

Applicant's **REVISED** Proffer of Public Benefits and Amenities
 October 20, 2014 BAFO Process
 Z.C. Case No. 13-14 – McMillan Sand Filtration Site

Finding of Fact/Proffer	Condition
<p>35. The overall PUD will include approximately 2,070,753 square feet of gross floor area, or an aggregate floor area ratio (“FAR”) of approximately 1.92. Uses on the PUD Site will include (i) the Healthcare Facility with approximately 860,000 square feet of gross floor area devoted to medical office uses and approximately 15,000 square feet of gross floor area devoted to ground floor retail; (ii) the Multi-Family Grocery Building on Parcel 4 comprised of approximately 305,847 square feet of gross floor area, divided into 258,235 square feet of gross floor area devoted to residential units (inclusive of loading areas) and approximately 55,567 square feet of gross floor area devoted to a ground floor grocery store (inclusive of loading areas); (iii) 146 individual Rowhouses, comprised of approximately 350,000 square feet of residential uses; and (iv) the 17,500 square foot community center. In addition, approximately almost 500,000 square feet of land area on the PUD Site is devoted to parks, landscaping, and open areas. This consists of the healing gardens, the park, the North and South Service Courts, Cell 14, and the Olmsted Walk.</p>	<p><u>A.1. Architectural Plans:</u> The PUD shall be developed substantially in accordance with the Master Plan (Volume 1) and the PUD and Consolidated Stage Two (Volume 2) prepared by EEK Perkins Eastman Architects, dated April 11, 2014, marked as Exhibits 32A1A and 32A2, respectively, and supplemented by drawings submitted on June 23, 2014 <u>(the “Plans”)</u>, marked as Exhibit 832 in the record; as modified by the guidelines, conditions and standards herein.</p> <p><u>A.2. Project Uses and Density:</u> The PUD shall be a mixed-use development devoted to residential, retail, service, institutional, community, and medical and related office uses, as shown on the approved Master Plan. The PUD shall have a maximum overall density of 1.92 FAR (2.36 FAR excluding the private rights of way), and a combined gross floor area of approximately 2,070,753 square feet.</p>
<p>36. Building heights on the PUD Site will range from 26 feet to 115 feet. The project will be an architecturally distinct, vibrant, mixed-use development that provides housing, employment, retail, cultural, and recreation opportunities for District residents. The PUD Site will retain many significant elements of the historic McMillan Slow Sand Filtration Plant and incorporate these elements into the overall design and concept plan. The PUD Site will be open to the public at all times, and will integrate necessary retail amenities, parking, and pedestrian-oriented infrastructure into the existing community. See also Finding of Fact #51 (Healthcare Facility), #44 (Multi-Family/Grocery), #47 (Rowhouses), #41</p>	<p><u>A.3. Building Heights:</u> The maximum building height of the Healthcare Facility on Parcel 1, to be located in the C-3-C District, shall not exceed 115 feet. The maximum building height on Parcel 2, to be located in the CR District, shall be 110 feet. The maximum building height on Parcel 3, to be located in the CR District, shall be 110 feet. The maximum building height on Parcel 4, to be located in the CR District, shall be 77 feet. The maximum building height on Parcel 5, located in the CR District, shall be 48 feet. The maximum building height on Parcel 6, located in the CR District, shall be 26 feet. Parcel 7 shall be improved with the existing historic silos (sand bins) and regulator houses.</p>

(Community Center).	
<p>66. The Applicant will create a project association or business improvement district, referred to as the McMillan Public Space Partnership ("Partnership"). The Partnership will provide an operating framework to maintain and program the public space within the McMillan redevelopment, including the <u>private roadways, alleys, bicycle paths, historic walks, sidewalks, parks, open space, historic resources, streetscapes, street furniture and fixtures, and signage within the PUD boundaries</u>Park and open space, the historic resources, streets, streetscapes, furniture, and fixtures. The Partnership will be a not-for-profit corporation governed by a board of directors responsible for strategic and financial planning, management, and reporting to the public. As its primary function, the Partnership will maintain and program most, if not all, of the public assets on the PUD Site via an agreement with the District. The assets include the Park and open space, historic resources, public art, and internal streets and their components (e.g. paving, light fixtures, benches) (Exhibit 832M).</p>	<p>A.4. <u>Design and Public Art Guidelines:</u> The Applicant shall implement and follow the Master Plan Design Guidelines prepared by EEK Perkins Eastman Architects marked as Exhibit 17C to the record; and the Cultural DC Public Art Master Plan as marked as Exhibit 17D10 to the record.</p> <p><u>C.9. Project Association:</u> Prior to the issuance of the first certificate of occupancy for the PUD Application, the Applicant shall establish a project association or business improvement district for the PUD that will be responsible for the maintenance and improvements of the <u>private roadways, alleys, bicycle paths, historic walks, sidewalks, parks, open space, historic resources, streetscapes, street furniture and fixtures, and signage within the PUD boundaries.</u> Additionally, the project association will contribute to funding for <u>programming and staging events within the PUD for the benefit of the public.</u></p>
<p>51. The Healthcare Facility is located at the north end of the PUD Site, with frontage on Michigan Avenue, North Capitol Street, and First Street, N.W. Designed by the architectural firm of Shalom Baranes Associates and developed by Trammell Crow Company, with landscape design by Nelson Byrd Woltz Landscape Architects, the Healthcare Facility will be comprised of approximately 860,000 square feet devoted to health care uses, and a minimum of 15,000 square feet devoted to ground floor retail. The Healthcare Facility will rise in two halves and be separated above grade by Half Street. The two halves will be connected at the main floor of the building fronting on the North Service Court. The building will be 115 feet in height, and stepping down to an approximate height of 110 feet at the far east and northeast</p>	<p>B.1. <u>Parcel 1:</u> Parcel 1 shall be developed as a health care facility with approximately 835,000 to 860,000 square feet of space devoted to medical offices, and related health-care uses, and retail. The Parcel 1 building shall have a maximum FAR of 4.08 (or approximately 5.52 FAR exclusive of private rights-of-way and Cell 14), and a maximum building height of 115 feet. Parcel 1 shall be developed as a single building for zoning purposes, with the above-grade connection located at the main level of the building along the North Service Court. Approximately 1,900 vehicle parking spaces shall be provided in a below grade garage. Approximately 200 bike parking or storage spaces shall be provided in the garage. Loading shall be provided as shown on the drawings.</p>

