

Exhibit A
Proposed Conditions of Approval

DECISION

In consideration of the Findings of Fact and Conclusions of Law contained in this Order, the Zoning Commission **ORDERS APPROVAL** of the Application for modifications to a Consolidated PUD for Parcel 4 and 1st-Stage and 2nd-Stage PUD for Parcel 2 of the McMillan Reservoir Sand Filtration Site. The Commission hereby approves the following modifications to Z.C. Order Nos. 13-14(6), 13-14A, and 13-14B. To the extent there are conflicts between the conditions contained in this order and Z.C. Order Nos. 13-14(6), 13-14A, and 13-14B, the conditions contained in this order shall govern. All other provisions of said orders shall remain in effect.

Parcel 4 Building

- 1. Condition B (Consolidated PUD Parameters), Paragraph 2 (Parcel 4) of Z.C. Order No. 13-14(6), as modified by Condition 1 of Z.C. Order No. 13-14B, is deleted in its entirety and replaced with the following:**

Parcel 4:

- a. Parcel 4 shall be developed substantially in accordance with the plans filed at Exhibits 3F and 12B in the record of Case No. 13-14E (the "Parcel 4 Building Modification Plans"), as modified by the guidelines, conditions, and standards herein;
- b. Parcel 4 shall have an approximate total gross floor area of 350,000 square feet, or an approximate density of 4.14 FAR, including 33,500-59,000 square feet of floor area devoted to retail use ("Parcel 4 Retail Space"), of which a minimum of 22,500 square feet of floor area shall be devoted to a grocery store ("Parcel 4 Grocery Store Space"), provided:
 - i. If the current grocery store lease is terminated, then the Applicant will have flexibility to reduce building's retail floor area to 24,000-59,000 square feet, of which a minimum of 13,000 square feet will be devoted to a grocery store.
 - ii. Prior to any reduction in the Parcel 4 Grocery Store Space below 22,500 square feet per (i) above, the Applicant shall provide evidence to the Zoning Administrator demonstrating that: (1) the lease with the current grocery store tenant has been terminated, and (2) it has taken commercially reasonable actions for a period of at least eight (8) months to market and lease the grocery store space at a minimum size of 22,500 square feet at terms and conditions that are commercially reasonable for the immediate submarket. "Commercially reasonable actions" shall include but are not limited to the following: a distribution of a

leasing marketing package, production of monthly leasing reports, and posting of signs with broker information at the building.

- iii. Any grocery store established on Parcel 4, regardless of its size, shall meet the definition of a “full-service grocery store” under D.C. Code § 25-101.
- iv. The allowed uses in the retail spaces will include retail, daytime care, private education, entertainment/assembly/performing arts, and general service.
- c. The maximum building height on Parcel 4 shall be 84 feet, measured from the level of the curb opposite the middle of the front of the building along North Capitol Street;
- d. Parcel 4 shall contain approximately 311 off-street parking spaces, and a minimum of 114 secure bicycle parking or storage spaces; and
- e. Loading facilities on Parcel 4 shall be provided as shown on the “proposed design” on Sheet 17 of the Parcel 4 Building Modification Plans, provided, however, that if the size of the Parcel 4 Grocery Store Space is reduced pursuant to Condition 2(b)(i) of this order, then the loading facilities on Parcel 4 may be provided as shown on the “flexibility example” plan on Sheet ## of the Parcel 4 Building Modification Plans.

