WATERFRONT

SOUTHWEST WASHINGTON, DC

First-Stage Planned Unit Development Application

September 30, 2002

Owner

Waterfront Associates LLC

Developer

Forest City Washington and The Kaempfer Company

Architects

Shalom Baranes Associates

Land Use Counsel

Arnold & Porter

Traffic Consultant

Gorove Slade Associates, Inc.

D.C. OFFICE OF ZONING
2002 SEP 30 PM 2:48

ZONING COMMISSION
District of Columbia
Case 02-38
Exhibit 23

ZONING COMMISSION
District of Columbia
CASE NO. 02-38
EXHIBIT NO. 23

PREFACE

This statement is submitted by Waterfront Associates LLC, the Applicant, in support of an application to approve a First-Stage Planned unit Development ("PUD") at 400 M Street, S.W. (Square 499, Lot 60 and Square 542, Lot 88) before the District of Columbia Zoning Commission in conformity with Chapter 24 of the Zoning Regulations. Waterfront Associates LLC is a partnership of Forest City Washington, the Kaempfer Company, and Bresler & Reiner, Inc. The Applicant proposes to redevelop and revitalize the existing Waterside Mall into a mixed-use urban center comprised of office, residential and retail uses, together with public open space and a public passageway through the development along the 4th Street, S.W. alignment.

Submitted in support of this Application are:

1. A completed application form;
2. A copy of the Notice of Intent to File a Planned Unit Development;
3. A surveyor's plat of the property and 20 sets of architectural drawings of the proposed development at 11 X 17 inches and one full-size set, including a zoning map;
4. Twenty copies of a Statement setting forth the facts and rationale for the requested Planned Unit Development;
5. A list of the names and addresses of property owners within 200 feet of the subject property; and
6. A check for the filing fees pursuant to 11 DCMR §3040 in the amount of $750.

The Applicant certifies that the attached documents meet the filing requirements for a First-Stage PUD application under the Zoning Regulations for the District of Columbia.

WATERFRONT
PLANNED UNIT DEVELOPMENT

PROJECT TEAM

Applicant:	Waterfront Associates LLC Washington, D.C. A partnership of: Forest City Washington The Kaempfer Company and Bresler & Reiner, Inc.
Architecture and Urban Design	Shalom Baranes Associates
Land Use Counsel	Arnold & Porter Washington, D.C.
Traffic Consultant	Gorove Slade Associates, Inc

August 13, 2002

NOTICE OF INTENT TO FILE A ZONING APPLICATION

Application to the District of Columbia Zoning Commission For a Two-Stage Planned Unit Development

Waterside Associates, LLC, a partnership of Forest City Enterprises, Inc., the Kaempfer Company, and Bresler & Reiner, Inc., hereby gives notice of its intent to file an application for review and approval of a Planned Unit Development ("PUD") with the D.C. Zoning Commission under Chapter 24 of the D.C. Zoning Regulations. The PUD application will be filed with the Zoning Commission not less than ten (10) days from the date of this notice, which is given pursuant to § 2406.7 of the Zoning Regulations.

The property that is the subject of this application is located at 401 M Street in Southwest Washington and is currently known as the Waterside Mall. The existing mall is situated on the major part of a large "superblock" of approximately 13.42 acres bounded generally by M, Eye, 3rd and 6th Streets, S.W. The property is legally identified as Lot 88 in Square 542 and Lot 60 in Square 499.

The application requests approval for the first stage of a two-stage PUD, as well as a zoning map amendment from C-3-B to C-3-C only for the four corners of the site. The proposed development plan aims to redevelop, revitalize and upgrade the property into a true mixed-use complex including office, residential and retail uses. The new development will be known as "Waterfront." The plan includes renovation of some parts of the existing building complex as well as construction of new building additions. The central part of the existing, low-rise mall would be demolished so as to create a roadway lined with wide sidewalks and retail uses through the center of the site. The general development pattern is office space and apartments in taller building elements ranging from 90 to 112 feet in height, with ground floor retail uses along M Street and the new roadway. The proposed density is approximately 4.24 FAR, generally medium density. A large, public plaza will be created surrounding the Waterfront Metrorail station. All of these elements combined are intended to create a revitalized urban Town Center with an improved urban design image for this major site, which is a landmark in the Southwest neighborhood and the principal commercial center for the neighborhood.

If you desire further information about the proposed PUD project, please call Cynthia Giordano at 202-942-5840 or Nate Gross at 202-942-5956.

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THE WATERFRONT
STATEMENT IN SUPPORT OF APPLICATION FOR A PLANNED UNIT DEVELOPMENT AND ZONING MAP AMENDMENT

WATERFRONT ASSOCIATES LLC, APPLICANT

September 30, 2002

I. GENERAL INFORMATION

A. Overview

This document is an application to the District of Columbia Zoning Commission for approval of the first stage of a two-stage planned unit development ("PUD") for a 13.42-acre property in Southwest Washington known as the Waterside Mall. This application also requests a zoning map amendment from C-3-B to C-3-C for the four corners of the site. The existing building complex, located at 401 M Street, S.W., includes a three-story shopping mall structure flanked on its east and west edges by two 130-foot-high office towers. This location is within Ward Two and Advisory Neighborhood Commission ("ANC") 2D. The development proposed herein will be known as the "Waterfront."

Waterside Mall was constructed in phases under the Southwest Urban Renewal Plan in the early 1970s and was designed to serve as the Town Center for the surrounding Southwest neighborhoods. The upper floors of the mall were unsuccessful as retail spaces, leaving only the ground floor occupied by retail services. Consequently, the

upper retail floors, plus the two office towers, have been occupied by offices of the U.S. Environmental Protection Agency ("EPA") for approximately 30 years. EPA has now completely vacated its offices, thereby setting the stage for the renovation, redevelopment and revitalization of the building proposed in this PUD application.

Forest City Washington and the Kaempfer Company, Inc. have entered into an agreement with the existing ground lessee of the property to form a venture that will renovate, redevelop and expand Waterside Mall into a mixed-use complex over an extended period of years. The opportunity and the dire necessity to update and upgrade the complex derives, as mentioned above, from the recent departure of approximately 5,000 EPA employees from approximately one million square feet of office space. The successful upgrading and re-occupancy of the building will be critical for the well-being of the surrounding neighborhood in terms of employment, support for retail uses critical to the community and in avoiding the potential blighting influence of a large building complex possibly remaining vacant for an extended period of years.

