



PUD Background and Parcel Status

| Parcel | Owner | Approval Order | Approved Program | Status |
|--------|---------------------------------|--|--|--|
| 1 | Trammell Crow Company | 13-14(6) Consolidated PUD | <ul style="list-style-type: none"> 860,000 sf healthcare 15,000 sf retail 113'-0" max Historic resources (Cell 14) | <ul style="list-style-type: none"> Predevelopment |
| 2 | Jair Lynch Real Estate Partners | 13-14A Stage 2 PUD | <ul style="list-style-type: none"> Residential and retail 235,513 sf (incl. 18,259 sf – 24,359 sf retail) 82'-6" max | <ul style="list-style-type: none"> Predevelopment PUD modification requested (Case No. 13-14E) |
| 3 | Trammell Crow Company | 13-14(6) Stage 1 PUD | <ul style="list-style-type: none"> 173,000 sf healthcare and retail 110'-0" (max) | <ul style="list-style-type: none"> Stage 1 PUD |
| 4 | Jair Lynch Real Estate Partners | 13-14(6) Consolidated PUD, as modified by 13-14B | <ul style="list-style-type: none"> 305,847 sf residential and retail (including 58,705 sf grocery) 78'-8" max | <ul style="list-style-type: none"> Predevelopment PUD modification requested (Case No. 13-14E) |
| 5 | EYA | 13-14(6) Consolidated PUD | <ul style="list-style-type: none"> 146 for-sale townhomes 350,000 sf 48'-0" max. | <ul style="list-style-type: none"> Under construction (first townhomes delivered in March 2025) |
| 6 | District of Columbia | 13-14(6) Consolidated PUD | <ul style="list-style-type: none"> Community center (17,500 sf) 26'-0" max Community Park South Service Court 1,800 sf retail Historic resources, pedestrian and vehicular circulation | <ul style="list-style-type: none"> Complete |
| 7 | District of Columbia | 13-14(6) Consolidated PUD | <ul style="list-style-type: none"> North Service Court 1,800 sf retail Historic resources, pedestrian and vehicular circulation | <ul style="list-style-type: none"> In progress |



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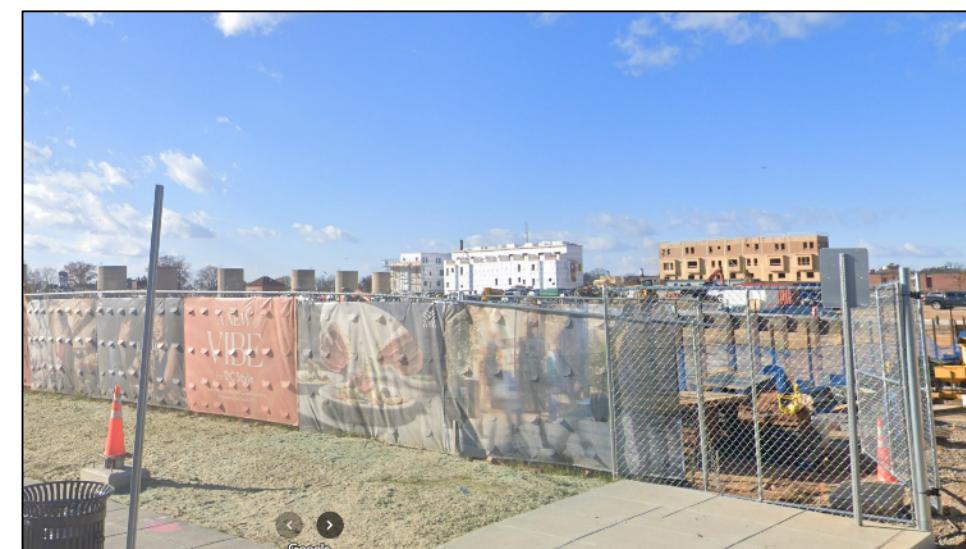
Parcel 1

