

EXHIBIT A

Redline of Final Proffers and Conditions

Public Benefits	
Proffer	Condition
Superior Urban Design and Architecture <u>(11-X DCMR § 305.5(a))</u> : The Project's design is reflective of superior architectural and urban design characteristics relative to any matter-of-right development, including a highly articulated building façade and stepping the massing down on the east side to achieve a transition to the adjacent lower-scale residential development.	<ol style="list-style-type: none">1. The Project shall be built in accordance with the plans and elevations dated May 17, 2022 (Ex. 311-313), as updated by the plans dated November 15, 2022 (Ex. 17A1-17A3), and the plans submitted as Ex. 38A and 38C (collectively, the “Final Plans”), and as modified by the guidelines, conditions and standards herein.2. The Property shall be developed with a mixed-use building with approximately 310 multifamily residential units and approximately 10,500-14,000 square feet of ground-floor commercial use and having a height of 130 feet and FAR of 7.56.3. The Project shall be developed pursuant to the MU-9A Zone District, except as set forth herein or modified hereby as shown in the Final Plans, and with flexibility from the minimum side yard requirements for the south building wall.4. No more than 10% of the residential units shall be co-living units.5. The Project shall not include any lodging use.
Superior Landscaping (<i>id. § 305.5(b)</i>): The Project's landscaping and hardscaping are also superior to any matter-of-right development. The cascading garden design concept for the tiered roof terraces “green” the Project while also providing functional services to the residents.	
Site Planning and Efficient Land Utilization <u>(<i>id. § 305.5(c)</i>)</u> : The Project introduces an appropriate overall density and new residential use, including affordable housing, immediately adjacent to transit. The Project maintains the existing highly efficient site circulation and access that minimizes curb cuts and concentrates loading and service activity via the existing shared private service lane.	
<ol style="list-style-type: none">6. The Project shall have design flexibility as follows:<ol style="list-style-type: none">a. Parking Number and Layout. To modify the total number of parking spaces by ±10% and to modify the garage layout to increase efficiency.b. Streetscape Design. To vary the location, attributes, and general design of the public streetscape to comply with the requirements of, and the approval by, the DDOT Public Space Division.	

- c. Interior Components. To vary the interior partitions and configurations upon final construction drawings so long as the exterior configuration or appearance of the building is not changed. Residential unit number, types and sizes may vary within the range proposed.
- d. Exterior Materials. To vary the final selection of the exterior materials within the color ranges and material types (maintaining the same general level of quality) proposed based on availability at the time of construction provided such colors and materials are within the color ranges and material types shown on the plans approved by the order.
- e. Exterior Details. To make minor refinements to exterior details, dimensions, and locations or any other changes to comply with Construction Codes or that are otherwise necessary to obtain a final building permit, or to address the structural, mechanical, or operational needs of the building or its systems.
- f. Primary Façade Material. To finalize the proposed primary façade material between the tile rainscreen and brick as depicted on Page ___ of the Final Plans.
- g. Signage. To vary the final design of the signage for the Project, subject to full compliance with applicable signage restrictions under the D.C. Building Code and consistent with the indicated dimensions.
- h. Retail Spaces. Retail storefronts, signage, and associated features and fixtures in public space are subject to change upon individual retailer modifications.
- i. Residential Units. To ~~modify~~vary the number of residential units in the building by ~~plus or minus~~ 10% and to shift the distribution and location of the Inclusionary Zoning units as the floor plans are refined so long as their location and distribution continues to meet the requirements of Subtitle C, [Chapter 10](#) of the Zoning Regulations; and provided so long as the total square footage reserved for Inclusionary Zoning units is no less than the greater of 57,250 square feet or 15.43% of the residential gross floor area as set forth in Condition No. 7.b; and provided that of this amount, set aside no fewer than two (2) of the IZ units for households earning no more than 30% MFI each at least 800 square feet in size; set aside the greater of 29,425 square feet or 7.93% of the residential GFA as IZ units for households earning no more than 60% MFI; and set aside the remaining balance of the IZ set-aside as IZ units for households earning no more than 50% MFI.
- j. Sustainability. To vary the features, means and methods of achieving the required GAR and LEED standards, including modification to location/orientation and type of green roof and paver areas as required to meet stormwater requirements and sustainability goals.
- k. Landscape. To modify species in the plant palette during subsequent design phases and availability upon final completion.
- l. Balconies. To make refinements to the location, number, and dimensions of exterior balconies, so long as the final design remains consistent with the design intent of the

Commission's approval, as depicted in the Final Plans, and the final number of balconies varies by no more than $\pm 10\%$ from the number of balconies shown in the Final Plans.