Public-Private Sector Partnership. The District of Columbia is an important partner in this endeavor. The Office of Planning has strongly recommended demolishing the part of the mall constructed over the former right-of-way of 4th Street, SW, in order to create a new, north-south passageway or roadway[1] that would connect to 4th Street to the

[1] The roadway, or passageway, will be constructed on private property but with covenants to assure that it functions as a public throughway. The final form and function of the passageway will be determined by the Department of Public Works and other public agencies in concert with consultants, the applicant and community representatives. A number of alternatives as to vehicular or only pedestrian traffic, passageway/roadway designs and streetscape designs will be analyzed. If vehicular traffic is allowed, under current plans, the building opening will be 90 feet wide and the roadway will comprise two moving lanes, a turning lane and two parking lanes.

north and south of the property. Fourth Street is especially important because it is one of the few streets that pass under the Southwest Freeway, thereby connecting the Southwest neighborhoods with the central core of the city. Reopening 4th Street was recommended in a 1998 Urban Land Institute study entitled, *Southwest Washington, D.C.: A Strategy for Revitalizing Waterside Mall and the Waterfront* ("ULI Study") and has since been adopted as a policy by the District of Columbia.

On September 29, 2001, Kaempfer and Forest City entered into a memorandum of understanding ("MOU") with the Deputy Mayor for Planning and Economic Development ("ODMPED"). The MOU contemplates that Kaempfer and Forest City will undertake certain activities in connection with the design, development and construction of the reopening of 4th Street. The MOU also states that because the reopening of 4th Street is in the public interest, ODMPED will endeavor to make District funds available to cover certain costs of the road reopening.

The central part of the low-rise mall structure will be demolished to create a public passageway through the site, pursuant to the MOU with the District of Columbia and the applicant's agreement therein to carry out this construction. Also, the redevelopment will be made even more complex by the need to work with and around the existing building. The proposed plans include approximately nine phases of redevelopment, including renovation phases, renovation phases with additions, and new construction phases. This extremely complex job must be based on leases of various sizes that will dictate construction timing and must be carried out while maintaining key retail uses on site and maintaining a positive appearance of the premises for existing and future office and retail tenants and residents, including the surrounding neighborhood.

A two-stage PUD process is proposed for the Waterfront project because of the large size, complexity and multi-year nature of the task. The applicant proposes approval of a first-stage PUD order that will establish the permitted development parameters, along with a massing scheme, site plan and vehicular and pedestrian access plan. It is expected that there will be a series of second-stage applications for design review, as provided for in the PUD regulations. The actual phasing of development and the size (and even location) of each phase will depend on the nature of the various lease commitments. The nine phases have been designed to be generally in the range of 200,000 to 350,000 square feet of office space (with the exception of the Northeast building at 470,000 square feet), plus associated ground floor retail uses, and 400,000 square feet of apartments. The redevelopment will clearly require a number of years to complete, and the flexibility of a two-stage PUD will be essential.

B. The Applicant

The Applicant is Waterfront Associates LLC, a partnership of Forest City Washington, the Kaempfer Company, and Bresler & Reiner, Inc. Bresler & Reiner developed the existing Waterside Mall under a long-term ground lease from the Redevelopment Land Agency ("RLA"). In the new partnership, Forest City Washington ("FCW"), in conjunction with The Kaempfer Company, are co-developers and will be managing partners of the entity that owns Waterfront, i.e., Waterfront Associates LLC. The National Capital Revitalization Corporation ("NCRC"), as the successor agency to the RLA, owns the land.

Forest City Washington A $4 billion real estate company on the New York Stock Exchange, Forest City Washington ("FCW") owns, develops and manages

commercial and residential properties. Its diverse portfolio, including properties located throughout 20 states and the District of Columbia, is managed and operated by seven regional offices – one of which is based in the Washington, D.C. area. Forest City thrives on its expertise and success in accomplishing complex, high-quality and community-oriented redevelopment. Throughout the country, the Commercial Group of FCW is considered an innovative developer that is best known for its retail and urban centers. Its management team has extensive experience with and knowledge of the public process and has built strong public/private partnerships resulting in successful projects. FCW's largest office project is the MetroTech Center, located in Brooklyn, New York. With the start of construction on 12 MetroTech, Forest City's holdings have increased to 3.5 million square feet in this one office development.

The FCW Residential Group owns and/or manages properties with more than 34,000 dwelling units in 17 states and the District of Columbia. At the end of 2000, Forest City had 20 projects under development representing a total cost of $545 million. Examples of its successful, local projects include: Ballston Commons, a shopping mall in Arlington, Virginia; and The Grand, an ultra-luxury, high-rise apartment building in North Bethesda, Maryland. Forest City was recently selected as co-developer of the Arthur Capper redevelopment project in Southeast D.C., which recently received a HUD Hope VI grant.

The Kaempfer Company. The Kaempfer Company was founded in 1977 by J. W. Kaempfer as a diversified real estate development firm reflective of the design tradition that has made the Washington, D.C. metropolitan area one of the most exciting real estate development regions in the United States. Its goal has been to

create successful projects that are sensitive to their environment and pleasing to the community, while enhancing the lives of those who work there every day. This goal has been realized by the completion of approximately five million square feet of commercial development in downtown Washington, D.C. and Northern Virginia.

In 2001, Kaempfer completed three noteworthy local office projects: 2099 Pennsylvania Avenue, the Institute for International Economics and the Investment Building. Other distinguished office projects include 1900 K Street and The Warner Theatre and Office Building. Construction will commence soon on the historic Bowen Building at 875 15th Street, N.W.

The Kaempfer Company has consistently utilized some of the most prestigious architectural firms in the country including Pei, Cobb, Freed & Partners; Cesar Pelli & Associates; Skidmore, Owings & Merrill; Hisaka & Associates; Kohn Pederson Fox Associates; Shalom Baranes Associates; and Hartman Cox. One of Kaempfer's recognized strengths as a firm is its ability to maximize the results of the project architects, creating the best and most efficient designs at reasonable costs.

The company believes that a combination of committed, hard-working employees, relentless attention to detail, together with high standards of design and workmanship, creates long-term investments that serve its clients and community well. Because it is locally owned and operated and active in Metropolitan Washington, the Company is well positioned to anticipate future needs and is keenly aware of local preferences.

C. Site Description and Development History[2]

The Waterside Mall was built in phases primarily in the 1970s, pursuant to the Southwest Urban Renewal Plan, Area "C." The mall is situated on the major part of a large "superblock" bounded by M, Eye, 3rd and 6th Streets, S.W. Fourth Street between M and Eye Streets, SW, was closed to create this very large development site and to facilitate the new construction. Other uses on this superblock include four large, high-rise apartment buildings – two of them to the east and two to the west of the mall. North of the mall, and fronting on the south side of Eye Street, S.W., are two churches, federal parkland and a District of Columbia library (Southwest Branch). At its southern end Waterside Mall faces M Street, and on that side partially wraps around the Waterfront/Southeastern University Metrorail station. A surface parking lot serving the mall is also located at this end of the property.

