

**Status of Compliance with PUD Conditions  
Building C2**

#	<u>PUD Condition</u>	<u>Status</u>
A.1	<b>Project Development:</b> The Project shall be developed in accordance with the Architectural Plans and Elevations dated December 23, 2016 (Ex. 61A1-61A15), as supplemented by the revised sheets dated January 26, 2017 (Ex. 72A1-72A3), and as revised and supplemented by the sheets dated March 13, 2017 (Ex. 75A1-75A2), and as revised by the sheets dated April 7, 2017 (Ex. 76A) (“Plans”) and as modified by the guidelines, conditions, and standards of this Order.	Building C2 is being developed by Carr Properties OC, LLC, an entity of Carr Properties (“Carr”). Accordingly, Carr will develop Building C2 in accordance with the final Architectural Plans and Elevations approved as part of the second-stage PUD and modification to the approved first-stage PUD for Building C2 in Z.C. Case No. 15-27B (the “Approved Building C2 Plans”).
2	In accordance with the Plans, the PUD shall be a mixed-use project comprised of four buildings (“Building A,” “Building B,” “Building C,” and “Building D”) constructed in two phases. Phase I (consolidated PUD) shall include the southern portion of Building A (“Building A1”), Building B, and the southern portion of Building C (“Building C1”). Phase II (first-stage PUD) shall include the northern portion of Building A (“Building A2”), the northern portion of Building C (“Building C2”), and Building D. Upon completion of all buildings, the Project shall have an aggregate density of approximately 7.1 FAR. Approximately 1,091,201 square feet of total gross floor area will be devoted to residential use, approximately 52,968 square feet of total gross floor area will be devoted to retail use, and approximately 217,558 square feet of total gross floor area will be devoted to office use. Building heights shall range from approximately 78 feet to approximately 130 feet. The Project will include a total of approximately 682 off-street parking spaces.	The second-stage PUD and modification to the approved first-stage PUD for Building C2 (the “C2 PUD Application”) proposed a change in use for Building C2 from residential to office. The revised square footages by use for all of the buildings within the PUD are set forth in <u>Exhibit G</u> to the Applicant’s Prehearing Submission in Z.C. Case No. 15-27B. Building C2 specifically will have approximately 6,532 square feet of gross floor area dedicated to retail, including a minimum of 1,125 square feet devoted to Maker Space, and approximately 225,398 square feet of gross floor area devoted to office use.
3	Exterior signage shall be limited to the types and locations depicted on Sheets 106-114 and Sheet 118 of Exhibit 75A2, and Sheets 119 and 120 of Exhibit 72A2, and the signage shall comply with the guidelines shown on Sheet 105A of Exhibit 75A2.	Signage for Building C2 will be limited to the types and locations shown on the signage plans approved in Z.C. Order No. 15-27, as modified by the signage plans for Building C2, which are included in the Approved Building C2 Plans (Sheets C2_401-404).
4	As shown on Sheets 20-21, L1.27 and L1.32 of the Plans, Buildings C and D on the PUD Site are separated from the Fourth Street PUD by the 48-foot-wide Alley. (Ex. 61A.) Both the Applicant and the applicants in the Fourth Street PUD have proposed improvements to portions of the Alley and have developed mutually agreeable conditions related to the timing for development of the Alley improvements, as set forth below. The Alley, as	The plans applicable to the Alley improvements are consistent with this requirement, as shown on Sheet of the Approved Building C2 Plans.

	measured from the Fourth Street PUD, labeled from east to west, is comprised of a five-foot planting area; 24-foot drive lane; one-foot rolled curb; 10-foot bike lane, one-foot paving band; and seven-foot circulation zone.	
5	The Applicant shall not undertake construction of any improvements to the 35- foot-wide portion of the Alley between Buildings C1 and C2 of the PUD Site and the Fourth Street PUD, until such time as the Alley improvements approved as part of the Fourth Street PUD have been constructed and the certificate of occupancy has been issued for the South Parcel building on the Fourth Street PUD. If such Alley improvements have not been completed by December 31, 2019, the Applicant may proceed to construct its proposed Alley improvements at that time but shall cooperate with the developers of the Fourth Street PUD to ensure that the Applicant's work in the Alley does not compromise the completion and opening of the South Parcel of the Fourth Street PUD. This condition does not preclude either party from utilizing the Alley and making any necessary repairs to allow for access to their respective properties.	Carr will comply with this condition related to timing for construction of the Alley improvements between Building C and the Fourth Street PUD to the east.
6	The Applicant shall not undertake construction of any improvements in the 35- foot-wide portion of the Alley between Building D of the PUD Site and the North Parcel building of the Fourth Street PUD until such time as the Alley improvements approved as part of the Fourth Street PUD have been constructed and the Certificate of Occupancy has been issued for the North Parcel building. If such Alley improvements have not been completed by December 31, 2022, the Applicant may proceed to construct its proposed Alley improvements at that time but shall cooperate with the developers of the Fourth Street PUD to ensure that the Applicant's work in the Alley does not compromise the completion and opening of the North Parcel of the Fourth Street PUD. This condition does not preclude either party from utilizing the Alley and making any necessary repairs to allow for access to their respective properties.	N/A – condition applies to Building D only.
7	The Applicant is granted flexibility from the loading, parking, compact parking, rear yard, open court, and building lot control requirements of the Zoning Regulations, consistent with the Plans and as discussed in the Development Incentives and Flexibility section of this Order.	Flexibility for Building C2 was granted from the loading, rear yard, and building lot control requirements in Z.C. Order No. 15-27. The same flexibility is required for Building C2 in the second-stage PUD application.  As part of the subject application, the Applicant also requested special exception relief to provide nightclub, bar, cocktail lounge, or restaurant uses in the habitable penthouse space of Buildings C1 and C2.
8	The Applicant shall also have flexibility with the design of the PUD in the following areas:	Carr requests the same design flexibility for Building C2 as was approved in the first-stage PUD in Z.C. Case No. 15-

