

1333 M Street SE, LLC
Z.C. Case No. 13-12
(First Stage PUD and Related Map Amendment and Consolidated PUD for Phase 1)

Proffer	Condition
<p>38.a. On the south side of M Street, the Applicant will install permeable paver parking spaces and low impact development basins with plantings and street trees for stormwater management. This will be done during Phase 1 of the project.</p>	<p>20. Prior to the issuance of a certificate of occupancy for Building 1, Tower A (Phase 1), Applicant shall install permeable paver parking spaces and low impact development basins with plantings and street trees for stormwater management on the south side of M Street. The Applicant shall coordinate with DDOT through the public space permitting process on the final design of these improvements.</p>
<p>38.b. The Applicant will construct a public dog park where 14th Street terminates at the project. This will be done during Phase 1 of the project. The estimated value of this improvement is \$25,000.</p>	<p>22. Prior to the issuance of a certificate of occupancy for Building 1, Tower A (Phase 1), Applicant shall construct a public dog park where 14th Street terminates at the project.</p>
<p>38.c. The Applicant will construct a public plaza at the termination of Virginia Avenue, and a monumental staircase leading to lower plaza area that extends to Water Street across from the District Yacht Club. The public plaza is designed as an active gathering space and a connection to the waterfront. This will be done during Phase 2 of the project. The estimated value of this improvement is \$1,400,000.</p>	<p>27. Prior to the issuance of a certificate of occupancy for Building 1, Tower B (Phase 2), Applicant shall construct a public plaza at the termination of Virginia Avenue, and a monumental staircase leading to lower plaza area that extends to Water Street across from the District Yacht Club. The public plaza is designed as an active gathering space and a connection to the waterfront.</p>
<p>38.d. During the phased development, the project will include large green space for public use. Specifically, during Phase 1 of the project, there will be a lawn area at the termination of the pedestrian promenade along Virginia Avenue. Also, during Phase 1 of the project, there will be a large triangular green space on the west side of the project where Building 2 is proposed.</p>	<p>1. First-Stage PUD Plans. The overall project shall be developed in substantial accordance with the plans titled “Planned Unit Development in Four Phases” dated July 25, 2014, and prepared by GTM Architects, Inc., and marked as Exhibit 10A1 – 10A4 of the record, as modified by Sheets 7, 30 and 43, dated 11-11-14 and marked as Exhibit 17A of the record (the “First Stage PUD Plans”).</p>

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39.a. The Applicant will improve M Street and construct an extension of Virginia Avenue south of M Street as well as construct an internal north-south private street. The roadway improvements will generate new on-street public parking. This will be done during Phase 1 of the project.	23. Prior to the issuance of a certificate of occupancy for Building 1, Tower A (Phase 1), Applicant shall improve M Street and construct an extension of Virginia Avenue south of M Street as well as construct an internal north-south private street. The Applicant shall coordinate with DDOT on the final design of these roadways.
39.b. The Applicant will construct a sidewalk on the south side of M Street that extends the length of the Subject Property. This will be done during Phase 1 of the project. The estimated value of this improvement is \$250,000.	24. Prior to the issuance of a certificate of occupancy for Building 1, Tower A (Phase 1), Applicant shall construct a sidewalk on the south side of M Street that extends the length of the Subject Property.
39.c. The Applicant will construct an uninterrupted 8-foot wide, paved Anacostia Riverwalk Trail segment along the north side of M Street that connects to the traffic circle near 13th Street, SE and the existing trail at 14th Street SE. This will be done during Phase 2 of the project. The estimated value of this improvement is \$250,000.	25. Prior to the issuance of a certificate of occupancy for Building 1, Tower B (Phase 2), Applicant shall construct an uninterrupted 8-foot wide, paved Anacostia Riverwalk Trail segment along the north side of M Street that connects to the traffic circle near 13 th Street, SE and the existing trail at 14 th Street SE. The Applicant shall coordinate with DDOT through the public space permitting process on the final design of the trail.
39.d. For that portion of M Street along the frontage of the Subject Property, the Applicant will pave the entire width of the street. This will be done during Phase 2 of the project. Along with the installation of the permeable paver parking spaces and plantings, the estimated value of this improvement is \$1,000,000.	26. Prior to the issuance of a certificate of occupancy for Building 1, Tower B (Phase 2), for that portion of M Street along the frontage of the Subject Property, the Applicant shall pave the entire width of the street.
39.e. The Applicant will construct a sidewalk along the north side of Water Street, extending from M Street to the lower plaza. This will be done during Phase 2 of the project. The estimated value of this improvement is \$250,000.	28. Prior to the issuance of a certificate of occupancy for Building 1, Tower B (Phase 2), Applicant shall construct a sidewalk along the north side of Water Street, extending from M Street to the lower plaza. The Applicant shall coordinate with DDOT on the final design of the sidewalk.
39.f. The Applicant will run a shuttle service either individually or as a collective with other stakeholders in the Capitol Riverfront BID between the Subject Property and Navy Yard –	36. Starting at the issuance of a certificate of occupancy for Phase 1 building and during the operation of the project, for as long as warranted, the Applicant shall run a shuttle service either