<p>extensions. The building is set back from North Capitol Street by approximately 150 feet, with the preserved Cell 14 acting as a buffer between the Healthcare Facility and the adjacent residential community. The building will occupy approximately 55 percent of Parcel 1, with an overall density of 4.08 FAR. The Healthcare Facility will serve the office needs of physicians and medical service providers affiliated with many of the leading health care systems in the area including Children's National Medical Center and the Washington Hospital Center. (See also FF #52-54, and 80).</p>	
<p>44. The Multi-Family Grocery Building is located in the central portion of the PUD Site along North Capitol Street. Designed by MV+A Architects and David Jameson Architect, Inc., and developed by JAIR LYNCH Development Partners, the mixed-use, building will accommodate a grocery store on the ground level and approximately 258,235 square feet of gross floor area devoted to residential uses, comprised of approximately 196 market-rate units and 85 senior-affordable units for seniors earning between 50 and 60 percent of the area medium income ("AMI") for the Washington Metropolitan Area. The proposed building will be constructed to a maximum height of 77 feet. (See also FF 45-46).</p>	<p>B.2. <u>Parcel 4:</u> Parcel 4 shall be developed as a mixed-use residential grocery building consisting of approximately 305,847 square of gross floor area, or a maximum density of 3.21 FAR. Approximately 55,567 square feet of gross floor area shall be devoted to a grocery store use (inclusive of loading) and approximately 258,235 square feet of gross floor area shall be devoted to multi-family residential uses (inclusive of loading), which equates to approximately 196 market rate units and 85 affordable units for senior citizens (55 years of age or older) whose household income is between 50 and 60 percent of the AMI. The maximum height of the building shall be 77 feet, as measured from North Capitol Street, N.W. <u>The Applicant will comply with subsection 2602.7, which requires such exempted developments set aside "Exempt Affordable Units" equal to at least the gross square footage that would have otherwise been required by Chapter 26. In compliance with section 2602.7, the Applicant shall record a covenant approved by the District in the land records of the District of Columbia before issuance of the certificate of occupancy for the residential building on Parcel 4. The affordable units shall exist for so long as the inclusionary development exists.</u> Approximately 329 vehicle parking spaces shall be provided in a below grade garage, with 154 spaces devoted to the retail uses and 175</p>

	<p>spaces devoted to the residential uses. Approximately 100 bike parking or storage spaces shall be provided in the garage. Loading shall be provided as shown on the drawings submitted August 25, 2014, marked as Exhibit __ to the record.</p>
<p>47. Parcel 5 is located in the central portion of the PUD Site and spans its full width. Designed by the Lessard Design and developed by EYA, Parcel 5 will be developed with 146 row dwellings, with approximately 350,000 square feet of gross floor area. The dwellings will be constructed in groups of six to eight houses, with one group of 16 back-to-back units, and with maximum building heights of 48 feet (three and four stories). Except for the 16 back-to-back units, the row dwellings will have rear yards and rear garage access from new private alleys, and will have widths of 14 feet, 16 feet, 18 feet, or 20 feet, with gross floor areas of approximately 1,600 to 3,200 square feet. The back-to-back units share a common party wall with two and a half stories of living space and a common parking garage below. The back-to-back units are approximately 22 feet wide and range in size from 2,000 to 2,700 square feet. (See also FF #48-50).</p>	<p>B.3. <i>Parcel 5</i>: Parcel 5 shall be developed with 146 row dwellings, consisting of approximately 350,000 square feet of gross floor area, or a maximum density of 1.42 FAR. The row dwellings shall have a maximum height of 48 feet, which equates to four stories. Each row dwelling shall provide a minimum of one parking space. Twenty-two of the row dwellings shall be set aside "Exempt Affordable Units" pursuant to section 2602.7. Nine Exempt Affordable Units will be made available to households earning no more than 50 percent of AMI and the remaining made available to households earning no more than 80 percent of AMI. The Applicant will comply with subsection 2602.7, which requires such exempted developments set aside "Exempt Affordable Units" equal to at least the gross square footage that would have otherwise been required by Chapter 26. In this case, the Applicant will meet that requirement by reserving 12.25% of the project's residential gross area distributed among 22 individual affordable townhouses for so long as the project exists. Nine of the townhouses, representing 17,910 square feet of gross floor area, will be reserved and made affordable for households earning no more than 50 percent of the area medium income ("AMI") and 13 of the townhouses will be reserved and made affordable for households earning no more than 80 percent of the AMI. In compliance with section 2602.7, the Applicant will record a covenant approved by the District in the land records of the District of Columbia before the first purchase agreement or lease is executed for the townhouses.</p>
<p>41. The Park comprises the entire southern portion of the PUD Site (Parcel 6),</p>	<p>B.4. <i>Parcel 6</i>: Parcel 6, which includes the South Service Court, shall be developed as a</p>