<ul style="list-style-type: none"> <li>a. To be able to provide a range in the number of residential units of plus or minus 10%;</li> <li>b. To vary the number, location, and arrangement of parking spaces, provided that the total number is not reduced below the minimum number of parking spaces required by the Zoning Regulations;</li> <li>c. To develop Building A2 with hotel use above the proposed ground-floor retail and to develop Building D with hotel or office use above the proposed ground-floor retail, should the market demand be more appropriately satisfied with hotel and/or office use;</li> <li>d. To vary the location and design of all interior components, including partitions, structural slabs, doors, hallways, columns, stairways, and mechanical rooms, provided that the variations do not change the exterior configuration of the building;</li> <li>e. To vary the sustainable design features of the Project, provided (i) the total number of LEED points achievable for Buildings A1 and B are not below LEED-Gold under the USGBC's LEED for New Construction v2009 rating standards, (ii) the total number of LEED points achievable for Building C1 is not below LEED-Gold under the USGBC's LEED for Core and Shell v2009 rating standards, and (iii) the total number of LEED points achievable for each building within the first-stage PUD is not below the total number of LEED points consistent with the USGBC LEED-Gold for New Construction v2009 rating standards;</li> <li>f. To vary the final selection of the exterior materials within the color ranges of the material types as proposed, based on availability at the time of construction without reducing the quality of the materials; and to make minor refinements to exterior details, locations, and dimensions, including: window mullions and spandrels, window frames, doorways, glass types, belt courses, sills, bases, cornices, railings, canopies and trim, such that the refinements do not substantially change the external configuration or appearance of the building;</li> <li>g. To use either tonal masonry or warm-tone terracotta cementitious panels for Building C1's exterior building material, as shown on Sheet 80 of the Plans dated January 26, 2017; (Ex. 72A1.)</li> <li>h. In the retail and service areas, flexibility to vary the location and design of the ground floor components of the Project in order to comply with any applicable District of Columbia laws and regulations, including the D.C. Department of Health, that are</li> </ul>	<p>27, Decision No. A(8), except that Decision Nos. A.8.c and A.8.g are now irrelevant and can be removed.</p> <p>Carr also requests the following additional area of design relief:</p> <p>For Building C2, flexibility to move the maker space to an alternate location, so long as a minimum of 1,125 square feet is maintained and so long as the maker space remains on the ground floor of Building C2 with visible frontage on Neal Place or 3rd Street.</p> <p>For Building C2, flexibility on the exact location, design, and materials of the exterior penthouse terrace, so long as the overall design meets the intent of the landscape drawings shown at Sheets C-2_308 and 501</p>
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	<p>otherwise necessary for licensing and operation of any retail or service use and to accommodate any specific tenant requirements; and to vary the size of the retail area; and</p> <p>i. To vary the features, means and methods of achieving the code-required Green Area Ratio (“GAR”) of 0.20.</p>	
B.1	<p><b><u>Public Benefits. Prior to the issuance of a Certificate of Occupancy for each residential building and for the life of the Project</u></b>, the Applicant shall demonstrate to the Zoning Administrator the following:</p> <p>a. <b><u>For the life of the Project</u></b>, the Applicant shall:</p> <p>i. Provide a total of <del>1,091,201</del> <b>896,313</b> square feet of residential Gross Floor Area (“GFA”) of housing;</p> <p>ii. Set aside no less than 11% of the residential GFA, equaling not less than <del>120,036</del> <b>98,594</b> square feet, as inclusionary units <del>pursuant to version of 11 DCMR Chapter 26 in effect as of September 5, 2016;</del></p> <p>iii. Set aside no less than 62 units (50% of the inclusionary units) comprising at least <del>60,018</del> <b>49,297</b> square feet of GFA as inclusionary units for households earning equal to or less than 50% of the Area Median Income (“AMI”) (50% AMI Units”); and</p> <p>iv. Set aside no less than 62 units (50% of the inclusionary units) comprising at least <del>60,018</del> <b>49,297</b> square feet of GFA as inclusionary units for households earning equal to or less than 80% of the AMI (“80% AMI Units”).</p> <p>b. The distribution of the affordable housing units shall be in accordance with Sheets 122-130 of the Plans dated March 13, 2017 (Ex. 75A2), and in accordance with the following chart: <b><u>NOTE: APPROVED IZ CHART PROVIDED AT END OF THIS DOCUMENT.</u></b></p> <p>c. The Inclusionary Zoning Covenant required by D.C. Official Code §§ 6-1041.05(A)(2)(2012 Repl.) shall include a provision or provisions requiring compliance with all the terms of this condition.</p>	<p>Based on Building C2’s conversion to residential use, the condition should be revised as shown in track changes. The revised numbers take into account current GFA for each building, as that GFA has been modified pursuant to the flexibility included in Z.C. Order No. 15-27 and by the second-stage PUD approvals and/or pending applications for the other buildings within the PUD site.</p> <p>Carr will comply with the affordable housing contribution requirements that are generated by providing penthouse habitable space in a non-residential building, consistent with 11-C DCMR § 1505.</p> <p>In addition, prior to the issuance of the first certificate of occupancy for above grade space in Building C2, Carr will demonstrate to the Zoning Administrator that it has contributed \$1,500,000 to the Housing Production Trust Fund.</p>

