

February 5, 2018

VIA IZIS

Chairman Anthony Hood
D.C. Zoning Commission
441 4th Street, N.W., Suite 210
Washington, DC 20001

Re: Z.C. Case No. 16-29 – Final Proffers and Conditions

Dear Chairperson Hood and Members of the Commission:

Following the January 29, 2018 proposed action on the above-referenced matter, and pursuant to the requirements of Section 308.8-308.12 of Subtitle X of Title 11 of the District Code of Municipal Regulations, the Applicant hereby submits its lists of proffers and corresponding conditions of approval. Set forth below is a chart outlining the proffers for the above-referenced project and the corresponding draft condition that is both specific and enforceable. In response to the request of the Commission at its January 29, 2018 meeting, estimates of the value/cost of the proffers are also listed below. Capitalized terms not otherwise defined herein shall have the meaning first set forth in the Applicant's draft Findings of Fact and Conclusions of Law at Exhibit 52A of the record.

Benefits and Amenities	Proposed Condition	Value/Cost
<p><u>Urban design, architecture, and landscaping.</u> The Project exhibits many characteristics of exemplary urban design. Specific features include the use of a variety of public spaces, redesigning the streetscape and providing public access to new private streets, well-designed sidewalks with street trees and active storefronts along Howard Road SE, and well-located and carefully designed parking garages,</p>	<p>A.1. The Project shall be developed in accordance with the Plans.</p> <p>A.2. The Property shall be rezoned from MU-14 to MU-9. Pursuant to 11-X DCMR §311.4, the change in zoning shall be effective upon the recordation of the covenant among the land records of the District of Columbia between the owner and the District of Columbia that is satisfactory to the Office of the Attorney General and the Zoning Division of the Department of Consumer and Regulatory Affairs. Such</p>	<p>\$2,739,312</p>

Benefits and Amenities	Proposed Condition	Value/Cost
<p>loading zones, alleys, and private streets for not only the Project but also future development of nearby properties.</p> <p><u>Site planning, and efficient and economical land utilization.</u> The site is currently underutilized and fails to capitalize on its proximity to the Anacostia Metrorail station. The site currently has little activity and does not encourage any pedestrian access. The Project has been designed to provide residents, customers, employees, and visitors with open and inviting public and private spaces for entertainment and relaxation as detailed above. Additionally, the proposed private streets and alleys will be designed for future, adjacent development. The Project transforms an underutilized and inactive area into an attractive 21st century mixed-use development.</p>	<p>covenant shall bind the owner of the Property and all successors in title to construct on or use the Property in accordance with this Order and any amendment thereof by the Commission.</p> <p>A.3. The Project shall include five mixed-use buildings, containing approximately 52,120 gross square feet of retail use, 691,590 gross square feet of residential use comprising approximately 700 residential units, 1,614,670 gross square feet of office use, and approximately 983 vehicular parking spaces, as shown on the Plans</p> <p>A.4. The Applicant shall be permitted to construct the Project to a maximum height of 130” and a maximum density of 8.99 FAR.</p> <p>A.5. The Applicant shall have flexibility to vary the Phasing anticipated for the Project, vary interim uses at the Property while the other phases of the Project are being finalized, and adjust the parking downwards if needed to meet market demand, but not below the minimum required by the Zoning Regulations.</p> <p>A.6. The Applicant shall underground utilities at the Project.</p>	
<p><u>Transit based and affordable housing.</u> The Applicant shall provide approximately 700 new residential apartments and/or condos within a 1/8 mile from the newly improved Anacostia Metro station plaza entrance.</p>	<p>B.1. The Applicant shall devote 10% of the residential gross floor area to affordable Inclusionary Zoning (IZ) units at both 50% and 60% Median Family Income (MFI). The unit mix and income distribution of the units shall be as follows: 50% of the IZ gross floor area will be programmed with 3BRs with half at 50% AMI and half at 60% MFI. The remaining 50% of the IZ gross floor area will be proportional to the gross floor area reflected in the market unit mix at 60% MFI. The market unit mix will be determined during the planning and design of Phase 2 with the delivery of the first residential building.</p>	<p>\$5,430,208</p> <p>\$856,693</p>

