

**APPLICATION TO THE
ZONING COMMISSION OF THE DISTRICT OF COLUMBIA
FIRST-STAGE PLANNED UNIT DEVELOPMENT MODIFICATION
AND
SECOND-STAGE PLANNED UNIT DEVELOPMENT**

**PHASE 2
SOUTHWEST WATERFRONT / THE WHARF
SOUTHWEST WASHINGTON, D.C.**

STATEMENT OF THE APPLICANT

May 12, 2017

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LIST OF EXHIBITS

<u>Description</u>	<u>Exhibit</u>
Application Form 103	A
Surveyor's Plat	B
Architectural plans and drawings	C
Zoning Commission Order No. 11-03	D
Public benefits and project amenities implementation chart	E
200-foot property owners list and mailing labels	F
Notice of Intent and Certificate of Notice	G
Letter of authorization from the Applicant	H

I.
INTRODUCTION

Wharf Phase 3 REIT Leaseholder LLC (“Applicant”), on behalf of the District of Columbia Office of the Deputy Mayor for Planning and Economic Development (“DMPED”), submits this statement and attached documents to the Zoning Commission of the District of Columbia (“Commission”) in support of its applications for a Second-Stage planned unit development (the “Second-Stage PUD”) and a modification to an approved First-Stage PUD (“First-Stage PUD”) for Phase 2 of the Southwest Waterfront redevelopment project, collectively referred to herein as the “Phase 2 PUD.” This application is submitted in accordance with Subtitle X, Chapter 3 and Subtitle Z of the 2016 Zoning Regulations of the District of Columbia, 11 DCMR, and in accordance with the Zoning Commission's approval of the First-Stage PUD as promulgated in Zoning Commission Order No. 11-03 ("Order No. 11-03").

The Southwest Waterfront redevelopment project is generally bounded by the pier head line of the Washington Channel of the Potomac River on the southwest and Maine Avenue on the northeast between 6th and 11th Streets, SW (“PUD Site”). The Maine Avenue Municipal Fish Market is located immediately northwest of the PUD Site. Overall, the PUD Site contains approximately 991,113 square feet (22.75 acres) of land area, and approximately 167,393 square feet (3.8 acres) of piers and docks located within in the adjacent riparian area.

A. Summary of Overall Project Approved in Order No. 11-03

Pursuant to Order No. 11-03 (*dated* October 17, 2011 and *effective* December 16, 2011), the Commission approved a First-Stage PUD and a zoning map amendment for the Southwest Waterfront redevelopment project. The approved map amendment rezoned the PUD Site from W-1 and R-3 to C-3-C, with the exception of Parcel 11, which was rezoned to R-5-B, and Parcel 10,

which maintained its existing W-1 zoning. In addition, the W-1 zone was extended into the Washington Channel to new pierhead lines.

As part of the First-Stage PUD, the Commission approved the overall parameters for the redevelopment of the Southwest Waterfront. The First-Stage PUD authorizes a maximum landside density of 3.87 FAR, excluding private rights-of-way, and a maximum waterside of 0.68 FAR. (See Z.C. Order No. 11-03, Condition Nos. A-1 and A-2). Development parameters pertaining to building height, parking, and loading were also included in the Commission's first-stage approval.

The First-Stage PUD divides the landside portion of the PUD Site into 11 principal building parcels, a number of smaller landside and waterside structures, four major plazas, one large park, a waterfront promenade/shared space, as well as public and private piers. The waterside development includes club buildings for the marinas, buildings on existing Piers 3 & 4, and other minor waterside buildings and facilities. In addition, the parks included in the redevelopment project include smaller retail structures and pavilions.

Regarding building heights, a maximum height of 130 feet was established for Parcels 1 – 9, which are within the approved C-3-C District, with the exception of Parcel 5 which was approved at a maximum height of 110 feet. The maximum building heights for Parcels 10 and 11, which are located at the southeastern end of the PUD Site, are 60 feet and 45 feet, respectively, with a partially occupied penthouse on the residential portion of Parcel 11 rising to approximately 57 feet. Finally, a maximum building height of 45 feet was approved for Pier 4.

With respect to parking facilities, the Commission authorized the construction of one or more below grade parking structures that would provide approximately 2,100 - 2,650 parking spaces on two to three levels. The Applicant is also required to provide parking or storage for approximately 1,500 - 2,200 bicycles and sufficient loading facilities to accommodate the mix of

uses on the PUD Site. Pursuant to Order No. 11-03, the precise amount of parking and loading facilities required for each second-stage development shall be specified by the Commission in each second-stage order. The Commission also approved the phased redevelopment of the PUD Site, and zoning flexibility for lot occupancy on Parcel 11, as well as flexibility in the precise mix of uses in the overall redevelopment project.

B. Summary of Approved Second-Stage PUDs

Since approving the First-Stage PUD, the Commission has granted second-stage PUD approvals to Parcel 1 (Order No 11-03C), Parcels 2, 3, 4, and 11 (Order Nos 11-03A(1)-(4), as modified by Order Nos 11-03G and 11-03H), Parcel 5 (Order No 11-03B, as modified by Order Nos 11-03D and 11-03I), the 7th Street Recreation Pier (Z.C. Order No 11-03E), and Pier 4 (Order No 11-03F). Many of these second-stage approvals also include approval of components of the waterside development; piers, parks and open spaces; ancillary buildings; and other adjacent spaces.

C. Summary of Proposed Modification to First-Stage PUD

The proposed First-Stage PUD modification requests a change in the approved mix of uses for the building proposed on Parcel 8. As approved under the First-Stage PUD, the mix of uses on Parcel 8 is to include either residential or office use above ground-floor retail. As described in detail below, the proposed Parcel 8 building includes residential and hotel uses above ground-floor retail, thus the Applicant is requesting to modify the First-Stage PUD to add hotel use as an approved use on Parcel 8. Notwithstanding the requested change of use, the Parcel 8 building will meet all other development parameters previously approved by the Zoning Commission, as set forth in Order No. 11-03.

D. Summary of Proposed Second-Stage PUD

The area comprising the Phase 2 PUD contains the principal landside buildings and structures located on Parcels 6 – 10, two below-grade parking structures, three principal waterside buildings known as Water Buildings 1 – 3, and the completion of the Wharf Marina. The Phase 2 PUD also includes various landside and waterside accessory structures and kiosks; public areas and open spaces, and several improvements to public and private streets and alleys.

As shown on the Surveyor's Plat attached hereto as Exhibit B, the landside portion of the Phase 2 PUD is located in Record Lot 89 of Square 473, and includes Assessment & Taxation Lots 878, 881, and 921, which collectively comprise approximately 322,738 square feet of land area. The waterside portion of the Phase 2 PUD includes A&T Lots 887 and 888, which collectively comprise approximately 666,683 square feet of riparian area.

Regarding the landside portion of the Second-Stage PUD, on Parcels 6 and 7, the Applicant proposes a mixed-use building containing approximately 523,770 square feet of gross floor area ("GFA") of office and retail/service uses ("Parcel 6/7 Building"). The Parcel 6/7 Building will have a maximum height of approximately 130 feet and a penthouse with a maximum height of 20 feet. On Parcel 8, the Applicant proposes a mixed-use building containing approximately 370,859 GFA of mixed-income residential, hotel, and retail/service uses ("Parcel 8 Building"). The Parcel 8 Building will have a maximum height of approximately 130 feet and a penthouse with a maximum height of 20 feet.

On Parcel 9, the Applicant proposes a mixed-use building containing approximately 227,962 GFA of residential and retail/service uses ("Parcel 9 Building"). The Parcel 9 Building will have a maximum height of approximately 130 feet and a penthouse with a maximum height of 20 feet. On Parcel 10, the Applicant proposes a mixed-use building containing approximately 76,314 GFA of office and retail/service uses ("Parcel 10 Building"). The Parcel 10 Building will

have a maximum height of approximately 60 feet, and a penthouse with a maximum height of approximately 18'-6". The Applicant will also construct two parking garages below Parcels 6 - 10 that will collectively contain approximately 846 vehicle parking spaces and approximately 610 long-term bicycle parking spaces. In addition, approximately 129 short-term bicycle parking spaces will be provided on the surface and within the parking garages.

For the waterside portion of the Phase 2 PUD, the Applicant will construct three principal buildings and complete the Wharf Marina. The first building, referred to as Water Building 1 ("WB1"), will contain approximately 11,886 GFA of maritime service/retail uses and be constructed to a maximum height of approximately 35 feet, not including penthouse. The second building, Water Building 2 ("WB2"), will contain approximately 16,150 GFA of maritime service/retail uses and will be constructed on a fixed pier to a maximum height of approximately 35 feet, not including penthouse. Finally, the third waterside building, Water Building 3 ("WB3"), will contain approximately 5,175 GFA of marina services and support for use primarily by the liveaboard slip license holders and non-profit groups located within the Wharf Marina. The WB3 will be constructed on a floating platform to a maximum height of approximately 38 feet.

The Phase 2 PUD application also includes the development of various accessory structures and kiosks; public areas and open spaces including M Street Landing, the Grove, and Café Terrace; and several improvements to public and private streets and alleys.

E. The Applicant and Development Team

As the master developer of the Southwest Waterfront redevelopment project, Hoffman-Struever Waterfront, L.L.C., doing business as Hoffman-Madison Waterfront, L.L.C. ("Hoffman-Madison"), is processing this application on behalf of the Deputy Mayor's Office for Planning and

Economic Development (DMPED), the owner of the Subject Property. Hoffman-Madison is an investment company managed by P.N. Hoffman, Inc. and Madison Marquette, Inc., two of the most successful developers in the District of Columbia and the Washington region.

