Exhibit F

WELLS + ASSOCIATES

MEMORANDUM

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To: District of Columbia Zoning Commission

Cc: Eric Siegel, 1333 M Street, SE, LLC
Leila Batties, Holland & Knight

From: Jami L. Milanovich, P.E.
Jason J. Shetler, E.I.T.

Date: October 28, 2013

Re: Preliminary Traffic Assessment
1333 M Street, SE
Washington, DC

OVERVIEW

1333 M Street, SE, LLC (referenced herein as the Applicant) proposes to redevelop the property located at 1333 M Street in southeast Washington, D.C. The subject site is located on Squares 1048S, 1067S, and 1025E in Ward 6, as shown on Figure 1. The site is zoned M (General Industry) and is occupied by two vacant buildings. The Applicant proposes a Planned Unit Development (PUD), which would include multi-story mixed-use redevelopment that would contain approximately 517,491 square feet (SF) of residential space (673 residential units) and approximately 10,370 SF of ground floor retail space in three buildings. In conjunction with the PUD, a map amendment will be sought, which will rezone the property from the M (General Industry) District to the C-3-C District.

In addition, the proposed redevelopment will provide approximately 228 off-street parking spaces in two multi-level below-grade parking garages. Access to the parking garages will be provided via M Street, SE.

Wells + Associates currently is working through the required scoping process with the District Department of Transportation (DDOT). A full traffic impact study will be provided under separate cover once complete. A preliminary assessment for the 1333 M Street redevelopment is provided herein.

SITE TRIP GENERATION

The total number of trips generated by the proposed redevelopment would be comprised of vehicular trips and non-auto trips. The vehicular trips for the proposed retail use would be further divided between trips new to the roadway network and pass-by trips, or trips made to/from the site made en route to another destination.

As shown in Table 1, the Institute of Transportation Engineers' (ITE) Trip Generation (9th Edition) Land Use Code (LUC) 220 (Apartment) and LUC 820 (Retail) were used to estimate the total number of trips to/from the redeveloped site. The square footage of retail land use and number of dwelling units for residential use were selected as the independent variables.

Internal Trips

According to ITE, mixed-use developments have a naturally occurring synergy between the various land uses and, therefore, would have a certain number of trips that are shared between the on-site uses. Accordingly, it is anticipated that a certain percentage of the trips generated by the retail uses would be "captured" internally. As a result, the volume of external trips generated by the site would be reduced. Based on the ITE methodology for estimating internal trips, the proposed redevelopment would generate an estimated four AM peak hour internal trips and an estimated 28 PM peak hour internal trips, as shown on Table 1.

Non-auto Trips

A portion of the external trips generated by the proposed redevelopment would be made via non-auto modes of transportation. The percentage of site-generated trips that would use public transportation is dependent on the proximity of the site to transit stops, the walkability of the surrounding area, the degree to which the use of public transit is encouraged, such as by implementation of a transportation demand management (TDM) program, and the availability of parking on-site. Journey-to-work census data for the surrounding neighborhood indicates that 56 percent of residents commute via non-auto modes of transportation and an additional 12 percent carpool. Based on these factors, the non-auto mode split for the site was estimated to be 56 percent for the residential use. The non-auto mode split for the retail use was conservatively estimated to be 15 percent based on the neighborhood serving nature of the proposed retail use. Therefore, as shown in Table 1, 191 AM peak hour trips and 228 PM peak hour trips are projected to be made by non-auto modes of transportation.