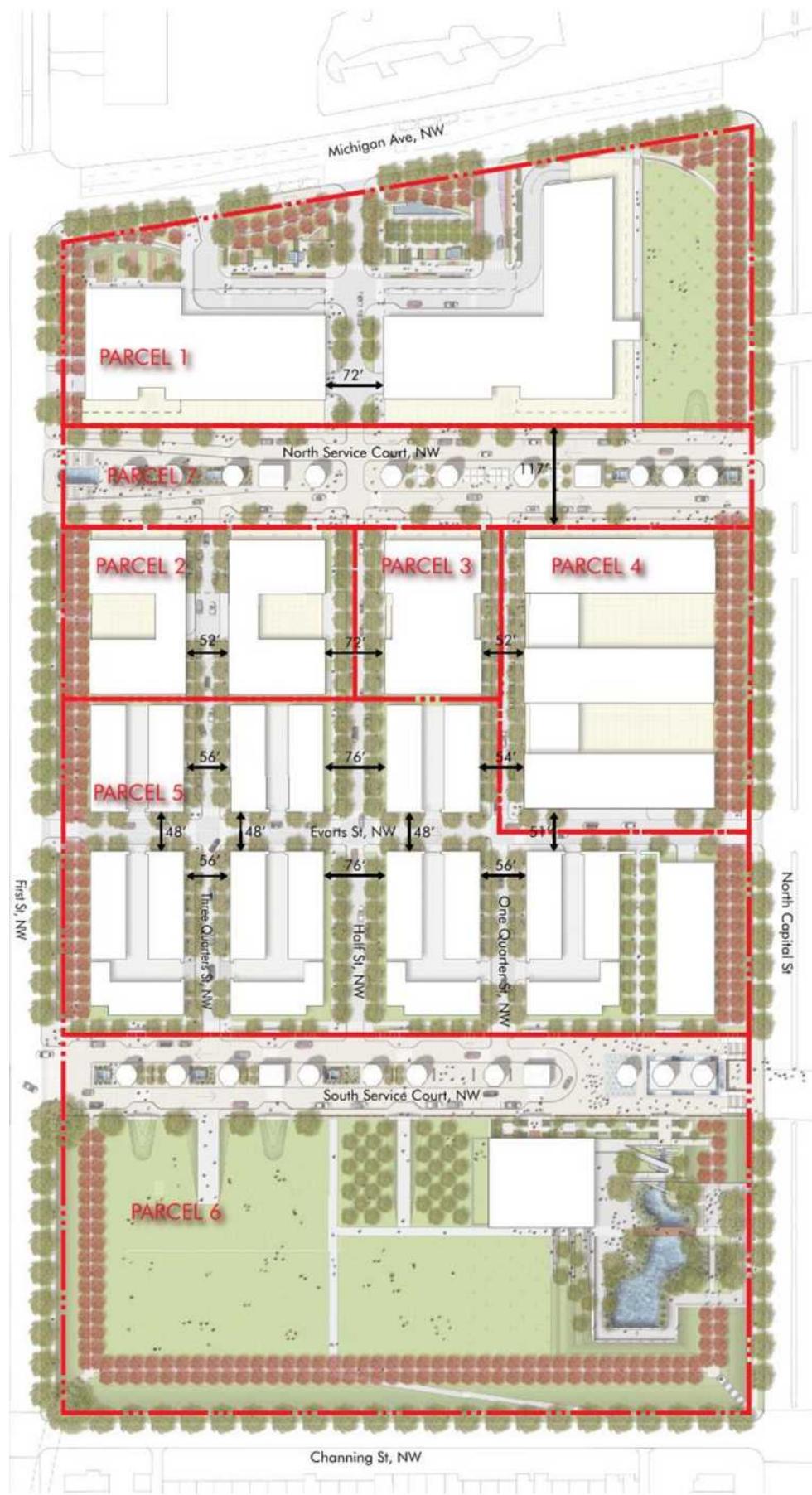


Parcels 2 and 3



Parcel 4





PUD Background and Parcel Status

Parcel 5



Parcels 6 and 7



> 30,000 SF

- Wegmans: 80,000 SF +
- Giant: 60,000 SF
- Harris Teeter: 60,000 SF
- Whole Foods (traditional full-service): 50,000 SF
 - Florida Avenue NW: 46,000 SF
 - P Street NW: 40,000 SF
- Shoppers: 40,000 SF
- Safeway: 50,000 SF



