

RECEIVED
D.C. OFFICE OF ZONING
2006 NOV 15 AM 3:10

W A T E R F R O N T
S O U T H W E S T , W A S H I N G T O N , D C

A P L A N N E D U N I T D E V E L O P M E N T

APPLICATION FOR A
MODIFICATION TO A FIRST STAGE PUD,
A SECOND STAGE PUD AND
A ZONING MAP AMENDMENT

ZONING COMMISSION CASE NO. 02-38 *A*

OWNER
WATERFRONT ASSOCIATES LLC
DEVELOPER
FOREST CITY WASHINGTON & VORNADO / CHARLES E. SMITH
LAND USE COUNSEL
HOLLAND & KNIGHT LLP
ARCHITECT
SHALOM BARANES ASSOCIATES, PC

NOVEMBER 14, 2006

ZONING COMMISSION
District of Columbia

CASE NO. 02-38A

EXHIBIT NO. 4
ZONING COMMISSION
District of Columbia
CASE NO.02-38A
EXHIBIT NO.4

EXECUTIVE SUMMARY

This statement and attached documents are submitted by Waterfront Associates, LLC, on behalf of and in conjunction with RLA Revitalization Corporation (“RLARC”), the owner of the property (collectively, the “Applicant”), in support of the application to the Zoning Commission for the District of Columbia for a modification to a first-stage Planned Unit Development (“First-Stage PUD”) for the entire site, second-stage review and approval of a Planned Unit Development (“PUD”) for the central portion of the site, and a change to the District of Columbia Zoning Map under Chapter 24 of the District of Columbia Zoning Regulations, 11 DCMR (February 2003), as amended (“Zoning Regulations”). The Zoning Commission approved the First-Stage PUD and requested zoning change in Zoning Commission Case No. 02-38, by order dated July 31, 2003, and published November 28, 2003.

The subject property (the “PUD Site”) is located at 401 M Street, SW (Lot 89 in Square 542). The PUD Site contains approximately 13.42 acres and is on the north side of M Street, SW, between 3rd and 6th Streets, SW. The PUD Site is currently improved with the Waterside Mall and two high-rise towers, which include mostly vacant office and retail space. The PUD Site is currently split zoned C-3-B/C-3-C under the First-Stage PUD. As part of this application, the Applicant requests that the entire PUD Site be rezoned to C-3-C.

The Applicant proposes to construct a mixed use project of office, residential and retail uses, including an option for a grocery store. The project would contain approximately 2,526,500 square feet of gross floor area, having an aggregate FAR of 4.33, with approximately 1,296,895 square feet of gross floor area, or 2.22 FAR, devoted to office and retail uses and approximately 1,229,605 square feet of gross floor area, or 2.11 FAR, devoted to residential uses. The proposed residential towers on the north end of the PUD Site have a maximum height

of 114 feet while the existing buildings further to the south, formerly used as offices, maintain their existing height of 130 feet and will be converted to apartment houses¹. The Applicant requests flexibility to convert the residential towers on the north end of the PUD Site to commercial uses, as discussed in more detail in the statement. The office towers at the south end of the PUD Site, abutting M Street and the newly reopened 4th Street right-of-way have maximum heights of 114 feet, with the office towers in the center of the PUD Site having maximum heights of 94 feet. Ground floor retail – a minimum of 75,000 square feet – is incorporated along the new 4th Street right-of-way as well as along M Street. The Applicant agrees to devote at least 30,000 square feet of gross floor area for a grocery store, in the event that the neighborhood (as defined in the First-Stage PUD) is not served by a full-service grocery store of at least 30,000 square feet in size.

The key modifications to the First-Stage PUD include the following:

- Potential increase in residential density, with the Applicant committing to no less than 400,000 square feet of gross floor area (a minimum of 324 units), with the potential of up to 1,229,605 square feet of gross floor area (or approximately 1,144 units). The increased area devoted to residential use results from the proposed conversion of the East and West Towers to residential use as well as the potential use of both the Northeast and Northwest Buildings for residential purposes.
- Increased building height of the East and West 4th Street Office Buildings, increasing from 79 feet as approved in the First-Stage PUD to the proposed 94 feet in this modification. The increased height is primarily needed to increase

¹ This project is deemed to be a single building pursuant to Section 2521.1(h) of the Zoning Regulations. For ease of reference, the various components of the single building are referred to as "buildings." However, for zoning purposes, the entire project is considered to be one building.

open space and to reallocate commercial use as a result of the massing changes of the Northeast Building.

- Increase public and private open spaces, including more than doubling the open space adjacent to the Metro station.

The proposed modification is consistent in many ways with the most important aspects of the approved First-Stage PUD. The overall density of the project is maintained at 4.33 FAR, or approximately 2,526,500 square feet of gross floor area. The height of the buildings on each of the four corners have been modified only slightly, increasing from 112 feet to 114 feet –in order to accommodate increased retail ceiling heights on the ground level from 12 feet to 14 feet. The project incorporates the same public benefits and project amenities, including the re-opening of 4th Street, a commitment of at least 400,000 square feet of gross floor area devoted to residential use, and a commitment of at least 75,000 square feet of gross floor area devoted to retail use along M Street and 4th Street, as well as an agreement to devote at least 30,000 square feet of gross floor area for a grocery store, in the event that the neighborhood (as defined in the First-Stage PUD) is not served by a full-service grocery store of at least 30,000 square feet in size.

The Applicant also requests approval of a second-stage PUD ("Second-Stage PUD") for the portion of the project through the center of the PUD Site – providing a unified core to the proposed redevelopment of the PUD Site. The Second-Stage PUD includes the East and West 4th Street Office Buildings flanking 4th Street, with the existing twelve-story office building – the East and West Residential Towers – being renovated for residential use. A continuous open space connects the residential buildings' entrances to 4th Street. These spaces provide pedestrian access across the center of the PUD Site directly to the plaza surrounding the entrance to the Metro station. In addition to being attractively landscaped, these spaces are activated with

ground floor retail lining the base of each building fronting on 4th Street. The Second-Stage PUD also includes the option to construct an at-grade grocery store with approximately 55,000 square feet.

As set forth below, this statement and the attached documents meet the filing requirements for a modification to the First-Stage PUD, a second-stage PUD application and an amendment to the Zoning Map under Chapter 24 of the District of Columbia Zoning Regulations.

TABLE OF CONTENTS

EXECUTIVE SUMMARY I

TABLE OF CONTENTS.....V

DEVELOPMENT TEAM.....VIII

LIST OF EXHIBITS..... IX

I. INTRODUCTION1

 A. SUMMARY OF PROJECT1

 B. THE APPLICANT3

II. SITE LOCATION, ZONING, AND LAND USE3

 A. SITE DESCRIPTION3

 B. DEVELOPMENT HISTORY AND CURRENT STATUS OF WATERSIDE MALL3

 C. THE SURROUNDING AREA.....4

 D. ZONING AND PLANNING HISTORY OF AREA6

 E. MATTER-OF-RIGHT DEVELOPMENT UNDER EXISTING ZONING6

 F. MATTER-OF-RIGHT DEVELOPMENT UNDER PROPOSED ZONING7

III. FIRST-STAGE PUD APPROVAL8

 A. SUMMARY OF APPROVED PROJECT AND AMENITIES8

 B. MODIFICATIONS TO THE FIRST-STAGE PUD8

 C. CONSISTENCY OF PROPOSED PROJECT TO THE FIRST-STAGE PUD11

IV. DESCRIPTION OF MODIFIED PROJECT12

 A. URBAN DESIGN ISSUES12

 1. The Size of the PUD Site13

 2. The Site of the Existing Buildings13

 3. The Disposition of the Buildings on the PUD Site14

 4. The Legibility of Building Entrances14

 5. Utilization of Open Spaces14

 B. BUILDING DESIGN ISSUES15

 C. PHASING OF PROJECT16

 D. TABULATION OF DEVELOPMENT DATA17

 E. FLEXIBILITY UNDER PUD GUIDELINES18

V. THE PROJECT MEETS THE STANDARDS OF THE ZONING REGULATIONS
AND THE PUD REQUIREMENTS19

A.	PUD REQUIREMENTS UNDER CHAPTER 24 OF THE ZONING REGULATIONS	19
1.	Area Requirements Under Section 2402.1(c)	19
2.	Height and FAR Requirements Under Sections 2405.1 and 2405.2.....	19
3.	Impacts of Project Under Section 2403.3	20
4.	Not Inconsistent with Comprehensive Plan Under Section 2403.4.....	21
B.	PUBLIC BENEFITS AND PROJECT AMENITIES	21
1.	Re-Opening of 4 th Street	22
2.	Major Local Development Initiative.....	23
3.	Retail and Establishment of a Town Center	24
4.	Housing.....	26
5.	Urban Design	26
6.	Maintenance of Public Park	27
7.	First Source Employment Opportunities and Use of Local, Small and Disadvantaged Business Enterprises.....	27
VI.	COMPLIANCE WITH THE COMPREHENSIVE PLAN	28
A.	PURPOSES OF THE COMPREHENSIVE PLAN	28
B.	GENERALIZED LAND USE MAP	28
C.	COMPLIANCE WITH MAJOR THEMES OF THE COMPREHENSIVE PLAN	29
1.	Stabilizing and Improving the District's Neighborhoods (§ 101.1(a)).....	29
2.	Increasing the Quantity and Quality of Employment Opportunities in the District (§ 101.1 (b))	29
3.	Respecting and Improving the Physical Character of the District (§ 101.1(e)).....	29
4.	Reaffirming and Strengthening District's Role as the Economic Hub of the National Capital Region (§ 101.1(h))	29
D.	COMPLIANCE WITH MAJOR ELEMENTS OF THE COMPREHENSIVE PLAN.....	30
1.	Economic Development Element	30
2.	Housing Element.....	31
3.	Environmental Protection Element	32
4.	Transportation Element.....	32
5.	Urban Design Element.....	33
6.	Land Use Element.....	34
E.	COMPLIANCE WITH THE WARD ELEMENTS OF THE COMPREHENSIVE PLAN	36
1.	Ward 2 and Ward 6 Economic Development Elements	36

2.	Ward 2 and Ward 6 Housing Elements.....	37
3.	Ward 2 and Ward 6 Environmental Protection Elements.....	37
4.	Ward 6 Transportation Element.....	37
5.	Ward 2 and Ward 6 Urban Design Elements.....	38
6.	Ward 2 Land Use Element.....	38
VII.	SECOND-STAGE PUD.....	39
A.	DETAILED DESCRIPTION OF SECOND-STAGE PROJECT	40
1.	Design Overview	40
2.	East and West 4 th Street Office Buildings	40
3.	East and West Residential Towers.....	41
4.	Retail Streetscape.....	42
5.	4 th Street Landscape, Metro, East and West Plazas	42
6.	Residential Courtyards.....	44
7.	Vehicular Access and Services	44
8.	Zoning Flexibility Requested.....	45
B.	INTERIM CONDITIONS	45
C.	AMENITIES INCLUDED WITH THE SECOND-STAGE PUD.....	45
VIII.	AREAS OF FLEXIBILITY	47
IX.	WORK WITH COMMUNITY AND DISTRICT.....	48
X.	CONCLUSION.....	48

DEVELOPMENT TEAM

Applicant: Waterfront Associates, LLC
Washington, D.C.
A partnership of Forest City Washington,
Vornado/Charles E. Smith, and
Bresler & Reiner, Inc.
c/o Vornado/Charles E. Smith
1501 K Street, NW, Suite 300
Washington, DC 20005

Owner: RLA Revitalization Corporation
1801 K Street, NW
Suite 1210
Washington, D.C. 20006

Land Use Counsel: Holland & Knight LLP
2099 Pennsylvania Avenue, NW
Suite 100
Washington, D.C. 20006

Architect: Shalom Baranes Associates
3299 K Street, NW
Suite 400
Washington, DC 20007

Landscape Architect: Oculus
1754 T Street, NW
Washington, DC 20009

**Traffic/Transportation
Consultant:** Gorove/Slade Associates
1140 Connecticut Avenue, NW
Suite 1200
Washington, DC 20036

Civil Engineer A. Morton Thomas and & Associates, Inc
12750 Twinbrook Parkway
Rockville, MD 20852

LIST OF EXHIBITS

<u>Description</u>	<u>Exhibit</u>
Architectural Plans and Drawings for First-Stage Modification Application ("First-Stage Modification Plans")	Submitted Separately
Architectural Plans and Drawings for Second-Stage Application ("Second-Stage Plans")	Submitted Separately
Zoning Map	A
Location Map	B
Surveyor's Plat	C
Generalized Land Use Map	D
Zoning Commission Order No. 02-38	E
Traffic Report	F
Certificate of Notice, Notice of Intent, and Property Owners List	G
Estimated Quantity of Potable Water and Sanitary Sewage	H

I.
INTRODUCTION

This statement and attached documents are submitted by Waterfront Associates, LLC, the long term ground lessee, and RLA Revitalization Corporation, the owner of the PUD Site (collectively, the "Applicant"), in support of the application to the Zoning Commission for the District of Columbia for a modification to an approved first-stage Planned Unit Development ("First-Stage PUD") for the entire site, second-stage review and approval of a Planned Unit Development ("PUD") for the central portion of the site, and a change to the District of Columbia Zoning Map under Chapter 24 of the District of Columbia Zoning Regulations, 11 DCMR (February 2003), as amended ("Zoning Regulations"). The Zoning Commission approved the First-Stage PUD and requested zoning change in Zoning Commission Case No. 02-38, by order dated July 31, 2003, and published November 28, 2003. The Applicant is seeking these approvals in order to construct a mixed-use project of office, residential and retail uses at the location of the existing Waterside Mall. The proposed project is fully consistent with the District of Columbia Comprehensive Plan ("Comprehensive Plan"), including the land use element.