- m. Lighting. The final lighting plan may vary from the Final Plans but it shall be consistent with the intent of the plans.
- n. Exterior Courtyards and Rooftop. To vary the configuration and layout of the exterior courtyards and rooftops so long as the courtyards and rooftops continue to function in the manner proposed and the overall design intent, general locations for landscaping and hardscaping, and quality of materials are maintained.
- o. Interior Courtyard. To vary the final configuration of the interior courtyard based on final unit design and layout.
- p. Mechanical penthouse. To vary the final design and layout of the mechanical penthouse to accommodate changes to comply with Construction Codes or address the structural, mechanical, or operational needs of the building uses or systems, so long as such changes do not substantially alter the exterior dimensions shown on the Final Plans and remain compliant with all applicable penthouse ~~setback~~ requirements.
- q. Ground-floor Design. To vary the final design of the ground floor frontage, including the number, size, design, and location of windows and entrances, signage, awnings, canopies, marquees, and similar storefront design features, to accommodate the needs of the specific tenants and users within the parameters set forth in the Final Plans.

Affordable Housing in Excess of Inclusionary Zoning Requirements (id. § 305.5(g)): The Project reserves 15.43% of the residential GFA for affordable housing units. Two (2) of the IZ units will be reserved for households earning a maximum of 30% of the Median Family Income ("MFI"), 7.93% of the residential GFA will be reserved for households earning a maximum of 60% of MFI, and the balance of the IZ units will be reserved for households earning a maximum of 50% of MFI.

7. **Affordable Housing:** Prior to issuance of a Certificate of Occupancy for the residential portion of the Project, the Applicant shall demonstrate to the Zoning Administrator:

- a. ~~For the life of the Project, the Applicant shall set aside no less than 15% of the residential gross floor area as affordable housing. More specifically, the Applicant shall devote 15.43% (approximately the greater of~~ 57,250 square feet ~~or~~ or 15.43% of the base residential GFA to affordable housing as IZ units;
 - i. Set aside no fewer than two (2) of the IZ units for households earning no more than 30% MFI each at least 800 square feet in size;
 - ii. Set aside ~~7.93% of the residential GFA (approximately the greater of~~

			<p>29,425 square feet, or 7.93% of the residential GFA, as IZ units for households earning no more than 60% MFI;</p> <p>iii. Set aside the remaining balance of the 15.43% residential IZ set-aside as IZ units for households earning no more than 50% MFI;</p> <p>b. The set-aside requirements are set forth in the following chart:</p>		
Residential Unit Type	Residential GFA/% of Total	Income Type	Affordable Control Period	Affordable Unit Type	Notes
Total	371,000 sf		Life of Project	Rental	NA
Market Rate	315,715 <ins>313,750</ins> sf	Market	Life of Project	Rental	NA
IZ	2 units @ 800 sf = 1,600 sf	30% AMI	Life of Project	Rental	NA
IZ	29,425 sf / 7.93%	60% AMI	Life of Project	Rental	NA
IZ	Remaining balance: 57,250 sf (15.43%) – 1,600 sf (2 units @ 800 sf) – 29,425 sf (7.93%) _____ 26,225 sf	50% AMI	Life of Project	Rental	*Remaining balance of IZ set-aside provided at 50% MFI depends on GFA attributable to two 30% MFI units.
			<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>Environmental and Sustainable Benefits (<i>id. § 305.5(k)(5)</i>): The Project will satisfy the LEED Gold v.4 standards and will include 10 electric vehicle (“EV”) charging stations.</p>			<p>8. LEED. The Project shall be designed to achieve LEED Gold v.4 certification, provided that the Applicant shall have the flexibility to vary the approved sustainable features of the Project as long as the total number of LEED points</p>		