Benefits and Amenities	Proposed Condition	Value/Cost
	<p>B.2 The Applicant shall provide residential penthouse IZ at 8% of the total habitable penthouse space at 50% MFI.</p> <p>B.3. The Applicant shall provide a housing trust fund payment for habitable space on the roof of the offices.</p>	\$196,912
<p><u>Mass Transit Improvements.</u> The Applicant shall assist in improving the Anacostia Metrorail station, including improvements to the entrance to the station nearest the Project.</p>	<p>C.1. Prior to the issuance of the final certificate of occupancy for the first building, the Applicant shall work with WMATA, OP, DDOT, DPR, ANC 8A and ANC 8C to complete or provide station plaza improvements. The determination of final improvements shall include a public charrette collaborative process of the Applicant's design team, local neighborhood families within 200 feet of the Property, ANC Commissioners, NPS, WMATA and DC public agencies, including the Office of Planning (OP).</p> <p>C.2. Additional actions and improvements taken by the Applicant, in conjunction with WMATA, shall include at least three of the following proffers:</p> <ul style="list-style-type: none"> i. Facilitate the design of a new Metro Entrance plaza area by demolishing existing vacant buildings and parking deck vehicular ramp and moving the outdoor Kiss n' Ride parking lot ii. Upgraded road, pedestrian and bicycle pathway improvements to Metrorail station from Howard Road SE iii. Enhanced landscaping and hardscaping around the Metrorail entrance plaza area iv. Metrostation amenities and features including DC Bikeshare Station, bike racks, benches, trash receptacles, local art installations v. Integrated potential retail areas within the proposed metro entrance plaza area 	\$967,927

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<p><u>Uses of Special Value to the Neighborhood.</u></p> <p><u>Ground Floor Retail.</u> Applicant shall incorporate retail use or other street activating uses into each of the Project's buildings. The Applicant has designed the Project to anticipate and foster future ground floor retail development to seamlessly connect the Project's PUD phases.</p> <p><u>Transformation of Vacant Property.</u> Situated adjacent to Building A at the western gateway to the Columbian Quarter PUD, DDOT owns 40,689 SF of vacant land on Square 5860 /Lot 0937.</p>	<p><u>D. 1. Ground Floor Retail</u></p> <p>a. The Project shall provide over 52,000 square feet of gross floor area of retail use. Retail for each building will be provided in the location and size as shown the Plans.</p> <p>b. The Applicant anticipates offering neighborhood serving retail amenities and services or other street activating uses, examples include the following:</p> <ul style="list-style-type: none"> • Affordable and Healthy Fast Casual Restaurants in Building A & C, Small Urban Format Grocery Store, Café/Coffee Shop/Eatery, Pharmacy, Bank/ATM, Dry Cleaner, and/or Full-Service Day Care Center <p>c. Prior to the delivery of the first building, the Applicant shall offer pop-up retail amenities and services, or other street activating pop-up uses. Examples include the following:</p> <ul style="list-style-type: none"> • Quarterly pop-up Farmer's Market, Pop-up food, entertainment and music events, Pop-up Diner associated with the farmer's market, • After approval of the Columbian Quarter PUD, Pop-Up Commuter Bike Service/Repair/Storage Hub to be offered <p><u>D.2. Transformation of Vacant Property.</u> Prior to the issuance of the Certificate of Occupancy for the first building, the Applicant shall provide documentation to the Zoning Administrator of its efforts to collaborate with DDOT and other DC agencies to determine viable options to transform the adjacent vacant property for future placemaking opportunities by incorporating</p>	<p>\$1,980,560</p>