A. Summary of Modified Project

The Applicant proposes to construct a mixed use project of office, residential and retail uses on the PUD Site. The project would contain approximately 2,526,500 square feet of gross floor area, having an aggregate FAR of 4.33. The project incorporates approximately 1,296,895 square feet of gross floor area, or 2.22 FAR, devoted to office and retail uses and approximately 1,229,605 square feet of gross floor area, or 2.11 FAR, devoted to residential uses. The project includes two residential towers at the north end of the PUD Site, with maximum heights of 114 feet (referenced as the Northwest Building and Northeast Building). The existing high-rise

towers (referenced as the West Residential Tower and the East Residential Tower) will be converted to residential use, maintaining a height of 130 feet. In the center of the project, two new commercial structures will be constructed, each with a height of 94 feet and flanking the newly re-opened 4th Street (referenced as the West 4th Street Office Building and the East 4th Street Office Building). On the south end of the PUD Site, there are two new commercial buildings fronting M Street, each with a maximum height of 114 feet (referenced as the West M Street Building and the East M Street Building). The Applicant requests flexibility to convert the proposed Northwest Building and/or Northeast Building to commercial use – within the same FAR and height proposed – depending upon the outcome of negotiations with RLA Revitalization Corporation.

The PUD Site is currently split zoned C-3-B/C-3-C under the First-Stage PUD. As part of this application, the Applicant requests that the entire PUD Site be rezoned to C-3-C. Although the proposed density is no greater than that permitted in the C-3-B District or under the approved First-Stage PUD, the PUD as proposed will be a single building on a single lot. Rather than split-zone the lot, the C-3-C zone district is requested across the board in order to accommodate the height of the proposed East & West 4th Street Office Buildings within the project.

The primary differences and similarities of the proposed project as compared to the approved First-Stage PUD are detailed below in Section III. However, the importance of this project is the same today as it was when the Zoning Commission approved the First-Stage PUD. It continues to be critical that the PUD Site be redeveloped and occupied to avoid the numerous effects on the surrounding neighborhood and the local economy of such a large building complex

remaining vacant for a period of years. This project is essential for the desired transformation of portions of Southwest to be achieved and is a key element of the Anacostia Waterfront Initiative.

B. The Applicant

The Applicant is Waterfront Associates, LLC, whose members are affiliates of Forest City Washington, Vornado/Charles E. Smith, and Bresler & Reiner, Inc. Bresler & Reiner developed the existing Waterside Mall under a long-term ground lease from the Redevelopment Land Agency. Forest City Washington and Vornado/Charles E. Smith are the co-developers of the project, and Forest City Washington will be the managing member of the entity that owns Waterfront Associates LLC. Waterfront Associates, LLC, was also the applicant for the First-Stage PUD. The RLA Revitalization Corporation owns the land. Waterfront Associates has proposed to purchase the land from RLARC, and RLARC's proposed disposition of the land is pending approval by RLARC's Board.

II.

SITE LOCATION, ZONING, AND LAND USE

A. Site Description

The PUD Site is located at 401 M Street, SW, comprising Lot 89 in Square 542. The PUD Site includes approximately 584,655 square feet of land area (or approximately 13.42 acres) in the "superblock" generally located within M, I, 3rd and 6th Streets, SW. The PUD Site is currently improved with an existing building complex including a three-story shopping mall structure ("Waterside Mall" or the "Mall") flanked on its east and west edges by two 130-foot high office towers.

B. Development History and Current Status of Waterside Mall

Waterside Mall was built in phases primarily beginning in the 1960's through the early 1980's, pursuant to the Southwest Urban Renewal Plan, Area "C." Waterside Mall is situated on

the major part of this superblock bounded by M, I, 3rd and 6th Streets, SW. Fourth Street, between M and I Streets, SW, was closed to create this large development site and facilitate the new construction. Other uses in this superblock include four large, high-rise apartment buildings – two of them to the east of the Mall known as Town Center Plaza Apartments and two to the west of the Mall known as the Marina View Apartments. North of the Mall, and fronting on the south side of I Street, SW, are two churches, Federal parkland, and a District of Columbia library (Southwest Branch). At its southern end, Waterside Mall faces M Street and partially wraps around the entrance to the Waterfront/Southeastern University Metrorail station. A surface parking lot serving the Mall is also located at this end of the site.

The central structure of the Mall is forty-five feet in height and the two existing towers on each side of the central structure have heights of 130 feet. The existing improvements have a total gross floor area of approximately 1,316,871 square feet, or 2.25 FAR. In addition to the surface parking near the Metrorail Station on M Street and the above-grade parking structure, the Mall includes underground parking spaces accessed from I and M Streets, for a total of 1,252 existing parking spaces. Due to problems in leasing and maintaining viable retail and personal service uses in the Mall, the upper floors were devoted to office uses. From the time Waterside Mall opened, the Environmental Protection Agency ("EPA") occupied virtually all of the office space. The EPA's lease expired in September, 2002, and the EPA has since vacated the site. On the ground floor, nearly all retail stores are vacant.

C. The Surrounding Area

The Southwest neighborhoods surrounding the PUD Site are primarily residential in character, with a mixture of building types and density. There are commercial uses lining the Southwest waterfront on the Washington Channel immediately to the west of the PUD Site. The

great majority of the residential buildings were constructed pursuant to the Southwest Urban Renewal Plan, Area "C," which was 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 spaces, trees and landscaped areas. Building types include high-rise apartments, garden apartments, townhouses and 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 I Street.

Immediately to the east of the Town Center Plaza Apartments, and across 3rd Street, SW, is the Greenleaf Gardens public housing complex, situated on three city blocks bounded by M, I, and 3rd Streets and Delaware Avenue, SW. Greenleaf Gardens is an example of pre-existing residential development that was not demolished and redeveloped under the Southwest Urban Renewal Plan.

To the west of 6th Street is the Arena Stage, which has received approval for a substantial expansion. South of Arena Stage, across Main Avenue, is St. Augustine's Church. To the west is the Southwest waterfront, including a series of commercial buildings and uses served by Water Street. Along the waterfront, uses include cruise ship lines, a police pier, several marinas, a fish market, a hotel, nightclubs and restaurants in buildings that are of moderate height and bulk. Several large parking lots are located between Water Street and Maine Avenue to serve commercial establishments. A developer for the revitalization of the Southwest Waterfront has recently been selected, with anticipated development of approximately 2 million square feet including approximately 900 condominiums and apartments, 360 hotel rooms, 230,000 square feet of retail, 150,000 square feet of cultural spaces along with office space, parks, piers and a waterfront promenade.

D. Zoning and Planning History of Area

The Southwest Urban Renewal Plan, Area "C" expired on November 30, 1996, and is therefore no longer in effect. In response to the expiration of this plan, the Office of Planning in the mid-1990's prepared a comprehensive zone plan to replace the urban renewal land controls. The Office of Planning stated in its report that its zone plan intended to respect the Urban Renewal Plan, buildings and structures built under the plan, and the adopted policies of the Comprehensive Plan.

In 1998, the Zoning Commission adopted a text amendment for the Southwest Urban Renewal Area in Zoning Commission Order No. 807. The new section of the Zoning Regulations (11 DCMR § 2521) set forth certain exceptions to the development controls for specified properties located in the former Southwest Urban Renewal area. The primary purpose of the text amendments was to ensure that buildings constructed or rights established under renewal were not lost under the Zoning Regulations. Waterside Mall was specifically addressed in a later amendment, adopted on October 4, 2002, in Section 2521.1(h), which provides that in the event that a road is created through the Mall, the improvements on the PUD Site shall still be considered one building for zoning purposes.

E. Matter-of-Right Development Under Existing Zoning

The PUD Site is currently split-zoned C-3-B/C-3-C pursuant to the First-Stage PUD. Prior to that approval, the PUD Site was zoned entirely C-3-B. The C-3-B District is designated as a major business and employment center and permits medium density development, including office, retail, housing and mixed uses. C-3-B districts are compact in area and are located in or near the Central Employment Area, on arterial streets, in uptown centers, and at rapid transit stops. The uses permitted as a matter-of-right include office, retail, and residential, with a

maximum permitted height of seventy feet and six stories. The maximum permitted floor area ratio ("FAR") for residential uses is 5.0, and the maximum permitted FAR for all other uses is 4.0. The density of the proposed modification to the First-Stage PUD and the accompanying second-stage PUD application is less than that allowed as a matter-of-right under the existing C-3-B zoning. For office development, parking is required at a rate of one space for each additional 1,800 square feet of gross floor area in excess of 2,000 square feet. For retail development, parking is required at a rate of one space for each additional 750 square feet of gross floor area in excess of 3,000 square feet. For residential development, parking is required at a rate of one space for each four dwelling units.

F. Matter-of-Right Development Under Proposed Zoning

Under the modification to the First-Stage PUD, the zoning of the entire PUD Site would become C-3-C. The C-3-C District is a major business and employment center that permits medium-high density development for employment and mixed uses. The uses permitted as a matter-of-right include office, residential, and retail. The C-3-C District permits matter-of-right development to a height of ninety feet, and a FAR of 6.5. The PUD guidelines for the C-3-C District permit a height of 130 feet and a FAR of 8.0. Despite the additional FAR that is permitted for a PUD under the C-3-C District, the Applicant proposes to develop a project with a maximum aggregate FAR of 4.33, which is consistent with the First-Stage PUD and less than the permitted density in both the C-3-B and C-3-C Districts. The C-3-C District is requested only to accommodate the height of the proposed project. Parking is required in the same amounts as the C-3-B District, set forth above.

III.
FIRST-STAGE PUD APPROVAL

A. Summary of Approved Project and Amenities

In the First-Stage PUD, the Zoning Commission approved a medium-high density, mixed use complex of offices, apartments and retail establishments together with a new roadway through the PUD Site. The development proposed retail uses on the ground floor of new or renovated office buildings, an apartment building to be constructed in two phases, a public plaza surrounding the Metrorail station entrance, and a new north-south roadway through the center of the PUD Site. The parking and loading facilities were proposed to be those in existence at Waterside Mall, supplemented by existing and new parking and loading facilities located at- and above-grade.

The First-Stage PUD proposed a total of 2,126,500 square feet of gross floor area (or 3.64 FAR) devoted to commercial uses. The commercial uses included a minimum of 75,000 square feet of gross floor area for retail uses, with the remainder of the square footage being devoted to office space. The First-Stage PUD program also included an apartment building to be constructed in two phases with a minimum of 400,000 square of gross floor area (or 0.69 FAR). The total density for the project was 2,526,500 square feet of gross floor area, or 4.33 FAR.

B. Modifications to the First-Stage PUD

The proposed project contains no more than the maximum density previously approved but reallocates the densities by use and modifies the site planning for the project. The following summarizes the primary modifications to the First-Stage PUD:

- **Potential Increased Residential Density:** The total residential density has the potential to increase from a minimum of 400,000 square feet of gross floor area (0.69 FAR) to 1,229,605 square feet of gross floor area (2.11 FAR). The increased

residential density results from the conversion of the East and West Towers from office use (as approved in the First-Stage PUD) to residential use as well as the conversion of the Northeast Building from office to residential. Under this scenario, the amount of residential density could be as much as triple on the PUD Site. However, the Applicant has requested flexibility to develop the Northwest Building and/or the Northeast Building for office use rather than residential use depending upon the outcome of discussions with RLA Revitalization Corporation. In the event that both buildings are converted to commercial uses, the project would still include no less than 400,000 square feet of residential use to be constructed in the first phase of the project.

