of the Parcel 1 Building, the Applicant shall complete the Construction Employment Plan of the First Source Employment Agreement outlining the hiring plan for the project. The Applicant shall meet the First Source Employment Agreement requirement that 20 percent of new jobs will be filled by Ward 8 residents, and that good faith diligent efforts will be made to hire residents of Southwest Washington. In addition, 30 percent of apprenticeship opportunities shall be filled by residents residing east of the Anacostia River. The Applicant and the contractor, once selected, shall use best efforts to coordinate apprenticeship opportunities with construction trades organizations, the D.C. Students Construction Trades Foundation, and other training and job placement organizations to maximize participation by District residents in phases of construction of the Southwest Waterfront PUD project.</p> | <p><i>During construction of the PUD</i>, the Applicant shall abide by the terms of the executed First Source Employment Agreement with the Department of Employment Services to achieve the goal of utilizing District residents for at least 51 percent of the new jobs created by the Southwest Waterfront PUD. Prior to issuance of a building permit for the construction of the Parcel 1 Building, the Applicant shall complete the Construction Employment Plan of the First Source Employment Agreement outlining the hiring plan for the project. The Applicant and the contractor, once selected, shall use best efforts to coordinate apprenticeship opportunities with construction trades organizations, the D.C. Students Construction Trades Foundation, and other training and job placement organizations to maximize participation by District residents in the training and apprenticeship opportunities in the Southwest Waterfront PUD.</p> |
| <p><b>CBE</b></p> <p>The Applicant has entered into a Certified</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <p><i>During the life of the project</i>, in accordance</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |

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| <p>Business Enterprise (CBE) Agreement, with the D.C. Department of Small and Local Business Development (DSLBD) to achieve, at a minimum, a 35 percent participation by certified business enterprises in the contracted development costs for the design, development, construction, maintenance, and security for the project to be created as a result of the overall Southwest Waterfront PUD.</p> <p><del>2.</del></p> <p><u>2.</u> Furthermore, under the LDA, the Applicant has committed that 20 percent of the retail space throughout the Southwest Waterfront PUD will be set aside for “unique” and/or “local” businesses, which will include CBEs. As defined under the LDA, a "local" business is a retailer that is either a CBE or a retailer headquartered in the District of Columbia. A "unique" business is a retailer owning or operating fewer than eight retail outlets in the aggregate at the time such retailer enters into a retail lease at the PUD Site (inclusive of such retail outlet at the PUD Site). The Applicant will work collaboratively with business and community organizations throughout the District to identify and, where possible, mentor potential small restaurateurs and retailers to help them lease and successfully operate these retail spaces. The Applicant will also have kiosks along the promenades, and in parks and other public spaces, where even smaller local businesses can try out their retail concepts on a low-risk basis. Those kiosk operators who are successful may have the opportunity to move indoors, into one of the spaces reserved for unique and local business enterprises, thereby growing their business.</p> <p><u>3.</u></p> | <p>with the LDA, the Applicant shall abide by the executed CBE Agreement with the Department of Small and Local Business Development (ZC Case No. 11-03, Exhibit No. 4-J) to achieve, at a minimum, 35 percent participation by certified business enterprises in the contracted development costs for the design, development, construction, maintenance, and security for the project to be created as a result of the Southwest Waterfront PUD. The Applicant shall comply with the LDA requirement to lease 20 percent of the retail space throughout the Wharf to “unique” and/or “local” businesses, which will include CBEs.</p> |
| <p><b>PROJECT ASSOCIATION</b></p> <p>In accordance with the LDA, the Applicant will create and manage a project association for the Southwest Waterfront PUD that will be responsible for maintenance and improvements of the private roadways, alleys, bicycle paths, promenade, sidewalks, piers, parks, and signage, within the PUD Site (the "Project Association"). The Applicant will manage and operate the Project Association during the</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <p><i>Prior to issuance of a certificate of occupancy,</i> the Applicant shall establish the Project Association for the Southwest Waterfront PUD that will be responsible for maintenance and improvements of the private roadways, alleys, bicycle paths, promenade, sidewalks, piers, parks and signage within the PUD Site. Additionally, the Project Association will be responsible for programming and staging</p>                                                                                                                                                                                                               |

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| <p>"developer control period," as defined in the Applicant's Declaration of Covenants with the District of Columbia. The developer control period begins upon the effective date of the Declaration of Covenants and ends five years after issuance, or deemed issuance, of the last certificate of completion for all portions of the Southwest Waterfront PUD, and unit certificates of completion for each residential condominium unit. The Project Association will fund maintenance and programming of the common elements of the Southwest Waterfront PUD through a Common Area Maintenance (CAM) assessment charge to each development component within the Southwest Waterfront PUD. Additionally, the Project Association will be responsible for programming and staging events within the PUD Site.</p> | <p>events within the PUD Site. The Project Association will fund maintenance and programming elements of the common elements of the Southwest Waterfront PUD through a Common Area Maintenance (CAM) assessment charge to each development component within the Southwest Waterfront PUD. The Applicant shall create, manage and operate the Project Association during the "developer control period," which begins on the effective date of the Declaration of Covenants between the District of Columbia and the Applicant and ends five years after issuance, or deemed issuance, of the last certificate of completion for all portions of the Southwest Waterfront PUD, and unit certificates of completion for each residential condominium unit.</p> |
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