

ZC Case No. 15-27
300 Morse Street, NE
Proposed Public Benefits and Amenities

<u>PROFFER</u>	<u>CONDITION</u>
<p><u>1. Urban Design, Architecture, and Open Space (11 DCMR § 2403.9(a))</u> –The Applicant proposes to redevelop the PUD Site with four buildings (“Building A,” “Building B,” “Building C,” and “Building D”), which will include residential, retail, office, and potential hotel uses (the “Project”). The Project will be constructed in two phases. Phase I (the consolidated PUD) includes development of the southern portion of Building A (“Building A1”), Building B, and the southern portion of Building C (“Building C1”). Phase II (the first-stage PUD) includes the northern portion of Building A (“Building A2”), the northern portion of Building C (“Building C2”), and Building D. The Applicant will create new theoretical lots for each Building.</p> <p>Upon completion of all Buildings, the Project will have an aggregate floor area ratio (“FAR”) 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. If Building D is occupied with the optional hotel use, approximately 121,484 square feet of gross floor area will be devoted to hotel use. Approximately 105,469 square feet of gross floor area will be devoted to parking and loading support spaces for the Project. Building heights will range from 78 feet to 130 feet. The Project will include a total of 682 off-street parking spaces.</p> <p>The Buildings and open space improvements incorporate high-quality design that will have a positive impact on the visual and aesthetic character of the neighborhood, will respond to the PUD Site’s location and historical</p>	<p>The Project shall be developed in accordance with the Architectural Plans and Elevations dated December 23, 2016 (Ex. 61A), as supplemented by the revised sheets dated January 26, 2017 (Ex. 72A) (the “Plans”) and as modified by the guidelines, conditions, and standards of this Order.</p> <p>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 (the 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 (the 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.</p>

context, and will integrate a variety of uses that will directly benefit the community. The Project includes significant new streetscape features, including new streets, sidewalks, landscaping and trees, bicycle racks, benches, lighting, and other amenities that will encourage pedestrian activity and greatly improve the existing streetscape which presently caters exclusively to vehicles and provides unsafe sidewalk conditions. The streets throughout the PUD Site will be lined continuously on both sides with neighborhood-serving retail, and the Buildings will be interspersed with a variety of parks, plazas, seating, and open gathering spaces. The Project's overall streetscape plan will contribute to the appearance of the proposed Buildings and their appeal to residents and visitors by creating an animated sense of place that connects retail activity with pedestrians on the street and the residents above. In addition, the streetscape has been designed to utilize many of the concepts that are proposed in the Union Market Streetscape Guidelines, which are being developed by DDOT and OP.

The Buildings themselves will have varying heights, materials, and a mix of uses. Residential units will be offered at a wide range of price points available through diverse offerings. A variety of commercial spaces will be provided to support diverse businesses and create a well-amenitized community. The PUD is not being developed to the maximum permitted density in order to create human-scaled public open spaces and ensure good light and air between the Buildings and in the public open spaces.

With respect to site planning and efficient and economical land utilization, the Applicant's proposal to replace the existing one-story wholesale buildings and surface parking with new mixed-use, mixed-income, high-density buildings constitutes a significant urban

design benefit. This is particularly significant given the PUD Site's location. The Project will complete the transformation of the western side of the Florida Avenue Market district, together with numerous new and exciting development projects in close proximity, thereby fulfilling the goals of the Florida Avenue Market Study.

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 PUD approved in Z.C. Order No. 14-07, as amended (the "Fourth Street PUD") by a 48-foot wide alley (the "Alley"). 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. The Alley, as measured from the Fourth Street PUD, labeled from east to west, is comprised of a 5 foot planting area; 24 foot drive lane; 1 foot rolled curb; 10 foot bike lane, 1 foot paving band; and 7 foot circulation zone.

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.