The development team also includes several District-based developers that add to the strengths of Hoffman-Madison. These firms include the District-based Certified Local, Small, and Disadvantaged Business Enterprises of E.R. Bacon Development, Paramount Development and Triden Development, as well as District-based CityPartners.

The Phase 2 PUD will be developed by Wharf Phase 3 REIT Leaseholder LLC, an affiliate of Hoffman-Madison.

II. MODIFICATION TO FIRST-STAGE PUD

As part of this application, the Applicant is requesting to modify the First-Stage PUD to change the approved mix of uses for the Parcel 8 Building. Pursuant to the plans approved in the First-Stage PUD, the Parcel 8 Building was approved for a mixed-use building containing ground-floor retail with the option for either residential or office use above, and a maximum height of 130 feet. *See* Case Record for Z.C. 11-03, Exhibits 26A, 26B, 38. As stated in Order No. 11-03, the Parcel 8 Building “will include a covered alley in the two- to four-story base allowing for vehicular and pedestrian circulation and will have towers of seven to 12 stories for a total building height of up to 130 feet which will be devoted to either residential or commercial office uses.” *See* Order No. 11-03, Finding of Fact 37.

The Applicant is requesting to change the mix of uses for the Parcel 8 Building to include ground-floor retail, residential, and hotel uses. Thus, the Applicant is seeking to allow hotel use on Parcel 8. A hotel use is a matter-of-right use within the C-3-C zone approved for Parcel 8 as part of the First-Stage PUD map amendment, and is fully consistent with the District’s vision for

the PUD Site as a lively, mixed-use entertainment district. The proposed hotel use on Parcel 8 will provide additional rooms to accommodate the many visitors expected to want to stay near the District's newly redeveloped Southwest Waterfront once complete.

In addition, the requested modification will not reduce the amount of affordable and workforce housing that the Applicant is required to provide as part of the redevelopment project. As required under Order No. 11-03, the Applicant is required to provide a minimum of 80,000 GFA of affordable housing devoted to households earning up to 60% AMI, and a minimum of 80,000 GFA of affordable housing devoted to households earning up to 30% AMI. *See* Order No. 11-03, Condition B.2. Further, the Applicant is required to devote 20% of the residential gross floor area constructed over and above 500 units to workforce housing for households earning up to 120% AMI. *See* Order No. 11-03, Condition B.3. These amounts of affordable and workforce housing will be maintained despite the requested First-Stage PUD modification.

The requested modification is also not inconsistent with the Comprehensive Plan as it is consistent with PUD Site's Mixed Use: High Density Commercial / High Density Residential land use designation shown on the Comprehensive Plan's Future Land Use Map, and it will advance Economic Development Element policies related to the continued support and growth of the District's core industries, including the hospitality industry, which has proven potential to create new employment opportunities in related industries and helps support the tourism industry. *See* 10-A DCMR §§703.9, 703.10, 709.5, and 709.13.

III.
SECOND-STAGE PUD

A. Overview of the Project Design Intent

The primary objective of the Applicant's overall plan and design of the Southwest Waterfront redevelopment project is to reunite the city with the water's edge and activate it with a

mix of uses. This objective is achieved by the Applicant’s efforts to integrate the city’s unique urban qualities, such as dynamic public spaces that are defined by consistent street walls, with aspects that recall the thriving commercial characteristics of the historic working waterfront that was present on the Washington Channel.

The redeveloped Southwest Waterfront will provide a mix of uses that will activate the area throughout the day and night. The development will be pedestrian-oriented, with an appropriate level of vehicular access that results in a safe, activated streetscape and waterfront. Rather than conceived as a series of individual building projects, the Applicant’s redevelopment plan is designed as a series of gathering places, consisting of both active and passive open spaces, piers, docks, plazas, and squares, that are all defined by a collection of buildings that collectively follow a general set of design parameters while individually establishing a unique architectural identify.

B. Parcel 6 & 7 Building

Architect	SHoP Architects PC
Parcel Area (sqft)	68,828
Height (feet)	130
Number of Stories	10
Building Program (GFA)	
Main Building	539,287
Office	505,619
Retail	33,668
Penthouse	
Height (feet)	20
Habitable (Non-communal/amenity)	0
Habitable (communal/amenity)	18,028
Mechanical (enclosed)	1,124
Mechanical (screened)	5,255
<i>All square footages are reflective of gross floor area as defined by the Zoning Regulations (11 DCMR), as applicable. The square footages and numbers of units reflected above are approximate.</i>	

As shown on the Architectural Plans and Elevations (the “Plans”) attached as Exhibit C, and specifically Exhibit C, Volume A, Section 1, the Parcel 6 & 7 Building contains approximately 523,770 GFA. Of that, approximately 36,409 GFA will be devoted to retail use on the ground floor and approximately 487,361 GFA devoted to office use on Floors 2 - 10. The maximum height of the Parcel 6 & 7 Building is 130 feet, as measured from the level of the curb at the middle of the front of the building along Maine Avenue, SW.

The general massing and program of the Parcel 6 & 7 Building can be summarized as being composed of two office towers connected by a recessed “belt-level” at the second floor (Exhibit C, Volume A, Sheets 1.2 – 1.3, 1.8 – 1.13). The office towers rise above a ground-floor retail and lobby level that is divided into four sections by a north-south pedestrian thoroughfare connecting Maine Avenue and the Wharf and an east-west service thoroughfare that connects 7th Street Park and Parcel 8. The thoroughfares intersect below an open air portion of the second-floor “belt-level” that connects the office towers and provide access to service and loading uses. Small scale retail pavilions on the ground level allow connectivity to the larger scale of the Wharf project, while the “belt-level” floating on top unifies the project.

Each of the four sections of the Parcel 6 & 7 Building ground-floor contain substantial retail space that will provide active retail frontage on all four sides of the building, as well as along the thoroughfares that pass through the ground-floor (Exhibit C, Volume A, Sheet 1.2). The retail along the thoroughfares will create a unique pedestrian experience, especially for the retail located in the ground-floor sections closest to the Wharf which will have storefront and access on all sides. Two lobby areas that serve the upper-level office uses also located on the ground floor and are conveniently located flanking the north-south thoroughfare to facilitate way-finding. The western lobby will have access from 7th Street Park and the north-south thoroughfare, while the eastern

lobby will have access only along the north-south thoroughfare. The ground-floor will also include an access ramp to below-grade parking and a loading area along the eastern private alley between Parcels 7 and 8. The parking and loading along this side of the building have been located such that they will not be visually intrusive on the Maine Avenue streetscape or the open space and promenade along the Wharf. A second loading area will be located along the portion of the east-west service thoroughfare between 7th Street Park and the north-south pedestrian thoroughfare. The location of this second loading area toward the interior of the service thoroughfare and the buffer provided by surrounding retail spaces will minimize views from surrounding parks, opens spaces, pedestrian routes.

As previously stated, the second-floor of the Parcel 6 & 7 Building contains a recessed “belt-level” that connects the two office towers that rise above, and itself will contain office space. The form of the second-level relates to the curved corners and edges found on the ground- and upper-levels of the building, albeit much more pronounced, which creates generous outdoor terraces, lends further definition to the active ground-floor level, and establishes a unique massing for the office towers which appear to float above the ground-floor level (Exhibit C, Volume A, Sheets 1.2, 1.16). Above the north-south pedestrian thoroughfare, the second-level is deeply recessed from Maine Avenue creating a welcoming pedestrian environment and reducing building mass, and resulting in the Parcel 6 & 7 Building appearing as two separate structures. The massing of the second-level is further reduced by a large, oval opening, referred to as “the Oculus,” that will increase natural light to the building and the landscape planned along the pedestrian thoroughfare (Exhibit C, Volume A, Sheets 1.4 – 1.5). This creates a generous, partially-shaded public plaza designed to support and accommodate the increased activity at the ground level.

On Floors 3 - 10, the two office towers extend beyond the envelope of the second-floor “belt-level,” partially covering the outdoor terraces below. The massing of the western office tower, adjacent to 7th Street Park, projects 5 feet beyond the extent of the ground-floor. In contrast, the massing of the eastern office tower only extends to the limits of the ground-floor toward the Wharf and Parcel 8, while being set back along Maine Avenue creating a unique two-level terrace condition facing Arena Stage to the north. Another unique architectural feature of the office towers are the “winter gardens” provided at the northwest corner of the building, facing Maine Avenue and 7th Street Park, and along the southern façade, facing the Wharf. These spaces, some of which will be double-height, will be enclosed with an operable window façade system that can be opened to create outdoor terrace amenities when weather permits, and closed when desired or when weather requires. The design of these spaces considers site specific environmental factors such as sun path, solar radiation, and wind direction, and provides opportunities for natural conditioning and ventilation while also being able to be mechanically conditioned when enclosed (Exhibit C, Volume A, Sheets 1.6, 1.19, 1.39).