B.2	<p>If Building A2 is developed as for-sale housing, then the Applicant shall reduce the total affordable housing proposed for Building A2 from 11% to eight percent of Building A2’s residential gross floor area, all of which shall be dedicated to households earning up to 80% of the AMI, and shall transfer an additional 13,713 square feet of affordable housing dedicated to households earning up to 50% of the AMI in Buildings A1 and B, to then result in the following allocations:</p> <p>a. Prior to the issuance of a Certificate of Occupancy for Building A1 and for the life of the Project, the Applicant shall demonstrate to the Zoning Administrator that it has dedicated the following affordable housing in Building A1:</p> <p>i. 30,100 square feet of Building A1’s residential gross floor area to households earning up to 50% of the AMI; and</p> <p>ii. 17,011 square feet of Building A1’s residential gross floor area to households earning up to 80% of the AMI;</p> <p>b. Prior to the issuance of a Certificate of Occupancy for Building B and for the life of the Project, the Applicant shall demonstrate to the Zoning Administrator that it has dedicated the following affordable housing in Building B:</p> <p>i. 11,587 square feet Building B’s residential gross floor area to households earning up to 50% of the AMI; and</p> <p>ii. 4,731 square feet of Building B’s residential gross floor area to households earning up to 80% of the AMI;</p> <p>c. The requirement to dedicate the additional affordable housing totaling 13,713 square feet in Buildings A1 and B as set forth above is only triggered if Building A2 is developed as for-sale housing and dedicates eight percent of its residential gross floor area to households earning up to 80% of the AMI;</p> <p>d. In no event shall any building include less than eight percent of its residential gross floor area devoted to inclusionary units; and</p> <p>e. All IZ units shall maintain affordability in accordance with all applicable requirements of the Zoning Regulations in effect as of September 5, 2016.</p>	N/A – condition applies to Buildings A and B only.
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B.3	<p><b><u>Prior to the issuance of a building permit for Buildings A1 and B,</u></b> each building owner shall have the individual obligation to register the subject building with the USGBC to commence the LEED certification process under the USGBC’s LEED for New Construction v2009 rating standards. <b><u>Prior to the issuance of a building permit for Building C1,</u></b> the Building C1 owner shall have the individual obligation to register Building C1 with the USGBC to commence the LEED certification process under the USGBC’s LEED Core and Shell v2009 rating standards. <b><u>Prior to the issuance of a building permit for each building in the second-stage PUD,</u></b> each building owner shall have the individual obligation to register the subject building with the USGBC to commence the LEED certification process under the version of LEED that is in place at the time of applying for that building’s building permit.</p>	<p>Carr provided a LEED scorecard with the second-stage PUD application for Building C2. <i>See Sheet C-2_601.</i> Carr will comply with this condition by registering Building C2 with USGBC to commence LEED certification prior to the issuance of the building permit for Building C2. <u>No change proposed</u></p>
B.4	<p><b><u>Prior to the issuance of a Certificate of Occupancy for each building in the consolidated PUD,</u></b> each building owner shall have the individual obligation to furnish a copy of the associated LEED certification application submitted to the USGBC for that building. The application for Buildings A1 and B shall indicate that the subject building has been designed to include at least the minimum number of points necessary to achieve LEED-Gold certification under the USGBC’s LEED for New Construction v2009 rating standards. The application for Building C1 shall indicate that Building C1 has been designed to include at least the minimum number of points necessary to achieve LEED-Gold certification under the USGBC’s LEED for Core and Shell v2009 rating standards. <b><u>Prior to the issuance of a Certificate of Occupancy for each building in the second-stage PUD,</u></b> each building owner shall have the individual obligation to furnish a copy of the associated LEED certification application submitted to the USGBC for that building. The application shall indicate that the subject building has been designed to include at least the minimum number of points necessary to be consistent with the USGBC LEED-Gold for New Construction v2009 rating standards.</p>	<p>Carr will comply with the LEED certification requirements prior to issuance of a Certificate of Occupancy (“COO”) for Building C2 and will ensure that the building is designed to include at least the minimum number of points necessary to be consistent with LEED Gold for New Construction v2009 rating standards. <u>No change proposed</u></p>
B.5	<p><b><u>Prior to the issuance of a Certificate of Occupancy for each building within the consolidated PUD and the first-stage PUD,</u></b> each building owner shall have the individual obligation to demonstrate to the Zoning Administrator that it has executed and submitted a First Source Employment Agreement to DOES for the subject building, consistent with the First Source Employment Agreement Act of 1984 and the Apprenticeship Requirements Amendment Act of 2004.</p>	<p>Carr will submit an executed First Source Employment Agreement to DOES prior to issuance of the COO for Building C2. <u>No change proposed</u></p>
B.6	<p><b><u>Prior to the issuance of a Certificate of Occupancy for the first building completed within the consolidated PUD,</u></b> the Applicant shall demonstrate to the Zoning Administrator that it has completed construction of:</p>	<p>N/A – condition applies to the first building within the consolidated PUD only.</p>