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

	<p>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.</p>
<p><u>2. Housing and Affordable Housing (11 DCMR § 2403.9(f))</u> – The Project will create new housing and affordable housing consistent with the goals of the Zoning Regulations, the Comprehensive Plan, and the Mayor's housing initiative. The overall project will provide a total of approximately 1,091,201 square feet of new residential gross floor area (approximately 1,103 units). Under the Zoning Regulations, the Project is required to dedicate 8% of the residential gross floor area to affordable housing (approximately 87,296 square feet), all of which may be set aside for households earning up to 80% of the AMI. The Project will provide significantly more affordable housing and at a steeper subsidy by dedicating 11% of the residential gross floor area (approximately 120,036 square feet) to affordable units at 50% and 80% of the AMI as follows:</p> <ul style="list-style-type: none"> a. Approximately 5.5% of the residential gross floor area in Buildings A1, A2, B, C2 and D will be set aside for households earning up to 50% of the AMI, as shown on the Affordable Housing Chart; and b. Approximately 5.5% of the residential gross floor area in Buildings A1, A2, B, C2 and D will be set aside for households earning up to 80% of the AMI, as shown on the Affordable Housing Chart below. <p>If Building A2 is developed as for-sale housing, then the Applicant will reduce the</p>	<p><u>2. Prior to the issuance of a Certificate of Occupancy for each residential Building and for the life of the Project,</u> the Applicant shall demonstrate to the Zoning Administrator the following:</p> <ul style="list-style-type: none"> a. <u>For the life of the Project,</u> the Applicant shall: <ul style="list-style-type: none"> i. Provide a total of 1,091,201 square feet of residential Gross Floor Area (“GFA”) of housing; ii. Set aside no less than 11% of the residential GFA, equaling not less than 120,036 square feet, as inclusionary units pursuant to 11-C DCMR Chapter 10; iii. Set aside no less than 62 units (50% of the inclusionary units) comprising at least 60,018 square feet of GFA as inclusionary units for households earning equal to or less than 50% of the Median Family Income (“MFI”) (50% MFI Units”); and iv. Set aside no less than 62 units (50% of the inclusionary units) comprising at least 60,018 square feet of GFA as inclusionary units for households earning equal to or less than 80% of the MFI

total affordable housing proposed for Building A2 from 11% to 8% of Building A2's residential gross floor area, all of which will be dedicated to households earning up to 80% of the AMI, and will 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 result in the following allocations:

a. **Building A1:**

- i. 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
- ii. 17,011 square feet of Building A1's residential gross floor area will be dedicated to households earning up to 80% of the AMI.

b. **Building B:**

- i. 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
- ii. 4,731 square feet of Building B's residential gross floor area will be dedicated to households earning up to 80% of the AMI.

The affordable units will include a range of unit types, from studios to three-bedrooms.

("80% MFI Units").

- b. The distribution of the affordable housing units shall be in accordance with Sheets 16-16A and 122-133 of the Plans dated January 26, 2017, marked as Exhibit 72A of the record, and in accordance with the following chart (See end of document).
- 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.

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 8% 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:

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:

- i. 30,100 square feet of Building A1's residential gross floor area to households earning up to 50% of the AMI; and
- ii. 17,011 square feet of Building A1's residential gross floor area to households earning up to 80% of the AMI.

	<p>b. <u>Prior to the issuance of a Certificate of Occupancy for Building B and for the life of the Project</u>, the Applicant shall demonstrate to the Zoning Administrator that it has dedicated the following affordable housing in Building B:</p> <ul style="list-style-type: none"> i. 11,587 square feet Building B’s residential gross floor area to households earning up to 50% of the AMI; and ii. 4,731 square feet of Building B’s residential gross floor area to households earning up to 80% of the AMI. <p>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 8% of its residential gross floor area to households earning up to 80% of the AMI. In no event shall any building include less than 8% of its residential gross floor area devoted to inclusionary units.</p> <p>All IZ units shall maintain affordability in accordance with all applicable requirements of the Zoning Regulation as of the date of this Order.</p>
<p><u>3. Environmental Benefits (11 DCMR § 2403.9(h))</u> – The Applicant will ensure environmental sustainability through the implementation of a variety of design features, materials, and systems, which will further enhance the already sustainable nature of the PUD Site’s mixed-use, transit-rich location and minimize impacts on the environment. The Project provides a host of environmental benefits consistent with the recommendations of 11 DCMR § 2403.9(h), which include street tree planting,</p>	<p><u>3. Prior to the issuance of a building permit for Buildings A1 and B</u>, 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. <u>Prior to the issuance of a building permit for Building C1</u>, the Building C1 owner shall have the individual obligation to register Building C1 with the USGBC to commence the LEED certification process under the</p>