2. Condition B (Consolidated PUD Parameters), Paragraph 6 of Z.C. Order No. 13-14(6), as modified by Condition 2 of Z.C. Order No. 13-14B, which lists the permitted areas of design flexibility for the Overall PUD, is modified by deleting paragraph (q) in its entirety and adding the following paragraphs (q) – (v):

- q. From the penthouse setback, single enclosure, and uniform height requirements on Parcel 4 consistent with the plans included in Ex. 3F and 12B of Z.C. Case No. 13-14E;
- r. To increase the building height on Parcel 4 by no more than five (5) feet, for a maximum height of 89’-0”;
- s. From the side yard requirements on Parcel 4 consistent with the plans included in Ex. 3F and 12B of Z.C. Case No. 13-14E;
- t. From the plaza requirements on Parcel 4 consistent with the plans included in Ex. 3F and 12B of Z.C. Case No. 13-14E;
- u. To vary the garage layout, and the number, location, and arrangement of parking spaces on Parcel 4, provided the total number of parking spaces is not reduced below the minimum requirements under Subtitle C § 701, and not increased above the excess parking requirements under Subtitle C § 707;
- v. To devote up to 20% of residential units on Parcel 4 to lodging use for a period not to exceed five (5) years from the date of issuance of the first certificate of occupancy for the residential portion of the building.

3. Condition C (Public Benefits) Paragraphs 5, 6, and 12 of Z.C. Order No. 13-14(6), are modified as follows (additions in bold underline and deletions in ~~strikethrough~~):

5. Housing: **Subject to the approved flexibility**, the PUD shall provide approximately 924,583 square feet of GFA devoted to residential uses, or approximately 674 units of new housing in single-family and apartment houses, for both rental and ownership opportunities.
6. Affordable Housing: A portion of the total square feet of GFA devoted to housing shall be set aside for affordable housing, as follows: ~~On Parcel 4, a minimum of 67,018 square feet of GFA 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% to 60% of AMI. An additional 25 units, or approximately 21,341 square feet of total GFA devoted to housing, shall be set aside on Parcel 2 for household earning 80% of the AMI. Finally, 22 of the single-family rowhouses on Parcel 5 shall be set aside as affordable housing. Nine of the affordable rowhouses will be made available to households earning no more than 50% of the AMI and the remaining affordable rowhouses will be made available to households earning no more than 80% 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. All affordable units will remain subject to the applicable rental or price controls for so long as the project is in existence.~~
12. The Applicant will provide a total of approximately ~~97,770~~ **97,600** square feet of GFA devoted to retail and service uses on the PUD Site. The retail space will include a full-service grocery store **on Parcel 4**.

5. Condition D.1 (Transportation Mitigation Measures) paragraph (b) of Z.C. Order No. 13-14(6), as modified by Condition 3 of Z.C. Order No. 13-14B, is deleted in its entirety and replaced with the following:

- b. **For the life of the Project**, the Applicant shall implement the following loading and curbside management plan:
 - i. The Applicant shall implement the curbside management plan as set forth in Exhibit 832F2 to the record;
 - ii. The Applicant shall implement the Loading Management Plan and Transportation Demand Management Plan for Parcel 4 as set forth in Exhibit 19E of the record for Z.C. Case No. 13-14E;

Parcel 2 Building

6. Condition A (Project Development) of Z.C. Order No. 13-14A, is deleted in its entirety and replaced with the following:

1. Development on Parcel 2 shall be developed substantially in accordance with the plans dated November 27, 2024 and filed in record as Exhibits 3G and 12B in Case No. 13-14E (collectively, the "Parcel 2 Building Modification Plans"), as modified by the guidelines, conditions, and standards herein.
2. Development on Parcel 2 shall comprise two (2) separate buildings (the "Parcel 2 West Building" and "Parcel 2 East Building") that collectively contain approximately 255,000 square feet of gross floor area, or an approximate density of 4.18 FAR (based on the land area of Lot 815 only), including 6,500-17,000 square feet of floor area devoted to retail use ("Parcel 2 Retail Space"). The allowed uses in the retail spaces will include retail, daytime care, private education, entertainment/assembly/performing arts, and general service.
3. The maximum height of the Parcel 2 West Building and Parcel 2 East Building shall be 83'-0", measured from the level of the curb along First Street, NW;
4. The Parcel 2 West Building and Parcel 2 East Building shall contain a combined approximately 122 off-street parking spaces, and a minimum of 92 secure bicycle parking or storage spaces; and
5. Loading facilities for the Parcel 2 East Building shall be provided as shown on the "proposed design" on Sheet 14 of the Parcel 2 Building Modification Plans, provided, however, that the loading facilities for the Parcel 2 East Building may be provided as shown in the "proposed design flexibility" plan on Sheet 26 of the Parcel 2 Building Modification Plans should the Parcel 2 East Building be constructed without ground floor retail pursuant to the flexibility under Condition 2 above.
6. [See Z.C. Order No. 13-14A, Condition 6]
7. The Applicant shall have flexibility from the Zoning Regulations in the following areas:
 - a. From the penthouse setback, single enclosure, and uniform height requirements of the Parcel 2 West Building, consistent with the plans included in Ex. 3G of Z.C. Case No. 13-14E;
 - b. From the side yard requirements of the Parcel 2 West Building and Parcel 2 East Building consistent with the plans included in Ex. 3G of Z.C. Case No. 13-14E;
 - c. From the plaza requirements of the Parcel 2 West Building and Parcel 2 East Building consistent with the plans included in Ex. 3G of Z.C. Case No. 13-14E;
8. The Applicant shall have flexibility with the design of the Parcel 2 West Building and Parcel 2 East Building in the following areas:
 - a. To provide a range in the number of residential units of plus or minus 10%;

- b. To convert the Parcel 2 West Building from residential to lodging use containing 120 - 226 guest rooms;
- c. To increase the height of the Parcel 2 West Building and Parcel 2 East Building by no more than five (5) feet, for a maximum height of 88'-0", or to remove up to two (2) stories from the Parcel 2 West Building and/or Parcel 2 East Building, consistent with the plans included in Ex. 12B of Z.C. Case No. 13-14E, and consistent with the flexibility to convert the Parcel 2 West Building to lodging use, and with the flexibility to reduce number of senior affordable units in the Parcel 2 East Building;
- d. To vary the location and configuration of affordable dwelling units within the Parcel 2 West Building and Parcel 2 East Building. Except for the affordable senior dwelling units in the Parcel 2 East Building, the proportion of studio, efficiency, and one-bedroom affordable units to all affordable units shall not exceed the proportion of studio, efficiency, and one-bedroom market-rate units to all market-rate units, and the affordable dwelling units are not overly concentrated in any one portion of the building;
- e. To adjust the Parcel 2 Retail Space to not less than 6,500 square feet floor area, which may be located within the Parcel 2 West Building, Parcel 2 East Building, or distributed between both buildings;
- f. To vary the garage layout, and the number, location, and arrangement of parking spaces for the Parcel 2 West and/or Parcel 2 East Building, provided the total number of parking spaces is not reduced below the minimum requirements under Subtitle C § 701, and not increased above the excess parking requirements under Subtitle C § 707;
- g. To vary the location and design of all interior components, including partitions, structural slabs, doors, hallways, columns, stairways, atria, and mechanical rooms, provided that the variations do not change the exterior configuration of the building as shown on the plans approved by the order;
- h. To vary the final selection of the exterior materials within the color ranges and material types consistent with the plans included in Ex. 3G and 12B of Z.C. Case No. 13-14E, based on availability at the time of construction, and without reducing the quality of the materials;
- i. To make minor refinements to exterior details and dimensions that do not substantially alter the exterior configuration of the building or design shown on the plans included in Ex. 3G and 12B of Z.C. Case No. 13-14E, or any other changes to comply with the District of Columbia Construction Codes, the recommendations of the D.C. Historic Preservation Review Board or the Mayor's Agent for Historic Preservation, or that are otherwise necessary to obtain a final building permit;
- j. To vary the final design of retail frontages, including locations of doors, design of show windows and size of retail units, to accommodate the needs of specific retail tenants;