	<p>a. The street grid, landscaping, sidewalks, streetscape improvements, street trees, energy and water efficient systems, construction waste management elements, stormwater runoff materials, and bicycle parking facilities, consistent with the Landscape Plans included in the Plans dated December 23, 2016 (Exhibit 61A1-61A15), and the Plans dated January 26, 2016 (Exhibit 72A1-72A2), showing such improvements for each relevant building delivery. Morse Street, 3<sup>rd</sup> Street, and Neal Place shall utilize 10' x 16' scored concrete; the Alley shall be finished with permeable pavers. All sidewalks and elements in public space shall be built to DDOT standards and shall utilize the Union Market Streetscape Guidelines; and</p> <p>b. The Neal Place Extension, consistent with Sheets 20-21, L1.01-L1.02, L1.20-L1.21, L1.26-L1.28, L1.31, L2.05-L2.06, and C200-C201 of the Plans. (Ex. 61A.) However, if at the time of issuance of a Certificate of Occupancy for the first building completed within the consolidated PUD, a second-stage PUD application has been approved for Building C2 or Building D, then the final construction and opening of Neal Place may be deferred until the earlier of (i) completion of construction of Building C2 or Building D, or (ii) three years from the date of issuance of the Certificate of Occupancy for the first building completed within the consolidated PUD. If the Neal Place Extension is deferred as set forth above, then <b><u>prior to the issuance of a Certificate of Occupancy for the first building completed within the consolidated PUD</u></b>, the Applicant shall demonstrate to the Zoning Administrator that it has built a temporary street in either of the locations shown on Sheet C202 of the Plans, in order to provide an interim east-west connection between 3<sup>rd</sup> Street and the Alley.</p>	
B.7	<p><b><u>Florida Avenue Park: Prior to the issuance of a Certificate of Occupancy for Building A1 or B (whichever is first)</u></b>, the Applicant shall demonstrate to the Zoning Administrator that it has completed 75% of construction of the portion of the Florida Avenue Park located on the PUD Site, in accordance with Sheets 20 and L1.01-L1.04 of the Plans, as certified by the landscape architect. (Ex. 61A.) The portion of the Florida Avenue Park located on the PUD Site shall be improved with terraced greenspace, public seating areas, and two pathways that provide handicapped, bike, and stroller accessibility. The portion of the Florida Avenue Park located on the PUD Site shall also include biofiltration gardens, landscaping to buffer the rail tracks to the west, and wayfinding. The remainder of the construction of the portion of the Florida Avenue Park located on the PUD Site shall be 100% completed within 120 days after issuance of the Certificate of Occupancy, as certified by the landscape architect.</p>	N/A – condition applies to Buildings A1 and B only.

8	<p><b><u>Prior to the issuance of a Certificate of Occupancy for Building A1 or B (whichever is second)</u></b>, the Applicant shall demonstrate to the Zoning Administrator that the portion of the Florida Avenue Park located on the PUD Site is 100% complete.</p>	N/A – condition applies to Buildings A1 and B only.
9	<p><b><u>Prior to the issuance of a building permit for the first building to be constructed within the consolidated PUD</u></b>, the Applicant shall demonstrate to the Zoning Administrator that it has placed \$150,000 into an escrow fund for the benefit of the Highline Developer, to be used in connection with improvements on the portion of the Florida Avenue Park required by Z.C. Order No. 15-01 to enable the provision of handicapped accessible pathways.</p>	N/A – condition applies to consolidated PUD only.
10	<p><b><u>Prior to the issuance of a Certificate of Occupancy for the first building completed within the consolidated PUD</u></b>, the Applicant shall demonstrate to the Zoning Administrator that it has contracted with a Property Management Company to maintain and operate the portion of the Florida Avenue Park located on the PUD Site for the life of the Project, or is contributing to a maintenance agreement in partnership with the Highline Developer or market-wide BID.</p>	N/A – condition applies to consolidated PUD only.
11	<p><b><u>The Plaza: Prior to the issuance of a Certificate of Occupancy for Building A1 or B (whichever is first)</u></b>, the Applicant shall demonstrate to the Zoning Administrator that it has completed 75% of construction of the Plaza, as certified by the landscape architect, in accordance with Sheets 20, L1.01-L1.04, and L1.07-L1.19 of the Plans. (Ex. 61A.) The Plaza shall complete the pedestrian connection from NoMa and Old City into the Florida Avenue Market area, and shall be developed as an active public gathering space with a variety of seating options positioned using deaf-space design principles that accommodate people speaking sign language. The easternmost section of the Plaza shall be designed to accommodate temporary vendor stations, and shall be lined on both sides by retail storefronts and café terraces. The remainder of the construction of the Plaza shall be 100% completed within 120 days after issuance of the Certificate of Occupancy, as certified by the landscape architect. <b><u>Prior to the issuance of a Certificate of Occupancy for Building A1 or B (whichever is second)</u></b>, the Applicant shall demonstrate to the Zoning Administrator that the portion of the Florida Avenue Park located on the PUD Site is 100% complete.</p>	N/A – condition applies to Buildings A1 and B only.
12	<p><b><u>Prior to the issuance of a Certificate of Occupancy for Building A1</u></b>, the A1 building owner shall demonstrate to the Zoning Administrator that it has either: (a) reserved a portion of the B01/Plaza Level for publicly accessible bicycle parking; or (b) established a bicycle valet operated by the Property Management Company, retail tenant, or BID to operate on weekends and during special events.</p>	N/A – condition applies to Building A1 only.