The penthouse of the Parcel 6 & 7 Building will contain approximately 18,028 GFA of penthouse habitable space devoted to amenities such as fitness centers, conference rooms, lounges, and event and multi-purpose spaces. The penthouse will also include enclosed penthouse mechanical space and screen mechanical equipment, all of which will be contained within one enclosure with the penthouse habitable space as required under the Zoning Regulations. The penthouse design continues the curving corners and edges found throughout the building; will have a maximum height of 20 feet; and will meet all required setbacks, as measured from the edge of the roof upon which the penthouse is located. The penthouse is surrounded by an outdoor terrace. Along portions of the penthouse, the façade angles away from the edge of the roof creating wider

terrace areas that provide gathering places that take advantage of views along Maine Avenue and toward the waterfront and 7th Street Park (Exhibit C, Volume A, Sheet 1.18).

The design of the Parcel 6 & 7 Building is contemporary in style and relates to the architectural character of the Southwest Waterfront redevelopment project and the evolving character of the surrounding neighborhood. The building's primary exterior expression consists of low- and semi-reflective glass façade that is accented with various other wood, stone, and metal materials depending on the level of the building. At the ground-floor, the low-reflective glass storefront system will maximize views into the active retail spaces and be accented with a palette of dark-colored stone and masonry façade materials, light-color metal panels, and light-colored paving. The upper-level office floors will primarily be clad in semi-reflective glass façade and accented with stone, wood, and metal panel materials that complement the materials used on the ground-floor. The outdoor terraces will also be paved with wood and light-color pavers that are similar to the ground-floor. Finally, the penthouse will be primary clad in semi-reflective glass, wood, and dark metal panel. The penthouse terrace will be paved with light-color pavers and wood planks (Exhibit C, Volume A, Sheets 1.32 – 1.41).

Continued to Next Page

C. Parcel 8 Building

Architect	ODA
Parcel Area (sqft)	39,393
Height (feet)	130
Number of Stories	
Building Program (GFA)	
Main Building (sqft)	370,859
Residential	265,788
Retail	26,316
Hotel	78,755
Penthouse (sqft)	
Habitable (Non-communal/amenity)	10,260
Habitable (communal/amenity)	5,860
Mechanical (enclosed)	4,073
Mechanical (screened)	2,899
<i>All square footages are reflective of gross floor area as defined by the Zoning Regulations (11 DCMR), as applicable. The square footages and numbers of units reflected above are approximate.</i>	

As shown in the proposed plans, the Parcel 8 Building contains approximately 370,859 GFA. Of that, approximately 26,316 GFA will be devoted to retail use on the ground floor, approximately 78,755 GFA devoted to hotel use, and approximately 265,788 GFA devoted to residential use. The maximum height of the Parcel 8 Building is 130 feet, as measured from the level of the curb at the middle of the front of the building along Maine Avenue, SW.

The massing and program of the Parcel 8 Building consists of a one-story retail base with a “U-shaped” mass above that is comprised of three bars forming a large, landscaped courtyard that opens towards the Wharf and Washington Channel and will contain a pool and other amenities for the residential portion of the building (Exhibit C, Volume B, Sheets 1.22, 1.41). The three bars composing the “U-shaped” massing of the building are efficiently designed as double-loaded corridors, each approximately 65-foot wide, which will contain residential and hotel uses. The north bar, along Maine Avenue, and the east bar, located adjacent to Parcel 9,

will contain residential use, including a substantial amount of affordable and workforce housing (Exhibit C, Volume B, Sheets 1.2 – 1.9).

As shown in the attached plans, the massing of the east bar steps away from the Wharf at each successive floor creating a series of outdoor terraces that takes advantage of the southern exposure and maximizes prime waterfront views (Exhibit C, Volume B, Sheet 1.40). The terraced massing also allows greater natural light into the open courtyard of the Parcel 8 Building and affords increased views from the neighboring Parcel 9 Building. Conceptually, the massing of the west bar, which contains the proposed hotel use, is a counterpoint to the terracing of the east bar such that the mass “removed” from the east bar is “added” to the west bar as a cantilever that projects toward the waterfront. This cantilevering of the west bar enhances the urban qualities of the open space located adjacent to the Parcel 8 Building, “the Grove,” as well as the Wharf, and optimizes waterfront views at the upper floors of this portion of the building. In addition, the hotel façade will have a sawtooth design that further enhances views toward the water while at the same time providing a level of privacy from the adjacent Parcel 6/7 Building and the Parcel 8 residential tower.

The ground-floor of the Parcel 8 Building will contain approximately 26,316 GFA of retail uses. Consistent with how the Parcel 8 Building is described in the First-Stage PUD order, the ground-floor of the building will contain a “covered alley, ” referred to as Water Street, that will permit pedestrian and vehicular circulation. The covered alley divides the ground floor into two components, creating a retail pavilion along the Wharf that can be accessed on all four sides and relates to the retail pavilions of the Parcel 6/7 Building (Exhibit C, Volume B, Sheet 1.18). The main portion of the ground floor contains a substantial amount of retail space along Maine Avenue, which may connect to lower-level retail within a portion of the below-grade garage, and

additional retail space along the covered alley and fronting on “the Grove,” an open space provided between the Wharf and the Parcel 8 Building. The residential and hotel lobbies are also located in the main portion of the ground floor, both access from the Wharf side of the building. The residential lobby is located along the covered alley, screened from the Wharf by the retail pavilion. The hotel lobby is more prominently located such that it will be more readily visible from the Wharf and the Grove, and thus easier to find by hotel guests. Finally, an access ramp to below-grade parking will be located along the east side of the Parcel 8 Building ground-floor, and the loading area for the building will be located along the west side of the ground-floor (Exhibit C, Volume B, Sheet 1.21).

Above the ground-level, Floors 2 – 12 will contain residential and hotel uses (Exhibit C, Volume B, Sheets 1.22 – 1.32). As previously stated, the residential portion of the Parcel 8 Building will occupy the east and north bars of the building. The proposed residential units will comprise a range of dwelling types at various sizes that will be devoted to a mix of income levels. As shown in Exhibit C, Overall Plan Elements, Sheets 3.1 – 3.3, the Parcel 8 Building will contain approximately 56,393 GFA of affordable housing that is devoted to 30% AMI and 60% AMI households. In addition, the building will contain approximately 71,049 GFA of workforce housing.

As shown on the proposed plans, the hotel portion of the building will occupy the west bar of the Parcel 8 Building, and will be physically separated from the residential portion of the building by stair towers and other back of house building components that extend the full height of the building. The size of the proposed hotel will be smaller than the other hotels included in the Southwest Waterfront redevelopment project and thus will complement the other hotel offerings and increase the range of accommodation types. As currently proposed, the hotel is

expected to contain approximately 116 guest rooms, which is appropriate given the location of the hotel within the larger redevelopment project and relative to the surrounding context. As discussed in the flexibility section below, a hotel flag/operator for the proposed hotel use on Parcel 8 has not yet been identified; and therefore, the Applicant is requesting flexibility to vary the number of hotel rooms.

The penthouse of the Parcel 8 Building will contain approximately 16,120 GFA of penthouse habitable space devoted to residential uses and hotel amenities. The penthouse will also include enclosed penthouse mechanical space and screen mechanical equipment, all of which will be contained within a single enclosure with the aforementioned penthouse habitable space, as required under the Zoning Regulations (Exhibit C, Volume B, Sheets 1.33 – 1.35).

The residential portion of the penthouse will contain one story of habitable space, a portion of which will include a mezzanine, and a second story containing mechanical space. The first story will primarily have a height of approximately 10 feet. The second story of the residential penthouse, containing mechanical equipment, will extend to a maximum of 20 feet. The hotel portion of the penthouse will contain one story of habitable space devoted to hotel amenities, including the potential for an indoor pool, and will primarily have a maximum height of 20 feet above the level of the roof, with the exception of a portion having a height of 12 feet at the northwestern corner of the building. In addition, the hotel portion of the penthouse may include a bar, restaurant, or lounge use, which are uses only permitted in a penthouse by special exception. As discussed below, the Applicant is requesting the necessary flexibility to allow these uses in the hotel penthouse. Both the residential and hotel portions of the penthouse will meet required setbacks, including guardrails (Exhibit C, Volume B, Sheets 1.36 – 1.39).

The exterior materials of the Parcel 8 Building primarily consist of glass, bent aluminum panels, and perforated aluminum panels. As shown in Exhibit C, Volume B, Sheets 1.42 – 1.47, the residential portion of the building maximizes transparency through use of a low-emissivity (Low-E) glass façade system that is accented with metal slab caps and perforated metal panels that provide privacy between outdoor terraces.

The hotel portion of the Parcel 8 Building will contain similar materials as the residential portion. As stated above, the façade of the hotel will follow a sawtooth pattern to maximize views while simultaneously providing a degree of privacy. Hotel windows will consist of a Low-E glass façade system while bent aluminum panels will be used on the portions of the façade to achieve the desired privacy. Finally, the penthouse will primarily be enclosed with glass façade system (Exhibit C, Volume B, Sheets 1.8).

D. Parcel 9 Building

Architect	Rafael Vinoly Architects PC
Parcel Area (sqft)	24,707
Height (feet)	130
Building Program (sqft)	
Main Building	227,962
Residential	211,882
Retail	16,080
Penthouse (sqft)	
Habitable (Non-communal/amenity)	6,865
Habitable (communal/amenity)	0
Mechanical (enclosed)	432
Mechanical (screened)	1,274
<i>All square footages are reflective of gross floor area as defined by the Zoning Regulations (11 DCMR), as applicable. The square footages and numbers of units reflected above are approximate.</i>	

As shown in Exhibit C, the Parcel 9 Building contains approximately 227,962 GFA, of which approximately 16,080 GFA will be devoted to ground-floor retail use and approximately 211,882 GFA devoted to residential use. The maximum height of the Parcel 8 Building will be

130 feet, as measured from the level of the curb at the middle of the front of the building along Maine Avenue, SW.