encompassing the 6.2 acre green space, the 17,500 square foot community center, and the South Service Court. The Park's program includes convenient pedestrian, bicycle, and vehicular access, large informal play areas, the Olmsted Walk, terraced seating, an outdoor "sprayground" and playgrounds, natural amphitheater, a stormwater pond that will reference the PUD Site's subterranean natural hydrology, and a "walking museum" that will tell the history of the PUD Site. The Park will also accommodate informal sports and events for District residents. The western portion of the Park will include the reconstructed elevated plinth, which will be preserved with views to the reservoir and city landmarks beyond. A portion of Filtration Cell 28, an underground filter bed, will also be preserved for future use. Hawthorn trees will line both sides of the Olmsted Walk, and a tree grove in a quincunx pattern will be located in the center of the Park, referencing the historic pattern of manholes in the plinth. (See also FF #42-43, and 79).

Park including a 6.2 acre open space with a community center, as shown on the drawings prepared by EEK Perkins Eastman Architects dated April 11, 2014, marked as Exhibits 32A1A and 32A2 to the record, and as supplemented by drawings submitted on June 23, 2014, marked as Exhibit 832 in the record. The community center shall be constructed to a maximum height of 26 feet and contain approximately 17,500 square feet of gross floor area, or a density of approximately .07 FAR. The community center will include gallery space with exhibits on the history of the McMillan site, a 25-meter swimming pool, a multipurpose community meeting room with a catering kitchen, outdoor gathering space, and locker and shower facilities. This amenity will be open to the public and will provide a user-friendly and convenient space for public gatherings and community events. The multipurpose community meeting room will include moveable partitions to create smaller and larger spaces for gathering. Parcel 6 shall have 21 dedicated parking spaces and a dedicated loading area located in the South Service Court.

C.2. Parks, Open Space, and Landscaping: Prior to the issuance of a certificate of occupancy for Healthcare Facility on Parcel 1, the Applicant shall obtain a building permit to to construct approximately 500,000 square feet of public open space comprised of the South Park, the North and South Service Courts, the healing gardens, and preserved Cell 14. The South Park shall include covered seating areas with at least four durable, high quality picnic tables and benches, an amphitheater adjacent to the Community Center, a children's playground, a "spray-ground," an outdoor adult fitness area, a pond and open lawns for casual sports, all as shown on the drawings (pp. 33-35) and marked as Exhibits 32A2A10 – 32A2A12. The PUD shall provide all related streetscape improvements and street furniture, including lighting, benches, trash receptacles,

	<u>bicycle racks.</u>
<p>2. The PUD Site is divided into seven distinct Parcels. Parcel 1 is located at the north portion of the PUD Site, and will be improved with a health care facility with ground floor retail (the "Healthcare Facility") and a park above a preserved water filtration cell ("Cell 14"). Parcel 4, fronting on North Capitol Street at the center of the PUD Site will be developed with a mixed-use, multi-family residential building with a ground floor grocery store ("Multi-Family/Grocery Building"). Approximately 146 individual row dwellings are proposed for Parcel 5 (the "Rowhouses"). The south one-third of the PUD Site, known as Parcel 6, will be developed as an eight acre park ("Park") including a 6.2 acre green space, a community center building, and the South Service Court comprised of historic structures to be retained and restored. Lastly, the North Service Court, also known as Parcel 7 and located immediately south of Parcel 1, will be comprised of retained and restored historic resources. Future second-stage applications will include a mixed-use, multi-unit residential building on Parcel 2 with ground floor retail, and a mixed-use commercial building on Parcel 3 with health care uses and ground floor retail.</p>	<p>B.5. <u>Parcel 7</u>: Parcel 7 shall include the North Service Court with preserved historic silos and regulator houses, two-way circulation for all modes, and pedestrian facilities, <u>as described in Condition C.4.</u></p>
<p>71. <u>Urban Design, Architecture, and Site Planning</u>: The PUD will be developed substantially in accordance with the master plan prepared by EEK Perkins Eastman Architects dated April 11, 2014, marked as Exhibits 32A1A and 32A2, and supplemented by drawings submitted on June 23, 2014, marked as Exhibit 823A in the record. The Applicant will provide all necessary public infrastructure to support the development, including all project site work; all streets, alleys, sidewalks, and bike paths; historic and commemorative signage throughout the PUD Site to create a walking museum interpreting the preserved structures and views; and all related utilities.</p>	<p>C.1. <u>Urban Design, Architecture, and Site Planning</u>: The PUD shall be developed substantially in accordance with the Master Plan prepared by EEK Perkins Eastman Architects dated April 11, 2014, marked as Exhibit 32A1A, and supplemented by drawings submitted on June 23, 2014, marked as Exhibit 832 in the record; as modified by the guidelines, conditions and standards herein. <u>Prior to the issuance of a certificate of occupancy for the Healthcare Facility on Parcel 1, the PUD shall provide Applicant shall obtain a building permit for</u> all the necessary public infrastructure to support the development <u>of Parcels 1, 4, 5, 6 and 7,</u> including all project site work; all streets,</p>