13	<p><b><u>Prior to the issuance of a Certificate of Occupancy for Building A1 or B (whichever is completed first)</u></b>, the Applicant shall demonstrate to the Zoning Administrator that it has installed a wayfinding totem or similar element at the Plaza where it opens to 3rd and Morse Streets, to provide orientation to key destinations within the Florida Avenue Market area</p>	N/A – condition applies to Buildings A1 and B only.
14	<p><b><u>Neal Place Park: Prior to the issuance of a Certificate of Occupancy for Building A2</u></b>, the Applicant shall demonstrate to the Zoning Administrator that it has completed 75% of construction of the Neal Place Park in accordance with Sheets 20, L1.01-L1.02, and L1.20-L1.21 of the Plans, and as certified by the landscape architect. Neal Place Park shall be 100% completed within 120 days after issuance of the Certificate of Occupancy, as certified by the landscape architect. (Ex. 61A.) The Applicant shall submit detailed landscape design sheets as part of the Second-Stage PUD application that shall be consistent with the above- referenced sheets.</p>	N/A – condition applies to Building A2 only. This condition was modified in the second-stage PUD approval for Building A2 (Z.C. Case No. 15-27A) by striking “75%” and replacing it with “90%”.
15	<p><b><u>Prior to the issuance of a Certificate of Occupancy for Building C2 or D (whichever is first)</u></b>, the Applicant shall demonstrate to the Zoning Administrator that Neal Place Park is 100% complete.</p>	Pursuant to Z.C. Case No. 15-27A (the second-stage PUD for Building A2) the Applicant requested and the Commission approved a request to <b><u>strike</u></b> Decision No. B(15) so that 100% responsibility of completing Neal Place Park is transferred to the developer of Building A2 only.
16	<p><b><u>Prior to the issuance of a Certificate of Occupancy for Building A1</u></b>, the Applicant shall demonstrate to the Zoning Administrator that it has: (i) installed a minimum of 3,000 square feet of retrofitted containers or similar structures on the site of the future Neal Place Park, as shown on Sheet 20 of the Plans, numbered as “1” and labeled/identified as “Pop-Up Retail/Makers Space Incubators” to house Makers; and (ii) marketed, or is in the process of marketing, the retrofitted containers to Makers through the following actions: (<i>Id.</i>)</p> <ul style="list-style-type: none"> <li>a. Retain a retail broker with experience marketing to and securing a variety of tenant types, including Makers;</li> <li>b. Sponsor a workshop that encourages the maker movement;</li> <li>c. Market the container spaces to retail tenants within the Florida Avenue Market area; and</li> <li>d. Market the container spaces to retail tenants operating in Union Kitchen.</li> </ul>	N/A – condition applies to Building A1 only.

17	The Applicant shall install, maintain, and operate this area as Pop-Up Retail/Makers Space Incubators and green space until the filing of a building permit application for the construction of Building A2. If the Applicant files a building permit application for the construction of Building A2 at or before issuance of a Certificate of Occupancy for Building A1, then the Applicant is under no obligation to undertake the conditions set forth in Condition B.16.	N/A – condition does not apply to Building C2.
18	The Applicant shall have the flexibility to relocate the containers as necessary to accommodate building construction.	N/A – condition does not apply to Building C2.
19	<b><u>Interim Park: Prior to the issuance of a Certificate of Occupancy for Building A1,</u></b> the Applicant shall demonstrate to the Zoning Administrator that it has installed the temporary improvements shown on Sheet 20 of the Plans, numbered as “3” and labeled/identified as a “Temporary Park.” The Applicant shall install, maintain, and operate this area as a landscaped temporary park until the filing of a building permit for the construction of Building D. (Ex. 61A).	N/A – condition does not apply to Building C2.
20	<b><u>Prior to the issuance of a Certificate of Occupancy for Building C1,</u></b> the Applicant shall demonstrate to the Zoning Administrator that it has installed the temporary improvements labeled as “1” on Sheet 21 of the Plans. The Applicant shall install, maintain, and operate this area as a landscaped temporary park until the filing of a building permit for the construction of Building C2. ( <i>Id.</i> )	Carr will comply with this condition as needed.
21	<b><u>Prior to the issuance of a Certificate of Occupancy for the first building completed within the consolidated PUD,</u></b> the Applicant shall demonstrate to the Zoning Administrator that it has:  a. Completed the installation of furnishings and equipment for the Interim Park. <b><u>Prior to the issuance of a Certificate of Occupancy for the last building completed within the second-stage PUD application,</u></b> the Applicant shall demonstrate to the Zoning Administrator that it has reused the Interim Park furnishings in other areas of the PUD and/or has donated the furnishings to local schools; and  b. Restored the dis-used loading platform at the rear of Parcel D.	N/A – condition applies to consolidated PUD only.  a. If Building C2 is the last building within the second-stage PUD to receive a COO, then evidence will be provided that the Interim Park furnishings have been used and/or donated to local schools.  b. Same as above for (a)
22	<b><u>Maker Spaces:</u></b> For the purposes of Conditions B.23 through B.25 the term “Makers Uses” means uses within the following use list: production, sale, and/or distribution of food and beverages (provided that the on-site consumption of food and beverages shall be permitted	See below