	<p>achievable for the Project does not decrease below the minimum required for the foregoing LEED standard. Prior to the issuance of a building permit, the Applicant shall submit evidence from its architect certifying compliance with this condition.</p> <p>9. <u>Electrical Vehicle (“EV”) Charging.</u> The Project shall provide a minimum of ten (10) EV charging stations, <u>two of which will be available to the public for charging in a publicly accessible portion of the parking garage.</u></p>
<p>Transportation Infrastructure Beyond Mitigation (X § 305.5(o)): The Applicant will design and construct improvements to the intersection at 43rd Street and Military Road, subject to DDOT approval consisting of: a new crosswalk on the west leg of Military Road where no crosswalk currently exists; improving all crosswalks at the intersection to be raised pedestrian crossings; and installing curb extensions on the south side of both Military Road approaches.</p>	<p>10. <u>Transportation Improvements.</u> Prior to the issuance of a final Certificate of Occupancy for the Project, the Applicant shall design and construct the following improvements to the intersection at 43rd Street and Military Road, subject to DDOT approval:</p> <p>d. Install a new crosswalk on the west leg of Military Road where no crosswalk currently exists;</p> <p>e. Improve all crosswalks at the intersection to be raised pedestrian crossings; and</p> <p>f. Install curb extensions on the south side of both Military Road approaches.</p>
<p>Other Public Benefits (X § 305.5(r)): The Applicant will provide the below additional public benefits and community commitments as agreed upon with ANC 3E.</p> <ul style="list-style-type: none"> • <u>Minimum retail space.</u> The Project will include a minimum of 10,500 square feet of retail space on the ground floor. • <u>Ground-floor Bicycle Parking.</u> The Project will include 10 long-term bicycle parking spaces for residents on the ground floor of the building. 	<p>11. <u>Ground-Floor Retail.</u> The Project shall provide a minimum of 10,500 square feet of retail space on the ground floor.</p> <p>12. <u>Ground-floor Bicycle Parking.</u> The Project shall provide a minimum of 10 long-term bicycle parking spaces for building residents on the ground floor.</p> <p>13. <u>Accessible Units.</u> The Project shall include a minimum of two (2) residential units built out to the ANSI A standard prior to lease-up of the building. One such ANSI A unit shall be an IZ unit <u>for households earning no more than 60%</u></p>

<ul style="list-style-type: none"> • <u>Accessible Units</u>. Two residential units will be built-out to the ANSI A standard prior to the lease-up of the building, one of which will be an IZ unit. • <u>Restrictions on Retail Uses</u>. The Applicant will not lease the ground-floor retail space to specific uses identified by ANC 3E, which are otherwise permitted in the MU-9A zone, and to limit space leased to financial institutions unless ANC 3E adopts a resolution in support of such a tenant. • <u>Local-, Minority-, Women-Owned, and Inclusive Retailers</u>. During the initial retail lease-up and until all of the retail space is leased, the Applicant will make commercially reasonably efforts to market to local-, minority- and / or women-owned businesses as retail tenants in the Project and will reach out to the relevant identified organizations to accomplish this. The Applicant will offer at least \$40 per square foot of gross leasable area in tenant improvement allowance for any such businesses with whom the Developer enters into a market-rate retail lease. • <u>Chevy Chase Recreation Center Landscaping Improvements</u>: The Applicant will install new landscaping at the Chevy Chase Recreation Center, with the overall cost of the work for the improvements not to exceed \$150,000. • <u>Street Trees</u>: The Applicant will replace nine street trees on the east side of Wisconsin Avenue between Jenifer Street and Military Road, subject to DDOT approval. This is in addition to the Project's proposed public space frontage improvements. • <u>Photovoltaic Array at Iona Senior Center</u>. The Applicant will design, permit, and 	<p><u>MFI</u></p> <p>14. <u>Restricted Uses</u>. The following commercial uses, even though permitted within the MU-9A zone as a matter-of-right or with special exception approval, shall not be permitted in the Project: sexually-oriented business establishment; a check-cashing establishment; a bail-bond establishment; a pawnbroker; a marijuana dispensary; a mattress store; or a head/smoke/vape shop. The Applicant shall not enter into a lease with more than one bank or financial institution at the Project. If a bank or financial institution leases space at the Project, then its leased frontage on Wisconsin Avenue NW shall be limited to 33 feet. Notwithstanding the foregoing, a tenant otherwise prohibited in this paragraph shall be permitted in the Project if the ANC supports it, as demonstrated by the adoption of a formal resolution.</p> <p>15. <u>Local-, Minority-, Women-Owned, and Inclusive Retailers</u>. During the initial retail lease-up and until all of the retail space is leased, the Applicant shall make commercially reasonably efforts to market to local-, minority- and / or women-owned businesses as retail tenants in the Project and shall reach out to the Greater Washington DC Black Chamber of Commerce, the DC Small Business Development Center, the Washington DC Women's Business Center, and the DC Developmental Disabilities Council. The Applicant shall offer at least \$40 per square foot of gross leasable area in tenant improvement allowance for any local-, minority-, women-owned and/or inclusive businesses with whom the Applicant enters into a market-rate retail lease. Such tenant improvement allowance may be in the form of a direct payment, buildout cost, or some combination of the two.</p> <p>16. <u>Chevy Chase Park Landscaping</u>. Prior to</p>
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install a photovoltaic array at the Iona Senior Center at 4125 Albemarle Street, NW, up to a total cost of \$240,000. The installation will include a new roof membrane on the upper flat roof, photovoltaic panels, a racking system, and an inverter, subject to approval by relevant authorities. The completed improvements will be conveyed to Iona such that Iona will be the sole beneficiary of reduced energy bills and SREC income.