	<p>alleys, sidewalks, bike paths; historic and commemorative signage throughout the PUD site to create a walking museum of preserved buildings and views; and all related utilities.</p>
<p><u>72. Parks, Open Space, and Landscaping:</u> The PUD will provide almost 500,000 square feet of land area comprised of the Park, the North and South Service Courts, the healing gardens, preserved Cell 14, and the Olmsted Walk. The Olmsted Walk will be handicapped accessible and include benches along the walk. The Park will include covered seating areas with at least four durable, high-quality picnic tables or similar tables and chairs, an amphitheater adjacent to the community center, a children's playground, a "spray-ground," an outdoor adult fitness area, a pond, and open lawns for casual sports. The Applicant will provide all related streetscape improvements and street furniture, including lighting, benches, trash receptacles, and bicycle racks.</p>	<p>C.2. <u>Parks, Open Space, and Landscaping:</u> <u>Prior to the issuance of a certificate of occupancy for Healthcare Facility on Parcel 1, The Applicant shall obtain a building permit to PUD shall provide to construct</u> approximately 500,000 square feet of public open space comprised of the South Park, the North and South Service Courts, the healing gardens, <u>and</u> preserved Cell 14 and the Olmsted Walk. The Olmsted Walk, as shown on the drawings, shall be handicapped accessible and include benches along the walk. The South Park shall include covered seating areas with at least four durable, high quality picnic tables and benches, an amphitheater adjacent to the Community Center, a children's playground, a "spray-ground," an outdoor adult fitness area, a pond and open lawns for casual sports, all as shown on the drawings (pp. 33-35) and marked as Exhibits 32A2A10 – 32A2A12. The PUD shall provide all related streetscape improvements and street furniture, including lighting, benches, trash receptacles, bicycle racks.</p>
<p>73. The Applicant will implement and follow the Master Plan Design Guidelines prepared by EEK Perkins Eastman Architects marked as Exhibit 17C to the record; and the Cultural DC Public Art Master Plan as marked as Exhibit 17D10 to the record., light fixtures, benches) (Exhibit 832M).</p>	<p>C.3. <u>Design Guidelines; Public Art Guidelines:</u> The Applicant shall implement and follow the Master Plan Design Guidelines prepared by EEK Perkins Eastman Architects marked as Exhibit 17C to the record; and the CulturalDC Public Art Master Plan as marked as Exhibit 17D10 to the record.</p>
<p><u>6574. The Applicant will retain and rehabilitate the North and South Service Courts, including all 20 sand storage bins, all four regulator houses, at least one sand washer, certain filter bed portals, and extended portions of the service court walls. Cells 14 and a portion of Cell 28 will also be preserved. The Applicant will re-establish the Olmsted Walk around the perimeter of the PUD Site and reconstruct the</u></p>	<p>C.4. <u>Historic Preservation:</u> The <u>The Applicant shall obtain a building permit within three years of the effective date of the PUD Order to PUD shall</u> retain and rehabilitate and renovate the North and South Service Courts, including all 20 sand storage bins, all four regulator houses, at least one sand washer, eleven filter bed portals and extended portions of the service court walls, and the preservation of</p>

concrete stairs at the PUD Site's two southern corners and northeast corner that provided access to the walk. The Applicant will seek permission from the U.S. Army Corps of Engineers or other responsible government agency to obtain the historic McMillan Fountain, formerly located on a portion of the McMillan Reservoir west of First Street, in order to install it on the PUD Site. All work will be consistent with the Secretary of the Interior's standards for the Treatment of Historic Properties, including the Treatment for Rehabilitation.