Benefits and Amenities	Proposed Condition	Value/Cost
	buildings with ground floor retail or street activating uses that serves the neighborhood, activates the streetscape and seamlessly connects with the larger urban form.	
<p><u>Open Space and Recreation Space.</u></p> <p><u>Open Space.</u> The Applicant shall provide significant open space at the Property, including in the private streets the Applicant is committing to create perpendicular to Howard Road. These private streets occupy approximately 11,000 square feet at the Property. Given the FAR of the Project, this foregoes almost 100,000 square feet of development potential to provide open space and connecting points to future development in the area. This open space will break up the massing of the Project and create a natural urban design that avoids a monolithic superblock.</p>	<p><u>E.1. Open Space</u></p> <p>a. Prior to the issuance of the final certificate of occupancy for the first building, the Applicant shall work with NPS WMATA, OP, DDOT, DPR, ANC 8A and ANC 8C to optimize open space and recreation placemaking opportunities throughout the Project as well as adjacent parks and underutilized land. The design of the open space and recreation improvements shall include a collaborative public charrette process of the Applicant’s design team, local neighborhood families, ANC Commissioners, NPS, WMATA and DC public agencies, including OP.</p> <p>b. The Applicant shall provide outdoor open space courts at and above grade in buildings A, B, D and E. In addition, all 5 building will have programmed rooftop amenities within the outdoor open spaces. Prior to the issuance of the final certificate of occupancy for each of these buildings, the Applicant shall deliver these open space courts and amenities.</p> <p>c. The Applicant shall provide outdoor open space courts at and above grade in buildings A, B, D and E. In addition, all 5 building will have programmed rooftop amenities within the outdoor open spaces. Prior to the issuance of the final certificate of occupancy for each of these buildings, the Applicant shall deliver these open space courts and amenities.</p> <p>d. The Applicant shall create a community pocket park adjacent to the Metrostation plaza. The multi-use pocket park will be programmed with both active and passive uses, including</p>	<p>\$393,800</p>

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<p><u>Anacostia Park</u>. The Project is directly adjacent to the 1,108-acre Anacostia Park managed by the National Park Service. On November 12, 2017, National Capital Region Director Bob Vogel signed a Finding of No Significant Impact selecting Alternative #3 of the Anacostia Management Plan/Environmental Assessment as the final plan that provides a framework on how the National Park Service will manage Anacostia Park’s natural and cultural resources and shape how people experience Anacostia Park for the next two decades.</p>	<p>recreation/playground space for local neighborhood families. The determination of specific recreation programming uses shall include a collaborative public charrette(s) of the Applicant’s design team, local neighborhood families, ANC Commissioners, NPS, WMATA and DC public agencies including Department of Parks and Recreation (DPR) and OP.</p> <p>E.2. <u>Anacostia Park</u></p> <p>a. As a neighbor and partner with the National Park Service, the Applicant shall continue to work with the National Park Service on increasing the opportunities to leverage the Anacostia Park’s natural, cultural and recreational amenities for the neighborhood’s use and enjoyment.</p>	
<p><u>Employment and career training opportunities</u>. The Applicant shall provide workforce career development and job opportunities at the Project for Ward 8 residents.</p>	<p>F.1. Prior to the issuance of the building permit for the first building, the Applicant shall provide documentation to the Zoning Administrator of its efforts to engage in a partnership with DMPED’s Ward 8 Works Program to connect Ward 8 residents with preconstruction and construction jobs on the Project in Ward 8. As one of the largest real estate and community developers in Ward 8, the Applicant is taking an active role in participating on the Ward 8 Works Program’s Orange Core Team. Through a series of planning meetings in the summer and fall of 2017, the Applicant will be updating DMPED and participants on specific Ward 8 Works development and construction projects, with hiring timelines and the types of jobs that will be available at the Project.</p> <p>F.2. Applicant shall offer a one-year professional internship opportunity in the real estate professional field for a Ward 8 high school and college rising senior. By the end of the 2017-18 school year, the applicant will offer an internship to an Anacostia or Ballou 11th grade High School</p>	<p>\$73,550</p>