- Construction-Related Commitments

- Preconstruction Surveys: The Applicant will offer, at its cost, pre-construction surveys to the residential property owners on the east side of 43rd Street between Jenifer Street and Military Road, and on the south side of Military Road between 42nd Place and 43rd Street.
- Parking and Truck Routing: Before commencing construction, the Applicant will consult with ANC 3E regarding parking arrangements for construction workers and construction truck routing.
- Transportation Demand Management Plan. The Applicant or future property manager will share with the ANC results of annual parking demand and trip generation surveys required by DDOT for the first three years after building opens.
- Point of Contact: Before commencing construction, the Applicant will designate a point of contact for all construction-related matters and will

the issuance of a final certificate of occupancy for the Project, the Applicant shall install new landscaping at the Chevy Chase Park, including removal of invasive plants and dead and undesirable trees and bushes, in the area between the existing fence and the sidewalk along Western Avenue NW from Livingston Street NW to 41st Street NW and along 41st Street NW from Western Avenue NW to Livingston Street NW, subject to approval by the District Department of Parks and Recreation and DDOT. The Applicant shall spend a minimum of \$100,000 on such improvements, but the total combined design, permitting, consultant, and installation costs shall not exceed \$150,000. The Applicant shall consult with and, if requested, present to ANCs 3E and 3/4G on the proposed landscaping plans and shall maintain such landscaping for three (3) years after installation.

17. Additional Street Trees. Prior to the issuance of a final certificate of occupancy for the Project, the Applicant shall, subject to DDOT approval, enlarge the existing tree pits on the east side of Wisconsin Avenue NW between Jenifer Street NW and Military Road NW as required to meet current DDOT standards and plant nine (9) new street trees with a 3-inch caliper DBH. Such trees shall be in addition to the Project's proposed public space frontage improvements.

18. Photovoltaic Array at Iona Senior Center. Prior to the issuance of a final certificate of occupancy for the Project, the Applicant shall, at its cost, design, permit, and install a photovoltaic array at the Iona Senior Center at 4125 Albemarle Street, NW. Such work shall include a new roof membrane on the upper flat roof, photovoltaic panels, a racking system, and an inverter. Such improvements shall be subject to approval by the authorities having jurisdiction, including PEPCO.

provide ANC 3E with contact information for this representative.

Upon completion of such work and final commissioning, the improvements shall be conveyed to Iona, and Iona shall be the sole beneficiary of both reduced energy bills and SREC income. The intent of such benefit is that the photovoltaic array be designed to produce as much solar power as reasonably possible, notwithstanding building code, engineering, and other technical limitations. In any event, the Applicant's total cost shall not exceed \$240,000 for all design, permitting, and installation work for these improvements, but the Applicant shall install as productive a photovoltaic array as is permissible and structurally supportable up to the cost of \$240,000.