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<p>Ball Park Metro Station. The shuttle service shall remain in operation until the Applicant and DDOT determine that there is sufficient pedestrian infrastructure and/or public transportation options such that the shuttle service is no longer warranted. The estimated value of this improvement is \$30,000 for the purchase of the shuttle vehicle and approximately \$150,000 per year to operate the shuttle service.</p>	<p>individually or as a collective with other stakeholders in the BID between the Subject Property and Navy Yard – Ball Park Metro Station. The shuttle service may be terminated when the Applicant and DDOT determine that there is sufficient pedestrian infrastructure and/or public transportation options such that the shuttle service is no longer warranted.</p>
<p>39.g. The Applicant will implement the following transportation demand management measures in conjunction with the PUD:</p> <ul style="list-style-type: none"> • A member of the property management team will be designated as the Transportation Management Coordinator (TMC). The TMC will be responsible for ensuring that information is disseminated to tenants of the building. The position may be part of other duties assigned to the individual. • Information on and/or links to transportation programs and services will be provided on the property management website. Such programs and services may include: <ul style="list-style-type: none"> • Capital Bikeshare • Car-sharing services • Uber • Ridescout • Commuter Connections Rideshare Program, which provides complimentary information on a variety of commuter programs to assist in determining which commuting options work best for commuters. • Commuter Connections Guaranteed Ride Home, which provides commuters who regularly (twice a week) carpool, vanpool, bike, walk or take transit to work with a free and reliable ride home in an emergency. 	<p>39. Applicant shall implement the following transportation demand management measures in conjunction with the PUD:</p> <ul style="list-style-type: none"> • A member of the property management team will be designated as the Transportation Management Coordinator (TMC). The TMC will be responsible for ensuring that information is disseminated to tenants of the building. The position may be part of other duties assigned to the individual. • Information on and/or links to transportation programs and services will be provided on the property management website. Such programs and services may include: <ul style="list-style-type: none"> • Capital Bikeshare • Car-sharing services • Uber • Ridescout • Commuter Connections Rideshare Program, which provides complimentary information on a variety of commuter programs to assist in determining which commuting options work best for commuters. • Commuter Connections Guaranteed Ride Home, which provides commuters who regularly (twice a week) carpool, vanpool, bike, walk or take transit to work with a free and reliable ride home in an emergency.

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<ul style="list-style-type: none"> • Commuter Connections Pools Program, which incentivizes commuters who currently drive alone to carpool. Participants can earn money for carpooling to work and must complete surveys and log information about their experience. • DDOT’s DC Bicycle Map • goDCgo.com • WMATA • Make available at least 2 vehicle parking spaces for a carshare service if there is interest from a carshare service. • An electronic display will be provided in a common, shared space in the building and will provide public transit information such as nearby Metrorail stations and schedules, Metrobus stops and schedules, car-sharing locations, and nearby Capital BikeShare locations indicating the number of bicycles available at each location. • Convenient and covered secure bike parking facilities will be provided with each phase of the development with storage for a minimum of 224 bicycles for the entire development. Bike stands will also be provided for public use along the extended Virginia Avenue SE and M Street SE. • At initial occupancy, the Applicant will provide each residential unit either a one year Capital BikeShare membership or one year car share membership. This amenity will be provided each time a residential unit turns over for a period of five years from the date the certificate of occupancy is issued for the Phase 1 building. • A minimum of 10 bicycle helmets will be made available for use by the residents. 	<ul style="list-style-type: none"> • Commuter Connections Pools Program, which incentivizes commuters who currently drive alone to carpool. Participants can earn money for carpooling to work and must complete surveys and log information about their experience. • DDOT’s DC Bicycle Map • goDCgo.com • WMATA • An electronic display will be provided in a common, shared space in the building and will provide public transit information such as nearby Metrorail stations and schedules, Metrobus stops and schedules, car-sharing locations, and nearby Capital BikeShare locations indicating the number of bicycles available at each location. • Convenient and covered secure bike parking facilities will be provided with each phase of the development with storage for a minimum of 224 bicycles for the entire development. Bike stands will also be provided for public use along the extended Virginia Avenue SE and M Street SE. • At initial occupancy, the Applicant will provide each residential unit either a one year Capital BikeShare membership or one year car share membership. This amenity will be provided each time a residential unit turns over for a period of five years from the date the certificate of occupancy is issued for the Phase 1 building. • The Applicant shall submit to DDOT a study determining whether a five-year extension of the Capital BikeShare or car share membership for the Phase 1 building is warranted. The Applicant shall meet with DDOT prior to the issuance of the certificate of occupancy for the Phase 2 building to discuss the findings and assess whether the