- **Public and Private Open Spaces:** The proposed public and private open spaces in the project have significantly increased. The proposed lot occupancy has been reduced by approximately 40,000 square feet from that approved as a result of the increased height for the East and West 4th Street Office Buildings. In addition, the modification proposes to more than double the public open space adjacent to the Metro with the addition of two public plazas that traverse the PUD Site, extending from 4th Street to the proposed entrances of the East and West Residential Towers. The total proposed public space includes approximately 50,600 square feet as compared to the First-Stage PUD, which incorporated approximately 25,000 square feet. Similarly, the proposed private open space has increased due to the addition of a residential courtyard on the west side of the PUD Site adjacent to the West Residential Tower. The increased open spaces on the PUD Site have resulted in a

decrease in the proposed lot occupancy of the project, which is now approximately 58% as compared to 65% in the First-Stage PUD.

- **Building Height of West and East 4th Street Office Buildings:** The heights of the proposed West and East 4th Street Office Buildings have increased from 79 feet (6 stories with 12 foot retail ceilings) to 94 feet (8 stories with 14 foot retail ceilings). The two stories of additional height are necessary to increase open space and reallocate approximately 70,000 square feet of commercial use with the massing changes of the Northeast Building. The additional height is possible now that the buildings are proposed to be new construction, instead of construction over an existing structure.
- **Access to West and East Residential Towers:** The primary entrances to the residential East and West Residential Towers are proposed to be from 4th Street via private drives through the east and west courtyards in lieu of access from east and west private drives adjacent to interior lot lines. Moving the entrances to the façades that face the interior of the PUD Site will increase pedestrian activity in the center of the PUD Site along 4th Street and will improve the viability of retail. Eliminating the two entry courtyards of the First-Stage PUD adjacent to the East and West M Street Buildings also allows for more continuous retail frontage along M Street, thereby improving its viability, as well.
- **Above-Grade Parking Structure:** The existing above-grade parking structure will be demolished under the new plan for the project, with a residential courtyard to be provided at-grade above a parking structure below.

C. **Consistency of Proposed Project to the First-Stage PUD**

The proposed project maintains many important aspects of the First-Stage PUD, which are summarized below:

- **Overall Density**: The overall density of the project is maintained at 4.33 FAR, or approximately 2,526,500 square feet of gross floor area.
- **Building Height of the "Four Corners"**: The height of the buildings on each of the four corners has been modified only slightly – increasing from 112 feet to 114 feet – in order to accommodate increased retail ceiling heights on the ground level from 12 feet to 14 feet.
- **Re-Opening of 4th Street**: The project continues to include the re-opening of 4th Street through the PUD Site, which will redefine the urban fabric of the area, create a vibrant neighborhood in numerous ways, and improve traffic circulation.
- **Public Benefits and Project Amenities**: The public benefits and project amenities approved in the First-Stage PUD are maintained in identical form in the proposed modification. Although additional height is requested for the East and West 4th Street Office Buildings, the proposed height is within that permitted in the C-3-C District and is mitigated by the increased public open spaces which are a direct result of the increased height. Therefore, the proposed benefits and amenities continue to be appropriate to the degree of zoning flexibility requested. In fact, an additional amenity of increased housing is provided within the modified project, including a guarantee that more than 400,000 square feet of residential use will be provided within the first phase of the project, with the

possibility of up to 1,229,605 square feet of residential use at the completion of the project.

- **Retail Commitment**: The Applicant has renewed its commitment to a minimum of 75,000 square feet of retail use along M Street and 4th Street. As part of this requirement, the Applicant continues to agree to devote at least 30,000 square feet of gross floor area for a grocery store, in the event that the neighborhood (as defined in the First-Stage PUD) is not served by a full-service grocery store of at least 30,000 square feet in size.

IV. DESCRIPTION OF MODIFIED PROJECT

A. Urban Design Issues

As recognized in the First-Stage PUD, 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 attempting 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 PUD Site were severed.

The proposed redevelopment of Waterside Mall provides an opportunity to address many of the failings of urban renewal planning policy. The guiding urban design principles for redevelopment reconnect the proposed development with the surrounding Southwest community. Five urban design issues regarding the existing development were identified as problems needing

solutions, all of which were part of the First-Stage PUD. The following is a listing of those issues, including solutions that are proposed with the overall plan for this modification and which are consistent with those principles set forth in the First-Stage PUD.

1. The Size of the PUD Site

The superblock project, partially by virtue of the size of the PUD Site, is not adequately connected to the public realm of the surrounding District public street system. The existing 1.3 million square foot project is spread out over a 13.42-acre site. The PUD Site interrupts the north-south 4th Street right of way that runs from the PUD Site north to Judiciary Square and south from the site to Fort McNair.

The proposed solution to this issue is to re-establish 4th Street through the PUD Site to create two roughly equal and smaller blocks, each made up of four buildings as well as public plazas and open space. An element of this proposed solution is to create a pedestrian-friendly environment along the street frontages through two primary means: (i) 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; and (ii) the targeting of retail uses to line the streets that will complement community needs and project goals.

2. The Site of the Existing Buildings

The PUD Site is improved with several existing structures but dominated by the footprint of one building. The monolithic, three-story mall structure accounts for over 80% of the total existing building footprint area, or approximately 262,000 square feet, with an exterior design treatment that does little to break down the scale of the 600 foot long building. The proposed solution is to create four buildings on either side of the re-opened 4th Street. This increment of

development will inherently provide more interest and variety along street frontages and be more compatible with surrounding development.

3. The Disposition of the Buildings on the PUD Site

Waterside Mall is setback from the property line on all street frontages. The planners espousing the virtues of urban renewal at the time 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, Waterside Mall is comprised of “object buildings” that do little to reinforce existing, surrounding streets and public spaces. Rather than rising from park-like settings, they rise from expansive paved parking lots difficult for pedestrians to traverse. The proposed site plan eliminates the ill-defined interstitial zone between public space and buildings, constructing new buildings out to the edges of public space, and reinforcing the public realm by locating building footprints that define edges to streets and public plazas. New buildings will front on M Street and the reopened 4th Street corridor.

4. The Legibility of Building Entrances

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. The proposed solution to this major issue is to give every building a clear and recognizable front door. Residential and office lobby entrances, retail storefronts and parking entrances will all be located along street frontages or open spaces.

5. Utilization of Open Spaces

Paved parking areas that encompass the perimeter of Waterside Mall serve to isolate the buildings from the surrounding neighborhood. On the south side of the PUD Site, the front door

to the Mall is accessed by traversing a parking lot. 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 PUD Site.

The Applicant proposes to rectify these issues by creating defined and usable open space around the perimeter of the proposed project, which is designed to provide for both pedestrian and vehicular use. 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 and in curb-side parking spaces along the newly re-opened 4th Street. The re-opening of access through the PUD Site for the 4th Street corridor is also a major feature of the open space on the PUD Site and creates the opportunity for a pedestrian-friendly streetscape environment that links areas to the north and south of the redevelopment.

B. Building Design Issues

The designs of the individual buildings, as described in the architectural drawings that are made part of this application, are shown for illustrative purposes to describe the density, setback and height limitations that are requested as part of this modification to the First-Stage PUD. Final design proposals for the East and West 4th Street Office Buildings and the East and West Residential Towers are filed in a concurrent Stage-Two PUD, and the design of these buildings are described in detail below in Section VII. Final design proposals for the remaining buildings will be filed as part of subsequent second-stage PUD application(s).

The density, setbacks and building heights that are described in this application and the attached drawings are the critical design parameters in this modification to the First-Stage PUD. The proposed building setbacks and open space commitments are described on page 2.3 in the

architectural drawings, with the primary open spaces including the re-established 4th Street right-of-way, the east and west public plazas that traverse the PUD Site, and the adjacent Metro Plaza. Other open spaces include a private drive along the north edge of the site and two access/service drives along the east and west sides of the site. While 100% lot occupancy is allowed in the C-3-C District, this modification requests the flexibility to provide between 53% and 63% lot coverage, with the anticipated lot occupancy to be 58%.

The heights of the buildings in the modification are 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 buildings, with no new building being more than 114 feet in height. The approved 112 feet in height for the East and West M Street Buildings and the Northeast and Northwest Buildings provides a transition between the two heights. The modification proposes a two-foot increase in maximum allowable height for these buildings from 112 feet to 114 feet in order to achieve 14-foot high retail ceilings. The modification proposes two additional stories and a maximum height of 94 feet for the East and West 4th Street Office Buildings in order to accommodate shifted commercial density as noted above. As proposed, the modification to the First-Stage PUD continues to provide for a variety of building heights that will create interest and diversity in the project.

C. Phasing of Project

The modified project will be phased similarly to the phasing approved in the First-Stage PUD, with the major difference being the timing of the construction of the residential uses. The Applicant requests that the Zoning Commission grant the modified first-stage and the accompanying second-stage PUD application, such approval being valid for a period of three years from the effective date of such order granting the same. The Applicant would then have

five years from the effective date of such order to apply for a second-stage PUD application for any additional portion of the project, with the entire project having been incorporated into second-stage PUD applications no later than December 31, 2020. The ultimate deadline for full second-stage approval of the entire PUD coincides with the date that the Safeway lease expires. One example of proposed phasing – which is the proposed phasing plan as of the date of this submission, with one option – is illustrated in the Probable Development Plan (Page 5.0) in the First-Stage Modification Plans submitted herewith.

D. Tabulation of Development Data

	APPROVED FIRST-STAGE PUD	PROPOSED MODIFIED FIRST- STAGE PUD	PROPOSED ALTERNATE MODIFIED FIRST- STAGE PUD
Minimum Area	584,655 sf	584,655 sf	546,655 sf
Gross Floor Area	2,526,500 sf	2,526,500 sf	2,526,500 sf
TOTAL FAR	4.33	4.33	4.33
Height	Maximum of 112 feet for new construction Maximum of 130 feet for existing construction*	Maximum of 114 feet for new construction Maximum of 130 feet for existing construction*	Maximum of 114 feet for new construction Maximum of 130 feet for existing construction*
Lot Occupancy	65% with flexibility to range between 60% and 70%	58% with flexibility to range between 53% and 63%	61% with flexibility to range between 56% and 66%
Rear Yard	28.02 feet	28.02 feet	28.02 feet
Side Yard	East: None West: 22.71 feet	East: None West: 22.71 feet	East: None West: 22.71 feet
Residential Recreation Space	10% of residential gross floor area: 40,000 sf Minimum outdoor space: 20,000 sf	5.6% of residential gross floor area: 70,000 sf (all exterior) plus additional interior space <i>Flexibility needed, see below</i>	10% of residential gross floor area: 43,800 sf (all exterior) plus additional interior space

Parking	Minimum of 1,335 parking spaces	Minimum of 1,087 parking spaces	Minimum of 1,316 parking spaces
----------------	---------------------------------	---------------------------------	---------------------------------

**Conforming structure pursuant to 11 DCMR § 2521.1(e)*

E. Flexibility Under PUD Guidelines

The PUD process was created to allow greater flexibility in planning and design than may be possible under conventional zoning procedures. In this application, the Applicant has attempted to comply with all aspects of the Zoning Regulations for the C-3-C zone. However, the Applicant must request flexibility from the residential recreation space requirements and the roof structure requirements.

The Applicant requests flexibility from the residential recreation space requirement² that the project include an amount equal to 10% of the gross floor area devoted to residential use (§ 773.3), which is more than 120,000 square feet. The project provides qualifying residential recreation space in an amount of approximately 70,000 square feet in an exterior courtyard and open spaces, which is approximately 5.6% of the gross floor area devoted to residential use. The project also anticipates providing varying forms of interior residential recreation space; however, these spaces have not yet been identified. The provided residential recreation space is more than sufficient for this project, which is located within a vibrant, mixed-use development of retail uses as well as within blocks of the Southwest Waterfront and Arena Stage. In addition, the Project provides additional public opens spaces that are not included in this calculation but which will be available for the residents to use.