Benefits and Amenities	Proposed Condition	Value/Cost
	<p>student living in Ward 8 and a college student who graduated from Anacostia or Ballou High School. The mentoring and internship program will focus on all aspects of Stage One PUD development, including acquisitions, zoning and land use law, design, development, pre-construction, construction, marketing and branding, leasing, property management and asset management. Through Redbrick LMD's departments and development partners, the high school and college student will be mentored and trained by the leading real estate experts in the Washington, DC area.</p> <p>F.3. Applicant shall create construction jobs during the 5-10-year predevelopment and construction period build-out of the Project. Through the Ward 8 Works Program and Redbrick LMD's Construction Apprenticeship Program, Ward 8 residents will have the opportunity for immediate and long-term employment opportunities in the construction field.</p> <p>F.4. By the time of the first construction closing in Phase 1, the Applicant will commit to hiring a Ward 8 resident to participate in a hands-on, two-year apprenticeship program with the general contractor and developer that will focus on all aspects of construction during first construction phase of the Project.</p> <p>F.5. Through Redbrick LMD's Real Estate Professional Service Internship Program, Ward 8 residents will have the opportunity for long-term employment opportunities in the residential property management field. Prior to the issuance of the final certificate of occupancy for the first residential building, the Applicant will commit to hiring a Ward 8 resident to participate in a hands-on, one-year internship program with the property manager and developer that will focus on all aspects of residential property management</p>	

Benefits and Amenities	Proposed Condition	Value/Cost
	during the leasing and stabilization of the first residential building at the Project.	
<p data-bbox="204 449 555 554"><u>Historic and Archeological Preservation</u> <u>Historic Preservation.</u></p> <p data-bbox="204 1768 578 1797"><u>Archaeological Preservation.</u></p>	<p data-bbox="711 449 1045 478">G.1. <u>Historic Preservation</u></p> <p data-bbox="711 516 1354 840">a. Prior to the issuance of the final certificate of occupancy for the first building, Applicant shall work in partnership with the Historic Anacostia Preservation Society and the National Trust for Historic Preservation to support and implement solutions for the benefit of the Historic Anacostia District that preserve the historic character and fabric of the neighborhood, which include, but are not limited to:</p> <ul style="list-style-type: none"> <li data-bbox="756 877 1331 978">i. (i) Reducing displacement of existing residents and allowing low-income seniors to remain in their historic homes. <li data-bbox="756 1016 1354 1197">ii. (ii) Providing professional services expertise such as architectural, engineering and building sciences in a historic districtwide conditions assessment survey. <li data-bbox="756 1234 1338 1373">iii. (iii) Assisting in workforce development initiatives for historic preservation trades skill training to create employment opportunities for neighborhood residents. <li data-bbox="756 1411 1338 1549">iv. (iv) Providing professional expertise and support for the rehab and reuse of vacant and abandoned historic structures, both residential and commercial. <p data-bbox="711 1587 1354 1726">The applicant will leverage the employment and career training opportunities stated above to support and implement solutions for the benefit of the Historic Anacostia District.</p> <p data-bbox="711 1768 1143 1797">G.2. <u>Archaeological Preservation.</u></p> <p data-bbox="711 1835 1338 1894">a. Prior to the issuance of the building permit for the first building, the Applicant shall complete a</p>	<p data-bbox="1383 449 1507 478">\$125,000</p>

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	<p>consolidated Phase IA Cultural Resources Investigation / Phase IB Archaeological Survey. The Applicant's archaeological Phase IA work plan, including cut-and-fill and geomorphology analysis, will be submitted for SHPO approval before the Phase IA assessment commences.</p> <p>b. Dr. Ruth Trocolli, District Archaeologist at the Office of Planning, requested that the Phase IB be completed prior to site grading work for bridge staging and other uses. The Applicant anticipates the completion of the consolidated Phase IA-B work plan and report in 2018.</p> <p>c. Depending on the Phase IA-B report findings, Dr. Trocolli and Applicant shall work together on a Phase II work plan, report and appropriate mitigation measures as part of the Project's archaeological public benefits. In coordination with solutions to benefit the Historic Anacostia District, potential benefits include providing historic neighborhood property markers and virtual web tour as a part of the existing African American Heritage Trail program, prior to the issuance of the final certificate of occupancy for the first residential building.</p> <p>The Applicant's cost contribution to the historic and archaeological preservation amenities shall not exceed a value of \$125,000 in cash and in-kind services.</p>	