- k. To design and locate building signage, including all retail signage, in accordance with the sign guidelines approved as part of the Master Plan and the District of Columbia sign regulations in effect at the time of permit; and
 - l. To vary the location, attributes, and general design of the streetscape within public space to comply with the requirements of and the approval by the District Department of Transportation Public Space Division;
7. **Condition B (Transportation Mitigation Measures) of Z.C. Order No. 13-14A, is modified by deleting paragraphs 1 and 2 in their entirety and adding the following paragraphs 1 and 2:**
 1. ***TDM Program:*** **For the life of the project**, the Applicant shall implement the TDM program and monitoring plan approved for the Overall PUD Site under Z.C. Order No. 13-14(6), and the TDM measures specific to the Second-Stage PUD that follow:
 - a. The Applicant shall implement the Transportation Demand Management Plan for Parcel 2 as set forth in Exhibit 19E of the record for Z.C. Case No. 13-14E.
 2. ***Loading Restriction and Guidelines:*** **For the life of the project**, the Applicant shall implement the Loading Management Plan for Parcel 2 as set forth in Exhibit 19E of the record for Z.C. Case No. 13-14E.
4. **Condition C.1 (Public Benefits – Affordable Housing) of Z.C. Order No. 13-14A, is modified as follows (additions in bold underline and deletions in ~~strikethrough~~):**
 1. ***Affordable Housing:*** **Notwithstanding Condition C.6 of Z.C. Order No. 13-14(6), For so long as the project exists, the Applicant shall set aside 141 units, or approximately ###,### square feet of gross floor area, to senior housing (55 years of age or older) for households earning 30% - 60% MFI in the Parcel 2 East Building, provided, however, that if the Applicant is unable to obtain the public financing for all 141 units, the Applicant shall then set aside:** the following number of units and approximate amount of gross floor area for affordable dwelling units:
 - a. **A minimum of 88 units, or approximately ###,### square feet of gross floor area, to senior housing (55 years of age or older) for households earning up to 30% - 60% MFI in the Parcel 2 East Building, and**
 - b. A minimum of 25 dwelling units of varying size and unit type comprising approximately 22,095 square feet of gross floor area, as **non-age-restricted** affordable dwelling units for households earning up to 80% **MFI** of the ~~AMI~~, and two **(2)** affordable dwelling units comprising approximately 1,392 square feet of gross floor area as **non-age-restricted** affordable dwelling units for ~~targeted to~~ households earning up to 50% **MFI** of the ~~AMI~~. **The 27 non-age-restricted affordable dwelling units required under this condition may be located on Parcel 2, Parcel 4, or distributed between both parcels.**

All senior and non-age-restricted affordable dwelling units required under this condition shall remain subject to the applicable rental or price controls for so long as said affordable dwelling units exist. ~~The Parcel 2 Building is in existence.~~

8. The Zoning Commission's approval of this Application is subject to the following conditions:

1. Notwithstanding Conditions B.7 and E.2 of Z.C. Order No. 13-14(6) and Condition D.1 of Z.C. Order No. 13-14A, Applicant shall have the option to construct the Parcel 2 West Building, Parcel 2 East Building, and Parcel 4 Building simultaneously or in phases (in no particular order), as follows:
 - a. 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 this Order No. 13-14E; and
 - b. 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 this Order No. 13-14E.
2. No building permit shall be issued for the Modified PUD until the Applicant has recorded a Notice of Modification in the land records of the District of Columbia.
3. The Applicant is required to comply fully with the provisions the D.C. Human Rights Act of 1977, D.C. Law 2-38, as amended, D.C. Official Code § 2-1401.01 et seq., ("Act"). This Order is conditioned upon full compliance with those provisions. In accordance with the D.C. Human Rights Act of 1977, as amended, D.C. Official Code §§ 2-1401.01 et seq. (Act), the District of Columbia does not discriminate on the basis of actual or perceived: race, color, religion, national origin, sex, age, marital status, personal appearance, sexual orientation, gender identity or expression, familial status, family responsibilities, matriculation, political affiliation, genetic information, disability, source of income, or place of residence or business. Sexual harassment is a form of sex discrimination which is prohibited by the Act. In addition, harassment based on any of the above protected categories is prohibited by the Act. Discrimination in violation of the Act will not be tolerated. Violators will be subject to disciplinary action.