The Parcel 9 Building is situated at a prominent location within the overall Southwest Waterfront redevelopment project. Specifically, the building will be visible from along M Street as travelers progress toward Maine Avenue, serving as a gateway element to the larger Southwest Waterfront (Exhibit C, Volume B, Sheet 2.4). In addition, being the easternmost building in the project that is permitted a maximum height of 130 feet, the building will be prominently viewed by boat passengers arriving from the south along the Washington Channel. Finally, the Parcel 9 Building fronts upon M Street Landing, one of the many significant open spaces provided as part of the redevelopment project.

The design of the Parcel 9 Building responds to the prominence of the building's location, the scale of the surrounding context, and to the setting of the neighboring open space and the Wharf. Generally, the ground-floor of the building is arced in form, with the curved portion of the building oriented eastward toward M Street Landing (Exhibit C, Volume B, Sheet 2.6, 2.9). The ground floor contains retail and residential lobby space, as well as loading, and other back of house facilities. In addition, the residential lobby and dedicated parking lift are located along the east side of the ground-floor, facing M Street Landing. Retail space spans the entire frontage of the building along Maine Avenue, the Wharf, and, with the exception of the residential lobby entrance and parking lift, along M Street Landing. Further, retail frontage is extended along Marina Way, a private road running along the west side of the building between Parcels 8 and 9, which will minimize views of the building's loading facilities that are also located along Marina Way.

Above the ground floor, the building contains 11-stories of residential use (Floors 2 – 12)(Exhibit C, Volume B, Sheets 2.10 – 2.15). The footprint of Floors 2 – 3 generally follows that of the arced ground-floor with a large open court opening toward the west onto Marina Way. Floors 2 – 3 also project slightly beyond the extent of the ground-floor along the east, toward M Street Landing, while maintaining the curve alignment along this side of the building. Above the third floor, the building massing becomes more crescent-like, and steps away from M Street Landing at each successive level while maintaining a consistent façade along the interior backside of the building. The stepping of the east façade creates a gentle curve and lean that maximizes views towards the water, increases sunlight to M Street Landing, and minimizes expression of the massing on surrounding public spaces. The lean of the building also creates views along the south toward the Wharf and Washington Channel, along the north toward Maine Avenue and the National Mall, and also establishes a dialog with the Arena Stage across Maine Avenue. Further, the enclosure provided by the curved facades of the Parcel 9 Building and Arena stage, and the buildings on Parcels 10 and 11, help frame the public realm and landscape created by M Street Landing within the surrounding urban context.

The penthouse of the Parcel 9 Building will contain a two-story penthouse containing approximately 6,865 GFA of penthouse habitable space on the first story and penthouse mechanical space on the second story (Exhibit C, Volume B, Sheets 2.15 – 2.16). The penthouse will have a maximum height of 20 feet, and, consistent with the overall form of the building, will follow the gentle curve of the main east facing façade. To further integrate the penthouse with the design of the main building, the unique lean, or slope, of the main building façade is carried to the penthouse level (Exhibit C, Volume B, Sheet 2.2). To allow the angled penthouse façade, the Applicant must request flexibility from the requirement that penthouse walls rise vertically to

a roof, with a slope not exceeding 20% from vertical. As shown in Exhibit C, Volume B, Sheets 2.18 – 2.20, the Applicant has taken steps to minimize the massing of the penthouse by sloping the roof of the proposed penthouse habitable and mechanical space and substantially reducing the penthouse height along the west side. As a result, the penthouse will satisfy the required 1:1 setbacks from all exterior walls of the building (Exhibit C, Volume B, Sheets 2.22 – 2.23). However, as a result of the Applicant's efforts to meet the penthouse setback requirements while integrating the design of the penthouse with this uniquely-shaped building the Applicant must request additional flexibility to allow multiple penthouse heights for penthouse habitable space and penthouse mechanical space.

The Parcel 9 Building's primary exterior materials consist of glass and concrete (Exhibit C, Volume B, Sheets 2.30 – 2.41). From the west side, two concrete vertical cores extending through the building are exposed giving a sense of architectural purity to the building. From there, the remainder of the building exterior is primarily composed of different types of glass enclosure. At the ground-floor, glazed storefront and faceted glass panel will be used along the retail frontage. For the upper residential levels, a combination of insulated structural glazed curtain wall system and faceted and radiused glass panel will enclose the building, while a laminated glass system will be used for the outdoor terrace railings. The terraces themselves will consist of a combination of resinous flooring or an extensive green roof system. Similar materials are proposed for the penthouse level.

Continued to Next Page

E. Parcel 10 Building

Architect	Morris Adjmi Architects
Parcel Area (sqft)	26,600
Height (feet)	60
Building Program (sqft)	
Main Building	76,314
Office	60,143
Retail	16,171
Penthouse (sqft)	
Habitable (Non-communal/amenity)	10,714
Habitable (communal/amenity)	0
Mechanical (enclosed)	1,125
Mechanical (screened)	
<i>All square footages are reflective of gross floor area as defined by the Zoning Regulations (11 DCMR), as applicable. The square footages and numbers of units reflected above are approximate.</i>	

As shown in plans attached as Exhibit C, the Parcel 10 Building contains approximately 76,314 GFA, of which approximately 16,171 GFA will be devoted to ground-floor retail use and approximately 60,143 GFA devoted to office use. The maximum height of the Parcel 10 Building will be 60 feet, as measured from the level of the curb along Maine Avenue, SW.

The Parcel 10 Building is located near the eastern terminus of the redevelopment project, and is the last primary landside building in Phase 2 before reaching Waterfront Park (Exhibit C, Volume C, Sheet 1.2, 1.6). It also provides a visual terminus to the eastern end of the Wharf. It is surrounded by the Parcel 11 Building to the east, Water Building 3 and Wharf Marina to the west, Waterfront Park to the south, and M Street Landing and the Parcel 9 Building to the north. Given the building’s location within the PUD Site, and the scale and mix of uses both within the immediate surroundings and the larger context, the Parcel 10 Building is designed to address a unique set of challenges and opportunities.

The Parcel 10 Building anchors the eastern terminus of Wharf Street and provides a defining edge to M Street Landing through its uniquely organized geometric massing (Exhibit C,

Volume C, Sheet 1.5). At the ground-floor, the building has a one-story rectangular podium that engages and supports M Street Landing and the Wharf promenade programmatically through active uses such as retail, cafes, and restaurant uses. In addition, the podium level provides physical support to M Street Landing with outdoor seat steps that are integrated into the base building at the northwestern corner of the podium, on axis with the Wharf promenade. These seat steps receive the view down Wharf Street and provide an elevated viewshed for the public. The podium-level also includes the main entrance to the Parcel 10 Building, which is located at the eastern corner of the building near the intersection of Water Street and M Place. An entrance ramp to below-grade parking and the building's loading facilities are also located along Water Street, hidden from the Wharf and M Street Landing (Exhibit C, Volume C, Sheet 1.9).

Above the podium-level, the building contains 3-stories, each of which will be devoted to office use (Exhibit C, Volume C, Sheets 1.10 – 1.12). The three upper-stories are set apart from the rectangular podium in that they are generally square-shaped, and are rotated 45 degrees relative to the orientation of the podium. The rotation of the upper-floors results in the main elevation of the building being oriented perpendicular to the Wharf promenade providing a focus and visual terminus to this axis, directs views from Maine Avenue towards the Wharf Marina, and maximizes views from the office floors to the north and south along the Washington Channel. To further differentiate the office floors from the retail podium, the second-floor is recessed from the third- and fourth-floor allowing them to disengage and appear to float above the podium.

The penthouse of the Parcel 10 Building will match the footprint of the recessed second-floor of the building and contain penthouse habitable space devoted to office use as well as penthouse mechanical space (enclosed and unenclosed)(Exhibit C, Volume C, Sheet 1.13). The

majority of the penthouse will have a height of approximately 14 feet, with a portion of the penthouse increasing to a maximum of 18 feet to accommodate required mechanical equipment. The remainder of the roof level will contain an outdoor roof terrace. As shown in Exhibit C, the penthouse will meet or exceed required setbacks, including guardrails.

As shown in the plans submitted herewith, the materials proposed for the podium level of the Parcel 10 Building include framed-glass storefront with natural stone, terracotta, or precast concrete cladding (Exhibit C, Volume C, Sheet 1.20 – 1.21). The recessed second-floor and penthouse will be enclosed with a framed glass wall system, while the third- and fourth-floors will be clad in a structurally-glazed wall system.

F. Maritime Facilities and Waterside Development

1. Water Building 1

Water Building 1 (“WB1”) is located along the waterside of the Wharf promenade and adjacent to the Parcel 6/7 Building. As proposed, the modest-sized building will contain approximately 11,886 GFA on two-stories with a maximum height of approximately 34 feet. The design of WB1 is inspired by the design and materiality of the newly constructed Wharf bulkhead that extends the length of the Southwest Waterfront redevelopment project. As shown in the WB1 concept diagram included in Exhibit C, Volume A, Sheets 2.4 – 2.5, the “site” of the WB1 building appears to grow out of the bulkhead line toward the waterfront to form the area upon which the building is placed. As shown, the site is constructed of similar wood materials as the bulkhead, and appears as a natural extension of the Wharf promenade.