Table 1
Trip Generation Summary

Land Use	AM Peak Hour			PM Peak Hour		
	In	Out	Total	In	Out	Total
Apartments – LUC 220 (673 DU)						
Total Trips[1]	67	267	334	252	136	388
Internal Trips	*(1)*	*(1)*	*(2)*	*(8)*	*(6)*	*(14)*
External Trips	66	266	332	244	130	374
Non-auto Trips	*(37)*	*(149)*	*(186)*	*(137)*	*(73)*	*(210)*
New Vehicle Trips	**29**	**117**	**146**	**107**	**57**	**164**
Retail – LUC 820 (10,370 SF)						
Total Trips[1]	24	15	39	63	68	131
Internal Trips	*(1)*	*(1)*	*(2)*	*(6)*	*(8)*	*(14)*
External Trips	23	14	37	57	60	117
Non-Auto Trips	*(3)*	*(2)*	*(5)*	*(9)*	*(9)*	*(18)*
Vehicle Trips	20	12	32	48	51	99
Pass-by Reduction[3]	*(5)*	*(3)*	*(8)*	*(24)*	*(26)*	*(50)*
New Vehicle Trips	**15**	**9**	**24**	**24**	**25**	**49**
Development Totals						
Total Trips[1]	91	282	373	315	204	519
Internal Trips	*(2)*	*(2)*	*(4)*	*(14)*	*(14)*	*(28)*
External Trips	89	280	369	301	190	491
Non-Auto Trips	*(40)*	*(151)*	*(191)*	*(146)*	*(82)*	*(228)*
Vehicle Trips	49	129	178	155	108	263
Pass-by Reduction[3]	*(5)*	*(3)*	*(8)*	*(24)*	*(26)*	*(50)*
New Vehicle Trips	**44**	**126**	**170**	**131**	**82**	**213**

[1] Trips generated using Institute of Transportation Engineers (ITE) Trip Generation, Ninth Edition.

[2] Internal Trips based on methodology outlined in ITE Trip Generation Handbook. AM internal capture assumed to be half that of PM.

[3] Pass-by Trips calculated per ITE Trip Generation Handbook. The AM peak and daily pass-by percentages were assumed to be half of the PM peak pass-by percentage.

Pass-by Trips

According to ITE, a portion of the external vehicle trips generated by retail and service uses are attracted from the surrounding roadway network and are trips not new to the surrounding roadways. Such "pass-by" trips are made as intermediate stops on the way to a primary destination. An example of a pass-by trip would be one in which a driver stops at the bank on his/her way home from work.

According to ITE, the average PM peak hour pass-by trip percentage for the shopping centers surveyed was 34 percent. However, the majority of the sites surveyed were significantly larger than the proposed retail component. Since the pass-by percentage generally increase as the size of a shopping center decreases, a PM peak hour pass-by rate of 50 percent was used. An AM peak hour pass-by rate of 25 percent was used.

New External Vehicle Trips

The number of new external vehicle trips generated by the proposed redevelopment was calculated by subtracting the internal capture trips, non-auto trips, and pass-by trips. As shown in Table 1, the proposed redevelopment would generate an estimated 170 AM peak hour vehicular trips and 213 additional PM peak hour vehicular trips.

PARKING ASSESSMENT

According to the District of Columbia Municipal Regulations (DCMR), in the C-3-C district, one parking space is required for every four residential dwelling units. For retail use, one parking space is required for every 750 SF in excess of 3,000 SF. Therefore, the proposed redevelopment would be required to provide 176 off-street parking spaces. The redevelopment plans include a minimum of 228 parking spaces in a multi-level below-grade parking garage.

According to the DCMR, bicycle parking spaces shall be provided for office, retail, and service uses, except retail and service uses in the C-3-C, C-4, and C-5 (PAD) Districts. Therefore, the proposed redevelopment is not required to provide bicycle parking under the DCMR. However, District law requires that one bicycle parking space be provided for every three residential dwelling units. Therefore, 224 bicycle parking spaces would be required for the residential component.

The proposed redevelopment will, at a minimum, provide parking in accordance with current DC law. As plans for the redevelopment are refined, the exact number and location of bicycle spaces will be identified.

LOADING ASSESSMENT

According to the DCMR, in the C-3-C district, a residential building with 50 or more dwelling units would require one 55-foot loading berth, one 200 SF loading platform, and one 20-foot service/delivery space. The residential units for the proposed project would be distributed in three buildings, each requiring a 55-foot loading berth, 200 SF loading platform, and a 20-foot service/delivery space. Retail uses with 8,000 to 20,000 SF of gross floor area require one 30-foot loading berth, one 100 SF loading platform, and one 20-foot service/delivery space. As retail space is distributed in two buildings yielding less than 8,000 SF per building, no loading is required.