The central mall structure is three stories and 45 feet in height, plus a basement level. Because of problems leasing up and maintaining viable retail and personal service uses in the Mall, the upper floors are devoted to office uses, and on the ground floor some spaces are vacant or are occupied by office uses. An Urban Land Institute ("ULI") study conducted in 1998[3] found a very high vacancy rate in the retail spaces in the mall. The two office towers plus associated storage areas have been leased by the General Services Administration ("GSA") for many years.

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[2] In the plans attached as Exhibit B of this statement, see the photographs on Sheets 2, 3, 8 and 9, the Site Survey on Sheet 6 and the Existing Building Plans on Sheet 7.

[3] *Southwest Washington, D.C.: A Strategy for Revitalizing Waterside Mall and the Waterfront, 1998.*

With a land area of 584,655 square feet and an existing gross floor area of approximately 1,316,871 square feet, existing improvements constitute approximately a 2.25 FAR. In addition to the surface parking near the Metrorail station entrance on the M Street side, there are approximately 967 underground parking spaces accessed from Eye and M Streets, plus 285 at-grade spaces, for a total of 1,252 existing spaces. Since Waterside Mall opened, the EPA has occupied virtually all of the available office space, with a work force of up to 5,500 employees.

The EPA lease has now expired, and the employees have departed. Consequently, the time is ripe for the complex to be renovated and restructured. It is critically important from the public interest standpoint for this very large amount of office space to be reoccupied without undue delay for at least two reasons. The first is to avoid the numerous negative effects on the surrounding neighborhood (and the local economy) of a large building complex remaining vacant for a period of years. The second is to provide a large number of employees in the building who will patronize the ground floor retail and services so that the retail will survive and serve the surrounding neighborhoods as well as the employees.

D. The Surrounding Neighborhood[4]

The Southwest neighborhoods surrounding the subject property are primarily residential in character, with a mixture of building types and densities, plus commercial uses lining the Southwest waterfront on the Washington Channel a short block to the west. The great majority of the residential buildings were constructed pursuant to the

[4] In the Plans in Exhibit B, see the Aerial Photograph on Sheet 3 and the map on the cover, which depicts building outlines in the neighborhood as well as zoning boundaries.

Southwest Urban Renewal Plan, Area "C," which was legally in effect from 1956 to 1996. The various residential developments are typified by modern buildings and a mixture of densities within a setting of ample open space, trees and landscaped areas. Building types include high-rise apartments, garden apartments, townhouses and two-unit townhouses, or flats. Such residential areas are seen to the north and south of the PUD site. The Amidon Elementary School and the Southeastern University are also located along the north frontage of Eye Street.

Immediately to the east of the Town Center Plaza Apartments, and across 3rd Street, S.W., is the Greenleaf Gardens public housing complex, situated on three city blocks bounded by M, Eye and 3rd Streets and Delaware Avenue, S.W. Greenleaf Gardens is an example of pre-existing residential development that was not demolished and redeveloped under the urban renewal plan.

To the west of the "superblock," i.e., west of 6th Street, is the well-respected and well-patronized Arena Stage, which serves a city- and region-wide clientele. South of Arena Stage, across Maine Avenue is St. Augustine's Church. Then, proceeding to the northwest along the waterfront are a series of commercial buildings and uses, served by Water Street, and surrounded by a continuous public plaza along the waterfront. Waterfront uses include cruise ship lines, a police pier, several marinas, large restaurants, a fish market, and a hotel. The buildings accommodating these uses are of moderate height and bulk, approximately 20 to 40 feet in height. Several large parking lots are located between Water Street and Maine Avenue to serve the commercial establishments.

E. Existing and Proposed Zoning[5]

The Southwest Urban Renewal Plan, Area "C" legally expired on November 30, 1996 and is therefore no longer in effect. In the mid-1990s the D.C. Office of Planning prepared a comprehensive zone plan to replace the urban renewal land use controls. OP stated in its report that its zone plan intended to respect the Urban Renewal Plan, buildings and structures as built under the plan, as well as the adopted policies of the *Comprehensive Plan for the National Capital.*

After several public hearings, the Zoning Commission adopted Order No. 807, which took effect on November 20, 1998. The new zoning included zoning map classifications for the area as well as several text amendments found in the Zoning Regulations at 11 DCMR 2521. The text amendments primarily have the purpose of ensuring that buildings constructed or rights established under urban renewal are not lost under the zone plan.

The PUD site is zoned C-3-B (Major Business and Employment Centers), the purpose clause of which states, "The C-3-B districts shall permit medium density development, including office-retail, housing and mixed uses. It is intended for uptown locations, where the largest component of development will be office-retail and other non-residential uses." (§ 740.6) Subsection 740.7 goes on to state that C-3-B districts "shall be compact in area and shall be located in or near the Central Employment Area, on arterial streets, in uptown centers, and at rapid transit stops." Matter-of-right uses include a wide variety of office, retail, housing, hotel and mixed uses to a maximum

[5] In the plans in Exhibit B, see the existing zoning map on the cover sheet (with the subject site indicated for rezoning from C-3-B to C-3-C), the Proposed Zoning map on Sheet 20 and the Development Data/Zoning Tabulation chart on Sheet 4.

height of seventy feet/six stories, a maximum floor area ratio of 5.0 for residential and mixed uses, with a maximum density of 4.0 FAR for commercial and other nonresidential uses.

The existing improvements (which are nonresidential uses) of approximately 2.25 FAR are well within the permitted maximum of 4.0 FAR for commercial uses. The height of the existing office towers of 130 feet would normally have rendered the building a nonconforming structure based on height. However, one of the special provisions adopted in Order No. 807 provides:

> *2521.1 (c) A building or structure that was built prior to [November 20, 1998] which conformed to the height, area and bulk provisions of the Urban Renewal Plans shall be considered a conforming structure under these Regulations and in the event of fire, collapse, explosion or act of God may be built to its size as of the date specified above.*

OP's rationale for recommending the C-3-B zoning of the Property reflected the unusual combination in the mall of a low density together with a tall building height. OP noted that only the C-4 zone could make the 130-foot office towers conforming, but that C-4 zoning would allow far too much density and height to be consistent with the Comprehensive Plan and the area setting. The recommended C-3-B zoning, OP noted, would allow a significant expansion of floor area as a matter of right at a medium density. OP's policy position was further that, if a major redevelopment at a still higher density such as C-3-C were to be proposed, it should be fully reviewed as a Planned Unit Development ("PUD") process. In other words, a greater height and bulk than is allowed by C-3-B standards might well be acceptable to the city, but only if specific plans were to be reviewed and adopted.