Whole Foods, Florida Avenue NW, DC, Approx. 46,000 sf (Source: https://www.yelp.com/biz_photos/whole-foods-market-washington-18. Images for illustrative purposes only)

15,000 SF - 30,000 SF

- Whole Foods (small full-service): 25,000 SF
- Lidl: 25,000 SF
 - Columbia Heights: 27,000 SF
- Sprouts Market: 18,000 SF - 25,000 SF
- Aldi: 18,000 SF
 - Maryland Ave NE: 17,820 SF
- Trader Joe's: 15,000 SF – 20,000 SF
 - Friendship Heights: 18,000 SF
 - 14th Street NW: 15,200
- Plum Market: 15,000 – 25,000 SF



Lidl, Columbia Heights, DC, Approx. 27,000 sf (Source: <https://www.yelp.com/biz/lidl-washington-4>. Image for illustrative purposes only)



Sprouts Market, Leesburg, VA, Approx. 24,770 sf (Source: <https://theburn.com/2024/10/25/sprouts-farmers-market-opens-its-doors-in-loudoun/>. Image for illustrative purposes only)

10,000 SF - 15,000 SF

- Whole Foods (market daily shop): 7,000 SF - 14,000 SF
- Streets Market: 8,000 SF - 15,000 SF
 - 14th and Belmont NW: 9,000 SF
- Mom's Organic: 12,000 SF – 16,000 SF



Streets Market, 14th and Belmont NW, DC, Approx. 9,000 sf (Source: https://www.yelp.com/biz_photos/streets-market-and-cafe-washington-8. Images for illustrative purposes only)

Current Approval (Z.C. Order No. 13-14(6))

| Current Approval (Z.C. Order Nos. 13-14(6) and | Total Units | Required Affordable Units | | | | Total Affordable | Percent Affordable |
|---|-------------|---------------------------|-----------|---------|-----------|------------------|--------------------|
| | | 30% MFI | 50% MFI | 60% MFI | 80% MFI | | |
| Parcel 2 | 233 | 0 | 2 | 0 | 25 | 27 | 12% |
| Parcel 4 | 281 | 0 | | 85 | 0 | 85 | 30% |
| Parcel 5 | 146 | 0 | 9 | 0 | 13 | 22 | 15% |
| Total | 660 | 0 | 96 | | 38 | 134 | 20% |

Proposed PUD Modification

| Proposed Modification Scenario 1 | Total Units | Required Affordable Units | | | | Total Affordable | Percent Affordable |
|-------------------------------------|-------------|---------------------------|-----------|-----------|-----------|------------------|--------------------|
| | | 30% MFI | 50% MFI | 60% MFI | 80% MFI | | |
| Parcel 2 (East) | 141 | 39 | 86 | 16 | 0 | 141 | 100% |
| Parcel 2 (West) | 125 | 0 | 0 | 0 | 0 | 0 | 0% |
| Parcel 4 | 324 | 0 | 0 | 0 | 0 | 0 | 0% |
| Parcel 5 | 146 | 0 | 9 | 0 | 13 | 22 | 15% |
| Total | 736 | 39 | 95 | 16 | 13 | 163 | 22% |

Proposed PUD Modification w/ P2 (West) Flexibility

| Proposed Modification Scenario 2 | Total Units | Required Affordable Units | | | | Total Affordable | Percent Affordable |
|-------------------------------------|-------------|---------------------------|-----------|-----------|-----------|------------------|--------------------|
| | | 30% MFI | 50% MFI | 60% MFI | 80% MFI | | |
| Parcel 2 (East) | 88 | 24 | 54 | 10 | 0 | 88 | 100% |
| Parcel 2 (West) | 125 | 0 | 2 | 0 | 25 | 27 | 22% |
| Parcel 4 | 324 | 0 | 0 | 0 | 0 | 0 | 0% |
| Parcel 5 | 146 | 0 | 9 | 0 | 13 | 22 | 15% |
| Total | 683 | 24 | 65 | 10 | 38 | 137 | 20% |