76. As part of the historic preservation component, the Applicant will retain and incorporate the North and South Service Courts and their sand filtration process structures, including all 20 sand storage bins, all four regulator houses, at least one sand washer, plus many of the filter bed portals and much of the service court walls. Retention and rehabilitation of these iconic features will retain the historic identity of the PUD Site and will create unique, place-making settings for the new community. The Applicant will also retain and preserve for adaptive reuse two underground filter beds: Cell 14, located at the northeast corner of the PUD Site, and Cell 28, located off of the South Service Court. Cell 14 will become, on its surface, a new park permitting views to the cylindrical sand bins from the north, while its underground structure will be reserved for future adaptive reuse to compliment the public and retail activities in that area of the PUD Site. In the interim, Cell 14 will be used by D.C. Water as a stormwater storage tank. Part of Cell 28 will be preserved and will be incorporated into the Park as part of the interpretive program. The vision is a "walking museum" that tells the history of the PUD Site and its significance to the city via a self-guided walking tour of the PUD Site's preserved and restored historic assets. In total, approximately 1.5 acres of underground cells will be preserved and slated for future

Cells 14 and 28, all in accordance with the plans. The PUD shall re-establish the Olmsted Walk around the perimeter of the site, as shown on the plans, and shall be handicapped accessible and include benches along the walk. The Applicant shall seek permission from the U.S. Army Corps of Engineer or other responsible government agency to obtain the historic McMillan Fountain, formerly located on portion of the McMillan Reservoir west of First Street and, if permission is granted, to install it on the PUD Site.

~~use. Under the DMA and the ERA agreements between the District and VMP, the two parties will jointly develop the PUD Site. The District will be responsible for the land development, which includes the provision of ready to build pad sites serviced by common infrastructure including streets, utilities, and lighting. The District will also be responsible for the provision of public amenities, such as the complete park system, community center, and the historic preservation of the built resources. The Applicant will execute the vertical development on the PUD Site. The first stage of vertical development will include the Healthcare Facility on Parcel 1; the Multi-Family Grocery Building on Parcel 4; and the 146 Rowhouses on Parcel 5. (See also FF #75-78).~~

70. The PUD will provide approximately 924,583 square feet of gross floor area devoted to residential uses, or approximately 677 units of new housing in single-family and apartment houses, for both rental and ownership opportunities. The Applicant will set aside a portion of the total square feet of gross floor area devoted to housing on the PUD Site for affordable housing, as follows:

- a. On Parcel 4, a minimum of 67,018 square feet of gross floor area of the total new housing provided, or approximately 85 residential units, will be set aside as senior housing (55 years of age or older) for households earning between 50 and 60 percent of the AMI. These units will all be located in the southern wing of the building.
- b. On Parcel 5, 22 of the single-family row dwellings will be set aside as affordable housing. Nine of the affordable units will be ~~offered set aside~~ to households earning no more than 50 percent of AMI, with the remaining 13 affordable units ~~offered set aside~~ to households earning no more than

C.5. Housing: The PUD shall provide approximately 924,583 square feet of gross floor area devoted to residential uses, or approximately 674 units of new housing in single-family and apartment houses, for both rental and ownership opportunities.

C.6. Affordable Housing: A portion of the total square feet of gross floor area devoted to housing shall be set aside for affordable housing, as follows: On Parcel 4, a minimum of 67,018 square feet of gross floor area of the total new housing provided, or approximately 85 units, shall be set aside as senior housing (55 years of age or older) for households earning 50 percent to 60 percent of AMI. An additional 25 units, or approximately 21,341 square feet of total gross floor area devoted to housing, shall be set aside on Parcel 2 for household earning 80 percent of the AMI. Finally, 22 of the single-family rowhouses on Parcel 5 shall be set as affordable housing. Nine of the affordable rowhouses will be made available to households earning no more than 50 percent of the AMI and the remaining

<p>80 percent of the AMI. The affordable units will be scattered throughout Parcel 5, and all of the 16 back-to-back units will be market-rate.</p> <p>c. On Parcel 2, approximately 25 units, or approximately 21,341 square feet of total gross floor area devoted to housing, will be set aside for households earning up to 80 percent of the AMI. The affordable units located on Parcel 2 will be sufficient to achieve a 20 percent split of affordable units across the PUD Site.</p> <p>d. The affordable housing units will be constructed prior to or concurrently with the market-rate units, except that if the development is phased, the affordable units will be constructed at a pace that is proportional with the construction of the market-rate units.</p>	<p>affordable rowhouses will be made available to households earning no more than 80 percent of the AMI. The affordable housing units shall be constructed prior to or concurrently with the market-rate units on a given parcel, except that if the development is phased, the affordable units shall be constructed at a pace that is proportional with the construction of the market-rate units. <u>The Applicant will comply with subsection 2602.7, which requires exempted developments set aside "Exempt Affordable Units" equal to at least the gross square footage that would have otherwise been required by Chapter 26. In compliance with section 2602.7, the Applicant shall record a covenant approved by the District in the land records of the District of Columbia before issuance of the certificate of occupancy for the residential building on Parcel 4 and before the first purchase agreement or lease is executed for the townhouses on Parcel 5. The affordable units shall exist for so long as the residential developments on Parcels 4 and 5 exist.</u></p>
<p>81. Prior to the issuance of a building permit, the Applicant will execute a CBE Agreement with the D.C. Department of Small and Local Business Development ("DSLBD") 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 PUD. Business opportunities will be posted on the DSLBD website, and the Applicant will give opportunities to CBE businesses for smaller contracts, such as catering, trash collection, and delivery service. The Applicant will continue to work cooperatively with DSLBD and its contractors and with the Business Development Councils and other local community organizations to maximize opportunities for CBE firms throughout the process. The PUD will also include 20 percent sponsor equity participation by a CBE developer.</p>	<p><u>CBE Participation:</u> Prior to the issuance of a building permit, the Applicant shall execute a CBE Agreement with the Department of Small and Local Business Development ("DSLBD") 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 PUD. Business opportunities will be posted on the DSLBD website, and the Applicant will give opportunities to Certified Business Enterprises ("CBE") for smaller contracts, such as catering, trash collection, and delivery service. The Applicant will continue to work cooperatively with DSLBD, its contractors and with the Business Development Councils and other local community organizations to maximize opportunities for CBEs throughout the process. The PUD shall also include 20 percent equity sponsor participation by a CBE.</p>