In addition, the project includes some roof structures which do not comply with the technical requirements of Sections 411 and 770 of the Zoning Regulations. The Applicant

² The Applicant notes that on November 6, 2006, the Zoning Commission took proposed action to repeal the residential recreation space requirements set forth in Section 773 of the Zoning Regulations. If final action on that repeal is taken prior to a final decision in this case, this requested flexibility will no longer be necessary.

requests flexibility to deviate from these specific provisions, including walls of unequal height, to provide the roof structures in accordance shown in the First-Stage Modification Plans.

V.

**THE PROJECT MEETS THE STANDARDS OF THE
ZONING REGULATIONS AND THE PUD REQUIREMENTS**

A. PUD Requirements Under Chapter 24 of the Zoning Regulations

1. Area Requirements Under Section 2402.1(c)

The PUD Site area is approximately 584,655 square feet in land area, which exceeds the minimum area requirement of 15,000 square feet for this PUD. 11 DCMR §2401.1(c).

2. Height and FAR Requirements Under Sections 2405.1 and 2405.2

The project conforms to the PUD guidelines for the C-3-C District. As noted above, the C-3-C District permits as a matter-of-right the development of 3,800,257.5 square feet of commercial gross floor area on the PUD Site, or 6.5 FAR, while a PUD under the C-3-C District permits 4,677,240 square feet of commercial gross floor area on the PUD Site, or 8.0 FAR. The project proposes development significantly below the maximum matter-of-right FAR for the C-3-C District, with approximately 2,526,500 square feet, or 4.33 FAR. If FAR is calculated based on the PUD Site excluding the area to be dedicated for 4th Street (approximately 68,000 square feet), the total FAR is approximately 4.9, which is still less than that permitted as a matter-of-right in the C-3-C District. The maximum height of new construction within the project is 114 feet, which is within that permitted for a PUD in the C-3-C District. The existing towers with a height of 130 feet are permitted pursuant to Section 2521.1(c) of the Zoning Regulations.

3. Impacts of Project Under Section 2403.3

The project will have a positive impact on the surrounding Southwest neighborhoods and will prevent the numerous negative effects that are impairing the neighborhood as a result of this large complex remaining vacant. The adverse effects from long-term vacant buildings include visual blight, lack of retail services and an increase in crime. The redevelopment of the PUD Site will continue the revitalization of the Southwest neighborhood which has begun with approved projects in the area, such as the Arena Stage expansion and the proposed redevelopment of the Southwest Waterfront.

Furthermore, the project will provide an economic boost to the District of Columbia generally, including increased real estate taxes, increased income taxes resulting from the increased residential opportunities at the PUD Site, and sales taxes resulting from the new retail uses. The degree of positive impact will be set forth in an economic benefits report to be submitted to the Zoning Commission prior to a hearing on this case.

With regard to transportation and traffic impacts, initial analysis indicates that the project will have no unacceptable impact on traffic or the transportation infrastructure, as is set forth in the Traffic Impact Study attached as Exhibit F. The Traffic Impact Study concludes that the proposed development will help better traffic conditions with the reopening of 4th Street. Furthermore, the study concludes that the addition of traffic as a result of the each phase of the project has minimal impact and that these additional vehicle-trips can be accommodated by the surrounding network.

Finally, the Applicant believes that the project will have no adverse impact on the District's existing infrastructure. The PUD 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 project will incorporate stormwater management plans that will minimize the effect on adjacent properties and existing stormwater systems. In addition, the District's erosion control procedures will be implemented during construction.

4. Not Inconsistent with Comprehensive Plan Under Section 2403.4

As discussed at length below, the project is not inconsistent with the Comprehensive Plan

B. Public Benefits and Project Amenities

The PUD provisions of the Zoning Regulations require the Zoning Commission to evaluate specific public benefits and project amenities of a proposed project. Public benefits are defined as “superior features of a proposed planned unit development that benefit the surrounding neighborhood or the public in general to a significantly greater extent than would likely result from development of the site under the matter of right provisions of this title.” 11 DCMR §2403.6. “A project amenity is one type of public benefit, specifically a functional or aesthetic feature of the proposed development, that adds to the attractiveness, convenience or comfort of the project for occupants and immediate neighbors.” 11 DCMR §2403.7. Furthermore, in deciding a PUD application, the Zoning Commission is required to “judge, balance and reconcile the relative value of amenities and public benefits offered, the degree of development incentives requested, and any potential adverse effects according to the specific circumstances of the case.” 11 DCMR §2403.8.

Public benefits and project amenities may be exhibited in a variety of ways and may overlap with furthering the policies and goals of the Comprehensive Plan. In the present case, the project along with the proposed public benefits and project amenities associated with this project – including the re-opening of 4th Street -- provide significant public benefits to the area and the District as a whole and satisfy the requirements of Chapter 24.

The public benefits and project amenities approved in the First-Stage PUD are maintained in identical form in the proposed modification. In addition, the proposed modification also offers additional public open space. This additional public open space is provided as a direct result of the additional height requested for the East and West 4th Street Office Buildings. The result of the increased open space is a decrease in lot occupancy of approximately 40,000 square feet (or 7% of the PUD Site) and more than double the amount of public space open space (approximately 50,600 square feet in lieu of 25,000 square feet). Therefore, the proposed benefits and amenities are appropriate to the degree of zoning flexibility requested.

In fact, an additional amenity is the proposed timing for the provision of housing. In the First-Stage PUD, the Zoning Commission permitted up to 1.57 million square feet of new and renovated office use to be constructed prior to the construction of any residential space. As part of this modification, the Applicant is agreeing to construct more than 400,000 square feet of gross floor area devoted to residential use in the first phase of construction. Thus, the residential uses will be constructed much earlier with the proposed modification than under the approved First-Stage PUD.

The PUD project proposes the following public benefits and project amenities:

1. Re-Opening of 4th Street

As part of the proposed redevelopment of the PUD Site, the Applicant intends to demolish the existing Waterside Mall and to re-open 4th Street through the center of the PUD Site. The re-opened 4th Street will consist of a fifty-five foot roadway within a ninety-foot right-of-way for the portion of 4th Street within the confines of the PUD Site. The proposed right-of-way will provide two lanes of moving traffic, a turning lane, and curbside parking lanes

on both sides of the street, as well as sidewalks with minimum right-of-way to curb widths of 17.5 feet. These wide sidewalks and curbside parking are designed to enhance the retail and pedestrian environment along 4th Street, while the two moving lanes match the two lane configuration of 4th Street to the north and south of the PUD Site. The Applicant proposes to incorporate traffic calming and pedestrian considerations, such as a large, raised crosswalk and bulb-outs which shorten the distance that pedestrian must travel to cross the roadway at intersections.

The re-opened 4th Street is an extremely important aspect of the project, as it will redefine the urban fabric of the area and will create a vibrant neighborhood in numerous ways. First, it will provide the opportunity for retail uses to be located along the 4th Street frontage, creating a lively urban environment as opposed to creating primarily interior spaces removed from the streets and sidewalks. The retail will be visible from the outside and accessible to the neighborhood and will provide street activation, as is described in more detail in subsection 3 below. Second, it will create a safe, direct and more appealing passageway through the PUD Site for pedestrians and vehicular traffic. Third, the roadway opens the center of the development for light and air and allows the opportunity for improved architectural design. Finally, the re-opened roadway will benefit the local transportation system, especially when combined with the District-led effort to acquire and re-open the roadway between the PUD Site and I Street, known as the Park Street Extension.

2. Major Local Development Initiative

The proposed project is a major revitalization effort being undertaken with the close cooperation of the Applicant and the District to achieve important public objectives for the District and the Southwest neighborhood. The project will achieve a first-class revitalization of a

bleak development into a new neighborhood center with office workers providing a daytime population and the residential units bringing full-time residents and event activity to the PUD Site and the neighborhood. The new office workers and the new residents along with the existing neighborhood residents will all serve as customers of the retail uses, ensuring sustainability of the retail uses.

This project will serve as a catalyst for the District's development objectives for the Southwest and Southeast neighborhoods. These neighborhoods are approaching a type of renaissance, with the project, the redevelopment of the Southwest Waterfront, the construction of the Washington Nationals' baseball stadium and the redevelopment of the Southeast Federal Center, which will all bring residents, workers, and visitors to enjoy the many activities that will be found here. The project is an important piece of this puzzle, as it will have significant positive impacts on the character of the immediate neighborhood and on traffic flow with the re-opening of 4th Street. Moreover, the proposed phasing of the project avoids a protracted vacancy of Waterside Mall and enhances the revitalization efforts. As such, this project is an essential element for the redevelopment of these areas.

3. Retail and Establishment of a Town Center

The Applicant is proposing a minimum of 75,000 square feet of retail and service uses on the ground floor level of the buildings, including the option for a newly constructed, at-grade grocery store with a minimum size of 30,000 square feet. The Applicant's goal is to construct a new, approximately 55,000 square foot grocery store at-grade between the East Residential Tower and the East 4th Street Office Building, with a portion of the store being below the East 4th Street Office Building. In addition, the Applicant will endeavor to maintain, during the

construction phases of the project, a grocery store, bank and drug store, which are all uses currently located at the PUD Site.

The new retail establishments will occupy the ground floor area of the buildings facing 4th Street and M Street and will be highly visible and accessible. This retail area is – and will continue to be – a significant shopping area for this part of the city. In addition to a newly constructed grocery store serving as the anchor tenant, the specific neighborhood retail uses may include the following: drugstore, restaurant, coffee shop or café, dry cleaner, bank, hair/nail salon, video rental, florist, card & gift store, camera store, ice cream shop, bakery, and/or optician.

This retail forms the central element of the new neighborhood center being created, as called for in public planning goals, including the Comprehensive Plan's designation of the PUD Site as a multi-neighborhood commercial center. The Applicant's intent is to establish a safe, inviting environment for community members. The Urban Land Institute identifies a Neighborhood Center as providing for the sale of convenience goods and personal services for the day-to-day living needs of the immediate neighborhood. The Applicant intends to create this type of area by providing retail that will provide for the needs of the Southwest residents, tenants of the residential component, office employees and visitors, and the tourists visiting the Southwest waterfront. The establishment of the PUD Site as a Neighborhood Center – an active mixture of office, residential, and retail uses – furthers the important goal of revitalizing Southwest in accordance with the District's long range vision for this area and the nearby re-emerging Southeast area.

In addition, the project will create a new public plazas surrounding the Metrorail station entrance, including approximately 50,600 square feet, more than double the 25,000 square feet

proffered as part of the First-Stage PUD. The metro plaza and east plaza include approximately 34,100 square feet while the west plaza includes approximately 16,500 square feet. The additional open space allows the project to more closely mirror the character of the surrounding neighborhood. The plazas will be suitably paved and landscaped for public use and enjoyment. Together with the active mixture of office, residential and retail uses on the PUD Site along with the Metrorail station, the new urban design and the improved accessibility, the result will be a new Town Center.

4. Housing

The First-Stage PUD required that a minimum of 400,000 square feet of residential use be developed on-site. The modification to the First-Stage PUD proposes an option for more than one million square feet devoted to residential use, well over this minimum requirement. These residential units will add a substantial residential population to the neighborhood, resulting in extra pedestrian movement in the neighborhood and improved public safety. In no event will the residential use be less than 400,000 square feet of gross floor area.

Furthermore, the First-Stage PUD required the construction of 400,000 only after 1,570,000 square feet of commercial use was constructed. As part of this modification application, the Applicant commits to construct more than 400,000 square feet of the residential space as part of the first phase of the project.

5. Urban Design

The project will continue to accomplish major design objectives that were identified as an important part of the First-Stage PUD, including the following:

- Creating superior streetscape design and pedestrian amenities, including wide sidewalks and public plazas;

- Reducing horizontal design and introducing more vertical elements;
- Creating better connections visually and in terms of accessibility to the surrounding neighborhood;
- Reconnecting the PUD Site to the neighborhood by breaking it into two smaller city blocks;
- Constructing new buildings to the property lines so as to define edges and public spaces;
- Creating identifiable building components with their own recognizable entrances in place of a single monolithic structure.

6. Maintenance of Public Park

The Applicant has also agreed to assume responsibility to maintain the former Federal land north of the PUD Site as a public park amenity that remains after construction of the Park Street Extension. The Applicant has agreed to maintenance of this park, with such maintenance to possibly include trash removal, lawn mowing, and planting. The Applicant agreed to maintain this park after completion of construction of the Park Street Extension and continue such maintenance for the life of the PUD.