Notes:

- Under the McMillan Land Disposition Development Agreement (“LDDA”) 20% of residential units across the McMillan PUD site must be devoted to affordable housing.
- P2 (West) flexibility to allow the number of senior affordable units to be reduced to 88 units is requested in case the applicant is not awarded the FHA funding that is necessary to provide the 141 senior affordable units that are proposed.
- Parcel 5 is not part of the proposed PUD modification but is included in this comparison to provide a full picture of the overall housing and affordable housing program for the McMillan PUD.

Current Approval (Z.C. Order No. 13-14(6))

| Current Approval (Z.C. Order Nos. 13-14(6) and 13-14A) | Total Units | Required Affordable Units | | | | Total Affordable | Percent Affordable |
|--|-------------|---------------------------|-----------|-----------|------------|------------------|--------------------|
| | | 30% MFI | 50% MFI | 60% MFI | 80% MFI | | |
| Parcel 2 | 233 | 0 | 2 | 0 | 25 | 27 | 12% |
| Parcel 4 | 281 | 0 | | 85 | 0 | 85 | 30% |
| Parcel 5 | 146 | 0 | 9 | 0 | 13 | 22 | 15% |
| Total | 660 | 0 | 96 | 38 | 134 | 20% | |

Proposed PUD Modification w/ Full Utilization of P2 (West) and P4 Lodging Flexibility and 141 Senior Affordable Units on P2 (East)

| Proposed Modification Scenario 1 (with full lodging flexibility) | Total Units | Required Affordable Units | | | | Total Affordable | Percent Affordable |
|--|-------------|---------------------------|-----------|-----------|-----------|------------------|--------------------|
| | | 30% MFI | 50% MFI | 60% MFI | 80% MFI | | |
| Parcel 2 (East) | 141 | 39 | 86 | 16 | 0 | 141 | 100% |
| Parcel 2 (West) - Lodging | 0 | 0 | 0 | 0 | 0 | 0 | 0% |
| Parcel 4 - 20% Lodging | 259 | 0 | 0 | 0 | 0 | 0 | 0% |
| Parcel 5 | 146 | 0 | 9 | 0 | 13 | 22 | 15% |
| Total | 546 | 39 | 95 | 16 | 13 | 163 | 30% |

Proposed PUD Modification w/ Full Utilization of P2 (West) and P4 Lodging Flexibility and 88 Senior Affordable Units on P2 (East)

| Proposed Modification Scenario 2 (with full lodging flexibility) | Total Units | Required Affordable Units | | | | Total Affordable | Percent Affordable |
|--|-------------|---------------------------|-----------|-----------|-----------|------------------|--------------------|
| | | 30% MFI | 50% MFI | 60% MFI | 80% MFI | | |
| Parcel 2 (East) | 88 | 24 | 54 | 10 | 0 | 88 | 100% |
| Parcel 2 (West) - Lodging | 0 | 0 | 0 | 0 | 0 | 0 | 0% |
| Parcel 4 - 20% Lodging | 259 | 0 | 2 | 0 | 25 | 27 | 10% |
| Parcel 5 | 146 | 0 | 9 | 0 | 13 | 22 | 15% |
| Total | 493 | 24 | 65 | 10 | 38 | 137 | 28% |

Notes:

- Full utilization of the requested lodging flexibility is unlikely given estimated demand for lodging use at the McMillan PUD site. For instance, if Parcel 2 (West) is constructed for lodging use, it is unlikely that the 20% lodging use flexibility requested for P4 would be utilized except potentially during initial lease up of the building.
- Under the McMillan Land Disposition Development Agreement (“LDDA”) 20% of residential units across the McMillan PUD site must be devoted to affordable housing.
- P2 (West) flexibility to allow the number of senior affordable units to be reduced to 88 units is requested in case the applicant is not awarded the FHA funding that is necessary to provide the 141 senior affordable units that are proposed.
- Parcel 5 is not part of the proposed PUD modification but is included in this comparison to provide a full picture of the overall housing and affordable housing program for the McMillan PUD.