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	<p>aforementioned benefit must be extended up to a period of an additional five years, but not exceeding five years. The study shall include and determination will be based on an evaluation as to whether additional pedestrian connectivity has been provided via the Southeast Boulevard project and whether additional transit service, such as streetcar or extension of Circulator or Metrobus routes, or the like has occurred. Additional transit service must provide stops within a quarter mile of the Property and provide minimum 15 minute headways during the AM and PM peak periods.</p> <ul style="list-style-type: none"> • A minimum of 10 bicycle helmets will be made available for use by the residents. • Make available at least 2 vehicle parking spaces for a carshare service if there is interest from a carshare service. • The Applicant commits to fund the installation of a Capital BikeShare Station adjacent to the PUD site plus one year of operating expenses for said station. • Coordinate with local businesses and service providers to promote delivery services for residents. • Unbundle parking costs from the price of lease or purchase of the units.
<p>40. In response to community concerns and ANC 6B’s request for better lighting on M and Water Streets, during Phase 1 of the project, and in subsequent phases, the Applicant will install lighting around the perimeter of the Property.</p>	<p>40. During Phase 1 of the project, and in subsequent phases, Applicant shall install lighting around the perimeter of the Subject Property, in response to community concerns and ANC 6B’s request for better lighting on M and Water Streets. The lighting shall be installed prior to the issuance of the certificate of occupancy for the building programmed for the respective phases of development for the project.</p>
<p>41. The Applicant will enter into a First Source Employment Agreement with the Department of Employment Services.</p>	<p>41. Prior to the issuance of a building permit for Building 1, Tower A (Phase 1), Applicant shall enter into a First Source Employment Agreement with DOES</p>

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<p>42.b. In response to ANC 6B’s request for larger affordable units suitable for families, Developer will set aside in the Phase 1 building four two-bedroom units for households whose income does not exceed 60% of the area median income (“AMI”). The remaining affordable units -- a mix of studio and one-bedroom units -- will be for households with incomes not exceeding 80% AMI in accordance with the Inclusionary Zoning requirements. This affordable housing component will exist for the life of the project.</p> <p>The subsidy required to provide two bedroom affordable dwelling units at 80% AMI as required under the Zoning Regulations amounts to \$326,000. The subsidy required to support the two bedroom units at 60% AMI as proffered by Developer amounts to \$131,000 additional per unit. Therefore, reserving all of the two-bedroom units in Phase 1 of the PUD at 60% AMI results in additional subsidy of \$524,000 for the project. This additional affordable housing subsidy is a benefit of the PUD, as described under Section 2403.9 of the Zoning Regulations.</p>	<p>30. Applicant shall set aside in the Phase 1 building four two-bedroom units for households whose income does not exceed 60% AMI. The remaining affordable units -- a mix of studio and one-bedroom units -- will be for households with incomes not exceeding 80% AMI in accordance with the Inclusionary Zoning requirements. This affordable housing component will be maintained for the life of the project.</p>
<p>43.a. The plans for the project provide for the installation of a wildflower meadow along the Water Street right-of-way. The wildflower meadow provides an opportunity to increase plant biodiversity, create wildlife habitat, slow stormwater runoff and stabilize slopes. The meadow also preserves some of the open space quality of the existing site while reactivating it with the new proposed design and clears out the overgrown and visually impairing vegetation currently along Water Street. This will be done during Phase 1 of the project.</p>	<p>21. Prior to the issuance of a certificate of occupancy for Building 1, Tower A (Phase 1), Applicant shall install a wildflower meadow along the Water Street right-of-way. The wildflower meadow provides an opportunity to increase plant biodiversity, create wildlife habitat, slow stormwater runoff and stabilize slopes. The meadow also preserves some of the open space quality of the existing site while reactivating it with the new proposed design and clears out the overgrown and visually impairing vegetation currently along Water Street.</p>
<p>43.b. The project will include a rain garden framed by masonry walls with weirs cut to allow the water to pool and cascade into the next basin facilitating slow infiltration. Excess water during large rain events will terminate in the arroyo that will consist of stone or textured</p>	<p>31. During Phase 2 of the PUD, the Applicant shall construct a bioretention rain garden along the Water Street boundary of the Property. The rain garden will be framed by masonry walls with weirs cut to allow the water to pool and cascade into the next basin facilitating slow infiltration.</p>