	only as an accessory use of such production, sale, and/or distribution user); small-scale production and repair of goods and related sales; media/communications production and distribution; arts and entertainment; traditional crafts and trades; specialty sports and recreation uses (not including traditional gyms or fitness clubs); engineering and design; and technology design and production).	
23	<p><b><u>Prior to the issuance of a Certificate of Occupancy for Building A1 and Building B</u></b>, the building owner shall have the individual obligation to demonstrate to the Zoning Administrator that:</p> <p>a. It has dedicated a minimum of 2,250 total square feet for Makers Uses in Building A1 or Building B (spread between Buildings A1 and B, or located in either Building A1 or B;</p> <p>b. It is marketing the Maker Spaces at 10% less rent than the average base rent charged for leased retail space across the PUD Site at the time that each Maker space is leased; and</p> <p>c. It has and/or is in the process of marketing the 2,250 total square feet of Maker space to Makers Uses by retaining a retail broker with experience marketing to and securing a variety of tenant types, including Makers.</p>	N/A – condition applies to Buildings A1 and B only.
24	<p><b><u>Prior to the issuance of a Certificate of Occupancy for Building C2 and Building D</u></b>, the building owner shall have the individual obligation to demonstrate to the Zoning Administrator that:</p> <p>a. It has dedicated a minimum of 2,250 total square feet for Makers Uses in Building C2 or Building D (spread between Buildings C2 and D, or located in either Building C2 or D);</p> <p>b. It is marketing the Maker Spaces at 10% less rent than the average base rent charged for leased retail space across the PUD Site at the time that each Maker space is leased; and</p> <p>c. It has and/or is in the process of marketing the 2,250 total square feet of Maker space to Makers Uses by retaining a retail broker with experience marketing to and securing a variety of tenant types, including Makers.</p>	<p>a. As shown on the architectural drawings for Building C2, there are approximately 1,125 square feet devoted to “maker space” within the meaning set forth in Decision No. 22. The remaining 1,125 square feet of maker space will be provided within Building D as part of its second-stage PUD application.</p> <p>b. Carr will comply with the condition to market the maker space at 10% less rent than the average base rent charged for leased retail space across the PUD Site at the time that it is leased.</p> <p>c. Carr will comply with the condition to retain a retail broker with experience marketing to and securing a variety of tenants, including makers, to market the maker space within Building C2 to maker uses.</p>

25	<b><u>For the life of the Project</u></b> , a minimum of 4,500 square feet of gross floor area shall be reserved in Buildings A1, B, C2 and/or D for Maker Spaces, consistent with the immediately preceding condition.	The maker space in Building C2 will be provided for the life of the PUD project.
26	<b><u>Metropolitan Branch Trail: Prior to the issuance of a Certificate of Occupancy for the first building completed within the consolidated PUD</u></b> , the Applicant shall demonstrate to the Zoning Administrator that it has contributed \$10,000 to the Metropolitan Branch Trail beautification program (PowWowMural) via the NoMa BID, and that the trail beautification items and/or services are being provided	N/A – condition applies to the consolidated PUD only.
27	<b><u>Utilities. Prior to the issuance of a Certificate of Occupancy for the first building completed within the consolidated PUD</u></b> , the Applicant shall demonstrate to the Zoning Administrator that it has extended all new utilities throughout the PUD Site. The utilities for the consolidated PUD shall be oversized to minimize utility work in the streets during future phases of development.	N/A – condition applies to the consolidated PUD only.
C	<b>TRANSPORTATION MITIGATIONS</b>	
C1	<b><u>Prior to the issuance of a Certificate of Occupancy for Building C1</u></b> , the Applicant shall demonstrate to the Zoning Administrator that it has installed the improvements in the western 13 feet of the Alley, labeled from west to east as a 7- foot circulation zone, a one-foot paving band, and half of the 10-foot bicycle lane, and as shown on Sheet L1.32 of the Plans. (Ex. 61A.).	Carr will comply with this condition as it relates to Building C1. <u>No change proposed</u>
2	<b><u>Prior to the issuance of a Certificate of Occupancy for Building C1</u></b> , the owner of Building C1 shall demonstrate to the Zoning Administrator that it has installed a bicycle lane in the Alley, as shown on Sheet L1.32 of the Plans. ( <i>Id.</i> ) In the event that the owner of Building C1 is unable to complete the installation of the bicycle lane in the Alley prior to the issuance of a Certificate of Occupancy for Building C1, due to the resultant timing of completion of the Alley improvements that are part of the Fourth Street PUD, then the owner of Building C1 shall have the flexibility to complete the installation of the bicycle lane no less than six months following the issuance of the Certificate of Occupancy for the South Parcel building of the Fourth Street PUD.	Carr will comply with this condition as it relates to Building C1. <u>No change proposed</u>
3	<b><u>Prior to the issuance of a Certificate of Occupancy for each building</u></b> , each building owner shall have the individual obligation to demonstrate to the Zoning Administrator that it has constructed the interior bicycle parking within the relevant building, as shown on Sheets 37-39, 44, 69, and 82 of the Plans. (Ex. 61A, 75A.).	Prior to the issuance of a COO for Building C2, Carr will demonstrate that the interior bicycle parking has been constructed as shown on the approved zoning tabulation chart and bicycle parking plan included in the approved second-stage PUD drawings for Building C2. <u>No change proposed</u>