<p>landscaping, energy and water efficient systems, construction waste management techniques, methods to reduce stormwater runoff, and ample bicycle parking. Moreover, Buildings A1 and B will achieve LEED Gold certification under the USGBC LEED for New Construction v2009 rating standards, Building C1 will achieve LEED Gold certification under the USGBC LEED for Core and Shell v.2009 rating standards, and each Building within the First-stage PUD will, in its Second-stage PUD application, achieve the total number of LEED points consistent with the USGBC LEED Gold for New Construction v2009 rating standards.</p>	<p>USGBC’s LEED Core and Shell v2009 rating standards. <u>Prior to the issuance of a building permit for each Building in the Second-Stage PUD</u>, 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><u>Prior to the issuance of a Certificate of Occupancy for each Building in the Consolidated PUD</u>, 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.</p> <p><u>Prior to the issuance of a Certificate of Occupancy for each Building in the Second-Stage PUD</u>, 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><u>4. Employment Benefits (11 DCMR § 403.9(j))</u>. The Applicant will submit to the Department of Consumer and Regulatory Affairs (“DCRA”) a First Source</p>	<p><u>4. Prior to the issuance of a Certificate of Occupancy for each Building within the Consolidated PUD and the First-Stage PUD</u>, each Building owner shall have the</p>

<p>Employment Agreement for each Building, consistent with the First Source Employment Agreement Act of 1984 and the Apprenticeship Requirements Amendment Act of 2004.</p>	<p>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><u>5. Transportation Benefits (11 DCMR §2403.9(c))</u> – The Project includes a number of elements designed to promote effective and safe vehicular and pedestrian movement, transportation demand management (“TDM”), and connections to public transportation services. The Project incorporates significant improvements to the streetscape surrounding and within the PUD Site that will improve the transportation network in the Florida Avenue Market district and establish a street grid within the PUD Site in lieu of the chaotic paved areas that currently exist.</p> <p>The Applicant will reconnect the street grid by extending Morse Street, adding a new section of 3rd Street, and connecting Neal Place into 3rd Street, thus creating a two-way vehicular circulation route that connects Morse Street to 3rd Street to Neal Place. The Applicant will also open and improve the existing Alley running between Building C and the Fourth Street PUD, creating a secondary circulation route around the PUD Site and completing the grid. The Applicant will improve Morse Street, 3rd Street, Neal Place, and the Alley with new paving, curbs, gutters, sidewalks, landscaping, lighting, and other pedestrian amenities, all in accordance with DDOT standards, and will provide street-activating and community-serving retail. All three streets will be private but will utilize 10’ x 16’ scored concrete as recommended in the proposed Union Market Streetscape Guidelines, so as to be consistent with the other streets in the market area. The</p>	<p><u>5. Prior to the issuance of a Certificate of Occupancy for the first Building completed within the Consolidated PUD</u>, the Applicant shall demonstrate to the Zoning Administrator that it has completed construction of:</p> <ul style="list-style-type: none"> 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 (Ex. 61A), and the Plans dated January 26, 2016 (Ex. 72A), showing such improvements for each relevant Building delivery. Morse Street, 3rd 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 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. 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

Alley will be finished with permeable pavers to match the balance of the Alley being installed as part of the Fourth Street PUD.