As proposed, the redevelopment would include three 30-foot loading berths with 100 SF loading platforms in lieu of the three 55-foot loading berths with 200 SF loading platforms. Also as proposed (as shown on Figure 2), two 20-foot service/delivery spaces would be provided in lieu of three. Therefore, the applicant will be requesting relief from three 55-foot loading berths, three 200 SF loading platforms, and one service/delivery space. Relief from the 55-loading requirement is not anticipated to have a negative impact on the surrounding roadway network since large trucks for move-in/move-out activities and other deliveries are not common for these types of residential developments. In order to ensure that the requested loading relief does not adversely impact the surrounding roadway network, a loading management plan will be implemented. The purpose of the loading management plan is to set forth guidelines and procedures for loading and delivery operations that will avoid adverse impacts on the residents of the proposed development and the surrounding community. The following are the components of the plan:

1) A member of the on-site management team will be designated as a loading coordinator (duties may be part of other duties assigned to the individual). He or she will coordinate all loading activities of the residential building (including deliveries, trash disposal, and residential move-in and move-out activities). The loading coordinator will be responsible for informing tenants of the guidelines and procedures for loading and delivery operations. The loading coordinator will inform tenants of DDOT's regulations for moving trucks and will work with tenants when applying for DDOT permits for moving trucks.
2) A lease provision will require all tenants to use only the loading dock for deliveries and move-in/move-out activities, except in special circumstances as outlined in #5 below.
3) A lease provision will restrict all tenants from using trucks longer than 30 feet, except in special circumstances as outlined in #5 below.

4) All tenants will be required to notify the loading coordinator before moving in or out so that the loading coordinator can ensure no conflicting loading activities will occur and the proper permits, as required, can be obtained by the tenant from DDOT. The tenant shall provide the loading coordinator the following information: time and date that the truck is anticipated to arrive, size of truck being used, and name of the moving service (if applicable).

5) In the rare event that a truck longer than 30 feet is required, in accordance with DDOT policies, a permit is required and a temporary no parking zone can be established on an adjacent street to allow for curb-side loading or unloading adjacent to the building. In this case, the tenants shall notify the loading manager at least three weeks in advance. The loading manager will provide instructions to the tenant so proper permits can be obtained from DDOT and Emergency No Parking signs issued.

6) Permits are required by DDOT for trucks over 40 feet long. The loading coordinator will assist tenants in obtaining appropriate permits; however, issuance of permits is at the discretion of DDOT.

7) No truck idling shall be permitted anywhere on the premises.

The loading facilities for Building 1 and Building 2 are located off of a private street that is proposed in a generally north-south alignment between the two buildings. The private street will intersect M Street on the north and Water Street on the south. The loading facilities have been designed such that trucks accessing the loading berths and service/delivery spaces would enter and exit the site front-first from M Street. Due to the small footprint of Building 3 and its location in the corner of the site, the loading berth for the building would require that trucks back-in from M Street. Trucks would then exit front-first onto M Street. We will continue to evaluate the potential alternatives to this back-in loading berth, such as designation of a curbside loading zone, to determine the most appropriate loading for Building 3.

CONCLUSIONS

In summary, the 1333 M Street, SE site would include demolishing the existing vacant uses on the site to allow for construction of a 527,861 SF mixed-use project. The proposed redevelopment will include approximately 673 residential units and 10,370 SF of retail space in three buildings. The proposed redevelopment is anticipated to generate 170 new AM peak hour vehicle trips and 213 new PM peak hour vehicle trips. A detailed traffic impact study will be conducted to evaluate the impact of the additional traffic generated by the proposed redevelopment.

The proposed development will provide approximately 228 parking spaces in the below-grade parking garages. The Applicant proposes to provide three 30-foot loading berths in

lieu of 55-foot loading berths; therefore, the Applicant is seeking relief from the loading requirements. A loading management plan will be implemented to ensure that the requested relief does not adversely impact the surrounding area.

We trust that this preliminary assessment provides you with adequate information regarding the transportation strategy related to the proposed redevelopment. A full traffic impact study will be provided under separate cover once complete. Should you require any additional information, please do not hesitate to contact us at 703-917-6620, jlmilanovich@mjwells.com or jjshetler@mjwells.com.