4	<p><b><u>Prior to the issuance of a Certificate of Occupancy for each building completed within the consolidated PUD</u></b>, each building owner shall have the individual obligation to demonstrate to the Zoning Administrator that it has installed the exterior bicycle parking adjacent to the relevant building and open spaces.</p>	N/A – condition applies to the consolidated PUD only.
5	<p><b><u>Prior to the issuance of a Certificate of Occupancy for the first building completed within the consolidated PUD</u></b>, the Applicant shall demonstrate to the Zoning Administrator that it has installed a bicycle lane on Morse Street, between the Alley and 4th Street.</p>	N/A – condition applies to the consolidated PUD only.
6	<p><b><u>Prior to the issuance of a Certificate of Occupancy for the first building completed within the consolidated PUD</u></b>, the Applicant shall demonstrate to the Zoning Administrator that it has: (a) installed a new traffic signal, subject to DDOT approval, at the intersection of 4th and Morse Streets, N.E., and (b) installed traffic management cameras at the intersections of New York Avenue and 4th Street and Florida Avenue and 5th Street for integration into the DDOT traffic management program. If DDOT is not ready to incorporate these improvements at the time that the Applicant is submitting for Certificate of Occupancy for the first building, then prior to the issuance of a Certificate of Occupancy for the first building completed within the Consolidated PUD, the Applicant shall put into an escrow account: (a) \$250,000 necessary to install a new traffic signal at 4th and Morse Streets, N.E., and (b) \$12,000 necessary to install a traffic management camera at the intersections of New York Avenue and 4th Street and Florida Avenue and 5th Street.</p>	N/A – condition applies to the consolidated PUD only.
7	<p><b><u>Prior to the issuance of a Certificate of Occupancy for the first building completed within the second-stage PUD</u></b>, the Applicant shall demonstrate to the Zoning Administrator that it has paid DDOT for the installation and first year’s operation expenses of a new Capital Bikeshare station to be located on Morse Street, south of Building C1.</p>	If Building C2 is the first building completed within the second-stage PUD, then prior to issuance of a COO for Building C2, Carr will comply with this condition.
8	<p><b><u>Prior to the issuance of a Certificate of Occupancy for the first building completed within the consolidated PUD</u></b>, the Applicant shall demonstrate to the Zoning Administrator that it has designated two curbside parking spaces for carsharing services within the PUD Site. If no carshare providers are willing to operate in those spaces, the dedicated spaces may be returned to the general on- street parking supply.</p>	N/A – condition applies to the consolidated PUD only.
9	<p><b><u>Prior to the issuance of a Certificate of Occupancy for each building completed within the consolidated PUD, and for the life of the Project</u></b>, each building owner shall have the individual obligation to demonstrate to the Zoning Administrator that it has designated a Transportation Management Coordinator responsible for organizing and marketing the TDM plan and acting as a point of contact with DDOT for the relevant building.</p>	As will be shown in the TDM measures proposed for Building C2, Carr will comply with this condition for the life of Building C2. <u>No change proposed</u>

10	<p><b><u>For the life of the Project</u></b>, each building owner shall have the individual obligation to:</p> <p>a. Provide TDM materials to new residents as part of the Residential Welcome Package for Buildings A, B, C2, and D;</p> <p>b. Price all on-site vehicle parking at market rate at minimum, defined as the average cost for parking within a 0.25-mile radius of the PUD Site; and</p> <p>c. Unbundle the cost of residential parking from the cost of lease or purchase of residential units for Buildings A, B, C2, and D.</p>	As will be shown in the TDM measures proposed for Building C2, Carr will comply with these conditions for the life of Building C2, as applicable. <u>No change proposed</u>
11	<p><b><u>Prior to the issuance of a Certificate of Occupancy for Buildings A1, B, or C1</u></b>, each building owner shall have the individual obligation to demonstrate to the Zoning Administrator that it has installed one bicycle repair station in the relevant building listed above, consistent with Sheets 37-39, 44, 69, and 82 of the Plans. (<i>Id.</i>)</p>	N/A – condition applies to Buildings A1, B, and C1 only.
12	<p><b><u>Prior to the issuance of a Certificate of Occupancy for each building</u></b>, the Applicant shall demonstrate to the Zoning Administrator that it has exceeded the zoning requirements for bicycle parking for the applicable building.</p>	Prior to the issuance of a COO for Building C2, Carr will demonstrate that the bicycle parking exceeds the zoning requirements for bicycle parking in Building C2. <u>No change proposed</u>
13	<p><b><u>Prior to the issuance of a Certificate of Occupancy for Building A1</u></b>, the Applicant shall demonstrate to the Zoning Administrator that it has installed one bicycle repair station at the public Plaza.</p>	N/A – condition applies to Building A1 only.
14	<p><b><u>Prior to the issuance of a Certificate of Occupancy for each building</u></b>, each building owner shall have the individual obligation to demonstrate to the Zoning Administrator that it has installed a transit information screen in each of the residential and office lobbies.</p>	As will be shown in the TDM measures proposed for Building C2, Carr will demonstrate that it has installed a transit screen in the office lobby of Building C2 prior to issuance of a COO. <u>No change proposed</u>
15	<p><b><u>Prior to the issuance of a Certificate of Occupancy for each residential building completed within the consolidated PUD and second-stage PUD, respectively</u></b>, each building owner shall have the individual obligation to demonstrate to the Zoning Administrator that it has dedicated \$200 per residential unit in alternative transportation incentives that can be used as an annual Capital Bikeshare membership, an annual carshare membership, a carshare driving credit, or for bicycle repair/maintenance. These funds shall be pooled during each phase of the Project into a fund that would make incentives available to residents until the fund is exhausted. This benefit shall be included in rental or condominium documents for all of the residential units planned within the project, both in Phase 1 and Phase 2. If the fund is not exhausted within five years of issuance of a certificate of occupancy for the first building</p>	N/A – condition applies to residential buildings only.