Public Benefits Summary and Changes Resulting from PUD Modification

| Public Benefit Category | PUD Condition (per Z.C. Order Nos. 13-14(6) and 13-14A) | Change due to proposed PUD modification / flexibility |
|---|--|---|
| Urban Design, Architecture, and Site Planning | <ul style="list-style-type: none"> Construct as per plans. Prior to the issuance of a Certificate of Occupancy for the Healthcare Facility on Parcel 1, obtain a building permit for all the necessary public infrastructure to support the development of Parcels 1, 4, 5, 6, and 7, 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 of preserved buildings and views; and all related utilities. | <ul style="list-style-type: none"> No change. Construction of public infrastructure to support development is substantially complete. |
| Parks, Open Space, and Landscaping | <ul style="list-style-type: none"> Prior to the issuance of a Certificate of Occupancy for the Healthcare Facility on Parcel 1, obtain building permit for community center and approximately 500,000 square feet of open space (which includes the healing gardens and preserved Cell 14) | <ul style="list-style-type: none"> No change. Construction of the Community Center, South Park, North Service Court and South Service Court is complete. Construction of the Healing Gardens and preserved Cell 14 will occur in tandem with construction of Parcel 1. Construction of streetscape improvements and street furniture is substantially complete. |
| Design Guidelines: Public Art Guidelines | <ul style="list-style-type: none"> Implement and follow Master Plan Design Guidelines; and the Cultural DC Public Art Master Plan. | <ul style="list-style-type: none"> No change. |
| Historic Preservation | <ul style="list-style-type: none"> Obtain a building permit within three years to 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, 11 filter bed portals and extended portions of the service court walls, and the preservation of Cells 14 and 28, all in accordance with the plans. Obtain a building permit within three years to re-establish the Olmsted Walk around the perimeter of the site, as shown on the plans, and this shall be accessible to persons with disabilities and include benches along the walk. The preservation work shall be completed prior to the issuance of the Certificate of Occupancy for the community center on Parcel 6. The Applicant shall seek permission from the U.S. Army Corps of Engineers 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 | <ul style="list-style-type: none"> Complete. Retention, rehab, and renovation of service courts is complete. ZA ruling was issued regarding the phased construction of Olmsted Walk due to buildings occurring at different times and portions of parking garages extending below Olmsted Walk, and that building permit for the portion of Olmsted Walk on Parcel 6 satisfied the condition. McMillan fountain has been installed on the PUD site. |
| Housing | <ul style="list-style-type: none"> Approx. 924,583 GFA devoted to residential uses, or approximately 674 units of new housing in single-family and apartment houses, for both rental and ownership opportunities. | <ul style="list-style-type: none"> Modified. Currently, there is approximately 815,379 square feet of residential gross floor area ("GFA"), and approximately 660 residential units. The proposal would modify the amount of residential GFA on the site to approximately 796,677 – 839,901 square feet and approximately 683 – 736 units (not including flexibility to convert some retail to residential). If the applicant was to fully utilize the requested lodging flexibility on P2 (West) and P4, the PUD modification would provide approximately 636,323 – 678,687 square feet and approximately 493 – 546 units. |
| Affordable Housing | <ul style="list-style-type: none"> Parcel 2: 25 units (approx. 22,095 GFA) at 80% MFI, and 2 units (approx. 1,395 GFA) at 50% MFI Parcel 4: 85 units (approx. 67,018 GFA) at 50% - 60% MFI Parcel 5: 22 rowhouses (9 rowhomes (approx. 11,148 GFA) at 50% MFI and remaining rowhomes (approx. 16,043 GFA) at 80% MFI) Total Approved: 134 units (approx. 117,699 GFA) | <ul style="list-style-type: none"> Modified. Amount of affordable housing increases or remains the same <ul style="list-style-type: none"> Parcel 2 (West): 0 units (approx. 0 GFA) Parcel 2 (East): 141 senior units (approx. 112,704 GFA) at 30% - 60% MFI Parcel 4: 0 square feet of GFA and 0 units Parcel 5: 22 rowhouses (9 rowhomes at 50% MFI and remaining rowhomes at 80% MFI) Total PUD Modification: 163 units (approx. 139,895 GFA) Total PUD Modification w/ Senior Housing Flexibility: 137 units (approx. 117,357 GFA) |