To promote pedestrian travel, the Applicant will undertake significant improvements to the streetscape surrounding and within the PUD Site. All sidewalks and elements in public space will be built to DDOT standards, and many improvements will include elements of the Union Market Streetscape Guidelines. Sidewalks will be over-sized to allow for café seating, outdoor vending and pedestrian circulation, and to further support new businesses. Building canopies along Morse and 3rd Streets will provide extra shade and a visual connection to the historic market warehouse buildings to the east of the PUD Site. In total, the Project will provide over two-thirds of an acre of pedestrian streetscape improvements along the three street sections.

To promote bicycle travel, the Applicant will provide secure, indoor bicycle parking within each Building, as well as numerous exterior bicycle racks in appropriate locations on the PUD Site adjacent to the Buildings. The Applicant will create a dedicated bicycle lane in the Alley that will ultimately provide a bicycle connection to the proposed New York Avenue Rails to Trails bicycle path. The Applicant will further install a bicycle lane from the Alley to 4th Street, NE, along the north side of Morse Street, NE.

In order to further improve vehicular circulation around the PUD Site and surrounding area, the Applicant will install a new traffic signal at the intersection of 4th and Morse Streets, NE, at an approximate cost of \$250,000, and will install 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, at an approximate cost of \$12,000.

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 **prior to the issuance of a Certificate of Occupancy for the first Building completed within the Consolidated PUD**, 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 3rd Street and the Alley.

Prior to the issuance of a Certificate of Occupancy for Building C1, 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 1-foot paving band, and half of the 10-foot bicycle lane, and as shown on Sheet L1.32 of the Plans.

Prior to the issuance of a Certificate of Occupancy for Building C1, the owner of Building C1 shall demonstrate to the Zoning Administrator that it has installed a bicycle lane in the Alley, as shown on L1.32 of the Plans. 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 6 months following the issuance of the Certificate of Occupancy

The Applicant will pay 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.

The Applicant will further dedicate 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.

for the South Parcel building of the Fourth Street PUD.

Prior to the issuance of a Certificate of Occupancy for each Building, 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.

Prior to the issuance of a Certificate of Occupancy for each Building completed within the Consolidated PUD, 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.

Prior to the issuance of a Certificate of Occupancy for the first Building completed within the Consolidated PUD, the Applicant shall demonstrate to the Zoning Administrator that it has installed a bicycle lane on Morse Street, between the Alley and 4th Street.

Prior to the issuance of a Certificate of Occupancy for the first Building completed within the Consolidated PUD, the Applicant shall demonstrate to the Zoning Administrator that it has (i) installed a new traffic signal, subject to DDOT approval, at the intersection of 4th and Morse Streets, NE, and (ii) 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 (i) \$250,000 necessary

<p>Each Building owner will designate a Transportation Management Coordinator responsible for organizing and marketing the TDM plan and will act as a point of contact with DDOT for the relevant Building;</p> <p>In addition, each Building owner will implement the following TDM strategies:</p> <ul style="list-style-type: none"> a. Provide TDM materials to new residents as part of the Residential Welcome Package; b. Price all on-site vehicle parking at market rate at minimum, defined as 	<p>to install a new traffic signal at 4th and Morse Streets, NE, and (ii) \$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> <p><u>Prior to the issuance of a Certificate of Occupancy for the first Building completed within the Second-stage PUD</u>, 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> <p><u>Prior to the issuance of a Certificate of Occupancy for the first Building completed within the Consolidated PUD</u>, 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> <p><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>, 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> <p><u>For the life of the Project</u>, each Building owner shall have the individual obligation to:</p> <ul style="list-style-type: none"> a. Provide TDM materials to new residents as part of the Residential Welcome Package for Buildings A, B, C2, and D;
--	---