	within each phase of the project, it shall be disbursed to a TDM-related entity or organization at DDOT direction.	
16	<p><b><u>Prior to the issuance of a Certificate of Occupancy for each residential building</u></b>, each building owner shall have the individual obligation to demonstrate to the Zoning Administrator that it has:</p> <p>a. Purchased and placed two cargo bicycles within each residential building; and</p> <p>b. Purchased and placed three rolling shopping carts within each residential building.</p>	N/A – condition applies to residential buildings only.
D.1	<p><b><u>Miscellaneous</u></b>. No building permit shall be issued for the PUD until the Applicant has recorded a covenant in the land records of the District of Columbia, between the Applicant and the District of Columbia that is satisfactory to the Office of the Attorney General and the Zoning Division, Department of Consumer and Regulatory Affairs. Such covenant shall bind the Applicant and all successors in title to construct and use the PUD Site in accordance with this Order, or amendment thereof by the Commission. The Applicant shall file a certified copy of the covenant with the records of the Office of Zoning.</p>	Carr will comply with this condition for Building C2 as needed. <u>No change proposed</u>
2	The consolidated PUD shall be valid for a period of two years from the effective date of Z.C. Order No. 15-27. Within such time, an application must be filed for a building permit for construction of Buildings A1, B, and C1, with construction of any of these buildings to commence within three years of the effective date of this Order.	N/A – condition applies to the consolidated PUD only.
3	The first-stage PUD shall be valid for five years after the effective date of this Order; provided that a second-stage application for one or more of the second phase buildings must be filed no later than two years after the effective date of this Order.	A second-stage PUD application for Building A2 was filed less than two years after the effective date of Z.C. Order No. 15-27, and a second-stage PUD application for Building C2 was filed less than five years after the effective date of Z.C. Order No. 15-27.
4	The Applicant is required to comply fully with the provisions of the Human Rights Act of 1977, D.C. Law 2-38, as amended, and 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 that is also prohibited by the Act. In addition, harassment based on any of the above protected categories is also prohibited by the	Carr will comply with this condition for Building C2. <u>No change proposed</u>

	Act. Discrimination in violation of the Act will not be tolerated. Violators will be subject to disciplinary action.	
5	The Applicant shall file with the Zoning Administrator a letter identifying how it is in compliance with the conditions of this Order at such time as the Zoning Administrator requests and shall simultaneously file that letter with the Office of Zoning.	Carr will comply with this condition for Building C2 as needed.



## Approved IZ Chart

	<b>Building A1</b>	<b>Building A2<sup>6</sup></b>	<b>Building B</b>	<b>Building C2</b>	<b>Building D (resid. option)</b>	<b>Affordable Control Period</b>	<b>Affordable Unit Type</b>	<b>Total</b>
<b>Total</b>	422,605 sf GFA  (453 units) (100%)	249,323 sf GFA  (198 units) (100%)	86,005 sf GFA  (105 units) (100%)	211,784 sf GFA  (232 units) (100%)	121,484 sf GFA  (115 units) (100%)	NA	NA	1,091,201 sf GFA  (1,103 units) (100%)
<b>Market Rate</b>	376,117 sf GFA  (89%)	221,897 sf GFA  (89%)	76,543 sf GFA  (89%)	188,488 sf GFA  (89%)	108,120 sf GFA  (89%)	NA	NA	971,165 sf GFA  (977 units)
<b>50% AMI</b>	23,244 sf GFA  (26 units) (5.5%)	13,713 sf GFA  (12 units) (5.5%)	4,731 sf GFA  (5 units) (5.5%)	11,648 sf GFA  (13 units) (5.5%)	6,682 sf GFA  (6 units) (5.5%)	Life of the Project	Rental (optional for-sale in Building A2)	60,018 sf GFA  (62 units)
<b>80% AMI</b>	23,244 sf GFA  (26 units) (5.5%)	13,713 sf GFA  (12 units) (5.5%)	4,731 sf GFA  (5 units) (5.5%)	11,648 sf GFA  (13 units) (5.5%)	6,682 sf GFA  (6 units) (5.5%)	Life of the Project	Rental (optional for-sale in Building A2)	60,018 sf GFA  (62 units)

**Footnote 6:** If Building A2 is developed as for-sale housing, then the proffered affordable housing will be redistributed as follows: (i) 19,946 square feet of Building A2's residential gross floor area will be dedicated to households earning up to 80% of the AMI; (ii) a total of 30,100 square feet of Building A1's residential gross floor area will be dedicated to households earning up to 50% of the AMI, and a total of 17,011 square feet of Building A1's residential gross floor area will be dedicated to households earning up to 80% of the AMI; and (iii) a total of 11,587 square feet of Building B's residential gross floor area will be dedicated to households earning up to 50% of the AMI, and a total of 4,731 square feet of Building B's residential gross floor area will be dedicated to households earning up to 80% of the AMI. If Building A2 is to be developed as for-sale housing and Buildings A1 and B are constructed prior to Building A2, then the condition enforcing this commitment will be based on the timing of issuance of the certificate of occupancy for Building A1 and Building B, respectively (see Condition No. B2).