To form the volume/massing of the building, the aforementioned extension of the bulkhead is split into two pier bands with the upper band extended vertically to create a

unique roof profile. The extension of the upper pier band also forms the general volume of space within which the intended building program will be located. To support the roof, an angular system of trusses is utilized along the outer edge of the bands which unifies the upper and lower pier bands and creates an iconic structural element that provides WB1 with its own identity within the new Southwest Waterfront. The interior space of the building is established using a simple glass façade that is recessed from the outer edges of the pier bands and trusses.

As stated above, WB1 will contain two floors of retail and maritime services uses as well as a penthouse level. The first floor of the building will contain both retail and maritime service uses, and the second floor of the building will be devoted to retail use. At the roof level, the building will contain a large outdoor terrace that will be used for retail purposes. The building will also contain a modest penthouse that will contain restrooms and storage space to support the roof level terrace, as well as required penthouse mechanical space (Exhibit C, Volume A, Sheets 2.9 – 2.11). The penthouse will meet or exceed all required setbacks, including all guardrails.

As shown in the proposed plans, the materials proposed for the aforementioned upper and lower pier bands of WB1 will be similar to the wood material used for the Wharf bulkhead. In addition, the supporting trusses will be composed of painted steel or other structural material that is clad in metal panel. Finally, the penthouse will be clad in metal panel (Exhibit C, Volume A, Sheet 2.15).

2. Water Building 2

Water Building 2 (“WB2”) is located along the waterside of the Wharf promenade and adjacent to the Parcel 9 Building. As proposed, WB2 will contain two-stories with a

maximum height of approximately 34 feet (Exhibit C, Volume B, Sheets 3.11 – 3.14) As currently proposed, the only penthouse space proposed for the building is that which is necessary to accommodate elevator override(s) and stair towers, and will not contain any penthouse habitable space. WB2 will contain approximately 16,150 GFA, of retail/service and maritime service uses. The first floor of the building will contain both retail/service uses that are located closer to the Wharf, and building support and maritime service uses located closer to Wharf Marina. The second floor of the building will be devoted to retail/service uses, and will also include multiple outdoor terraces that overlook the Wharf and the Washington Channel. The roof level will contain an expansive green roof (Exhibit C, Volume B, Sheets 3.18 – 3.20).

The design of WB2 is influenced by its relationship with the Arena Stage, which is located to the east across Maine Avenue and visually connected with WB2 through M Street Landing. From Maine Avenue, WB2 will provide a focal point to the urban gateway created at M Street Landing, one of the primary entry points into the eastern terminus of the Southwest Waterfront redevelopment project. The building design reflects a modern interpretation of a utilitarian pier building while utilizing materials that are traditional to such structures, and is also influenced by the nearby landscape of M Street Landing (Exhibit C, Volume B, Sheets 3.1 – 3.2).

With respect to massing and articulation, WB2 reflects the different programmatic uses contained within and is arranged to capture the most prominent views along the Washington Channel. Specifically, as shown in the conceptual diagrams included in Exhibit C, the massing is generally composed of an extruded rectangular volume that is broken into two parts, with the part located closer to the Wharf promenade oriented

towards the west to take advantage of views along the length of the Washington Channel, and the part located closer to Wharf Marina oriented southward with views across the Marina and toward East Potomac Park (Exhibit C, Volume B, Sheets 3.5 – 3.10).

The two parts of the building massing are also used to inform the articulation and materiality of the building facades, with the part located along the Wharf designed to reflect a more refined aesthetic through the use of wood as the primary exterior material with galvanized metal accents. Meanwhile, the part overlooking Wharf Marina is intended to reflect a more casual appearance with galvanized metal being the primary exterior material with wood used on exterior stairs and walkways, as well as carried through to the interior, to tie the two building parts together.

3. Water Building 3

Water Building 3 (“WB3”) is located along the waterside of the Wharf promenade just west of Pier 4 and east of Parcel 10 and The Terrace. As proposed, WB3 will contain approximately 5,175 GFA devoted to maritime service uses for use primarily by the liveaboard slip license holders and non-profit groups located within Wharf Marina. WB3 will be constructed atop a floating platform that is part of the Wharf Marina dock system, and will contain two stories and have a maximum height of approximately 38 feet. As currently proposed, the building does not contain a penthouse. The first floor of the building will contain maritime service, operations, and mechanical core uses, including, but not limited to, laundry facilities; restroom and shower facilities; trash/storage area; and water, electric, and other utility equipment. The second floor of WB3 will contain a lounge, kitchen and dining areas, and other mechanical and back of house area (Exhibit C, Volume C, Sheets 2.7 – 2.8).

The design of WB3 is inspired by the familiar form of the pitched roofs and weathered siding of historic maritime structures of the northeast United States (Exhibit C, Volume C, Sheet 2.2). Specifically, the design of WB3 has a simple inverted pitched roof which creates a unique roofline that maintains simplicity in form. From some vantage points, the pitched roof appears to take the shape of a gable roof, while from other vantage points it appears as a butterfly roof, a subtle nod to the immediate context of butterfly roofs found on other smaller accessory buildings found throughout the redevelopment project (Exhibit C, Volume C, Sheet 2.3 – 2.5). The primary materials for WB3 include dark metal cladding with warm-colored metal cladding and window mullion (Exhibit C, Volume C, Sheet 2.15).

4. Wharf Kiosks

Consistent with the kiosks previously approved by the Commission as part of prior second-stage PUDs, the Phase 2 PUD also includes various kiosks interspersed throughout the Wharf. Two kiosks are planned to be constructed initially and the remaining kiosks will be constructed with “roughed-in” utilities and a flexible framework that can be filled in by individual tenants and users to adapt to their unique needs. This approach is consistent with prior second-stage PUDs. As stated in the First-Stage PUD, these outdoor kiosk structures are intended to serve as incubator spaces for small local businesses to try out their retail concepts on a low-risk basis. If successful, the kiosk operators will have an opportunity to move indoors, into one of the spaces reserved throughout the redevelopment project for unique and local business enterprises.

5. Wharf Marina

As part of the Phase 2 PUD, the Applicant will construct new marina docks and piers in accordance with the approved Baltimore District Corp of Engineer construction permit. The proposed waterside infrastructure will be constructed between the 7th Street Recreational Pier and Pier 4, thus completing the construction of Wharf Marina (Exhibit C, Volume C, Sheet 4.1). The Z Dock component of Wharf Marina has already been constructed as part of a prior second-stage PUD. Included in this phase is the construction of approximately 1,000 linear feet of replacement bulkhead on the waterside face of the existing bulkhead and the installation of approximately 1,240 linear feet of timber fendering. In addition, the Applicant will carry out the remaining construction of the Wharf Marina docks to include: V, W, X and Y docks. The marina will be comprised of floating concrete and timber structures and include a maritime fuel dock. As part of Wharf Marina, the Applicant will construct the floating building and fixed piers in accordance with the updated waterside transition plan included in Exhibit C, Volume C, Sheets 4.4 – 4.12.

G. Open Spaces and Thoroughfares

1. Overview

As one of the amenities of the project, Hoffman-Madison is required to provide certain public-use piers, public parks, open spaces, and other public spaces or infrastructure, and must also provide for the maintenance as well as the use, operation and programming of these areas, including the closing of streets, holding of public and private events, and other uses and activities that may occur in these areas.

2. M Street Landing

M Street Landing will be an approximately 1.8 acre landscaped plaza that anchors the eastern gateway into the redeveloped Southwest Waterfront. Located between Parcels 9 and 10, M Street Landing balances the dignity of a civic plaza with elements that are common to a neighborhood park (Exhibit C, Volume C, Sheet 3.2). M Street Landing derives its definition from the buildings on Parcels 9 and 10, WB2, and Arena Stage, each of which are architecturally unique structures that complement the high-quality of the M Street Landing landscape design.

The landscape design is composed of a collection of curvilinear planted landforms that define and enclose several seating areas, stitching the plaza into its broader context and creating a hierarchy of spaces that can accommodate both formal and casual gatherings (Exhibit C, Volume C, Sheet 3.2). The manner in which the planted landforms are organized creates a number of outdoor “rooms” that are populated by benches and surrounded with several shade trees, and which were carefully sited to shield visitors from winter wind and summer sun. The primary “room” of M Street Landing is “Fountain Plaza,” which contains a large, interactive fountain (Exhibit C, Volume C, Sheet 3.6). Along the west, the landscape extends along the edge of Wharf Street and creates a buffer between M Street Landing and shared space of Wharf Street. Further, the curvilinear forms of the plaza extend to the seat steps that are integrated into the podium of the Parcel 10 Building, resulting in another interesting outdoor room within the landscape.

The M Street Landing landscape design utilizes a combination of planting, water, and pavement to provide animation to the space while allowing for flexible uses of the plaza such as farmer’s market stalls, movable café tables and chairs, concessions, events,

and performances. The proposed plantings consist of a multi-season palette that will enliven the space and offer different experiences by season (Exhibit C, Volume C, Sheet 3.7). For example, the plaza will be planted with several high canopy, broad-leafed trees which will provide ample shade in the summer, while several types of deciduous trees will provide strong fall colors while complementing the consistent colors and varied textures of proposed evergreens. Further, the proposed landscape design includes several varieties of winter blooming shrubbery and spring and summer blooming plants to contribute to the sense that the landscape offers something special in every season.