<p>82. During construction of the project, the Applicant will abide by the terms of the executed First Source Employment Agreement with the District Department of Employment Services to achieve the goal of utilizing District residents for at least 51 percent of the new jobs created by the PUD. To the extent permitted by law, first preference for employment opportunities will be given to Ward 1 and 5 residents. The Applicant and its contractor, once selected, will coordinate training, job fairs, and apprenticeship opportunities with construction trade organizations or with health care facilities and other organizations to maximize participation by District residents in the training and apprenticeship opportunities in the PUD.</p>	<p>C.8. <u>Training and Employment Opportunities:</u> During construction of the project, the Applicant shall abide by the terms of the executed First Source Employment Agreement with the District Department of Employment Services to achieve the goal of utilizing District residents for at least 51 percent of the new jobs created by the PUD project. To the extent permitted by law, first preference for employment opportunities shall be given to Ward 1 and 5 residents. The Applicant and its contractor, once selected, shall coordinate training, job fairs and apprenticeship opportunities with construction trade organizations or with healthcare facility and other organizations to maximize participation by District residents in the training and apprenticeship opportunities in the PUD.</p>
<p>83. Prior to the issuance of the first certificate of occupancy for the PUD Application, the Applicant will establish a project association or business improvement district for the PUD ("Partnership") that will be responsible for the maintenance and improvements of the roadways, alleys, bicycle paths, historic walks, sidewalks, parks, <u>historic resources, streetscapes, street furniture and fixtures</u>, and signage within the PUD boundaries. The Partnership will program and stage events within the PUD for the benefit of the public.</p>	<p>C.9. <u>Project Association:</u> Prior to the issuance of the first certificate of occupancy for the PUD Application, the Applicant shall establish a project association or business improvement district for the PUD that will be responsible for the maintenance and improvements of the private roadways, alleys, bicycle paths, historic walks, sidewalks, parks, <u>historic resources, streetscapes, street furniture and fixtures</u>, and signage within the PUD boundaries. Additionally, the project association will contribute to funding for programming and staging events within the PUD for the benefit of the public.</p>
<p>84. The PUD Site will be a multi-modal transit hub hub that accommodates transit services, such as the Metrobus, Circulator Bus, and the future Streetcar, and provides simple connections to Capital Bikeshare stations, including three new stations on the PUD Site. The PUD shall provide short- and long-term bicycle storage and changing facilities, privately run shuttles, and on- and off-street parking facilities. The Applicant shall implement the loading and curbside</p>	<p>C.10. <u>Transportation Features:</u> The PUD Site shall be a multi-modal transit hub that accommodates transit services, such as the Metrobus, Circulator Bus, and the future Streetcar, and provides simple connections to Capital Bikeshare stations, including three new stations <u>to including 80 docks</u> on the PUD Site. <u>Prior to the issuance of the building permit for the Healthcare Facility on Parcel 1, the Applicant shall coordinate with DDOT and nearby institutions to provide a detailed final</u></p>

management plan, as set forth in Exhibit 832F3 to the record, and the TDM Monitoring Plan set forth in Exhibit ___ to the record. The Applicant shall have the flexibility to modify the monitoring/reporting requirements in coordination with DDOT. The Applicant shall implement the Transportation Performance Plan dated August 25, 2014, submitted to the record as Exhibit __. The Applicant shall implement the transportation infrastructure improvements recommended by Gorove/Slade Associates and DDOT, as well as extensive transportation demand management measures. Among other things, the transportation improvements and measures shall include:

- a. Recommended improvements to nearby bus routes to better serve the PUD Site and the neighbors, including instituting rush hour express bus service;
- b. Recommended acceleration of planning and development of the planned Brookland-Columbia Heights Streetcar;
- c. The provision of an interim shuttle service to the Brookland Metrorail Station prior to the District's implementation of a Circulator Bus route and streetcar line that would serve the PUD Site, without regard to cost but at an estimated value of \$1,250,000; and
- d. The Applicant's commitment to incentivize on-site residents and retail tenants to use public transit, such as providing space for a Transit Store, supplementing employee SmarTrip cards, and providing car-sharing and Capital Bikeshare memberships.