7. First Source Employment Opportunities and Use of Local, Small and Disadvantaged Business Enterprises

In order to further the policies established in Mayor's Order No. 83-265 and D.C. Law 5-93, the Applicant will enter into an agreement to participate in the Department of Employment Services First Source Employment Program that promotes and encourages the hiring of District residents. Furthermore, in order to further policies established in D.C. Law 1-95, the Applicant will enter into a Memorandum of Understanding with the District of Columbia Department of

Small and Local Business Development to utilize local, small and disadvantaged business in the development of this project.

VI.
COMPLIANCE WITH THE COMPREHENSIVE PLAN

The project advances the purposes of the Comprehensive Plan, is consistent with the Generalized Land Use Map, and furthers and complies with the major themes and elements for the District and Ward 6 in the Comprehensive Plan.

A. Purposes of the Comprehensive Plan

The purposes of the Comprehensive Plan are six-fold:

- (1) Define the requirements and aspirations of District residents, and accordingly influence social, economic and physical development;
- (2) Guide executive and legislative decisions on matters affecting the District and its citizens;
- (3) Promote economic growth and jobs for District residents;
- (4) Guide private and public development in order to achieve District and community goals;
- (5) Maintain and enhance the natural and architectural assets of the District; and
- (6) Assist in conservation, stabilization, and improvement of each neighborhood and community in the District.

D.C. Code §1-245(b).

The project significantly advances these purposes by stimulating economic development in the Southwest area of the District, in accordance with the District's planning goals. These goals will be achieved through redevelopment, promoting economic growth, increasing employment opportunities for District residents, enhancing the beauty and utility of the Southwest area, and helping to improve and stabilize Southwest neighborhoods.

B. Generalized Land Use Map

The Generalized Land Use Map designates the PUD Site in the medium density commercial land use category, with the land immediately to the north of the PUD Site being designated for the parks, recreation and open space. The Generalized Land Use Map designates

the area generally surrounding the PUD Site in the medium density residential land use category. A copy of the relevant portion of the residential portion of the Generalized Land Use Map is attached as Exhibit D. The Comprehensive Plan also designates the area as a multi-neighborhood commercial center. The PUD Site is located in the Central Employment Area.

C. Compliance with Major Themes of the Comprehensive Plan

The project is consistent with many of the Comprehensive Plan's major themes as follows:

1. Stabilizing and Improving the District's Neighborhoods (10 DCMR § 102)

Promoting and ensuring good quality neighborhoods is of utmost importance to the District. 10 DCMR § 102.4. The Southwest waterfront neighborhood will be substantially improved with the conversion of Waterside Mall into vibrant, dynamic neighborhood center.

2. Increasing the Quantity and Quality of Employment Opportunities in the District (10 DCMR § 103)

The expansion of the quantity of employment opportunities is a central theme of the Comprehensive Plan. 10 DCMR §103.1. The project furthers the District's goal of establishing more jobs, as a result of newly constructed commercial and retail uses.

3. Respecting and Improving the Physical Character of the District (§ 101.1(e))

The PUD process will ensure the development of an exceptional design that will spur revitalization of the Southwest area and fulfill the District's planning objectives for the area.

4. Reaffirming and Strengthening District's Role as the Economic Hub of the National Capital Region (§ 101.1(h))

The Comprehensive Plan encourages making maximum use of the District's location at the center of the region's radial metrorail and commuter rail systems. 10 DCMR §109.1(b). The

project takes advantage of this transportation asset by redeveloping the PUD Site at the entrance to the Waterfront/Southeastern University Metrorail station.

D. Compliance with Major Elements of the Comprehensive Plan

The project furthers the objectives and policies of many of the Comprehensive Plan's major elements as follows:

1. Economic Development Element

The Economic Development element establishes those policies that provide the necessary framework for the expansion and enhancement of economic development activities. The purpose is to build upon the District's role as the National Capital and the economic center of the national capital region. 10 DCMR § 200.1(a). 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 §200.5.

The Economic Development element sets as a high priority the development and implementation of policies and strategies that generate new and productive uses of currently underused commercially and industrial zoned lands. 10 DCMR § 200.10. The PUD Site is a prime example of underused commercial zoned land. The conversion of the PUD Site from a vacant mall to a vibrant neighborhood center with office, retail and residential uses will serve to further this goal.

The Economic Development element recognizes the importance of the generation of sufficient tax revenues to fund the District's budget as a top government priority. 10 DCMR § 200.13. This project will generate economic benefits for the District, both during construction

and upon completion of the project. Significant tax revenues will likely be created from the real property values of the project, the sales tax revenues, the income tax and retail sales generated by area residents, and the economic spin-off benefits of a major high-quality mixed-use development project.

The Economic Development element encourages additional development, economic diversification and job generation in portions of the Central Employment Area, but outside downtown. 10 DCMR § 205.1. The element seeks encouragement and assistance of development and employment growth in other parts of the Central Employment Area, with special emphasis on achieving the mix of land uses – residential and commercial – that promotes increased economic activity in the evenings and weekends as well as during the work day. 10 DCMR § 205.2(f).

In its Strategic Areas section, the Economic Development element encourages focusing business activity near Metrorail stations and providing public and private incentives for investment in the areas around neighborhood Metrorail stations which will serve as the primary anchors for economic development. 10 DCMR § 209.6(b)(1).

2. Housing Element

A central theme of the Housing element is that the District must stimulate a wider range of housing choices and strategies through the preservation of sound older stock and the production of new units for a wide variety of household types. 10 DCMR § 300.2. The project's potential inclusion of more than one million square feet of gross floor area devoted to residential use – creating a minimum of at least 324 housing units with the potential of up to 1,144 housing units– furthers this goal.

The general objectives for housing are to stimulate production of new and rehabilitated housing to meet all levels of need and demand and to provide incentives for the types of housing needed at desired locations. 10 DCMR § 302.1. The policies established to support these objectives include encouraging housing on suitably located underutilized or underused property. 10 DCMR § 302.2(e). The redevelopment of Waterside Mall into a neighborhood center, including a minimum of 324 housing units with the potential of up to 1,144 housing units adjacent to retail and office uses furthers this goal.

3. Environmental Protection Element

The project furthers the goals of the Environmental Protection element of the Comprehensive Plan, which includes protecting the environment of the District, resisting threats to its overall quality, and maintaining and enhancing its positive features. 10 DCMR § 401.1. The Applicant will incorporate green roofs on the East and West 4th Street Office Buildings as well as the grocery store, in the event it is constructed. These features further the District's objective of improving water quality, which leads to better water quality in rivers and streams in the District. 10 DCMR § 402.1. Achieving this objective is especially important if the Anacostia waterfront areas are to be re-established as important recreation sites. In addition, the Applicant will comply with all District and Federal environmental regulations as necessary through the permit process.

4. Transportation Element

The basic philosophy of the District's Transportation element is that by providing for the efficient movement of people and goods within the District and its metropolitan area, the District's transportation network can play a key role in the District's effort to maintain and enhance its function as the economic and cultural hub of the Washington Metropolitan Area. 10

DCMR §500.2. The project places significant importance on the Waterfront Metrorail station by incorporating it as an important part of the development and creating it as a central part of the neighborhood center. Residents and tenants can use Metro to access the project and other destinations in the region.

The general objectives of the Transportation element are to support District policy to preserve and improve neighborhoods, to facilitate the commerce of the District, and to support District growth and development objectives to expand business and job opportunities. 10 DCMR § 502.1 The policies to support these objectives include supporting land use arrangements that simplify and economize transportation services, including mixed use zones that permit the co-development of residential and non-residential uses to promote higher density residential development at strategic locations, particularly near appropriate Metrorail stations. 10 DCMR § 502.2(a).

Additionally, the project will include parking in excess of that required by the Zoning Regulations, by including below-grade parking garages for each aspect of the development, containing a minimum of 1,090 parking spaces, as set forth in the First-Stage Modification Plans. The parking provided, as discussed in the Traffic Report attached as Exhibit F, provides adequate parking, including short-term parking for retail as is encouraged by the Transportation element. 10 DCMR § 502.2(c).

5. Urban Design Element

The Urban Design element states that it is the District's goal to "promote the protection, enhancement and enjoyment of the natural environs and to promote a built environment that serves as a complement to the natural environment, provides visual orientation, enhances the

District's aesthetic qualities, emphasizes neighborhood identities, and is functionally efficient.”
10 DCMR §701.1.

The project has been designed to enhance the physical character of the area, and the project's scale is sensitive to the recognized patterns of development in the area. 10 DCMR §§ 708.2(a), 710.2(e). The buildings and open spaces have carefully designed. The massing and rendering of all of the buildings have been designed in a manner appropriate for a mixed-use development set within the contemporary, residential architecture of Southwest DC. The placement of open spaces between these buildings reflects the freely accessible character of the neighborhood. Furthermore, the proposed project furthers the Urban Design's element objective of encouraging new development or renovation and rehabilitation of older structures in areas with vacant or underused land or buildings to secure a strong, positive physical identity. 10 DCMR § 712.1.

6. Land Use Element

According to the Land Use element, the objective for commercial land is to promote the vitality of the District's commercial areas and to provide for continued growth and vitality of the District's economy and its employment base. 10 DCMR §1105.1. The project provides the continued growth and vitality that the District needs for this area while increasing the employment base for District residents.

The Land Use element states that development in Metrorail station areas should be undertaken to assure orderly growth, compatible mix of uses, appropriate densities, good pedestrian and vehicular circulation and appropriate combination of public and private actions. 10 DCMR § 1100.8. The project provides an appropriate mix of uses at this Metrorail station while at the same providing for improved traffic situations with the re-opening of 4th Street.

The Land Use element also states that the District's waterfronts and shorelines are great natural assets which may be conserved and protected but which also represent exciting opportunities for the District's future development. 10 DCMR § 1100.6. The project provides an important opportunity to spur revitalization of the Southwest area and the nearby Southwest waterfront.

According to the Land Use element, the medium density land use category includes shopping and service areas that generally offer the largest concentration and variety of goods and services outside of the Central Employment Area. The policies in support of the commercial area objectives include promoting appropriate commercial development, including centers for retail and office uses, to serve the needs of the economy of the District and its neighborhoods as well as expanding employment opportunities for District residents. 10 DCMR § 1108.1(a) The policies also include encouraging the District's multi-neighborhood commercial centers to provide a satisfactory range of retail and office services for their market areas and promoting the establishment of mixed use commercial centers at appropriate Metrorail stations. 10 DCMR §§ 1108.1(d), 1108.1(j).

The Land Use element designates the PUD Site as a multi-neighborhood commercial center. Multi-neighborhood centers contain those services needed for day-to-day living with greater depth and variety than a local neighborhood center. These centers are generally located at intersections along major arterial streets and along transit routes. Variety stores, drugstores, supermarkets, and specialty shops are usually principal elements of multi-neighborhood centers. These centers frequently have one or more restaurants, a hardware or paint store, and one or more gasoline station. 10 DCMR § 1107.4.

The Land Use element also sets forth objectives for Metrorail station area development. These objectives include concentrating planning and development attention on Metrorail station areas which offer opportunities for redevelopment and new growth, particularly in those station areas that have large amounts of vacant or poorly utilized land and to maximize development where possible, thus promoting increased ridership for the transit system. 10 DCMR § 1134.1.

E. Compliance with the Ward Elements of the Comprehensive Plan

At the time the Comprehensive Plan was issued in 1999, the PUD Site was located in Ward 2. Since that time, the ward boundaries have been changed, and the PUD Site is now located within the boundaries of Ward 6. As is seen in the analysis below, the project fulfills and furthers the specific objectives for both Ward 2 and Ward 6, as set forth in the Comprehensive Plan.

1. Ward 2 and Ward 6 Economic Development Elements

The Ward 2 Economic Development element objectives include developing new business and encouraging mixed-use residential and commercial development where appropriate. 10 DCMR § 1301.1(f). This element seeks to achieve, where appropriate, retail and service development and encourage cottage industries in the neighborhood commercial areas of the ward, by specifically taking actions to capitalize on economic opportunities near the Waterfront Metrorail station. 10 DCMR § 1302.1(f)(1).

The Ward 6 Economic Development element of the Comprehensive Plan states that the ward offers an abundance of economic opportunity within its commercial areas. 10 DCMR § 1700.1. An objective for Ward 6 is to encourage a range of commercial services through appropriate development of commercial areas. 10 DCMR § 1701.1(a).

2. Ward 2 and Ward 6 Housing Elements

The Ward 2 element acknowledges that Southwest is home to the city's more contemporary neighborhoods and a popular place for young singles and families. 10 DCMR § 1303.3. Objectives for housing in Ward 2 include stimulating production of new and rehabilitated housing to meet all levels of need and demand as well as to provide for the housing needs of low- and moderate-income households. 10 DCMR §§ 1304.1(a), 1304.1(b).