3. The Grove

The Grove is an open space located adjacent to the Wharf, within a plaza defined by a Parcel 6/7 Building retail pavilion on the west, and the hotel entrance and retail pavilion of Parcel 8 Building on the north and east, respectively (Exhibit C, Volume B, Sheet 4.8). The primary defining element of this open space is a grove of Kentucky coffeetrees that invites pedestrians in from all sides, and particularly as they make their way along the east-west pedestrian thoroughfare of the Parcel 6/7 Building, the covered alleyway, Water Street, of the Parcel 8 Building, and the Wharf promenade (Exhibit C, Volume B, Sheet 4.9).

The primary stand of trees is raised approximately 18-inches above grade and retained by seat walls and steps that engage with the surrounding buildings, and frame view across the Washington Channel and into the Wharf Marina. The rows of trees within the grove are set a slightly varying levels providing a relatively uniform canopy but with multiple, overlapping seating areas. The trees are planted in crushed stone paving that terraces down toward the Wharf promenade providing a shady respite that is

ideal for informal arrangements of movable tables and chairs (Exhibit C, Volume B, Sheets 4.12 – 4.13).

The perimeter of the Grove is defined by a collection of smaller paved terraces that can be flexibly used for outdoor seating and dining by adjacent restaurants. Across the Wharf promenade, four additional coffeetrees continue the grove's canopy and shade over to the water's edge where two sided timber benches will provide opportunities to rest and enjoy the daily movement of people, boats and activities along the Wharf and within Wharf Marina.

4. The Terrace

Located between the Parcel 10 Building and Waterfront Park, Café Terrace and its associated raised lawn area will help transition from the more active urban parks, plazas and buildings along the Wharf, to the more passive Waterfront Park and existing residential neighborhoods of Southwest (Exhibit C, Volume C, Sheet 3.13).

The Terrace is located immediately east of the Parcel 10 Building, creating an entry forecourt for the building's main entrance and an ideal opportunity for outdoor seating and dining for the adjacent ground-floor retail/service uses. A series of seat walls, chairs and tables on the terrace will encourage visitors enjoy the Wharf promenade and the waterfront (Exhibit C, Volume C, Sheets 3.15 – 3.16). In addition, a public elevator located within the podium of the Parcel 10 Building will open onto the Terrace and connect visitors from below-grade parking to, among other things, the Wharf, public piers and docks, open spaces, and cruise ship operations at Pier 4.

The lawn panel adjacent to The Terrace is raised and leveled above the existing grade and situated to take advantage of several framed vistas across the Washington

Channel and to the south toward the Potomac River (Exhibit C, Volume C, Sheet 3.17, 3.19). Accessible pathways from the terrace and lawn connect to nearby Waterfront Park, local streets, neighborhood walks, and the Wharf promenade along the water's edge. Continuing the language of Waterfront Park, the plantings, pavings, seat walls, and site structures within The Terrace and lawn area utilize local materials and native plant species to evoke the various natural environments of the region.

5. The Wharf

As described in the First-Stage PUD, the Wharf will be, first and foremost, a pedestrian environment adjacent to the Washington Channel, that also can operate to allow for low-speed, low-volume vehicular access to business fronts, restaurants, elderly and disabled passenger drop off, and valet parking along the water's edge. The Wharf will be a flexible environment that can closed periodically for special events and certain nights and weekends to emphasize and enhance the pedestrian experience while still maintaining emergency access.

The continuation of the Wharf from 7th Street Park to M Street Landing will be constructed as part of the Phase 2 PUD, which will follow the same design pattern of other sections of the Wharf that have already been approved and are under construction, consisting of an approximately 60-foot wide, curbless "shared space" that uses non-traditional traffic calming measures to limit vehicular speed, provide a safe pedestrian environment, and create a seamless and flexible space that is highly adaptable. Such measures include use of a variety of hardscape elements and street fixtures such as planters, bollards, seating, light fixtures, trees, and railings; differentiating paving patterns and textures; flush curbs, water features, and other methods to designate

pedestrian-only zones from shared zones. The Wharf will contain a continuous pedestrian zone that is provided along its entire length, and will be programmed to safely mix pedestrian uses, vehicular uses, and commercial uses such as kiosks and café zones.

Innovative stormwater management designs have been carefully integrated into the Wharf such as large underground cisterns and significant low impact development (“LID”) type plantings. A double row of London Planetrees trees along the edge of the Washington Channel will provide shade for walking and sitting pedestrians, reduce urban heat island effect, reuse collected stormwater, and associate the promenade’s proximity to the waterfront with an easily identifiable riparian tree species. These measures will add to the pedestrian experience, reduce the volume of stormwater runoff entering the Washington Channel, and improve the water quality of the Potomac River watershed.

6. Maine Avenue

As part of the Phase 2 PUD, Maine Avenue, SW between 7th Street and Water Street will be reconstructed consistent with the streetscape design that has been previously approved by the Commission, with the exception that the buildings along Maine Avenue included in Phase 2 have been set back an additional five feet compared to those included in Phase 1 to provide even greater sidewalk width. As described in the First-Stage PUD, Maine Avenue along the length of the Southwest Waterfront redevelopment project is envisioned to be an urban, tree-lined boulevard that provides generous pedestrian circulation space; accommodates multiple modes of transportation; provides safe and convenient loading and curbside management; and incorporates LID strategies that help protect the environment. In addition, the proposed improvements along Maine Avenue include the continued motorcoach loading and unloading operation

that currently exists. Consistent with the buildings that have been approved by the Commission and are under construction, the buildings within the Phase 2 PUD having frontage along Maine Avenue are set back from the property line approximately 15 feet, except for bay projections and shop windows, to allow for a generous sidewalk, planting zone, and a ten-foot wide, bi-directional, grade-separated dedicated bicycle lane.

Like the Wharf, Maine Avenue has been designed to incorporate an LID planting zone that collects stormwater from the sidewalk and contributes to the sites overall stormwater management plan. Additionally, the surface of the bicycle lane is anticipated to be a permeable surface that helps reduce runoff, and help provide water to the critical root zone of the street trees along Maine Avenue. Permeable cobbles are placed between planting areas to provide for additional stormwater capture and treatment as well as locations for café seating. Finally, two rows of newly planted trees are proposed with continuous soil trenches to provide tree canopy cover, and significant efforts have been made to preserve existing “heritage trees” (Exhibit C, Overall Plan Elements, Sheet 2.20).

7. The Mews

The interstitial spaces between and within building on Parcels 6, 7, and 8 are designed as private mews streets or alleys. These connectors will not only provide primary entrances for access to parking and loading/service areas, but are also intended to be low-speed, curbside pedestrian-dominated environments that support unique retail, restaurants, and entertainment opportunities.

The mews streets that are oriented perpendicular to Maine Avenue provide a small scale street grid within the PUD Site, increase site porosity, and provide an enhanced number of viewsheds from Maine Avenue to the Washington Channel. These

smaller visual connections combined with the enhanced views from the primary public spaces of the redevelopment project will provide unprecedented linkages between the Washington Channel and the Southwest neighborhood. The mews streets that are parallel to the Washington Channel and run through Parcels 6, 7, and 8, provide additional options for circulation through the PUD Site, provide more varied and granular experiences, provide shelter and protection from the elements, and increase opportunities for exploration and variety within the PUD Site.

The mews will be designed to be flexible in nature and may at times facilitate vehicular access and loading, and at other times be primarily pedestrian in nature and filled with café tables and spill-over retail and entertainment opportunities. Loading bays and vehicular/bicycle parking garage entries are primarily provided off of the mews; however, these private rights-of-way have been carefully designed to provide adequate vehicular circulation space while minimizing the aesthetic and experiential impact on the pedestrian experience within the mews.

H. Parking and Loading Facilities

Pursuant to the First-Stage PUD order, the redevelopment project “shall include one or more below-grade parking structure(s) on two or three levels providing parking spaces for approximately 2,100 – 2,650 vehicles. The project shall also include parking or storage for 1,500 – 2,200 bicycles on-site. *See* Order No. 11-03, Condition A.4. As part of the ongoing construction of Phase 1 of redevelopment project, the Applicant is constructing a single below-grade parking garage below Parcels 1 – 5 that contains approximately 1,483 vehicle parking spaces (“Garage 1”). In addition, Phase 1 will contain parking and storage for approximately 1,192 bicycles located on the surface and within Garage 1.

As part of the Phase 2 PUD, the Applicant proposes to construct two additional below-grade parking garages (“Garage 2” and “Garage 3”) which collectively will contain approximately 846 vehicle parking spaces and approximately 610 long-term bicycle parking spaces. In addition, approximately 129 short-term bicycle parking spaces will be provided on the surface and within the parking garages. As shown on the plans included in Exhibit C, Overall Plan Elements, Sheets 1.17 – 1.18, each of the garages will contain two levels, with the footprint of the second level in both garages significantly reduced due to the presence of the Metrorail green line. Garage 2 will be located below Parcels 6 – 8, and will be accessible from the above described ramps located along the east side of the Parcel 6/7 Building and Parcel 8 Building. Garage 2 will be used by the occupants, residents, and visitors of the uses within the Parcel 6/7 Building and Parcel 8 Building, as well as contain general use parking.

Garage 3 will be located below Parcels 9 and 10, as well as M Street Landing, and will be accessible from the ramp located in the podium level of the Parcel 10 Building along Water Street. Residents of Parcel 9 will also be able to access Garage 3 using two vehicle lifts within the Parcel 9 Building. Parking spaces within Garage 3 will be used by the occupants, residents, and visitors of the uses within the Parcel 9 and Parcel 10 building, as well as include general use public parking. Finally, parking for Wharf Marina, WB1, WB2, and WB3 will be available in both proposed garages.