The applicant in this Waterfront PUD case has elected to pursue the planned unit development approach, which provides greater site planning and height flexibility. It is emphasized, however, that the rezoning of the four corners and PUD application are primarily for the purpose of obtaining additional building height in a few locations. The additional density normally allowed by the C-3-C zone is not being utilized. The matter-of-right height and bulk maximums for C-3-C are 90 feet and 6.5 FAR; with a PUD these limitations are increased to 130 feet and 8.0 FAR. The proposed density in the PUD of 4.33 FAR is within the matter-of-right density standards of the existing C-3-B zone, that is, 4.0 FAR for commercial uses and 5.0 FAR for residential and mixed uses. It should be emphasized that the Applicant is not proposing to rezone the entire site to C-3-C, only the four corners where additional height is needed. The affected land area is 222,429 square feet; the four locations are graphically shown on Sheet 20, attached in *Appendix B*. This limited rezoning approach leaves the balance of the site in the existing zone classification, C-3-B, thereby maintaining the existing, matter-of-right height limit of 70 feet, six stories on most of the land area.

II. THE PROJECT

A. General Description

The applicant intends to reconstruct the subject property into a new development to be known as "Waterfront." The new complex would consist of a mixture of office, retail and residential uses. The central part of the existing mall will be demolished in order to build a north-south public passageway through the site. This is intended to

create a more convenient pedestrian and/or vehicular passage through the site.[6] The demolition will also open up the site visually and allow more light and air to reach the interior of the site. Finally, the new roadway will support new retail uses along 4th Street by allowing curbside parking and providing wide sidewalks along the storefronts.

The Applicant will construct a large public plaza surrounding the entrance to the Metrorail station in the south-center part of the site. This plaza will improve pedestrian safety around the Metrorail entrance (compared to pedestrian-vehicular conflicts at present) and will enhance the pedestrian environment and streetscape.

The primary parking and loading facilities will continue to be those now in existence in the underground garage, supplemented by existing and new parking and loading at and above grade. The applicant plans to offer public parking to serve retail and entertainment uses on- and off-site, especially in evenings and on weekends. Discussions are well underway with representatives of the Arena Stage to provide a specific parking arrangement for the theater.

The central section of the existing mall will be demolished and a new north-south passageway through the site will be constructed generally along the former right-of-way of 4th Street, S.W. The existing, very large structure would thus become two structures on either side of 4th Street, with entirely new building facades and access. Retail establishments will line the new street frontage and to the Metrorail station entrance area. The area north of the mall up to Eye Street, which is now relatively dark and forbidding

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[6] As stated previously, the final form and function of the passageway will be determined by the Department of Public Works and other public agencies in concert with consultants, the applicant and community representatives. A number of alternatives as to vehicular or only pedestrian traffic, passageway/roadway designs and streetscape designs will be analyzed.

to pedestrians in evening hours, will be more appealing to pedestrians. Vehicular traffic, if allowed, will further add to activity and "eyes on the street," making this area safer.[7]

As currently planned, a passageway 90 feet wide will be created through the site and through the parkland to the north, on alignment with 4th Street to the north. This will include a proposed 55-foot roadway flanked by wide sidewalks. The wide sidewalks will help enhance the retail and pedestrian environment, as will the two curbside parking lanes proposed on either side of the roadway. Only the two center lanes would be available to moving traffic. This level of traffic flow is specifically geared to the two-lane configuration of 4th Street to the north of the site. There would also be a turning lane for safety and traffic efficiency.

B. Proposed Development and Phasing

In place of the existing monolithic structure, the proposed design contemplates the creation of more individualized buildings, all but one of them being in the range of 200,000 to 350,000 square feet of gross floor area ("g.f.a.") and in most cases including ground floor retail and offices above. Two apartment buildings, each having approximately 200,000 square feet of gross floor area, are proposed for the northwest corner of the site.

Approximately nine development phases are projected, including some which will entail only renovation of existing buildings, other renovation with minor additions and others new construction. Some of these development phases will proceed as a matter of right under the existing C-3-B zoning so as to enable the developer to quickly design

[7] In the plans in Exhibit B, see the Site Diagrams on Sheet 10, the Context Circulation Plan on Sheet 11, the Roof Plan on Sheet 12 and the Building Sections on Sheet 18.

construct and deliver office components in response to leasing opportunities and commitments as they present themselves. Building components which do not meet matter-of-right zoning standards will require second-stage PUD approvals. Several of these building components will be developed in the later phases of the project due to existing long-term lease obligations on current improvements, which will ultimately be razed, and the timing of the completion of the 4th Street roadway improvements. As a result, the developer will need to process multiple second-stage PUD applications over a period of years. One or more of these applications may be submitted later than the normal one-year period after first-stage approval, depending on the aforementioned constraints and the pace of major lease commitments. The first-stage application includes a request for flexibility to submit multiple second-stage applications over an extended time frame.

The urban design approach of segmenting more individual buildings and building identities addresses the reality that, unlike the past history of the Waterside Mall, a single GSA lease for the entire complex is unlikely. Components of space will need to be leased to various major and minor tenants, even if GSA becomes one of the office tenants. A design plan with more individual building forms will help create a more interesting building form on the site and allow for individual lobbies and parking arrangements for office tenants. The "flexible module" design approach also is intended to be able to respond successfully to the leasing needs of different sizes of occupants, including those users wanting more than one module. Equally important, this phasing approach also responds to the need for minimal disruption from construction during the

redevelopment period. The parking and loading needs of existing and projected retail establishments are also being planned carefully.

The height of buildings will range from renovations with additions at 56 feet; new construction at 79and 112 feet; and renovation of the existing 130-foot office towers. The new residential buildings are proposed to be 112 feet high, as are the two office buildings on M Street. The reason for the height of 112 feet is to allow for extra height (12 feet) at the ground floor level to make the space suitable for retail establishments. The proposed density or floor area ratio ("FAR") is 4.33 FAR, including office, retail and residential components. This is less than the 5.0 FAR for mixed residential and commercial uses allowed in the existing C-3-B zone as a matter of right but significantly more than the existing 2.25 FAR. As stated previously under "Existing and Proposed Zoning," the PUD with rezoning is needed almost solely in order to achieve more building height and thereby open up the site (e.g., the roadway and the plaza) and create a better design image for the site. This site is a well-known landmark in the area, and deserves an improved architectural design to enhance its image and that of the surrounding neighborhood. The proposed development can be characterized as medium-high density mixed use with a mixture of building heights from mid-rise to high-rise.

The plans attached as *Exhibit B* of this application include three charts and graphics that present much of the factual data about the physical development that is proposed. The first is entitled "Development Data/Zoning Tabulation" on Sheet 4. This chart provides detailed information under four headings: Existing Development, Existing C-3-B Zone Matter-of-Right Standards, Proposed C-3-C Zone Matter-of-Right Standards,

and Proposed Development. In each column information is provided ranging from height and FAR to lot occupancy, parking and loading, etc.