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<p><u>Environmental and sustainable benefits.</u> The Project shall be designed to satisfy a LEED v.4 Gold rating</p>	<p>H.1. Prior to the issuance of the final certificate of occupancy for each building, the Applicant shall submit a LEED score card.</p> <p>H.2. Prior to the issuance of an initial certificate of occupancy for each building's shell and core, the Applicant shall clean up the contaminated Property by removing hazardous materials, contaminated soils, and underground tanks in connection with each of the buildings within the defined development phases 1, 2 and 3.</p> <p>H.3. Prior to issuance of the final certificate of occupancy for each building, the Applicant shall provide rooftop solar panels as shown on the plans in Exhibit 51A of the record that will generate an estimated total of 436,626 kwh.</p> <p>H.4. Prior to issuance of the final certificate of occupancy for each building, the Applicant shall follow a design and build strategy to avoid development in the 100- and 500-year floodplain for a sustainable and resilient Project, including the following: (i) As part of the current first-stage PUD application, the Applicant designed and engineered the building's conceptual footprints and elevations outside of the 100- and 500-year floodplain while simultaneously meeting all the requirements of local and federal regulations, as shown on the Plans.</p> <p>H.5. The Applicant shall refine the conceptual stormwater management plan to generate additional retention volume, capturing stormwater volume up to a 1.7" storm event.</p>	<p>\$3,756,527</p>
<p><u>Other Conditions</u></p>	<p>I. Mitigation Measures</p> <p>I.1. <u>Transportation Demand Management Measures and Transportation Improvements</u></p> <p>a. Prior to the issuance of the final certificate of occupancy for each building, as applicable, the Applicant shall establish</p>	<p>\$1,300,000</p>

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	<p>a transportation demand management (TDM) program in cooperation with DDOT, including:</p> <ul style="list-style-type: none"> i. Designate a transportation management coordinator ii. Install transit screens in a common space in each building iii. Include transportation information on property management website iv. Provide covered, secure bicycle parking v. Provide a bicycle repair station provided on P1 level of each garage vi. Provide two car sharing spaces, subject to agreement by the car sharing provider vii. Provide shower and changing facilities for office facilities viii. Designate parking for carpools or vanpools in the garage for the office component ix. Unbundle the cost of parking from leases x. Provide personalized outreach to new residents regarding transportation options xi. Install 19 electric car charging stations provided in the garage on the north and south parcel xii. Fund the installation and 1st year's operating cost for a new Capital Bikeshare station near the site xiii. Provide one shopping cart for every 	

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	<p>50 resident units</p> <p>xiv. Provide one cargo bike for every 100 residential units</p> <p>xv. Host a biannual meeting with goDCgo to inform residents and employers of commute alternatives</p> <p>xvi. Provide either one-year car share membership to all new residents over the age of 16 in the first three years after initial delivery of the residential building or provide one-year Capital Bikeshare membership to all new residents over the age of 16 in the first 3 years after initial delivery of the residential building.</p> <p>b. The Applicant shall implement the following transportation improvements prior to the initial certificate of occupancy for the phase of the project that triggers the need for the improvement, as determined by traffic studies conducted for each Stage 2 PUD:</p> <p>i. Prepare a traffic signal warrant study for the Suitland Parkway/Howard Road intersection and, if warranted, install a traffic signal at the intersection, subject to DDOT permit approval.</p> <p>ii. Modify the traffic signal at the intersection of Howard Road and Firth Sterling Avenue to include a northbound advance left turn phase on Howard Road with a concurrent eastbound right turn overlap, subject to DDOT permit approval.</p> <p>iii. Modify the traffic signal at the intersection of Firth Sterling Avenue and Suitland Parkway to include a eastbound advance left turn phase on Firth Stirling</p>	