One of the Ward 6 Housing objectives is to stimulate production of new housing in the ward and to provide housing opportunities to accommodate and allow for residential growth and stability according to area needs. 10 DCMR § 1705.1(b). A policy in support of this objective is to stimulate private investment in housing in Ward 6. 10 DCMR § 1706.1(c).

3. Ward 2 and Ward 6 Environmental Protection Elements

According to the Comprehensive Plan, environmental protection is an issue that has become increasingly important for Ward 6. 10 DCMR § 1708.1. The element recognizes the serious environmental problems of pollution of the Anacostia River and deterioration of its shorelines. 10 DCMR § 1708.3. Objectives for both Ward 2 and Ward 6 Environmental Protection include protecting the overall environmental quality of the Ward 6 land areas. 10 DCMR §§ 1307.1(c), 1709.1(b).

4. Ward 6 Transportation Element

The Ward 6 Transportation Element objectives include providing an adequately balanced circulation system for traffic and supporting the optimum use of mass transit. 10 DCMR §1713.1(a, d). The proposed circulation of pedestrian and vehicular traffic provides for safe, convenient movement of people while minimizing pedestrian-vehicle conflicts. 10 DCMR §§1713.1(a, c), 1714.1(c). Likewise, the project's proximity to the Waterfront Metrorail station

provides an important opportunity for the optimum use of mass transit. 10 DCMR §§ 1713.1(d), 1714.1(b).

5. Ward 2 and Ward 6 Urban Design Elements

The Ward 2 objective for urban design is to develop a quality urban design environment, combining old and new developments. 10 DCMR § 1316.1. The Comprehensive Plan acknowledges that the Southwest area has a different physical character than other areas of Ward 2, having been almost completely rebuilt under the urban renewal program of the late 1950s and 1960s. 10 DCMR § 1315.3.

The Ward 6 Urban Design element encourages a high quality of architecture consistent with the styles and characteristics of buildings in Ward 6. 10 DCMR §1721.1(c). This element's objective is to ensure that new development that occurs in Ward 6 complements and translates land uses into compatible, physical settings and preserves and enhances the outstanding qualities of the natural park areas. 10 DCMR § 1721.1(b).

The project has been designed to strengthen the urban design image of the Southwest neighborhood, and it provides streetscape improvements, including trees, signs, lights and other elements which enhance the Ward 6 environment. 10 DCMR §§ 1722.1(a), 1722.1(d). The project also serves to further and enhance the revitalization of the Southwest area.

6. Ward 2 Land Use Element

The Comprehensive Plan notes that Ward 2 consists of a diverse mix of land uses, more so than any other ward, at a wide range of densities. The ward also includes a number of underutilized development opportunity areas, and its Metrorail stations provide a major focus for activity and some additional development. 10 DCMR § 1324.1. The element encourages undertaking additional efforts to improve the land use mix and urban design qualities of

operating Metrorail stations where the development pattern is not yet fully established. 10 DCMR § 1351.1(b).

A Ward 2 objective for neighborhood shopping areas includes protecting and enhancing the vitality of neighborhood and commercial areas, to provide economic development benefits and adjacent retail services to residents of adjacent neighborhoods. 10 DCMR § 1344.1(a). An action in support of this objective is to improve Waterside Mall to ensure that new business will service the adjacent residential neighborhoods. 10 DCMR § 1345.1(c).

According to the Ward 2 Land Use element, Southwest provides a mature and pleasant environment; however, it acknowledges that appropriate steps are needed to protect and enhance the character of the area. Specially, attention needs to be directed at key problems in the area, including improving retail at Waterside Mall. 10 DCMR § 1367.2. Based on an Urban Land Institute study, the element recommends opening up Waterside Mall by reuniting the two halves of 4th Street. The recommendation envisions a completely new Main Street-oriented retail center, lining the frontages of 4th and M Streets and having the kinds of places that enhance the quality of life. 10 DCMR § 1367.3(a). As is described herein, the proposed project fulfills this vision for the Waterside Mall and proposes including retail similar to that set forth in this element, including the potential for a drugstore, restaurant, coffee shop or café, dry cleaner, bank, hair/nail salon, video rental, florist, card & gift store, camera store, ice cream shop, bakery, and/or optician.

VII.

SECOND-STAGE PUD

Contemporaneously with the request for the modification to the First-Stage PUD, the Applicant also requests approval of a second-stage PUD ("Stage-Two PUD") for the central portion of the project, including the West Residential Tower, the West 4th Street Office Building,

the East 4th Street Office Building and the East Residential Tower, along with the option to construct an at-grade grocery store with approximately 55,000 square feet. A detailed tabulation of development data is located in the Second-Stage Plans.

A. Detailed Description of Second-Stage Project

1. Design Overview

As stated above, the Stage-Two PUD project involves the four buildings and their adjacent open spaces which span the middle third of the PUD Site. The East and West 4th Street Office Buildings flank the east and west sides of 4th Street and beyond these buildings, at the eastern and western boundaries of the PUD Site, are two existing twelve-story office buildings which will be renovated for residential use, known as the East and West Residential Towers. A continuous open space with an east/west orientation connects the residential buildings' entrances to 4th Street. These spaces provide pedestrian access across the center of the PUD Site directly to the plaza surrounding the Metro station entrance. In addition to being attractively landscaped, these spaces are activated with ground floor retail lining the base of each building on the newly re-opened 4th Street.

2. East and West 4th Street Office Buildings

Two eight-story office buildings are proposed along opposite sides of the re-established 4th Street right-of-way. The East 4th Street Office Building is shaped to reflect an aspect of the original 4th Street alignment. A six-story, elongated bay along the primary street facade sets off a higher, north/south aligned eight-story volume. The bay mirrors the angled right-of-way to its north while opening the vista to the south. The West 4th Street Office Building establishes the west street-wall with an eight-story volume. A centrally-located indented bay, rising the height of the building, reduces the building's apparent length and marks the office entrance. A lower

six-story bay wraps the western and southern faces of the building. Both buildings are topped with setback mechanical penthouses wrapped in elliptically shaped metal enclosures. At their base, street retail is distinctly rendered as a contiguous horizontal development.

Two façade-types are used to define the building elevations. West and south facing façades are fully glazed ceiling-to-floor with banding frame-lines clad in metal panels. Projecting bris-soleil running in continuous horizontal bands protect the glazing from the afternoon sun. Similar shading devices are common to the neighborhood. East and north facing facades are glazed in horizontal bands offset between spandrels of modular terra cotta, with an alternate for roman brick cladding. Viewed from 4th Street, the buildings present both façade types in opposition, creating an enhanced sense of orientation and architectural complexity.

3. East and West Residential Towers

The existing twelve-story towers will be renovated and re-fenestrated in order to convert them functionally from office buildings into residential buildings. The massing of the existing structures will remain largely unchanged other than the addition of a mechanical penthouse, shallow glass bays and corner balconies. The West Residential Tower will feature a two-story infill structure within the building footprint along its eastern face to replace the void formed by the removal of an adjacent above-grade parking structure that extends under the building footprint. Along the East Residential Tower's eastern face, a similar two-story infill structure is provided. Both the East and West Residential Tower are linked internally to one-story loading structures on their northern faces.

The façades are re-fenestrated with insulating glass and operable windows to accommodate residential use. Glazing is set in aluminum frames with metal clad horizontal and vertical bands defining floor slabs and unit partitions. Horizontal bands articulate the façade in

three-story increments. Modern architectural frames wrap the mid-section of the outward facing facades. These elements reflect the proportion and character of the four adjacent I.M. Pei-designed towers. Facing inward, the façades are framed by a full-height bracket wall and roof projection that adds a formal northward orientation to the project's mid-section. The ends of the east and west plazas are marked with ten-story vertical bays added to each building's inner face.

4. Retail Streetscape

The project's success hinges partly on the vitality of the street retail program. To maximize the program's potential in the initial phase, the East and West 4th Street Office Buildings provide street-facing retail across their lengths. Retail extends deep into the East and West Plazas, taking full advantage of each building's corner location. The office entrances and egress points briefly interrupt this contiguous band of retail. Likewise, parking entrances are carefully located at the ends of the buildings for a seamless appearance.

The retail façades are expressed as tall (14 feet floor-to-ceiling) one-story structures relieved from the upper levels by a shallow indented second floor. Copings, eaves and extended canopies mark the upper horizon of the retail streetscape. Storefronts will maximize glazing heights and widths to allow for deep interior views. Canopies and solar-shading grilles enliven the Plaza facing elevations. Pending a development leasing program, storefronts may include banks of operable doors extending the retail sales or serving areas into these open spaces.

5. 4th Street Landscape, Metro, East and West Plazas

The re-established 4th Street landscape design conforms to the District Department of Transportation's ("DDOT") Anacostia Waterfront Initiative Transportation Architecture Design Standards (AWI/TADS). These standards classify the 4th Street right-of-way as a Special

Segment overlay designed to “enhance the identity of the neighborhoods and local destinations.” Being adjacent to a Designated Transit Corridor (M Street) the PUD Site is further classified as a New Development Area. The landscape design fully incorporates the required Transportation Architecture Elements, each selected to compliment the architecture of this contemporary development area. Trees and paving are particularly important elements used to join the new 4th Street segment with the existing streetscapes north and south of the PUD Site. Curb cut locations are minimized and designed with roll-up surfaces matching the sidewalk level. A band of special paving adjacent to the granite street curb provides tree protection and a parking courtesy zone. DDOT standard contemporary streetlights will compliment the development’s architecture beginning at the M Street intersection and extending northward into the Metro Plaza and along 4th Street.

The Metro Plaza is designed to direct pedestrian traffic efficiently with ample separation from vehicular traffic. Adequate sidewalk areas wrap the Metro escalator-way on all sides. The East Plaza private drive is set flush with the plaza paving to permit unimpeded pedestrian flow. A substantial tree line east of the existing Metro canopy directs pedestrian flow towards the M Street intersection. Retail programs located within the future East M Street Building will be able to take advantage of the adjacent shaded public space.

The East and West Plazas function as the development’s mid-block cross-link in the best tradition of Southwest DC public space. Highlighted by an especially vibrant paving design, these plazas form a unified open space with the potential for pedestrian access from the adjacent properties east and west to the Metro and 4th Street. Landscape elements further enhance the special character of these pedestrian-friendly open spaces. One-way private drives provide access to the residential towers.

6. Residential Courtyards

Amenities for the residential program are provided in the open spaces located between each of the residential and office buildings. The east courtyard is located above a one-story retail structure (or at-grade, pending development phasing). The floor surface is landscaped with groundcover and alternating bands of ornamental grass. Third-level residential units adjacent to the courtyard are provided private terraces. The west courtyard is located at-grade and is linked via a pathway to the future Northwest Building. The surface is landscaped with groundcover, green screen-walls and ornamental trees in planters. Paved areas are allied to the West Residential Tower's first floor amenities.

7. Vehicular Access and Services

One-way private drives traversing the East and West Plazas provide vehicular access to the entrances of the residential towers. When merged, vehicular traffic is separated from pedestrian flow with lines of low bollards. The office building entrances are accessed directly from 4th Street. On the eastern side of 4th Street, parking for the office, residential and retail programs is provided on separate levels of a three-story below-grade parking structure. The office and retail parking entrance from 4th Street is located at the East 4th Street Office Building's northern end. Residential parking for the East Residential Tower is accessed from the East Plaza's private drive. On the west side of 4th Street, office and residential parking is provided in a two-level below-grade structure. An alley located north of the West 4th Street Office Building accesses the residential parking entrance. The office parking is accessed by the West Plaza private drive. Loading access for the eastern and western halves of the Stage-Two PUD project is provided in covered, one-story structures adjacent to the East Residential Tower and the West Residential Tower.

8. Zoning Flexibility Requested

The Applicant has attempted to comply with all aspects of the Zoning Regulations for the C-3-C zone. The Applicant, however, must request flexibility because the East and West 4th Street Office Buildings include roof structures which do not comply with the technical requirements of Sections 411 and 770 of the Zoning Regulations. Specifically, the roof structures on these buildings include walls of unequal height. These steps in height are necessary to reduce the apparent mass of the penthouses on the southern ends of the buildings, which results in a better design for the project. Accordingly, the Applicant requests flexibility to deviate from these specific provisions.