<p>the average cost for parking within a 0.25 mile radius of the PUD Site;</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> <p>d. Provide a total of four bicycle repair stations, located within the bicycle storage rooms in Buildings A1, B, and C1, and adjacent to the public plaza, as shown on Sheets 37-39, 44, 69, and 82 of the Plans;</p> <p>e. Exceed the zoning requirements to provide bicycle parking/storage facilities at each of the Buildings, as shown on Sheets 37-39, 44, 69, and 82 of the Plans, which include long term (secure, interior) and short-term (exterior) spaces;</p> <p>f. Install a transit information screen in each of the residential and office lobbies, containing information related to local transportation alternatives;</p> <p>g. Dedicate \$200.00 per residential unit within each phase of development in alternative transportation incentives that can be used for an annual Capital Bikeshare membership, an annual carshare membership, a carshare driving credit, or for bicycle repair/maintenance;</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;</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> <p><u>Prior to the issuance of a Certificate of Occupancy for Buildings A1, B, or C1</u>, 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.</p> <p><u>Prior to the issuance of a Certificate of Occupancy for the A1 Building</u>, the Applicant shall demonstrate to the Zoning Administrator that it has installed one bicycle repair station at the public Plaza.</p> <p><u>Prior to the issuance of a Certificate of Occupancy for each Building</u>, the Applicant shall demonstrate to the Zoning Administrator that it has exceeded the zoning requirements for bicycle parking for the applicable building.</p> <p><u>Prior to the issuance of a Certificate of Occupancy for each Building</u>, 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> <p><u>Prior to the issuance of a Certificate of Occupancy for each residential Building completed within the Consolidated PUD and Second-stage PUD</u>, respectively, each Building owner shall have the individual obligation to demonstrate to the Zoning</p>
--	--

<p>h. Provide two cargo bicycles within each residential Building; and</p> <p>i. Provide three rolling shopping carts within each residential Building.</p>	<p>Administrator that it has dedicated \$200.00 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 within each phase of the project, it shall be disbursed to a TDM-related entity or organization at DDOT direction.</p> <p><u>Prior to the issuance of a Certificate of Occupancy for each residential Building,</u> each Building owner shall have the individual obligation to demonstrate to the Zoning Administrator that it has:</p> <ul style="list-style-type: none"> a. Purchased and placed two cargo bicycles within each residential Building; and b. Purchased and placed three rolling shopping carts within each residential Building.
<p><u>6. Uses of Special Value to the Neighborhood and the District of Columbia as a Whole (11 DCMR § 2403.9(I))</u> – The Applicant will develop three public park/plaza spaces within the PUD Site as follows:</p> <p>A. Florida Avenue Park. As shown on Sheets 20 and L1.01-L1.05 of the Plans, the Applicant will extend the park space approved as part of Z.C. Case No. 15-01 for The Highline at Union Market into the PUD Site. The additional park area has been</p>	<p><u>6. Uses of Special Value to the Neighborhood and the District as a Whole</u></p> <p><u>A. Prior to the issuance of a Certificate of Occupancy for Building A1 or B (whichever is first),</u> 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</p>

designed and fully coordinated with the developer of the Highline (the “Highline Developer”) to create a seamless park experience and community gathering area. The portion of the Florida Avenue Park on the PUD Site will feature a continuation of terraced greenspace, public seating areas, and two pathways that provide handicapped, bike, and stroller accessibility. It will also feature a biofiltration garden and extensive landscaping that will buffer the rail tracks to the west, and wayfinding elements to help orient pedestrians entering the Florida Avenue Market area. The combined park area will encompass approximately one-third of an acre of land that will serve as a meaningful greenspace and gateway into the Florida Avenue Market area from Florida Avenue and the NoMa Metrorail Station. Pursuant to Condition No ___ of this Order, the Applicant must complete approximately 75% of the construction of the portion of the Florida Avenue Park located on the PUD Site prior to the issuance of a certificate of occupancy for the first Building completed within the Consolidated PUD, with the remainder to be completed within the next 120 days.

The Applicant will also place \$150,000 into an escrow fund for the benefit of the Highline Developer, to be used in connection with improvements to the Florida Avenue Park to enable the provision of handicapped accessible pathways.