The second is "Comparative Massing Options" on Sheet 5 of the plans. This graphic presents side-by-side massing diagrams comparing four alternative development scenarios: C-3-B Matter-of-Right, C-3-B Matter-of-Right with 4th Street, C-3-C PUD with 4th Street, and Proposed Development. Development as of right under C-3-B results in a relatively low building form (maximum 70 feet) and high ground coverage -- a midrise height profile with very little open space. The Proposed Development diagram shows a building complex with more definition of building forms and more open space, and a range of building heights.

The third chart of especial interest regarding development phasing and scale is the "Phasing Plan" on Sheet 19, which shows the footprints of the various proposed development phases. Note that there are four buildings on each side of 4th Street, in lieu of the current monolithic structure. At the northeast corner of the site, office construction will include an interim phase (minor renovation plus an addition on top) and a later, redevelopment phase at higher density and 112 feet in height.

The East and West Towers are the existing 130-foot-high office that will be renovated for reoccupancy as office space. In mid-block along either side of 4th Street are the West 4th Street Building and the East 4th Street Building, both 79-foot-high, office-retail buildings. Finally, at the southwest and southeast corners of the site, along M Street, there would be an interim phase of renovation, followed by a later redevelopment phase with 112-foot office buildings with ground floor retail. The southeast building will be set back approximately 100 feet along its west wall, to enable

construction of a spacious public plaza on three sides of the Metrorail station entrance. The plaza will be approximately 100 by 200 feet and approximately 20,000 square feet and will be suitably surfaced and landscaped. The plans for the plaza are within the scope of the MOU between the applicant and the District regarding the roadway.

B. Proposed Uses, Gross Floor Area and Phasing

As indicated in the "Development Data" chart, the PUD proposes to provide 2,126,500 g.f.a. of office and retail uses, including at least 75,000 g.f.a. of retail uses. The retail uses will occupy the ground floor of buildings along the street frontages of 4th Street and M Street in order to have continuity of display windows, a critical mass of business establishments and to benefit from the wide sidewalks. The applicant will also continue the major three convenience retailers in service during the construction period. These are the supermarket, the drug store-pharmacy, and the bank. Residential development will consist of two 112-foot apartment houses totaling 400,000 g.f.a. of space. This development plan results in a 3.64 FAR for commercial uses and a 0.69 FAR for residential uses, for a total of 4.33 FAR.

Thirteen hundred thirty-five (1,335) parking spaces will be provided to serve all uses. In addition, the applicant will provide public parking spaces to serve the short-term parking needs of evening and weekend patrons of retail and restaurant/entertainment uses in the vicinity. The 20,000 square foot public plaza surrounding the Metrorail station entrance will animate and enhance that area.

Phasing of Residential Buildings. After numerous discussions with the Office of Planning, the Applicant proposes the following phasing plan for the two apartment buildings:

a. The residential density may be completed at any time prior to completion of 1.6 million commercial FAR square feet; however,

b. After completion of 1.6 million FAR square feet of new or renovated commercial space, the Applicant shall present a Certificate of Occupancy ("C of O") for at least 200,000 FAR square feet (plus or minus 10 percent for design flexibility) of residential space before proceeding to develop any additional commercial density.

c. The Applicant must present a C of O for the remaining residential density prior to or concurrently with obtaining a C of O for commercial density which is above 1.85 million FAR square feet.

d. Office space as used herein includes the commitment to provide at least 75,000 FAR square feet of retail uses.

C. Urban Design

The existing Waterside Mall project is a product of the urban renewal policies that were in-place during the formative years of the project's development. The primary tenet of urban renewal, as was manifest in the development of the Mall, was to begin with an empty site – a site scraped clean of existing and historic structures. Traditional patterns of public open spaces were broken apart and the street grid was fractured. The resulting massive "superblock" was developed with buildings that were conceived of as individual objects, with each building looking to establish its own identity while doing little to address what remained of the surrounding public realm. Links from the development to the community were minimized, and connections through the site were severed.

The proposed redevelopment of the Waterside Mall provides an opportunity to address many of the failings of urban renewal planning policy. The guiding urban design

principles for the redevelopment look to reconnect the proposed development with the surrounding Southwest community. Five urban design issues regarding the existing development were identified as problems needing solutions. Following is a listing of those issues followed by solutions that are proposed with the master plan as described in the Stage One PUD submission for Waterfront.

1. ***The Size of the Site.*** The "superblock" project, partially by virtue of the size of the existing site, is not adequately connected to the public realm of the surrounding District of Columbia public street system. The massive 1.3 million square foot project is spread out over a 13.42-acre, 584,655 square foot site. The site interrupts the north-south 4th Street right of way that runs from the site north to Judiciary Square, and south from the site to Fort McNair. The east-west running K Street right of way is also discontinuous as a result of a road closing through the site.

Proposal - Re-establish 4th Street through the site to create two roughly equal and smaller "blocks," each made up of four to five buildings. Create a pedestrian friendly environment along the street through two primary means:

- The development of architectural design treatments that establish a rhythm of building entrances and shop-front bays and create a comfortable scale at the base of buildings.
- The targeting of retail uses to line the street that will complement community needs and project goals.

2. ***The Size of the Buildings.*** The site area of Waterside Mall, while improved by several existing structures, is dominated by the footprint of one of those buildings. The monolithic three-story mall structure accounts for over 80% of the total building footprint that exists on the site. With an exterior design treatment that does little to break down the scale of the 600-foot-long building, the structure appears to have

simply landed on the site. Little regard is paid to a surrounding neighborhood that is comprised of buildings that typically have smaller footprint sizes.

Proposal - Create four buildings on either side of the reopened 4th Street. Building footprint sizes range from approximately 35,000 square feet – 40,000 square feet. This increment of development will inherently provide more interest and variety along street frontages, and be more compatible with surrounding development.[8]

3. ***The Disposition of the Buildings on the Site.*** The Waterside Mall is setback from the property line on all street frontages. The planners espousing the virtues of urban renewal at the time the Waterside Mall was constructed renounced traditional urban forms and subscribed to the theory that buildings should rise from their sites in park-like settings, setback from surrounding public streets. As a result, the Waterside Mall is comprised of "object buildings" that do little to reinforce existing, surrounding streets and public spaces. The large and varied setbacks prevent the buildings from performing the role of defining boundaries to public spaces, a role traditionally played by buildings in urban settings.

Proposal - Eliminate the ill-defined interstitial zone between public space and buildings. Construct new buildings out to the edges of public space. Reinforce the public realm by locating building footprints that define edges and enclosure to streets and public plazas. New buildings will front on M Street and the reopened 4th Street corridor.