Public Benefits Summary and Changes Resulting from PUD Modification

| Public Benefit Category | PUD Condition (per Z.C. Order Nos. 13-14(6) and 13-14A) | Change due to proposed PUD modification / flexibility |
|--|---|---|
| Retail | <ul style="list-style-type: none"> Approx. 97,770 GFA devoted to retail and service uses. The retail space will include a full-service grocery store. | <ul style="list-style-type: none"> Modified. Approx. 97,600 GFA will be devoted to retail and service uses. If the applicant was to fully utilize the requested flexibility to reduce retail space, the PUD modification would provide approx. 42,600 GFA – 97,600 GFA of retail and service uses. The retail space will continue to have a full-service grocery store (22,500 GFA, with flexibility to reduce to a minimum of 10,000 GFA) |
| CBE Participation | <ul style="list-style-type: none"> Prior to issuance of building permit, execute a CBE Agreement with DSLBD to achieve, at a minimum, 35% participation by CBEs 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. | <ul style="list-style-type: none"> No change. |
| Training and Employment Opportunities | <ul style="list-style-type: none"> Abide by the terms of the executed First Source Employment Agreement with DOES to achieve the goal of utilizing District residents for at least 51% of the new jobs created by the PUD project. To the extent permitted by law, first preference for employment opportunities shall be given to Wards 1 and 5 residents. 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. | <ul style="list-style-type: none"> No change. |
| Project Association | <ul style="list-style-type: none"> 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, historic resources, streetscapes, street furniture and fixtures, and signage within the PUD boundaries. Project association will also contribute to funding for programming and staging events within the PUD for the benefit of the public. | <ul style="list-style-type: none"> Complete |
| Environmental Benefits | <ul style="list-style-type: none"> Master Plan for the overall PUD Site shall be evaluated for LEED-Neighborhood Development and shall be certified at least LEED-Gold or its equivalent. Each project shall be LEED-Silver or Green Communities compliant, depending on its commercial or residential designation. Overall PUD Site shall achieve, at minimum, the applicable provisions of the Green Construction Code of the 2013 Construction Code of the District of Columbia. Best efforts shall be put forward to achieve a LEED-Silver rating or higher for Parcels 1, 4, 5, and 6, but shall not be required to obtain the certification from the U.S. Green Building Council. | <ul style="list-style-type: none"> No change. |
| Use of Special Benefit to the Community and City | Monetary contributions (as set forth in the PUD order which reflect the CBA commitments in Exhibit 849C of the record) | No change. |