The Applicant will establish a Property Management Company that will maintain the Florida Avenue Park in partnership with the Highline Developer.

B. The Plaza. As shown on Sheets 20, L1.01-L1.19 of the Plans, the Plaza will occupy approximately one-third of an acre of land and extend from Florida Avenue Park to the corner of Morse and 3rd Streets, NE. The Plaza will complete the critical pedestrian connection from NoMa and Old City into the

the PUD Site, in accordance with Sheets 20 and L1.01-L1.04 of the Plans, as certified by the landscape architect. 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.

Prior to the issuance of a building permit for the first Building to be constructed within the Consolidated PUD, 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 to the Florida Avenue Park to enable the provision of handicapped accessible pathways.

Prior to the issuance of a Certificate of Occupancy for the first Building completed within the Consolidated PUD, 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.

B. The Plaza. Prior to the issuance of a Certificate of Occupancy for Building A1 or B (whichever is first), the Applicant shall demonstrate to the Zoning Administrator that it has completed 75% of construction of the Plaza, as certified by the landscape architect,

Florida Avenue Market area, and will be a preeminent gathering space or commons for neighborhood residents, office workers, students, shoppers and visitors alike. Together with the Florida Avenue Park (a total 0.6 acre area), the Plaza will afford pedestrians a series of experiences that are enticing, activated, and informative to first-time visitors. Pursuant to Condition No ___ of this Order, the Applicant must complete approximately 75% of the construction of the Plaza prior to the issuance of a certificate of occupancy for the first Building completed within the Consolidated PUD, with the remainder to be completed within the next 120 days.

The central feature of the Plaza is the Gantry (the “Gantry”), a metal-framed structure that represents a de-constructed form of the nearby rail gantries. The Gantry will provide a third side to the Plaza along the rail tracks, creating a window for passengers on passing trains. The Gantry will also serve as a neighborhood identifier and a backdrop for outdoor events, such as musical performances, movies, and festivals. Most significantly, the Gantry will be interactive with a series of jets that will emit fog-like water vapor at regular intervals – recalling the era of steam railcars at the PUD Site. Specialty stone paving will extend through the Gantry allowing people, especially children, to engage with this unique water feature. A series of wooden benches will frame the stone paving, providing parents and others a place to congregate that is outside of the primary pedestrian traffic area. The seating in this area will be positioned using deaf-space design principles that accommodate people speaking sign language.

Located across the Plaza from the Gantry is a set of terraced steps (“the Steps”), which will provide additional seating to serve as another communal gathering space for everyday users, as well as a viewing area for special

in accordance with Sheets 20, L1.01-L1.04, and L1.07-L1.19 of the Plans. 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.

events. The Steps utilize a similar design to the wood bench seats at the Gantry, and again utilize deaf-space principles through their orientation. The Steps further frame the southern face of the Building A1 with landscaping connecting a café terrace and covered outdoor terrace that is an extension of the Building A1 residential courtyard.

At the bottom of the Steps is the entrance to a retail space and resident bike parking on the B01/Plaza Level of Building A1. The A1 Building Owner will make this area available to accommodate additional short-term, public bicycle parking through either (i) designated publicly accessible bicycle parking spaces; or (ii) a bicycle valet operated by the Property Management Company, retail tenant, or BID on weekends and during special events. In combination, these elements will create a highly activated gathering space that has views of the Gantry, Florida Avenue Park, and beyond toward NoMa and downtown DC.

The easternmost section of the Plaza has been designed as a pedestrian thoroughfare which is intimate enough to be pedestrian-friendly but with room to accommodate temporary vendor stations as contemplated for 3rd Street in the Florida Avenue Market Study. Lined on both sides by retail storefronts and café terraces, with landscape separation on the south side, the paved area will comfortably allow for vendor stations and a circulation zone that responds to deaf space design principles.