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[8] In the plans in Exhibit B, the Roof Plan on Sheet 12 clearly depicts and identifies the various individual building elements. This should be read in conjunction with the Phasing Plan on Sheet 19, which depicts the footprint of the buildings and projected phasing.

The face of new structures will enclose the public plaza surrounding the Metrorail entrance where M Street and 4th Street intersect.

4. ***The Legibility of Building Entrances.*** The Waterside Mall has an introverted building organization. Pedestrian public entrances are typically difficult to identify, hard to get to and always remote from the surrounding public street system. In some instances, entrances to major buildings are located inside the public corridors of the failed retail mall. One result of this internalized organization is that much of the retail space that has no direct access to the exterior is vacant or struggling. Retail space with direct access to exterior public space is typically faring better.

Proposal - Give every building use a clear and recognizable front door. Office lobby entrances, retail storefronts and parking access entrances will all be located along street frontages or open public spaces.

5. ***The Utilization of Open Spaces.*** Paved parking areas that encompass the perimeter of the Waterside Mall serve to isolate the buildings from the surrounding neighborhood. On the south side of the development the front door to the Mall is accessed by traversing a parking lot. This south-facing space is hard, hot and uninviting. The north side of the Mall has an open space that is underutilized because it is removed from the public street system, separated from neighboring parks by a moat of parking and perceived to be dark and dangerous. Hard paved areas also define the west and east edges of the site.

Proposal - Create defined and usable open space around the perimeter of the proposed Waterfront development that is designed to provide for both pedestrian and vehicular use. The proposed redevelopment looks to transform the amorphous space

ringing the perimeter of the existing improvements into a series of smaller, comprehensible and defined spaces that serve varying purposes. Some locations will serve as public gathering spaces, others as front doors to specific building components and still others, tucked away in the back areas of the redevelopment, as building service areas. All of the existing surface parking lots that ring the mall will be eliminated once the redevelopment of the project is complete. Parking will be provided in expanded below-grade parking areas, in the existing above-grade structured parking area on the west side of the site and in proposed parallel spaces along the new 4th Street roadbed.

The reopening of access through the site for the 4th Street corridor is also a major feature of the open space on the site. The ninety foot wide new passageway through the middle of the site will create the opportunity for a pedestrian friendly streetscape environment that links areas to the north and south of the redevelopment.

*6. **Creation of Town Center.*** Several factors combine in this plan to achieve the City's established goal of creating a Town Center at this site. The plaza and other public open spaces described above, plus the public park and library to the north of the site, provide public gathering and activity spaces. The presence of a significant number of office workers will bring a large daytime population to the site to complement the 24-hour population residing in the surrounding neighborhood. The ground floor retail and entertainment uses will serve these populations, plus visitors from the region and elsewhere, and the retail uses will benefit from the population and activity level on the site. The town center will also be realized by the design principle of opening up the interior of the site by demolishing the central part of the existing, interior-oriented mall,

and replacing it with the pedestrian and vehicular roadway and open space in the middle of the large site.

7. ***Mixed Use.*** In addition to office and retail uses, the new Waterfront development will include a large component of residential uses – approximately 400,000 square feet. The residential buildings will bring full-time population to the site, complementing the activity level of the office and retail-entertainment uses.

D. Building Design

The designs of the individual buildings, as described in the architectural drawings that are attached to this application, are shown for illustrative purposes only. They are intended to describe one possible solution that conforms to the density, setback and height limitations that are described in the first stage "master plan" application. Final design proposals for new buildings will be filed as part of subsequent second stage applications. Market forces and tenant needs are just two of the factors that will ultimately influence future building design proposals.

1. ***Density.*** The density, setbacks and building heights that are described in this application and the attached drawings are the critical design parameters in this first stage PUD master plan. As described earlier in this document, the density that is provided in the redevelopment is less than what is allowed as a matter of right under the existing C-3-B zoning on the site. 4.0 FAR of non-residential use is permitted on the site. This density can be increased up to 5.0 FAR with the inclusion of a minimum of 1.0 FAR of residential use. The proposed density is 3.64 FAR of non-residential use and 0.69 FAR of residential, totaling 4.33 FAR.

2. ***Open Space.*** The proposed building setbacks and open space commitments are depicted on Sheet 14 of the plans. The re-established 4th Street passageway and the public plaza around the Metrorail escalators at the south end of the reopened street are the primary public open spaces on the site. Other open spaces include: two smaller plazas which occupy the southwest and southeast corners of the site; two service areas at the northwest and northeast corners of the site; two access/service drives along the east and west sides of the site and an access/service drive along the north edge of the site. The footprint area for new construction falls within the areas not included in open space. While 100% lot occupancy is allowed in the existing C-3-B zone, the application requests the flexibility to provide between 60% and 70% lot coverage.

3. ***Height.*** The height of the existing office towers on the site is 130 feet and the allowable building height under the existing C-3-B zone is 70 feet. Early studies for the redevelopment of the project quickly revealed that it was not possible to both fit the full allowable density on the site and create a reasonable building footprint. Two factors contribute to this situation. First is the extension of the 4th Street passageway through the site and the requirement to respect the location of the Metrorail escalators and surrounding access easements. The loss of ground area in this easement for potential building sites is approximately 15% of the overall site area, or just under 100,000 square feet. The second factor that contributes to the hardship is the location of the existing buildings. Working with these existing structures limits the location of new construction and the resultant open space between buildings. Creating separate buildings results in the need for open spaces between and around them. While it is possible on a smaller

building site in a C-3-B zone to achieve both full density in the 70-foot height limit and have a reasonable building footprint, it is not possible on the Waterfront site. The PUD approval is needed in order to recalibrate the building height to the allowable density.[9]

The height of the proposed redevelopment is consistent with existing patterns of development. The existing 130-foot towers on the site establish the upper end of building height in a neighborhood that is comprised of numerous 90-foot tall buildings. The proposed 112-foot maximum height for the new office buildings attempts to provide a transition between the two heights. These buildings are located along the 120-foot wide M Street corridor and at the northwest and northeast corners of the site (see Sheet 19, final phase). Other office buildings, fronting on 4th Street, will be constructed to a 79-foot maximum height. As proposed, the redevelopment of Waterfront will provide for a variety of building heights that will create interest and diversity in the project. Only the four corners of the site are proposed to be rezoned to C-3-C for purposes of building height.