B. Interim Conditions

Before the construction of the Second-Stage PUD, the Applicant intends to construct interim buildings as a matter-of-right for use by existing retail tenants that serve the neighborhood on the southwest corner of the PUD Site. Furthermore, in the event that negotiations with Safeway are not successful and the Option 1 as discussed above is elected, then the Safeway building existing on the southeast corner of the PUD Site will remain until the lease expires.

C. Amenities Included with the Second-Stage PUD

This second-stage application incorporates most of the amenities made part of the modified first-stage approval, including the following:

- ***Re-opening of 4th Street:*** The Second-Stage PUD includes the construction of the entirety of 4th Street through the PUD Site, with the landscaping and streetscape improvements to conform with the Probable Development Sequence set forth in the Second-Stage Plans.

- ***Major Local Development Initiative:*** The combination of office, residential and retail use provided in the Second-Stage PUD is the first, important element of the revitalization of this area.
- ***Retail and Establishment of a Town Center:*** The Second-Stage PUD includes the construction of a minimum of 26,650 square feet devoted to retail use, as well as the option for construction of a grocery store with up to more than 55,000 square feet of gross floor area. This retail provided in the Second-Stage PUD will significantly enhance this area as a primary shopping location for Southwest DC and forms the central element of the new neighborhood center being created. In addition, the Second-Stage PUD includes the construction of approximately 55,600 square feet of area devoted to public plazas surrounding the Metrorail station entrance.
- ***Housing:*** A minimum of 400,000 square feet devoted to residential use will be constructed as part of the Second-Stage PUD, Furthermore, the Second-Stage PUD includes the creation and landscaping of the substantial plazas adjacent to the Metro station.
- ***Urban Design:*** All of the urban design objectives set forth as part of this public benefit are achieved through the construction of the Second-Stage PUD.
- ***First Source Employment Opportunities and Use of Local, Small and Disadvantaged Business Enterprises:*** The Applicant will enter into these agreements prior to the construction of the Second-Stage PUD.

VIII.
AREAS OF FLEXIBILITY

The Applicant has made every effort to provide a level of detail that conveys the architectural significance of the project and that does not require flexibility from the requirements of the Zoning Regulations. Nonetheless, some flexibility is necessary to address the needs of potential future tenants and other issues that cannot be anticipated at this time.

The Applicant requests flexibility in the following areas:

1. To vary the location and design of all interior components, including partitions, structural slabs, doors, hallways, columns, stairways, atria and mechanical rooms, provided that the variations do not change the exterior configuration of the building;
2. To make refinements to the garage configuration, including layout, parking spaces and other elements, so long as the total number of parking spaces provided complies with the PUD approval; and
3. To vary the final selection of the exterior materials within the color ranges and material types as proposed, based on availability at the time of construction;
4. To have the option to construct the shell of the proposed grocery store space in future phases or not at all, in the event that a grocery store is not required because another full-service grocery store with at least 30,000 square feet of space as located within the neighborhood, as defined in the First-Stage PUD;
5. To locate retail entrances in accordance with the needs of the retail tenants and vary the façades as necessary;
6. To convert the Northeast Building and/or the Northwest Building into commercial use, within the same height and FAR proposed herein and subject to approval of a second-stage PUD application; and
7. To make refinements to exterior materials, 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.

IX.
WORK WITH COMMUNITY AND DISTRICT

Since the approval of the First-Stage PUD, the Applicant has worked significantly with the community and District agencies to create a project that will be supported by the relevant stakeholders. Prior to filing this application, the Applicant has met several times with Advisory Neighborhood Commission 6D ("ANC 6D"), the ANC in which the project is located. These meetings include a special session in which this development was the only item on the agenda for discussion by the Commission and the community. The Applicant will continue to work with ANC 6D, as well as the Southwest Neighborhood Assembly and the Washington Waterfront Association. The Applicant is also working with Tiber Island, the Marina View Towers and Town Center, which are the major existing developments in the immediate vicinity of the PUD Site. In addition, the Applicant has been working closely with the Office of Planning and DDOT and will continue to do so.

X.
CONCLUSION

For the foregoing reasons, the Applicant submits that the application meets the standards of Chapter 24 of the Zoning Regulations; is consistent with the purposes and intent of the Zoning Regulations and Zoning Map; is consistent with the land use objectives 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 modification to the First-Stage PUD and for approval of a second-stage PUD; provides significant public benefits and project amenities; advances important goals and policies of the District of Columbia and, therefore, should be adopted by the Zoning Commission. Accordingly, the Applicant requests that the Zoning Commission approve the PUD application and confirm zoning of the PUD Site as C-3-C.

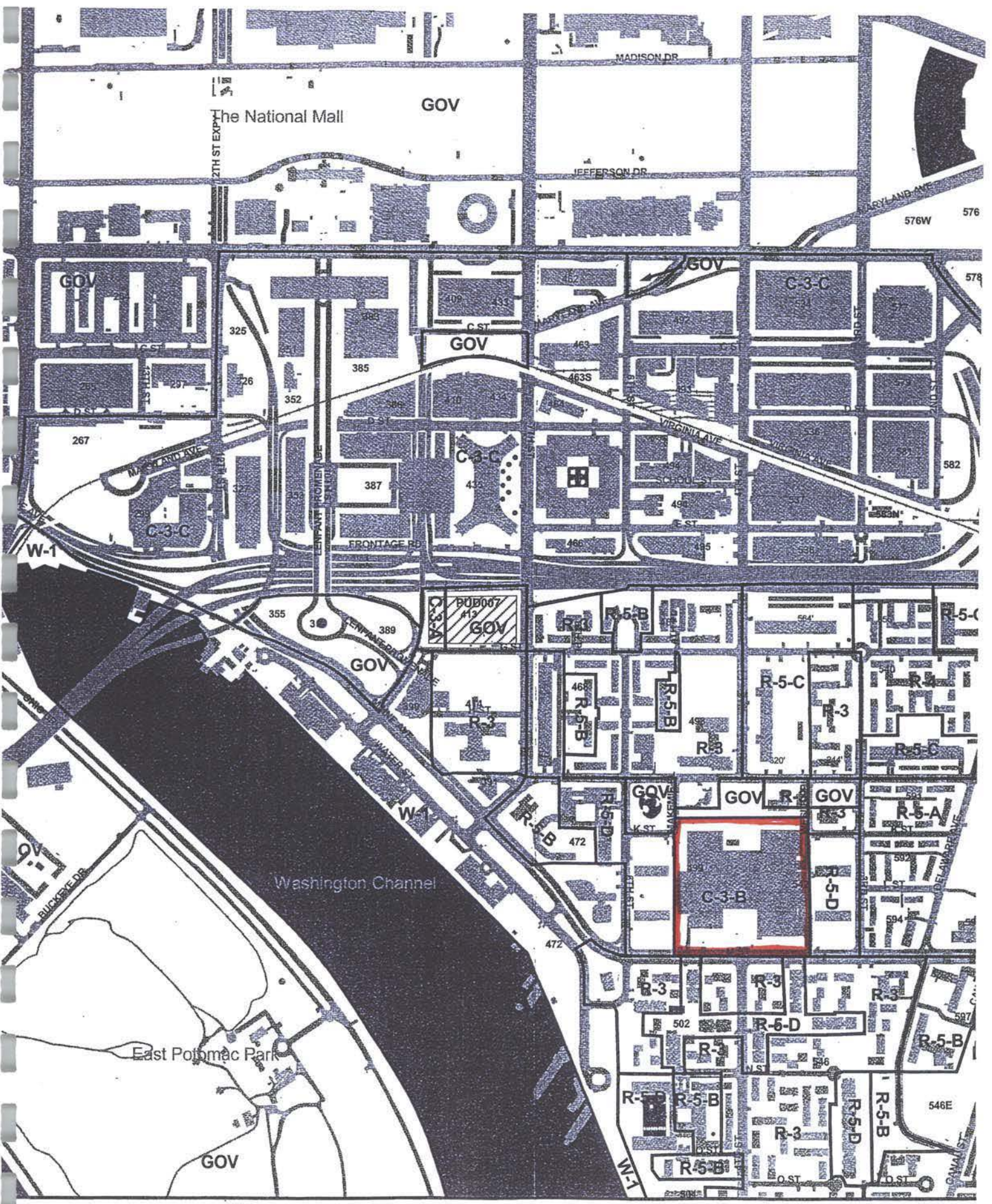
Respectfully submitted,

HOLLAND & KNIGHT LLP
2099 Pennsylvania Avenue, NW, Suite 100
Washington, D.C. 20006
(202) 955-3000

By: Wayne S. Quin
Wayne S. Quin, Esq.

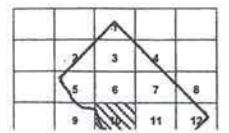
By: Christy M. Shiker
Christy M. Shiker, Esq.

A



shown. Buildings and streets are extracted from the 1999 ortho photography.

Description	Overlay	Description
town Arts	HR	Hotel Residential
apitol Interest	LO	Langdon
Chain Bridge University Terrace	MW	Neighborhood Commercial.-Macomb-Wisconsin
Cleveland Park	NO	Naval Observatory



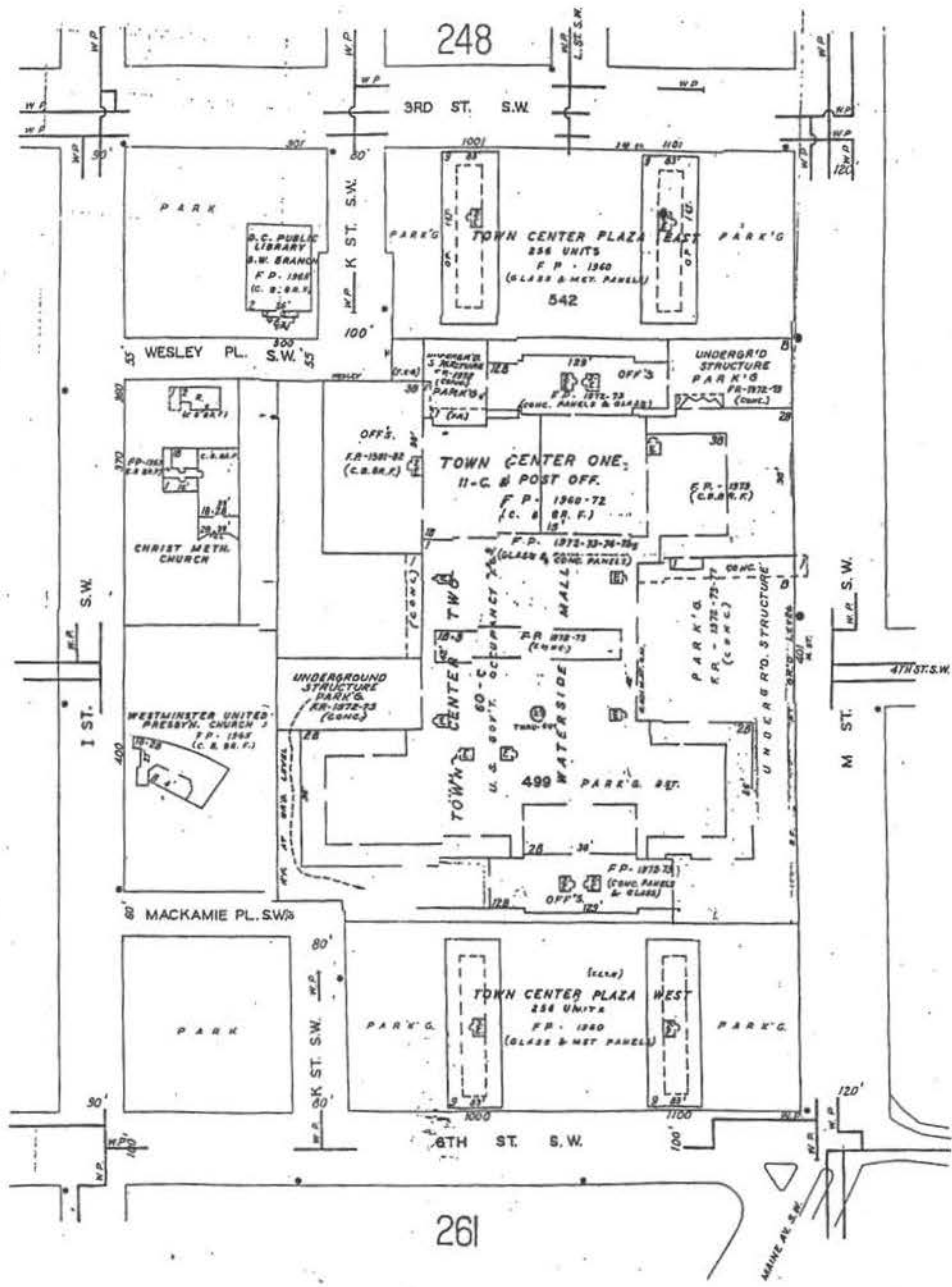
B

238

262

237

261



C

DISTRICT OF COLUMBIA GOVERNMENT
OFFICE OF THE SURVEYOR

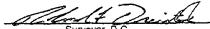
Washington, D.C., October 24, 2005

Plat for Building Permit of SQUARE 542 LOT 89

Scale: 1 inch = 100 feet Recorded in Book 197 Page 91

Receipt No. 03987

Furnished to: HOLLAND & KNIGHT


Surveyor, D.C.