Additional deaf space design principles are also incorporated within the Plaza, including pulling back Building B's ground floor and adding a curved stair element in lieu of a wall to improve sight lines into the Plaza and avoiding blind corners. In addition, material variation is incorporated at the transition from the Plaza to the street and sidewalk to help inform the change into a vehicular space.

Prior to the issuance of a Certificate of Occupancy for Building A1, the A1 Building owner shall demonstrate to the Zoning Administrator that it has either (i) reserved a portion of the B01/Plaza Level for publicly accessible bicycle parking; or (ii) established a bicycle valet operated by the Property Management Company, retail tenant, or BID to operate on weekends and during special events.

Loose furniture is also provided, which gives greater flexibility for seating arrangements for the hearing impaired.

As the plaza opens to 3rd and Morse Streets, a wayfinding totem or similar element will provide orientation to key destinations within the Florida Avenue Market area, as well as adjacent landmarks such as Gallaudet University, Two Rivers Charter School, NoMa Metro Station, among others.

C. Neal Place Park. As shown on Sheets 20, L1.01-L1.02, and L1.20-L1.21 of the Plans, Neal Place Park will be an urban park located at the western terminus of Neal Place, NE, and wrapping the northwest corner of Neal Place and 3rd Street to provide almost 12,000 square feet of additional public open space. Neal Place Park will include additional seating, outdoor dining, and an artistic water feature that will serve as a focal point for pedestrians walking from Union Market and other retail in the Florida Avenue Market area. The final design of Neal Place Park will be part of the Second-Stage PUD application. Pursuant to Condition No ___ of this Order, the Applicant must complete approximately 75% of the construction of Neal Place Park prior to the issuance of a certificate of occupancy for the first Building completed within the Consolidated PUD, with the remainder to be completed within the next 120 days.

The site of the future Neal Place Park will feature pop-up business incubators that will accommodate small, local, start-up businesses devoted to the creation of goods and services (“Makers”). Maker uses are defined as:

- a. Production, distribution, or repair of goods, including accessory sale of related product;

Prior to the issuance of a Certificate of Occupancy for Building A1 or B

(whichever is completed first), 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.

C. Neal Place Park. Prior to the issuance of a Certificate of Occupancy for Building A2,

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. 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.

<ul style="list-style-type: none"> b. Uses encompassed within the Arts, Design, and Creation Use Category as currently defined in 11 DCMR Subtitle B § 200.2, including an Art Incubator, as currently defined in 11 DCMR Subtitle B § 100.2, but not including a museum, theatre, or gallery as a principal use; c. Production and/or distribution of food or beverages and the accessory sale or on-site consumption of the related food and beverage; d. Design related uses, including Media/Communications, Computer system and software design; Fashion design; Graphic design; or product and industrial design. e. <p>The Applicant will install approximately 3,000 square feet of retrofitted containers or similar structures to house Makers on the site of the future Neal Place Park. The Applicant will target marketing of the containers to Makers through the following actions:</p> <ul style="list-style-type: none"> a. Retain a retail broker with experience marketing to and securing a variety of tenant types, including Makers; b. Sponsor a workshop that encourages the maker movement; c. Market the proposed retail space to retail tenants within Union Market; and d. Market the proposed retail space to retail tenants operating in Union Kitchen or similar facility. 	<p><u>C.1 Prior to the issuance of a Certificate of Occupancy for Building A1</u>, 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:</p> <ul style="list-style-type: none"> a. Retain a retail broker with experience marketing to and securing a variety of tenant types, including Makers; b. Sponsor a workshop that encourages the maker movement; c. Market the container spaces to retail tenants within the Florida Avenue Market area; and d. Market the container spaces to retail tenants operating in Union Kitchen or similar facility. <p>The Applicant shall install, maintain, and operate this area as Pop-Up Retail/Makers Space Incubators and green space until the</p>
---	---

D. Interim Park. As shown on Sheets 20-21 and L2.05-L2.07 of the Plans, approximately 41,000 square feet of land area will be devoted to an interim park located where Buildings C2 and D will be constructed (the “Interim Park”). The Interim Park will have a large multi-use lawn area that can accommodate events such as outdoor fitness classes, musical performances, and festivals. A gravel parking area along the Alley and adjacent to the Interim Park will provide a convenient pull-up zone for food trucks, vendors, and exhibitors. The Interim Park will also have space dedicated to outdoor lawn games and an “Imagination Playground” that will feature interactive foam building blocks.