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	<p>Avenue and a southbound right turn overlap to run concurrently with the westbound left turn phase, subject to DDOT permit approval.</p> <p>iv. Restripe Sumner Road SE to provide separate eastbound left and right turn lanes at its approach to Martin Luther King Junior Avenue, subject to DDOT permit approval. The removal of approximately three to four parking spaces will be required to accommodate the separate turn lanes.</p> <p>c. Prior to issuance of the final certificate of occupancy for the first building, the Applicant shall perform annual monitoring studies to measure the number of trips generated by the project. The Applicant shall determine details for the performance monitoring as part of the Stage 2 PUD. The parameters for the monitoring studies shall be as follows, subject to refinement during Stage 2 PUD review:</p> <p>i. Timing - Conduct performance monitoring studies annually when Congress and schools are in session and when buildings are at least 80% occupied.</p> <p>ii. Targets - Establish trip generation targets for each building at Stage 2 review.</p> <p>iii. Methodology - Measure trip generation counts for each building by observation and tube counts. Measure mode splits for each building by observation and intercept surveys.</p> <p>iv. Scope - In addition to trip generation and mode split targets, the performance</p>	

Benefits and Amenities	Proposed Condition	Value/Cost
	<p>monitoring study may include intersection capacity analyses and queuing, if a need is identified through Stage 2 reviews.</p> <p>v. Triggers- If the development exceeds the targeted vehicle trip generation, the Applicant will be required to conduct a robust survey of users to determine mode of travel to and from the site in order to determine additional TDM elements to be implemented to reach the trip generation target or physical improvements and operational changes to mitigate operations or queuing impacts.</p> <p>vi. Evaluation by construction phase where feasible - Generally, monitoring should be completed by construction phase. However, parking garages and other shared transportation infrastructure may connect multiple buildings. As such, performance monitoring studies may include buildings from multiple phases rather than buildings in a single phase.</p> <p>vii. Sunset - When conditions are consistent with the requirements for two successive periods, the Applicant shall be released from the monitoring requirement.</p> <p><u>I.2. Community Benefits Agreement</u></p> <p>a. In addition to the above amenities, upon issuance of a final certificate of occupancy for each building in the Project, the Applicant shall provide to Far Southeast Family Strengthening Collaborative the following amounts for community use for the following organizations:</p> <p>i. Anacostia Coordinating Council (\$25,000)</p> <p>ii. Wish List Committee and The Southeast Tennis and Learning Center (total of \$12,500)</p>	

D.C. Zoning Commission
 February 5, 2018

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	<p>iii. Congress Heights Community Association (\$12,500)</p> <p>The Applicant believes a total contribution of \$250,000 to the community (ANCs 8A and 8C) is an appropriate community benefit amenity given the above benefits and amenities of the PUD taken as a whole. The Applicant believes that the leveraging the totality of the benefits and amenities of the PUD is more beneficial to the community and to the District rather than just a percentage contribution based solely upon the Project's cost.</p>	

The Applicant will continue to work with the Office of the Attorney General in finalizing the language of the proposed benefit and amenity conditions. Please feel free to contact the undersigned with any questions.

Sincerely,

/s/ John Epting _____
 John Epting

Certificate of Service

The undersigned hereby certifies that copies of the foregoing document will be delivered by first-class mail or hand delivery to the following addresses on January 23, 2018.

Matthew Jesick (2 copies)
Office of Planning
1100 4th Street, SW, Suite 650E
Washington, DC 20024

Jonathan Rogers (2 copies)
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ANC 8A (6 copies)
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ANC 8C (6 copies)
c/o Mary J. Cuthbert – ANC 8C Chair
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John T. Hpting