Transit Implementation Plan. The PUD shall provide short- and long-term bicycle storage and changing facilities, ~~privately run shuttles,~~ and on- and off-street parking facilities, as shown on the Plans. The Applicant shall implement the loading and curbside management plan, as set forth in Exhibit 832F3 to the record, ~~and the TDM Monitoring Plan set forth in Exhibit ___ to the record. The Applicant shall have the flexibility to modify the monitoring/reporting requirements in coordination with DDOT.~~ The Applicant shall implement the Transportation Performance Plan dated August 25, 2014, submitted to the record as Exhibit __. 849B. The Applicant shall have the flexibility to modify the Transportation Performance Plan if approved by DDOT in writing. The Applicant shall implement the transportation infrastructure improvements recommended by Gorove/Slade Associates and DDOT, as well as extensive transportation demand management measures. Among other things, the transportation improvements and measures shall include, consistent with the Final Transit Implementation Plan, the following:

- a. Recommended improvements to nearby bus routes to better serve the PUD Site and the neighbors, including instituting rush hour express bus service;
- b. Recommended acceleration of planning and development of the planned Brookland-Columbia Heights Streetcar;
- c. The provision of an interim shuttle service to the Brookland Metrorail Station prior to the District's implementation of a Circulator Bus route and streetcar line that would serve the PUD Site, without regard to cost but at an estimated value of \$1,~~250~~750,000; and
- d. The Applicant's commitment to incentivize on-site residents and retail tenants to use public transit, such as providing space for a Transit Store, supplementing employee SmarTrip cards, and providing car-sharing and Capital Bikeshare memberships.

Issuance of the Final Transit Implementation

	<p><u>Plan shall be evidence of compliance with this condition C.10.</u></p>
<p>85. The master plan for the overall development for the PUD Site will be evaluated for LEED Neighborhood Development and will be certified at least LEED Gold or its equivalent. Individual buildings within the PUD Site will be certified at least LEED Silver or its equivalent.</p>	<p>C.11. <u>Environmental Benefits</u>: The master plan for the overall development for the PUD Site will be evaluated for LEED Neighborhood Development and will be certified at least LEED Gold or its equivalent. Each project will be LEED Silver or Green Communities compliant, depending on its commercial or residential designation. Upon completion, the overall PUD Site will achieve, at minimum, the applicable provisions of the Green Construction Code of the 2013 Construction Code of the District of Columbia. The Applicant shall put forth its best efforts to achieve a LEED-Silver rating or higher for the buildings on Parcels, 1, 4, 5, and 6 but the Applicant shall not be required to obtain the certification from the U.S. Green Building Council. The Applicant shall comply with all applicable District and federal environmental laws.</p>
<p>86. The Applicant will provide the following community benefits:</p> <p>a. Prior to the issuance of the first Certificate of Occupancy for the Healthcare Facility on Parcel 1, the Applicant shall initiate annual payments of \$140,000 each over a five-year period (\$700,000 total) to the Community Foundation of the National Capital Region("CFNCR") to support workforce development initiatives to improve low-income workers skills, credentials, career prospects, earnings, and job placement, particularly in key local industries and occupations. Additionally, prior to settlement on the sale of the first townhouse on Parcel 5, the Applicant shall initiate annual payments of \$60,000 each over a five-year period (\$300,000 total) to the CFNCR to support scholarships for higher education, training or job-related</p>	<p>C.12. <u>Uses of Special Benefit to the Community and City</u>: The Applicant shall provide the following community benefits:</p> <p>a. Prior to the issuance of the first Certificate of Occupancy for the Healthcare Facility on Parcel 1, the Applicant shall initiate annual payments of \$140,000 each over a five-year period (\$700,000 total) to the Community Foundation of the National Capital Region("CFNCR") to support workforce development initiatives to improve low-income workers skills, credentials, career prospects, earnings, and job placement, particularly in key local industries and occupations. Additionally, prior to settlement on the sale of the first townhouse on Parcel 5, the Applicant shall initiate annual payments of \$60,000 each over a five-year period (\$300,000 total) to the CFNCR to support scholarships for higher education, training or job-related certification</p>