E. Vehicular and Pedestrian Circulation

In the project plans, Sheet 11, "Context Circulation Plan" and Sheet 13, "Ground Level/Site Circulation Plan" show the vehicular and pedestrian circulation plan for the project. For pedestrians the two major changes will be the ability to walk through the site on wide sidewalks along 4th Street and the removal of surface parking areas that impede convenient and safe pedestrian passage. Along 4th Street, the retail display windows,

[9] In the plans in Exhibit B, see the Comparative Massing Options depicted on Sheet 5. The C-3-B matter-of-right option shows a low, bulky profile of buildings covering nearly all of the site and with little design interest. The proposed design opens up the site, articulates individual buildings and much more design interest.

landscaping and sidewalk surface will make for a pleasing pedestrian environment. Shop windows will also line the M Street frontage for convenient pedestrian access and visual interest.

Each office building component will have a specific vehicular access plan for employees, taking them from the parking garage to elevators in order to access their floor levels. Assuming 4th Street is approved as a roadway, there will be some vehicular access to parking and loading from this street, as well as from north-south service drives through the site at its eastern and western edges.

The transportation consultant has analyzed existing traffic conditions on local streets as well as projected conditions after construction and occupancy of the proposed PUD. The full report will be submitted as part of the Pre-Hearing Submission. Following is a summary of key findings from the draft report:

- In 2002 all of the local intersections are operating at Level of Service ("LOS") "D" or better in the a.m. and p.m. peak hours except for 4th and M Streets (LOS "F" in p.m. peak), 4th and Eye Streets and 3rd and Eye Streets, which operate at LOS "E" in the p.m. peak. All other intersections operate at acceptable overall levels of service.

- In 2005, after interim development, and in 2010, after further interim development, all intersections in the vicinity of the site will operate at an acceptable overall LOS "D" or better in peak hours due to the adjustment of signal timing and signal cycle lengths.

- In 2024, after final development, all of the intersections continue to operate at LOS "D" with the exception of 4th and M Streets (LOS "F") and 4th and Eye Streets (LOS "E"), both in the p.m. peak hour. The lower levels of service at the latter intersections are due to a 24 percent increase in "background" or through traffic.

- The number of parking spaces provided complies with the Zoning Regulations, and extensive maneuvering analysis of the proposed loading docks shows that they are completely functional for the types and sizes of vehicles that they serve.

III. PUBLIC BENEFITS OF THE PROPOSED PUD

Section 2403 (Evaluation Standards) of the PUD regulations provides that the Zoning Commission must find that the proposed PUD is "not inconsistent" with the Comprehensive Plan and other adopted public policies for the subject site; that the proposed development includes some of the public benefits and project amenities as set forth in §2403.9: and that the proposed project's impacts on the surrounding area and on public facilities and services will be acceptable commensurate with the public benefits of the PUD or capable of mitigation. These factors are discussed below.

A. Major Local Development Initiative. The applicants and the District of Columbia government are working in partnership to achieve a successful renovation and redevelopment of the existing office-retail complex. The departure of the last of the 5,500 EPA employees occured in September 2002, and the office space is dark. The challenge now is to modernize and revitalize an large, obsolete, deteriorating office-retail complex on a very large site and not allow an undue period of vacancy.

Two highly experienced development companies have taken on the task of revitalizing and modernizing the property, which will require a substantial amount of capital and risk to accomplish. The partnership with the city is reflected in the Memorandum of Understanding, which provides for cooperation on creating a north-south, public roadway through the site, generally along the former right-of-way of 4th Street; obtaining designation of the site as being part of the Central Employment Area so that office leases for GSA tenants are feasible; and capital investment and completion requirements on the developers.

These agreements aim not only to achieve a first-class revitalization with the new, mixed-use Waterfront development, but also to avoid a potential disaster for the neighborhood, namely an extended vacancy of the property after EPA's exodus. The EPA employees represented a significant part of the customer support for the retail businesses in the Mall, and even with that support retail performance was mediocre to poor. An extended period of vacancy would mean a deteriorating megastructure blighting and diminishing the quality of the surrounding neighborhoods.

The applicants are committed to moving forward as expeditiously as leasing commitments will allow to minimize the period of vacancy. The applicants are also committed to maintaining the current supermarket, drug store-pharmacy and bank continuously in operation during the redevelopment period. The completion of the various phases of renovation and redevelopment will bring back office workers as well as new ground floor retail uses, with the office workers providing, along with neighborhood residents, the necessary customer support for the retail uses. Obviously, time is of the essence for the entire revitalization project, but is especially important in maintaining and enhancing retail uses.

By any standard, this is a major revitalization effort being undertaken by close cooperation between the applicants and the District of Columbia to achieve paramount public objectives for the city and the Southwest neighborhood.

B. Fourth Street Passageway. At present the huge size of the mega-block on which the Mall is situated acts as a physical and visual barrier within the community. The inward focus of the Mall is more suburban than urban in character and probably contributed to the problems of successful retailing at the property.

The opening up of the mega-block to pedestrian and/or vehicular traffic will greatly assist in overcoming current conditions. The authors of the ULI Study refer to Waterside Mall as

> *. . . an inward-focused compound surrounded by a moat of parking lots, walls, and park spaces hidden from view. The areas around Waterside Mall, especially to the north, are perceived to be dark and dangerous, especially at night. The entrances to the mall are hard to see and difficult to negotiate on foot. There is no obvious signage, and pedestrian lighting is seen as inadequate. The interior is equally grim, with empty storefronts, little natural light, dead-end corridors, and escalators to nowhere. Waterside Mall is misdesigned and altogether isolated from its residential surroundings.* (p. 37)

The District of Columbia's and the applicant's proposal to demolish the central part of the Mall structure and create a north-south passageway through the site will improve the situation in several ways, by:

- Creating a safer, quicker and more appealing passageway through the site for pedestrians and/or vehicular traffic.
- Providing the opportunity for retail uses to be located along the 4th Street frontage rather than being primarily interior spaces set back some distance from M or Eye Street.
- If the roadway is part of the plan, creating curbside parking opportunities to serve the retail establishments conveniently, while allowing a limited amount of through traffic on two moving lanes.
- Opening up the site to more light and air and improved design opportunities.
- Energizing the center of the site as a result of all of the above.

C. Urban Design. The proposed redesign of the project is intended to achieve a superior urban design while overcoming design mistakes of the past. The most significant urban design improvements are as follows:

- Breaking up the "superblock" of 13.42 acres into two smaller city blocks, with four to five buildings on either side of the new 4th Street roadway.

- Provide superior streetscape and ground level design so as to create a pedestrian-friendly environment, establish a rhythm of building entrances and create retail frontages that "work" – display glass, attractive sidewalk paving, etc.

- Reduce the extreme horizontality of the existing structure and introduce more distinctive, vertical buildings that provide more interest and variety along street frontages and relate better to surrounding development patterns.

- Construct new buildings to the edges of public space and thereby eliminate the awkward "no man's land" created by the existing large and varied setbacks. By fronting on M Street and 4th Street, new buildings will define edges and enclose streets and public plazas.