Loading facilities for the buildings located on Parcels 6 – 10 will be located within each building. With the exception of the Parcel 10 Building, loading facilities have been carefully located along mews streets and private alleys to minimize impact on the pedestrian environment while providing adequate space for managed on-site loading and service needs. Given access constraints, the loading facilities for the Parcel 10 Building are located off of Water Street, SW.

Truck size and hours will be carefully managed on-site to facilitate the operational and programmatic needs of the site through a comprehensive loading and curbside management plan that is tailored to each building's location and expected loading demand.

Bicycle racks have been distributed around and throughout the project site for convenience access, primarily focused adjacent to the dedicated bicycle facility that will run along Maine Avenue. This is intended to encourage visitors to park bicycles on the perimeter of the PUD Site and experience the site as a pedestrian, but does not preclude full access to the site and available parking within the site for cyclists. Similar to Phase 1 of the redevelopment project, in addition to the bicycle parking and storage located within Garages 1 and 2, additional bicycle parking and amenities will be located throughout the area of the Phase 2 PUD. These facilities are being thought of as high-quality street furniture that is seamlessly incorporated with the urban design of the project and will help to contribute to the project's sense of place. As shown in Exhibit C, Overall Plan Elements, Sheet 1.22, several bicycle racks will be provided along Maine Avenue and the Wharf promenade, which will follow the same "inverted U" design that is being used in Phase 1 and is preferred by the District. Additional bicycle racks will be provided within M Street Landing, as will a new Capital Bikeshare station. Bicycle convenience accommodations will also be provided such as publically accessible air pumps, and tool/repair stations.

IV. TABULATION OF DEVELOPMENT DATA

Pursuant to Order No. 11-03, Condition No. C-1, the tabulation of development data for each building within the Phase 2 PUD, and the overall Southwest Waterfront redevelopment project, is provided in Exhibit C, Overall Plan Elements, Sheets 1.15 – 1.16.

V.
PUBLIC BENEFITS AND PROJECT AMENITIES

As recognized by the Commission in its approval of the First-Stage PUD, the Southwest Waterfront redevelopment will provide an exceptional number and level of public benefits and project amenities including, but not limited to: (i) the creation of a new mixed-income, mixed-use community that reactivates the Southwest Waterfront; (ii) substantial affordable, workforce, and market-rate housing opportunities; (iii) multi-modal transportation improvements; (iv) several environmental benefits including vastly improved storm water management; and (v) significant improvements to the Maine Avenue Fish Market and connections to Banneker Overlook and 10th Street, SW. See Z.C. Case No. 11-03, Exhibit 60 and Z.C. Order No. 11-03, at 13-16.

Pursuant to Z.C. Order No. 11-03, Condition C-3, the Applicant must provide a detailed implementation plan for the public benefits and project amenities with each second-stage PUD application. The implementation plan is required to identify the benefits and amenities proposed for the particular second-stage PUD application, the benefits and amenities already implemented, and the benefits and amenities yet to be implemented. In fulfillment of this requirement, attached as Exhibit E is the Applicant's Public Benefits and Amenities Implementation Chart.

A. Affordable and Workforce Housing

The depth, quantity, and extent of the affordable and workforce housing being provided within the Southwest Waterfront redevelopment project is unprecedented for a project of its kind, and the required affordable and workforce housing program represents the most comprehensive and diverse housing mix ever to be completed in a public-private partnership in the District of Columbia. While the exact layout and distribution of the affordable and workforce housing units continues to be refined and improved, it is being created to ensure that each of the mixed-income

apartment buildings within the project are proportionally distributed with 30% AMI, 60% AMI, 100% AMI, 120% AMI and Market Rate units, and that within these buildings the internal distribution of these units is balanced and integrated.

With the exception of the building on Parcel 11, the Southwest Waterfront redevelopment project is exempt from Inclusionary Zoning (“IZ”) requirements since, as certified by the District of Columbia Department of Housing and Community Development, the project is subject to a mandatory affordable housing requirement that exceeds IZ requirements. The First-Stage PUD requires the Applicant to set aside a total of 160,000 GFA to affordable housing throughout the project. Half of that amount must be affordable to households earning no more than 60% AMI, and the remaining half affordable to households earning no more than 30% AMI. See Order No. 11-03, Condition B.2. Further, the Applicant is required to devote 20% of the residential gross floor area constructed over and above the first 500 units to workforce housing for households earning up to 120% AMI. See Order No. 11-03, Condition B.3.

As part of Phase 1 of the redevelopment project, which includes all second-stage PUD approvals granted by the Commission thus far, the Applicant is providing approximately 825,049 GFA devoted to residential dwellings, which equates to approximately 869 units, in three residential buildings located on Parcels 2, 4, and 11. Of that amount, approximately 104,223 GFA, or approximately 131 dwelling units, will be devoted to affordable housing units, of which approximately 48,778 GFA, or approximately 62 dwelling units, will be devoted to 30% AMI households, and approximately 55,445 GFA, or approximately 69 dwelling units, will be devoted to 60% AMI households. Within the Parcel 11 Building, which is subject to IZ requirements, approximately 8,953 GFA, or approximately 11 dwelling units, will be set aside for households earning no more than 50% and 80% AMI. Additionally, Phase 1 of the project includes

approximately 54,861 GFA of workforce housing, of which approximately 34,961 GFA, or approximately 46 dwelling units, will be devoted to households earning up to 100% AMI, and approximately 19,900 GFA, or approximately 23 dwelling units, will be devoted to households earning up to 120% AMI.

As part of the Phase 2 PUD, the Applicant will provide approximately 477,670 GFA devoted to residential dwellings, which equates to approximately 317 units, distributed between Parcels 8 and 9. Of that amount, approximately 56,393 GFA will be devoted to affordable housing units, of which approximately 31,273 GFA will be devoted to 30% AMI households, and approximately 25,119 GFA will be devoted to 60% AMI households. In addition, the Phase 2 PUD includes approximately 71,049 GFA of workforce housing, of which approximately 45,279 GFA will be devoted to households earning up to 100% AMI, and approximately 25,770 GFA will be devoted to households earning up to 120% AMI. The affordable and workforce housing provided within the Phase 2 PUD will be located within the Parcel 8 Building.

Overall, the total amount of affordable housing that will be provided by the Applicant is approximately 160,615 GFA, slightly above the 160,000 GFA requirement under the First-Stage PUD, which will be devoted to 30% and 60% AMI households. This results in a total of approximately 184 new affordable units that will be distributed more or less evenly between 30% AMI and 60% AMI households. In addition, the Applicant will provide a total of approximately 125,910 GFA of workforce housing, which will help address the substantial housing demand that exists at the 100% AMI and 120% AMI household income levels which are often filled by members of essential community services such as firefighters, police officers, and school teachers. A summary of the Applicant's entire residential program, both by GFA and dwelling

units, is included in Exhibit C, Overall Plan Elements, Sheet 3.1. The summary is organized according to location within the redevelopment project and level of affordability.

VI.
FLEXIBILITY UNDER THE PUD GUIDELINES

A. Zoning Flexibility

The PUD process was created to allow greater flexibility in planning and design than may otherwise be possible under conventional, matter-of-right zoning procedures. Accordingly, the Applicant respectfully requests flexibility from the following technical areas of the Zoning Regulations.

1. Penthouse

As stated above in the description of the Parcel 8 Building, the hotel portion of the penthouse may include a bar, restaurant, or lounge use, which, pursuant to 11 DCMR §411.4(c) (1958), are uses that are only permitted in a penthouse by special exception, which the Commission can grant under its authority “to approve any use that is permitted as a special exception [and] that would otherwise require the approval of the Board of Zoning Adjustment (11 DCMR § 2405.7 (1958)). At this point in time the Applicant has not yet determined the specific use(s) of the habitable portion of the hotel penthouse. However, considering the mixed-use, entertainment type environment sought for the Southwest Waterfront, it is reasonably foreseeable that the Applicant may look to have an eating and drinking establishment in the hotel portion of the penthouse in the Parcel 8 Building. Thus, the Applicant requests the necessary flexibility to allow this type of use.

As mentioned above, the Applicant requests flexibility related to the Parcel 9 Building penthouse to allow multiple heights of penthouse habitable space and penthouse

mechanical space, as well as flexibility to allow the proposed angled penthouse façade. Pursuant to 11 DCMR § 411.10 (1958), enclosing walls of a penthouse from roof level shall rise vertically to a roof, with a slope not exceeding 20% from vertical. As discussed, the eastern façade of the Parcel 9 Building is sloped in a manner that is integrated with the unique lean, or slope, of the main building façade which exceed the 20% limitation on the angle of penthouse enclosing walls. In addition, as a result of the unique form of the Parcel 9 Building, the Applicant must take steps to minimize the massing of the penthouse by sloping the roof of the proposed penthouse habitable and mechanical space and substantially reducing the penthouse height along the west side. As a result, the penthouse will satisfy the required 1:1 setbacks from all exterior walls of the Parcel 9 Building, but will require flexibility to allow multiple penthouse heights for penthouse habitable space and penthouse mechanical space.