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Figures

Figure 1
Site Location Map

North

1333 M Street, SE
Washington, DC

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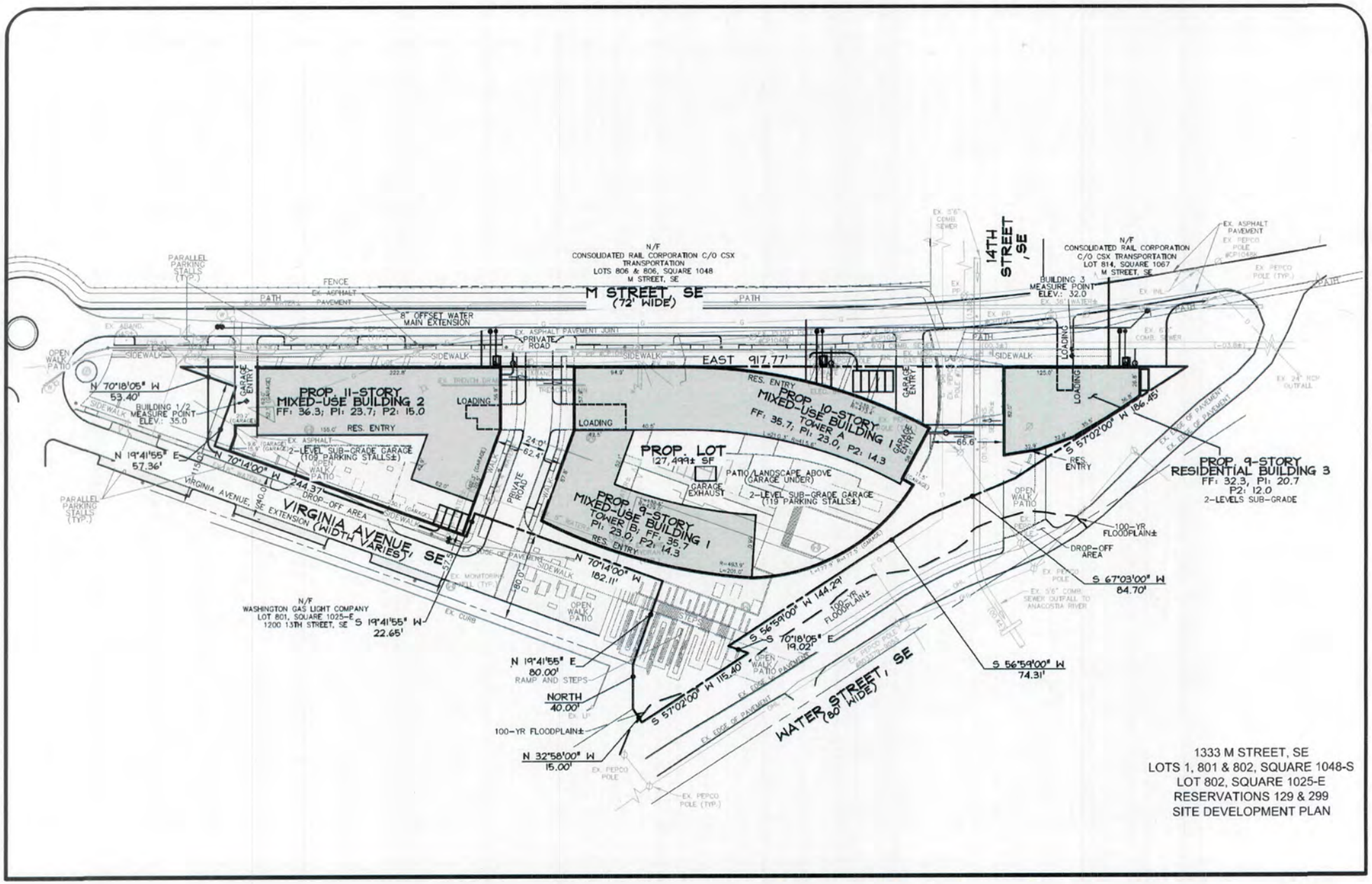

Figure 2
Site Plan

North

1333 M Street, SE
Washington, DC

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