Construction-Related Commitments

19. Preconstruction Surveys. The Applicant shall offer, at its cost, pre-construction surveys to the residential property owners on the following blocks:
 - a. East side of 43rd Street NW between Jenifer Street NW and Military Road NW.
 - b. South side of Military Road NW between 42nd Place NW and 43rd Street NW.
20. Parking and Truck Routing. Prior to the commencement of construction on the Project, the Applicant shall consult with ANC 3E on issues related to parking arrangements for construction workers and construction truck routing. The Applicant shall also include the following provision in its construction contract with the general contractor: "Contractor acknowledges that the job site is surrounded by a residential neighborhood, and that on-street parking by its and its subcontractors' workforces would impose an impact on local residents. Contractor agrees to prohibit its workforces and the workforces of all subcontractors from

	<p>parking on local residential streets, even if permitted by local parking regulations.”</p> <p>21. <u>Transportation Demand Management Plan.</u> The Applicant or future property manager shall share with ANC 3E results of annual parking demand and trip generation surveys required by DDOT for the first three (3) years after building opens.</p> <p>22. <u>Point of Contact.</u> Prior to the commencement of construction on the Project, the Applicant shall designate a representative of Federal Realty as the point of contact for all construction-related matters while the Project is under construction. The Applicant shall provide the email address and mobile phone number of this designated representative to the ANC.</p>
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Transportation Mitigation

1. **For the life of the Project**, the Applicant shall adhere to the following Transportation Demand Management plan measures:

Site-Wide TDM

- a. Unbundle the cost of vehicle parking from the lease or purchase agreement for each residential unit and retail space and charge a minimum rate based on the average market rate within a quarter mile.
- b. Identify Transportation Coordinators for the planning, construction, and operations phases of development. There will be a Transportation Coordinator for each retail tenant and the entire site. The Transportation Coordinators will act as points of contact with DDOT, goDCgo, and Zoning Enforcement and will provide their contact information to goDCgo.
- c. Transportation Coordinator will conduct an annual commuter survey of building employees and residents on-site, and report TDM activities and data collection efforts to goDCgo once per year.
- d. Transportation Coordinator will develop, distribute, and market various transportation alternatives and options to employees, customers, and residents, including promoting transportation events (i.e., Bike to Work Day, National Walking Day, Car Free Day) on property website and in any internal building newsletters or communications.

- e. Transportation Coordinator will subscribe to goDCgo's residential newsletter and receive TDM training from goDCgo to learn about the transportation conditions for this project and available options for implementing the TDM Plan.
- f. Provide residents and site employees who wish to carpool with detailed carpooling information and will be referred to other carpool matching services sponsored by the Metropolitan Washington Council of Governments (MWCOG) or other comparable service if MWCOG does not offer this in the future.
- g. Post all transportation and TDM commitments on building website, publicize availability, and allow the public to see what has been promised.
- h. Offer a SmarTrip card and one (1) complimentary Capital Bikeshare coupon good for a free ride to every new resident and employee.
- i. Provide at least 106 long- and 20 short-term bicycle parking spaces.
- j. Long-term bicycle storage rooms will accommodate non-traditional sized bikes including cargo, tandem, and kids bikes, with a minimum of four (4) designed for longer cargo/tandem bikes (10 feet by 3 feet), a minimum of nine (9) designed with electrical outlets for the charging of electric bikes and scooters, and a minimum of 53 allowing bicycles to be placed horizontally on the floor. There will be no fee to the residents or employees for usage of the bicycle storage room and strollers will be permitted to be stored in the bicycle storage room.
- j.k. [If the Applicant provides more than 310 residential units, the required bicycle parking will increase in accordance with Subtitle C, Chapter 8 and DCMR Title 18, Section 1214.](#)
- k.l. Install a minimum of ten (10) electric vehicle (EV) charging stations to satisfy DDOT's recommendation of one (1) station per 50 spaces.
- l.m. Following the issuance of a Certificate of Occupancy for the Project, the Transportation Coordinator will submit documentation summarizing compliance with the transportation and TDM conditions of the Order (including, if made available, any written confirmation from the Office of the Zoning Administrator) to the Office of Zoning for inclusion in the IZIS case record of the case.
- m.n. Following the issuance of a Certificate of Occupancy for the Project, the Transportation Coordinator will submit a letter to the Zoning Administrator, DDOT, and goDCgo every five (5) years (as measured from the final Certificate of Occupancy for the Project) summarizing continued substantial compliance with the transportation and TDM conditions in the Order, unless no longer applicable as confirmed by DDOT. If such letter is not submitted on a timely basis, the building shall have sixty (60) days from date of notice from the Zoning Administrator, DDOT, or goDCgo to prepare and submit such letter.