The Applicant will install furnishings and equipment for the Interim Park, all of which will be used in other areas of the PUD and/or

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.30.

The Applicant shall have the flexibility to relocate the containers as necessary to accommodate building construction.

D. Interim Park. Prior to the issuance of a Certificate of Occupancy for Building A1, 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.

Prior to the issuance of a Certificate of Occupancy for Building C1, 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.

Prior to the issuance of a Certificate of Occupancy for the first Building completed within the Consolidated PUD, the Applicant shall demonstrate to the Zoning Administrator that it has:

- a. Completed the installation of furnishings and equipment for the Interim Park. **Prior to the issuance of**

donated to local schools once the Interim Park is built out.

Adjacent to the Interim Park at the rear of Parcel D is an existing dis-used rail loading platform that the Applicant will restore to provide a historic reference. The loading platform will be retained following construction of Building D, but may be relocated as part of the construction.

E. Maker Spaces: The Applicant will dedicate approximately 2,250 square feet of total retail space in Building A1 or Building B, and approximately 2,250 square feet of total retail space in Building C2 or Building D for Makers. The Maker spaces will be marketed 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. The Applicant will target marketing to Makers by retaining a retail broker with experience marketing to and securing a variety of tenant types, including Makers.

a Certificate of Occupancy for the last Building completed within the Second-Stage PUD application, 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;

- b. Restored the dis-used loading platform at the rear of Parcel D.

E. Maker Spaces.

E.1. Prior to the issuance of a Certificate of Occupancy for Building A1 and Building B, the Building owner shall have the individual obligation to demonstrate to the Zoning Administrator that

- a. It has dedicated a minimum of 2,250 total square feet for Makers in Building A1 or Building B (spread between Buildings A1 and B, or located in either Building A1 or B);
- 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
- c. It has and/or is in the process of marketing the 2,250 total square feet of Maker space to Makers by retaining a retail broker with experience marketing to and securing a variety of tenant types, including Makers.

Prior to the issuance of a Certificate of Occupancy for Building C2 and Building D, the Building owner shall have the individual obligation to demonstrate to the Zoning Administrator that

F. Metropolitan Branch Trail: The Applicant will contribute \$10,000 to the Metropolitan Branch Trail beautification program (PowWowMural) via the NoMa BID.

G. Utilities. The Applicant will extend all new utilities throughout the entire PUD Site, at a cost of approximately \$2.4 million. The utilities for the Consolidated PUD will be oversized for future development to provide capacity for additional buildings outside of the PUD and in order to minimize utility

- a. It has dedicated a minimum of 2,250 total square feet for Makers in Building C2 or Building D (spread between Buildings C2 and D, or located in either Building C2 or D).
- 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
- c. It has and/or is in the process of marketing the 2,250 total square feet of Maker space to Makers by retaining a retail broker with experience marketing to and securing a variety of tenant types, including Makers.

E.2. For the life of the Project, 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.

F. Metropolitan Branch Trail: Prior to the issuance of a Certificate of Occupancy for the first Building completed within the Consolidated PUD, 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.

G. Utilities. Prior to the issuance of a Certificate of Occupancy for the first Building completed within the Consolidated PUD, 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

<p>work in the streets during later phases of development of the PUD.</p>	<p>work in the streets during future phases of development.</p>
---	---

Affordable Housing Chart

	Building A1	Building A2¹	Building B	Building C2	Building D (resid. option)	Affordable Control Period	Affordable Unit Type	Total
Total	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%)
Market Rate	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)
50% AMI	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)
80% AMI	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)

¹ 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. 2).