- Create a clear and recognizable front door, a legible entrance, for each building, enabling pedestrians to know where they are or should be going.

- Create defined and usable open space around the perimeter of the Waterfront development.

D. Create Town Center. The proposed plaza surrounding the Metrorail station entrance will be approximately 100 feet by 200 feet, or 20,000 square feet in area. This is a substantial size, and will be suitably paved and landscaped for public use and enjoyment. Together with the active mixture of office, residential and retail uses on the site, the Metrorail station itself, and the new urban design image, the result will be a new Town Center as called for in public planning goals.

E. Retail and Service Establishments. The applicant is committed to maintaining in use during construction the drug store/pharmacy, the supermarket and the bank. The full development plan allocates all of the ground floor area of buildings facing 4th and M Streets to retail, service and entertainment uses to a depth of 60 feet. This will be highly visible and accessible space with a range of business establishments.[10]

[10] In the plans in Exhibit B, see the Retail Plan Diagram on Sheet 15.

F. Create Mixed Use. The two large apartment buildings to be constructed at the northwest corner of the site will add a substantial residential population to the site. These residents will add "eyes on the street," extra pedestrian movement and improved public safety. They will also add a major amount of additional purchasing power to help support the retail and entertainment uses on the site and along the nearby Southwest waterfront. Finally, new housing helps offset long-term population losses experienced by the District of Columbia over the past several decades. Now that the city is finally gaining population again, these dwellings and the residents thereof will contribute to population growth and urban vitality.

G. No Adverse Effect on Neighborhood or on Public Facilities. The proposed redevelopment and redesign of the existing mall into the Waterfront project, if carried out in a timely, systematic way, will actually prevent the numerous negative effects that could impair the neighborhood if the large existing complex remained vacant for some period of time. The adverse effects on neighborhoods from long-vacant buildings are normally visual blight, lack of retail services (in this case), and an increase in crime.

The preliminary traffic analysis by the transportation consultant indicates that the number of parking spaces is ample to serve the proposed development plan and that the street and highway network and public transportation – especially the Waterfront/SEU Metrorail station on site – will adequately function to serve the development and other traffic.

The new design will give the property a more distinctive and elegant profile suitable to this neighborhood landmark site. The proposed roadway through the site will

open it up in terms of light and air and create a more convenient passageway for pedestrians and potentially vehicles as well. The Waterfront will be truly a mixed-use development with the inclusion of 400,000 s.f. of residential development and the resultant addition of population to the site and the neighborhood. These residents, in turn, will help support the retail services on the property and along the waterfront.

The site is currently served by all major utilities, and the increased use of water and sanitary services will have a very minor effect on the city's delivery systems. The second-phase applications will include proposed stormwater management plans that will minimize the effect on adjacent property and existing stormwater systems. The District's erosion control procedures will be implemented during construction.

H. Comprehensive Plan Policies. The proposed PUD is consistent with or will help implement a number of policies in the *Comprehensive Plan for the National Capital* (the "Comprehensive Plan"). Some of these are as indicated below.[11]

Major Themes

The 10 major themes set forth in §101.1 run through all of the elements of the plan and provide overall direction. The proposed PUD especially helps carry out the following four major themes:

a. "Stabilizing and improving the District's neighborhoods;"

b. "Increasing the quantity and quality of employment opportunities in the District;"

e. "Respecting and improving the physical character of the District;"

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[11] Citations are from the codified version of the Comprehensive Plan in 10 DCMR (1999).

h. "Reaffirming and strengthening the District's role as the economic hub of the National Capital Region.

Economic Development Element

10 DCMR 200.5 "The District's overall economic development goals are to generate a high-performance economy, create job opportunities for District residents, expand the revenue base through a strong, growing citizen-business-government partnership, and develop a program that moves from economic development planning through implementation and completion of projects."

10 DCMR 200.13 "The generation of sufficient tax revenues to fund the District's budget is a top government priority. . . ."

10 DCMR 209.6(b)(1) "Action 27: Focus Business Activity Near Metrorail Stations – Provide public and private incentives for investment in the areas around neighborhood Metro stations . . . [which] will serve as the primary anchors for economic development in neighborhoods . . ."

Housing Element

10 DCMR 302.2(a) "Encourage the private sector to provide new housing to meet the needs of present and future District residents at locations consistent with District land use policies and objectives . . .[and] provide incentives for desired development."

Transportation Element

10 DCMR 502.2(a) "Support land use arrangements that simplify and economize transportation services, including mixed-use zones that permit the co-development of residential and nonresidential uses to promote higher density residential at strategic locations, particularly near appropriate Metrorail stations."

Land Use Element

The Generalized Land Use Map of the Land Use Element designates the subject site for Medium Density Commercial development. The existing C-3-B zoning was adopted recently (1998) for the site in conformance with the Medium Density Commercial designation. The proposed PUD stays within the matter-of-right density limits of the C-3-B zone.

Ward Two Element

In 10 DCMR 1367.3 the Ward Two Element of the *Comprehensive Plan* calls for reopening 4th Street through the Waterside Mall property so as to reconnect the street, to create a retail center and to provide convenient, safe parking for the retail centers (including the waterfront area) as well as Arena Stage, and Southeastern University.

In summary, the applicant believes that the proposed PUD, if approved and constructed, will significantly help carry out these policies of the *Comprehensive Plan.*

I. First Source Employment Program and Local, Small and Disadvantaged Business Enterprises ("LSDBE"). According to the PUD regulations at §2403.9(e), "Employment and training opportunities" are a type of public benefit. Accordingly, the applicant will enter into an agreement to participate in the Department of Employment Services' First Source Employment Program to promote and encourage the hiring of District of Columbia Residents. In addition, the applicant will enter into a Memorandum of Understanding with the Minority Business Opportunity Commission ("MBOC") to use the resources of the MBOC to utilize minority business enterprises in the development of this project. In this regard, the Applicant has entered into a Memorandum of Understanding ("MOU") with the Office of the Deputy Mayor for

Economic Development, dated September 27, 2001. This MOU provides that First Source Hiring and LSDBE agreements will apply to the first $50 million of building construction and all of the roadway reconstruction work.

IV. COMMUNITY PARTICIPATION

Prior to submitting this planned unit development application the applicant has met numerous times with all organized community organizations, various individuals and Advisory Neighborhood Commission ("ANC") 2D. These meetings have included three meetings with Advisory Neighborhood Commission ("ANC") 2D, three meetings with the Southwest Neighborhood Assembly and two meetings with the Washington Waterfront Association

V. CONCLUSION

Based on the facts and analysis presented in this application, the applicant believes it has met the requirements for approval of a first-stage planned unit development, and respectfully requests that the Zoning Commission grant such approval.

Respectfully submitted,

ARNOLD & PORTER

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