Residential Specific Base TDM Plan

n.o. Provide welcome packets to all new residents that should, at a minimum, include the Metrorail pocket guide, brochures of local bus lines (Circulator and Metrobus), carpool and vanpool information, CaBi coupon or rack card, Guaranteed Ride Home (GRH) brochure, and the most recent DC Bike Map. Brochures can be ordered from DDOT's goDCgo program by emailing info@godcgo.com.

Retail Specific Base TDM Plan

e.p. Post "getting here" information in a visible and prominent location on the website with a focus on non-automotive travel modes. Also, links will be provided to goDCgo.com, CommuterConnections.com, transit agencies around the metropolitan area, and instructions for customers discouraging parking on-street in Residential Permit Parking (RPP) zones.

p.q. Transportation Coordinator will demonstrate to goDCgo that retail tenants with 20 or more employees are in compliance with the DC Commuter Benefits Law to participate in one of the three transportation benefits outlined in the law (employee-paid pre-tax benefit, employer-paid direct benefit, or shuttle service), as well as any other commuter benefits related laws that may be implemented in the future such as the Parking Cash-Out Law.

Enhanced TDM Plan Components

q.r. Install a Transportation Information Center Display (electronic screen) within the lobby containing information related to local transportation alternatives. At a minimum the display should include information about nearby Metrorail stations and schedules, Metrobus stops and schedules, car-sharing locations, and nearby Capital Bikeshare locations indicating the availability of bicycles.

r.s. Provide a bicycle repair station in each long-term bicycle parking storage room.

s.t. Provide one (1) collapsible shopping cart (utility cart) for every 50 residential units, for a total of seven (7), to encourage residents to walk to the grocery store and run errands.

Enhanced Plus TDM Plan Components

t.u. Hold a transportation event for residents, employees, and members of the community once per year for a total of two (2) years. Examples include resident social, walking tour of local transportation options, goDCgo lobby event, transportation fair, WABA Everyday Bicycling seminar, bicycle safety/information class, bicycle repair event, etc.).

u.v. Collect parking demand and trip generation data annually for three (3) years after building opening and report this information to DDOT's Planning and Sustainability Division (PSD).

v.w. To encourage teleworking, provide a business center on-site and available for free to residents 24 hours per day, 7 days per week. Access to a printer and internet services will be included.

w.x. Fund the expansion of the Capital Bikeshare Station at Wisconsin Avenue and Ingomar St NW by eight (8) docks, subject to DDOT approval.

Miscellaneous

1. No building permit shall be issued for the Project until the Applicant has recorded a covenant binding the Property in the land records of the District of Columbia by the Applicant for the benefit of the District of Columbia that is satisfactory to the Office of Zoning Legal Division and to the Zoning Administrator (the “PUD Covenant”). The PUD Covenant shall bind the Applicant and all successors in title to construct and use the Property in accordance with this Order, as may be amended by the Commission. The Applicant shall file a certified copy of the PUD Covenant with the Office of Zoning.
2. The map amendment to the MU-9A Zone District shall be effective upon recordation of the PUD Covenant.
3. The Applicant shall file an application for building permit for the Project within two (2) years of the effective date of this Order, and construction must begin within three (3) years from the effective date of this Order.
4. In accordance with the DC Human Rights Act of 1977, as amended, DC Official Code § 2-1401.01 et al (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, familial 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.