SUMMARY OF REQUESTED MODIFICATIONS AND FLEXIBILITY

| | Previously Approved | Requested Modification | Requested Flexibility |
|---|---|--|--|
| Retail / Grocery (GFA) | <ul style="list-style-type: none"> P2: 18,000 – 24,000 P4: 55,000 (55,000 grocery) | <ul style="list-style-type: none"> P2: 17,000 P4: 59,000 (22,500 grocery) | <ul style="list-style-type: none"> P2: 5,000 – 17,000 (located entirely in P2 West, P2 East, or split between the two buildings). P4: 16,000 – 59,000 (grocery: 10,000 – 22,500). |
| Retail to Residential Conversion (GFA) | <ul style="list-style-type: none"> P2: 6,000 (residential to live/work) | | <ul style="list-style-type: none"> P2: Convert up to 12,000 from retail to residential based upon final amount of retail provided in connection with retail / grocery flexibility. P4: Convert up to 43,000 from retail to residential based upon final amount of retail provided in connection with retail / grocery flexibility. |
| Residential Unit Count | <ul style="list-style-type: none"> P2: 247 (+/- 5%) P4: 305 (+/- 10%), including senior affordable Total: 552 | <ul style="list-style-type: none"> P2 (West): 125 P2 (East): 142 (senior affordable) P4: 324 Total: 584 | <ul style="list-style-type: none"> P2 (West): Vary +/- 10% P2 (East): Reduce to 88 senior units depending on HFA Funding P4: Vary +/- 10% |
| Affordable Housing Units | <ul style="list-style-type: none"> P2: 27 (25 @ 80% MFI, 2 @50% MFI) P4: 85 senior @ 50% and 60% MFI Total: 112 | <ul style="list-style-type: none"> P2 (East): 141 senior units (39 @ 30% MFI, 86 @ 50% MFI, 16 @ 60% MFI). | <ul style="list-style-type: none"> Reduce P2 (East) to 88 senior units (24 @ 30% MFI, 54 @ 50% MFI, 10 @ 60% MFI) depending on HFA funding, and provide 27 non-age-restricted affordable units in P2 (West) and/or P4 (25 units at 80% MFI and 2 units @ 50% MFI). |
| Residential to Lodging | <ul style="list-style-type: none"> N/A | <ul style="list-style-type: none"> N/A | <ul style="list-style-type: none"> P2 (West): Convert building to lodging with 120 – 226 guest rooms P4: Devote up to 20% of residential units to lodging. |
| Building Height | <ul style="list-style-type: none"> P2: 88'-6" P4: 79'-0" | <ul style="list-style-type: none"> P2: 83'-0" P4: 84'-0" | <ul style="list-style-type: none"> P2 and P4: +5'-0" (within approved GFA). P2: To remove up to two (2) stories on P2 (East) and/or P2 (West) in connection with senior affordable unit and lodging guest room flexibility. |
| Parking | <ul style="list-style-type: none"> P2: 222 spaces (flexibility for residential so long as not below zoning requirement) P4: 329 spaces (flexibility so long as not reduced below ZC approved total) | <ul style="list-style-type: none"> P2: 122 Spaces P4: 311 Spaces | <ul style="list-style-type: none"> To vary so long as not below zoning requirement and not above the permitted amount under excess parking regulations. |
| Design | <ul style="list-style-type: none"> P2 and P4: Flexibility on entrances for retail, and residential | <ul style="list-style-type: none"> P2 and P4: Modifications to entrances for retail, residential, parking, and loading (parking and loading entrances remain on same street frontages). | <ul style="list-style-type: none"> P2 and P4: To adjust entrances for retail, residential, loading, and parking (parking and loading entrances remain on same street frontages). P4: Relocate loading facilities to Hazen Court if retail reduced to 16,000 GFA. |
| Exterior Materials | <ul style="list-style-type: none"> P2 and P4: Specified material types | <ul style="list-style-type: none"> P2 and P4: Additional specified materials types. | <ul style="list-style-type: none"> P2 and P4: Vary material types per plans. |
| P2 Bridge | <ul style="list-style-type: none"> P2: Pedestrian bridge over Platt Court connecting both P2 towers | <ul style="list-style-type: none"> P2: Pedestrian bridge removed and P2 (East) and P2 (west) separate buildings. | |
| Phasing / Timing | <ul style="list-style-type: none"> Option to construction project in phases with P4 in Phase 1 and P2 in Phase 2 | <ul style="list-style-type: none"> The Parcel 2 West Building, Parcel 2 East Building, and Parcel 4 Building may be constructed simultaneously or in phases (in no particular order), as follows: (i) A building permit application must be submitted for the first phase within two (2) years of the effective date of the PUD modification order, with construction of the first phase commencing within three (3) years of the effective date of the PUD modification order; and (ii) Construction of all phases (Parcel 2 West Building, Parcel 2 East Building, and Parcel 4 Building) shall be completed within 12 years of the effective date of the PUD modification order. | |

Adjustments to flexibility made following setdown identified in **red** text