2. Loading

The Applicant requests flexibility to adjust the number of loading berths, loading platforms, and service delivery spaces provided for the buildings included in the Phase 2 PUD. Pursuant to 11 DCMR § 2101.1 (1958), the Applicant is required to provide one loading berth at 55 feet deep, 11 loading berths at 30 feet deep, six service delivery spaces, 11 loading platforms at 100 square feet, and one loading platform at 200 square feet. As shown on the zoning tabulation charts shown on Exhibit C, Overall Plan Elements, Sheets 1.15 – 1.16, presently the Applicant proposes to provide nine loading berths at 30 feet deep, five service delivery spaces, 11 loading platforms at 100 square feet, and one loading platform at 200 square feet.

The Applicant does not propose to provide the one required 55-foot deep loading berth, which will not result in any adverse transportation or pedestrian impacts. While under the 1958 Zoning Regulations certain buildings are required to provide one or more 55-foot loading berths, under the current 2016 Zoning Regulations there is no longer a requirement to provide a 55-foot loading berth. Rather, the existing Zoning Regulations simply require all loading berths to have a minimum depth of 30 feet. This is primarily a result of buildings no longer requiring loading berths that are 55-feet deep as deliveries by large trucks have become increasingly rare for many land uses in the District. Property owners are more commonly relying on smaller trucks and delivery vans which are easier to maneuver within the city's system of streets and alleys. In addition, designing for large vehicle loading berths requires wider roads and curb cuts, and larger turning radii at intersections and entrances to alleys, all of which has negative impacts on the pedestrian environment, bicycle travel, and traffic congestion.

The Applicant's request for loading flexibility takes these considerations into account. Because of the Applicant's coordinated planning and development of the overall PUD Site, the loading facilities for each parcel throughout the project have been carefully configured based on the overall proposed mix of uses and anticipated site-wide pedestrian, bicycle, and vehicular circulation. This approach has allowed the Applicant to eliminate redundancies and increase efficiency with respect to circulation and maneuverability. Finally, the Applicant has worked closely with the District Department of Transportation ("DDOT"), and will continue to do so throughout the Phase 2 PUD, on implementing an effective loading management plan(s) that is/are tailored to each building's location and expected loading demand.

3. Additional Areas of Technical Zoning Flexibility

The areas of technical zoning flexibility described above are those that the Applicant has identified as being necessary based upon the Plans attached as Exhibit C. The Applicant may have a need to modify the above described areas of flexibility, or request additional areas of flexibility, as a result of refinements made to the designs of the proposed buildings and open spaces that are the subject of this application, or in response to comments and/or requests received from the Commission, the Office of Planning, or other interested stakeholders. Accordingly, the Applicant will provide the Commission with a final list of requested flexibility for each specific building and structure prior to the public hearing on the subject application as part of its 20-day prehearing submission.

B. Other Minor Flexibility

The Applicant has made every effort to provide a level of detail that conveys the architectural design of the buildings and open spaces proposed in the Phase 2 PUD, and that does not require flexibility from the requirements of the Zoning Regulations. Nonetheless, some flexibility is necessary to address potential issues that arise during design development following PUD approval, permitting, and construction and other issues that cannot be anticipated at this time.

Thus, in addition to the technical areas of zoning flexibility requested above, the Applicant respectfully requests the following standardized set of flexibility in the design for each of the buildings and open spaces included in the subject application. Additional areas of flexibility in building design and/or program may be requested for a specific building or open space which will be identified prior to the Commission's review as part of the Applicant's prehearing submission(s):

1. To vary the location and design of interior components, including partitions, structural slabs, doors, hallways, columns, stairways, atria and mechanical rooms, provided that the variations do not materially change the exterior configuration of the building; and
2. To make refinements to exterior building details and dimensions, including belt courses, sills, bases, cornices, railings, roof, skylight, architectural embellishments and trim, window mullions and spacing, or any other changes to comply with the District of Columbia Building Code or that are necessary to obtain a final building permit or any other applicable approvals; and
3. To vary the final selection of the exterior building materials within the color ranges and material types as proposed, based on constructability and availability at the time of construction without reducing the quality of materials; and
4. To vary the final selection of landscaping materials utilized, based on availability and suitability at the time of construction; and
5. To vary the number and location of market-rate and workforce housing units within the redevelopment project provided the minimum amount of gross floor area required for market-rate and workforce housing under the Z.C. Order No. 11-03 is provided within the redevelopment project; and
6. To vary the number and location of affordable units, provided that: (i) the minimum amount of gross floor area required under Z.C. Order No. 11-03 is provided; (ii) the affordable units will not be over-concentrated on any given floor of a building; (iii) the proportion of affordable studio, efficiency, and one-bedroom units to all affordable units throughout the redevelopment project will not exceed the proportion of market-rate studio, efficiency, and one-bedroom units to all market-rate units throughout the redevelopment project; and
7. To vary the number of hotel guestrooms plus or minus 15%; and
8. To vary retail entrances, facades, and signage in accordance with the needs of the retail tenants and within the potential retail signage zones shown in the approved plans; and
9. To vary the design and location of building signage located above the first-story within the limits of the potential tenant signage zones shown in the approved plans, and in accordance with the District of Columbia sign regulations in effect at the time of permitting; and
10. To construct the Phase 2 PUD in multiple stages, including construction on Parcel 6 relative to Parcel 7, based upon site constraints, infrastructure needs, market conditions, and other factors that may influence the ability to fund, design, and construct the buildings and structures included in the Phase 2 PUD; and

11. To vary the sequencing and timing of construction of Wharf Marina, including associated bulkhead, piers, docks, fueling station(s), and other related buildings and structures.

VII. **TRANSPORTATION STUDY**

The Applicant and its traffic consultant, Gorove/Slade Associates, has continued its consultation process with the DDOT on the Southwest Waterfront project since the Commission's approval of the First-Stage PUD, and throughout subsequent second-stage PUD approvals. The meetings have included project updates with representatives from DDOT, the District's Department of the Environment, DMPED, D.C. Water, and other District agencies; discussions with DDOT's Urban Forestry Division to review tree preservation plans along Maine Avenue and site details along Maine Avenue and the Wharf; discussions regarding improvements to the current motorcoach loading, unloading, and circulation associated with ongoing cruise ship operations at the Wharf and other cultural attractions in the Southwest neighborhood, and coordination on other transportation accommodations on and around the project site, including bus stops, safe pedestrian routes, and bicycle travel and parking.

The Applicant and Gorove/Slade has met with DDOT to discuss the parameters of the Comprehensive Transportation Review ("CTR") that will be prepared for the Phase 2 PUD (the "Phase 2 CTR"), which, as required under the First-Stage Order, will supplement prior CTRs prepared for the Southwest Waterfront redevelopment project. The Phase 2 CTR will include updated existing and background traffic counts and expected trips, incorporate refinements made to the overall circulation plan for the project, and review pedestrian and bicycle improvements and facilities that are part of the public realm along Maine Avenue and within the project site. In addition, the Phase 2 CTR will include a revised analysis of traffic capacity that will update

predicted volumes and will specifically analyze impacts when Phase 2 of the project is open. Further, the Phase 2 CTR will contain a detailed Transportation Demand Management (“TDM”) plan that builds upon the TDM plan approved as part of the First-Stage PUD.

In coordination with DDOT, the Applicant and Gorove/Slade are in the process of finalizing the overall scope of the Phase 2 CTR. The Applicant has prepared a draft scoping form which will be submitted to DDOT at the same time as the subject application to assist DDOT with its review of the proposed CTR scope. Upon approval of the final scope, the CTR analysis will be completed and the final results of the analysis will be provided to DDOT at least 45 days in advance of the public hearing scheduled for this application. In accordance with 11-Z DCMR § 401.8, the Applicant will submit the final Phase 2 CTR report to the Commission at least 30 days prior to the public hearing, and will at the same time submit a copy to the Office of Planning and Advisory Neighborhood Commission 6D (“ANC 6D”).

VIII. COMMUNITY OUTREACH

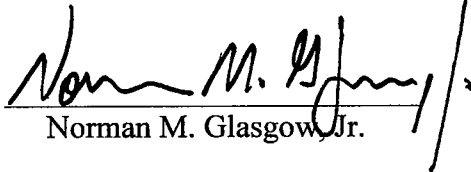
Pursuant to Subtitle Z § 300.7, the Applicant mailed a Notice of Intent to file the subject application to the owners of all property within 200 feet of the perimeter of the Phase 2 PUD (the “Owners”), to ANC 6D, and to other persons and organizations deemed appropriate by the Applicant on February 24, 2017 (Exhibit G). Since then, the Applicant has met with representatives from the Gangplank Slipholders Association (“GPSA”), the Wharf Development Advisory Group (“DAG”), and individual ANC 6D Commissioners to discuss the subject application, and also presented to the full ANC at its April 3, 2017, public meeting. The Applicant looks forward to continuing to work with these community stakeholders as the application process moves forward.

IX
CONCLUSION

For the foregoing reasons, the Applicant submits that the application meets the standards of review as prescribed in 11-X DCMR § 304 of the 2016 Zoning Regulations; is consistent with the purposes and intent of the Zoning Regulations and Zoning Map; is consistent with the land use objectives, goals, and policies of the District of Columbia; will enhance the health, welfare, safety and convenience of the citizens of the District of Columbia; satisfies the requirements for approval of a Second-Stage PUD and a modification to an approved First-Stage PUD; and provides significant public benefits and project amenities as approved by the Zoning Commission and set forth in Order No. 11-03. Accordingly, the Applicant respectfully requests the Zoning Commission approve the subject application for a Second-Stage PUD and a Modification to the First-Stage PUD for the Southwest Waterfront redevelopment project.

Respectfully submitted,

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