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<p>precast concrete plinths. These stacked plinths create a visually intriguing basin area for a small amount of water catchment before it then drains into an overflow cistern/tank below. This cistern could be potentially used for irrigation reuse or connect back into the overall stormwater conveyance system. The plants will be typical rain garden plants, specific to the region, that can withstand drought and wet conditions, as seen on Sheet 29 of the PUD Plans. These plants will have striking seasonal variation, minimal maintenance and strong plant structure to prevent an unkempt appearance.</p>	<p>Excess water during large rain events will terminate in the arroyo that will consist of stone or textured precast concrete plinths. These stacked plinths create a visually intriguing basin area for a small amount of water catchment before it then drains into an overflow cistern/tank below. This cistern could be potentially used for irrigation reuse or connect back into the overall stormwater conveyance system. The plants will be typical rain garden plants, specific to the region, which can withstand drought and wet conditions, as seen on Sheet 29 of the PUD Plans. These plants will have striking seasonal variation, minimal maintenance and strong plant structure to prevent an unkempt appearance. The water wall uses the parking garage structure as a canvas. This wall will feature a patterned veneer showcasing an abstracted natural motif similar to the image on Sheet 27 of the PUD Plans. This will create strong imagery visible from the river, but also maintain interest at the pedestrian level. In addition to the patterned veneer, a portion of the wall will be layered with a vegetated trellis system that then will progress into an evergreen planting zone to soften the edge of the wall.</p>
<p>43.c. The project will feature a water wall that uses the parking garage structure as a canvas. This wall will feature a patterned veneer showcasing an abstracted natural motif similar to the image on Sheet 27 of the PUD Plans. This will create strong imagery visible from the river, but also maintain interest at the pedestrian level. In addition to the patterned veneer, a portion of the wall will be layered with a vegetated trellis system that then will progress into an evergreen planting zone to soften the edge of the wall. The estimated value of this feature is \$750,000.</p>	<p>31. During Phase 2 of the PUD, the Applicant shall construct a bioretention rain garden along the Water Street boundary of the Property. The rain garden will be framed by masonry walls with weirs cut to allow the water to pool and cascade into the next basin facilitating slow infiltration. Excess water during large rain events will terminate in the arroyo that will consist of stone or textured precast concrete plinths. These stacked plinths create a visually intriguing basin area for a small amount of water catchment before it then drains into an overflow cistern/tank below. This cistern could be potentially used for irrigation reuse or connect back into the overall stormwater conveyance system. The plants will be typical rain garden plants, specific to the region, which can withstand drought and wet conditions, as seen on Sheet 29 of the PUD Plans. These plants will have striking seasonal variation, minimal maintenance and strong plant structure</p>

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43.d. The Applicant commits that the project will fulfill or exceed LEED Silver certification.	32. The PUD shall fulfill or exceed LEED Silver certification.
43.e. The Applicant will provide at least one 240-volt electric car charging station in the Building 1 parking garage and at least one 240-volt electric car station in the Building 2 parking garage.	33. The Applicant shall provide at least one 240-volt electric car charging station in the Building 1 parking garage and at least one 240-volt electric car charging station in the Building 2 parking garage.
43.f. The Applicant shall enter into an agreement with the Anacostia Watershed Society (“AWS”) whereby the Applicant agrees to donate \$500 to AWS on an annual basis for a period of five years. The donation shall be used to support the organization’s efforts/events to clean up the Anacostia River.	34. Prior to the issuance of a building permit for Phase I, the Applicant shall enter into an agreement with the Anacostia Watershed Society (“AWS”) whereby the Applicant agrees to donate \$500 to AWS on an annual basis for a period of five years. The donation shall be used to support the organization’s efforts/events to clean up the Anacostia River.
43.g. The Applicant agrees that soil removed from the subject property will not be returned as landfill for the SE/SW Boulevard project.	35. The Applicant agrees that soil removed from the subject property will not be returned as landfill for the SE/SW Boulevard project.