<p>certification encouraging “legacy” careers paths such as civil engineering, landscape architecture, or on-site jobs in the medical field, with a preference for Ward 1 and 5 residents to the extent permitted by law.</p> <p>b. Prior to settlement on the sale of the first townhouse on Parcel 5, the Applicant shall initiate annual payments of \$25,000 each over a five-year period (\$125,000 total) to the D.C. Education Fund to be used to improve science, technology, engineering, and math ("STEM") teacher professional development and instruction, as well as student learning and achievement, particularly at Dunbar High School, McKinley Technical High School, and Langley Educational Campus.</p> <p>c. Prior to the issuance of the first Certificate of Occupancy for the building on Parcel 4 and prior to the first settlement on the sale of a house on Parcel 5, the Applicant shall initiate annual payments of \$50,000 over a ten-year period (\$500,000 total) to the project association to hire high-school age residents and senior residents to provide guided tours of the McMillan site highlighting the preserved historic resources.</p> <p>d. Prior to the issuance of the first Certificate of Occupancy for the building on Parcel 4 and prior to the first settlement on the sale of a house on Parcel 5, the Applicant shall initiate annual payments of \$75,000 over a ten year period (\$750,000 total) to the project association operating budget to create a community market, outdoor cafe, and space for art installations between the South Service Court and South Park, and to activate the South Service Court and existing elements, such as regulator houses for small business incubators, silos as hanging</p>	<p>encouraging “legacy” careers paths such as civil engineering, landscape architecture, or on-site jobs in the medical field, with a preference for Ward 1 and 5 residents to the extent permitted by law.</p> <p>b. Prior to settlement on the sale of the first townhouse on Parcel 5, the Applicant shall initiate annual payments of \$25,000 each over a five-year period (\$125,000 total) to the D.C. Education Fund to be used to improve science, technology, engineering, and math ("STEM") teacher professional development and instruction, as well as student learning and achievement, particularly at Dunbar High School, McKinley Technical High School, and Langley Educational Campus.</p> <p>c. Prior to the issuance of the first Certificate of Occupancy for the building on Parcel 4 and prior to the first settlement on the sale of a house on Parcel 5, the Applicant shall initiate annual payments of \$50,000 over a ten-year period (\$500,000 total) to the project associationPartnership to hire high-school age residents and senior residents to provide guided tours of the McMillan site highlighting the preserved historic resources.</p> <p>d. Prior to the issuance of the first Certificate of Occupancy for the building on Parcel 4 and prior to the first settlement on the sale of a house on Parcel 5, the Applicant shall initiate annual payments of \$75,000 over a ten year period (\$750,000 total) to the project associationPartnership operating budget to create a community market, outdoor cafe, and space for art installations between the South Service Court and South Park, and to activate the South Service Court and existing elements, such as regulator houses for small business incubators, silos as hanging gardens, water features and</p>
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<p>gardens, water features and observation points.</p> <p>e. Prior to the issuance of the first Certificate of Occupancy for the building on Parcel 4, the Applicant shall show evidence of payment of \$225,000 to the project association to facilitate business start-ups in the project.</p> <p>f. Prior to the issuance of the first Certificate of Occupancy for the building on Parcel 4 and prior to the first settlement on the sale of a house on Parcel 5 (as outlined in Exhibit __ to the record), the Applicant shall provide evidence to the D.C. Department of Consumer and Regulatory Affairs (“DCRA”) that it has initiated payments to a contractor or otherwise will incur costs in the amount of \$500,000 over a five-year period for fabricating, installing, repairing and restoring tree box fence enclosures; planting trees and ground cover plants, and installing certain neighborhood signage in coordination with the Bates, Bloomingdale, Eckington, Edgewood, Hanover Area, and Stronghold Civic Associations.</p> <p>g. The Applicant shall use best efforts to provide free WiFi for public use in the community center and park.</p> <p>h. Prior to the issuance of the first Certificate of Occupancy for the mixed-use building on Parcel 4, the Applicant shall initiate annual payments in the amount of \$30,000 each over a five-year period (\$150,000 total) to North Capitol Main Street, Inc. for storefront improvements located on North Capitol Street, N.E. and N.W., between Channing Street and New York Avenue.</p> <p>i. The Applicant will provide a total of approximately 97,770 square feet of gross floor area devoted to retail and service uses on the PUD Site. The retail space will include a full service grocery</p>	<p>observation points.</p> <p>e. Prior to the issuance of the first Certificate of Occupancy for the building on Parcel 4, the Applicant shall show evidence of payment of \$225,000 to the project <u>Partnership to facilitate business start-ups by awarding grants or in-kind resources to small, local retail/service businesses looking to locate and operate on site to try out their retail/service concepts. A "local" business is a retailer/service provider that is either a CBE or a business headquartered in the District of Columbia; a “small” business is a retailer/service provider owning or operating fewer than eight retail/service outlets in the aggregate at the time such retailer/service provider enters into a lease at the PUD (inclusive of such outlet at the PUD).</u>association to facilitate business start-ups in the project.</p> <p>f. Prior to the issuance of the first Certificate of Occupancy for the building on Parcel 4 and prior to the first settlement on the sale of a house on Parcel 5 (as outlined in Exhibit __ to the record), the Applicant shall provide evidence to the D.C. Department of Consumer and Regulatory Affairs (“DCRA”) that it has initiated payments to a contractor or otherwise will incur costs in the amount of \$500,000 over a five-year period for fabricating, installing, repairing and restoring tree box fence enclosures; planting trees and ground cover plants, and installing certain neighborhood signage in coordination with the Bates, Bloomingdale, Eckington, Edgewood, Hanover Area, and Stronghold Civic Associations.</p> <p>g. <u>Prior to the issuance of the Certificate of Occupancy for the Community Center,</u> tThe Applicant shall use best efforts to</p>
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<p>store.</p>	<p>provide free WiFi for public use in the community center and park.</p> <ul style="list-style-type: none"><li data-bbox="857 268 1430 632">h. Prior to the issuance of the first Certificate of Occupancy for the mixed-use building on Parcel 4, the Applicant shall initiate annual payments in the amount of \$30,000 each over a five-year period (\$150,000 total) to North Capitol Main Street, Inc. for storefront improvements located on North Capitol Street, N.E. and N.W., between Channing Street and New York Avenue.<li data-bbox="857 636 1430 848">i. The Applicant will provide a total of approximately 97,770 square feet of gross floor area devoted to retail and service uses on the PUD Site. The retail space will include a full service grocery store.
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