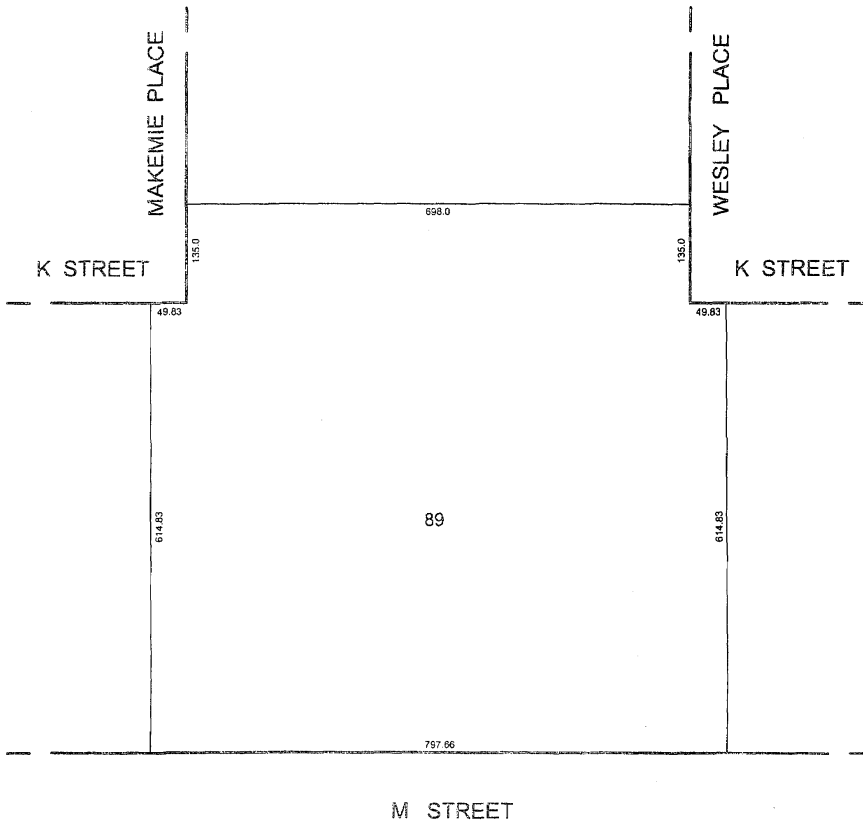
By: L.E.S. 

I hereby certify that all existing improvements shown hereon, are completely dimensioned, and are correctly situated; that all proposed buildings or construction, or parts thereof, including covered porches, are correctly dimensioned and placed; and agree with plans accompanying the application; that the foundation plans as shown hereon, are drawn, and dimensioned accurately to the same scale as the property lines shown on this plat; and that by reason of the proposed improvements to be erected as shown hereon, the size of any adjoining lot or premises is not decreased to an area less than is required by the Zoning Regulations for light and ventilation; and it is further certified and agreed that accessible parking area where required by the Zoning Regulations will be reserved in accordance with the Zoning Regulations, and that the area has been correctly drawn and dimensioned hereon. It is further agreed that the elevation of the accessible parking area with respect to the Highway Department approved curb and alley grade will not result in a rise of grade along centerline of driveway at any point on private property in excess of 20% for single-family dwellings or lots, or in excess of 12% at any point for other buildings. (The policy of the Highway Department permits a maximum driveway grade of 12% across the public parking and the private restricted property.)

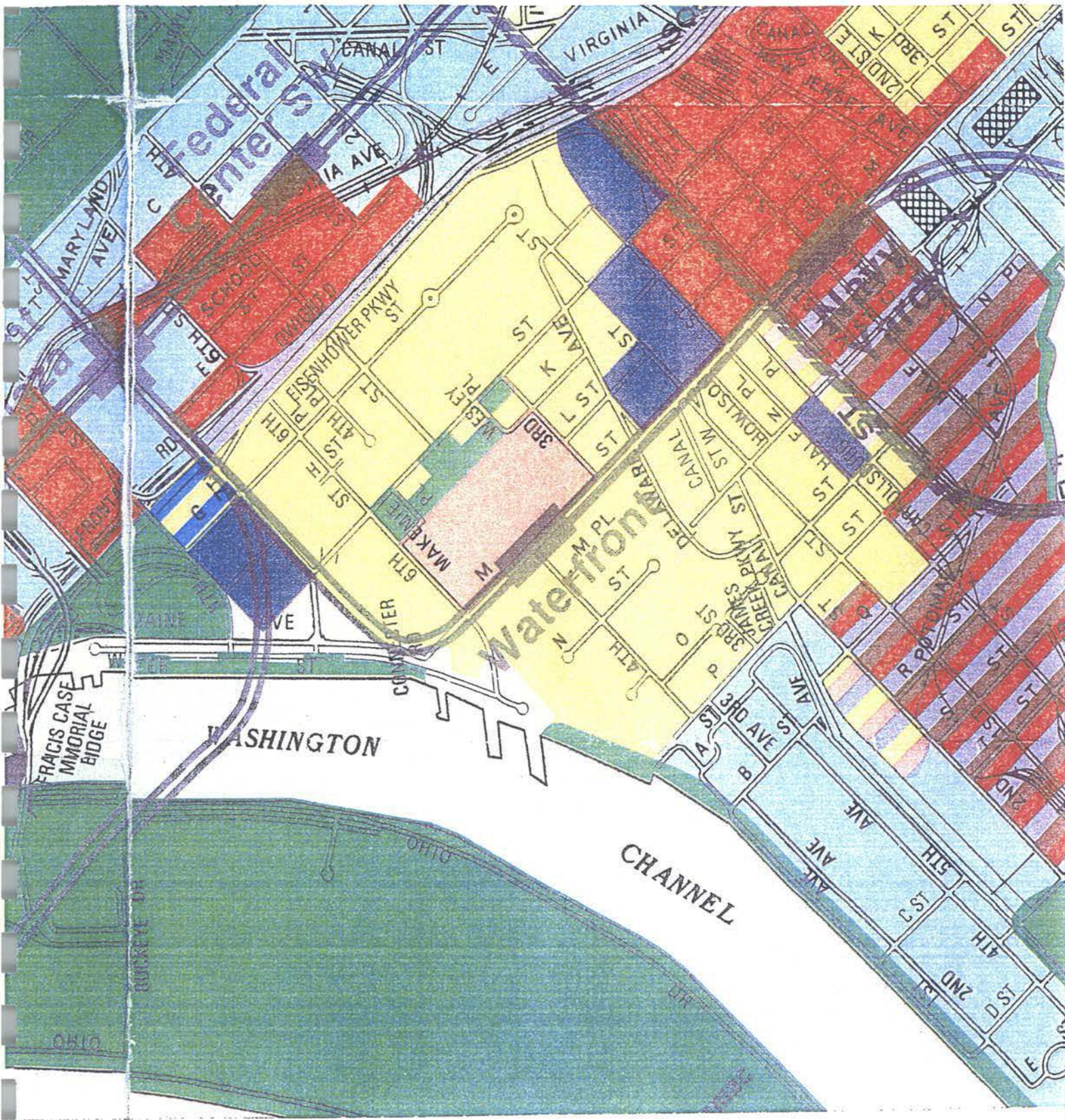
Date: _____

(Signature of owner or his authorized agent)

NOTE: Data shown for Assessment and Taxation Lots or Periods are in accordance with the records of the Department of Finance and Revenue, Assessment Administration, and do not necessarily agree with deed description.



D



E

GOVERNMENT OF THE DISTRICT OF COLUMBIA
Zoning Commission



ZONING COMMISSION ORDER NO. 02-38

Case No. 02-38

(First-Stage PUD – Waterfront)

July 31, 2003

Pursuant to notice, the Zoning Commission for the District of Columbia held a public hearing on February 13 and March 31, 2003, to consider an application from Waterfront Associates LLC (“Applicant”), a partnership of Forest City Washington, the Kaempfer Company, and Bresler & Reiner, Inc. The Application is for review and approval of the first stage of a two-stage planned unit development (“PUD” or “the Project”) and a related zoning map amendment, pursuant to Chapter 24 of the District of Columbia Municipal Regulations (“DCMR”), Title 11, Zoning. The proposed project is a redevelopment and adaptive re-use of the existing Waterside Mall property into a medium-high density mixed-use complex of offices, apartments, and retail establishments, together with a new roadway through the site. The public hearing was conducted in accordance with the provisions of 11 DCMR § 3022. For the reasons stated below, the Zoning Commission hereby approves the Application subject to the specified conditions.

FINDINGS OF FACT

The Application, Parties, and Hearing

1. On September 30, 2002, the Applicant submitted an application to the Zoning Commission for the first stage of a two-stage PUD and a related zoning map amendment from C-3-B to C-3-C for the four (4) corners of the site in order to construct a large mixed-use complex and neighborhood commercial center. On October 28, 2002, the Zoning Commission decided to schedule a public hearing on the application.
2. The subject property is a large site consisting of approximately 13.42 acres at 401 M Street, S.W., comprising Lot 60 in Square 499 and Lot 88 in Square 542 and bound generally by M, I, 3rd, and 6th Streets, S.W. (the “PUD Site”).
3. A description of the proposed development and the Notice of Public Hearing were published in the *D.C. Register* on December 20, 2002 (49 DCR 11387). The Notice of Public Hearing was mailed to all property owners within 200 feet of the subject property, as well as to Advisory Neighborhood Commission (“ANC”) 6D.

4. Under the PUD process of the Zoning Regulations, the Zoning Commission has the authority to consider this application as a consolidated PUD. The two-stage PUD process is appropriate in this case as it involves a large site with multiple building types and complex site planning, transportation, and urban design issues. This first-stage order governs site planning, land use planning, traffic, general density, and similar broad issues. The second stage PUD process will consist of reviews of more detailed plans and a determination of consistency with the intent and standards of this first-stage PUD order.
5. The parties in the case were the Applicant and ANC 6D.
6. The Zoning Commission opened the public hearing on February 13, 2003, and completed the hearing on March 31, 2003.
7. At its public meeting of June 9, 2003, the Zoning Commission took proposed action to approve the application by a vote of 5-0-0.
8. After referral to and review by the National Capital Planning Commission (see Finding of Fact 36), the Zoning Commission took final action to approve the application on July 31, 2003.

The Site

9. The property that is the subject of this application is located in the Southwest neighborhood, within the former Southwest Urban Renewal Area. The existing Waterside Mall was built in phases primarily in the 1970s. It is situated on the major part of a large "superblock" bounded by M, I, 3rd, and 6th Streets, S.W. Fourth Street between M and I Streets, S.W., was closed to create this large development site and to facilitate the new construction.
10. The central mall structure is three (3) stories and forty-five (45) feet in height, plus a basement level. Because of problems 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 and some are occupied by office uses. An Urban Land Institute ("ULI") study conducted in 1998 (*Southwest Washington, D.C.: A Strategy for Revitalizing Waterside Mall and the Waterfront*) found a very high vacancy rate in the retail spaces in the mall. The structure also includes two (2) 130-foothigh office towers, which were leased for many years up to 2002 to the General Services Administration ("GSA") and occupied by the Environmental Protection Agency ("EPA"), with 5,500 employees..
11. 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 285 surface parking spaces, there are approximately 967 underground spaces for a total of 1,252 parking spaces.
12. With the office space and the majority of the retail space vacant, the application states that the time is ripe for the complex to be renovated and restructured, noting there are two

(2) critically important reasons to expeditiously rebuild and reoccupy the space. 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 establishments will prosper and serve the surrounding neighborhoods as well as the employees. The Commission concurs in this assessment.

The Surrounding Area

13. Other uses on the superblock with the Waterside Mall include four (4) large, high-rise apartment buildings – two (2) of them to the east and two (2) to the west of the mall. To the north, fronting on the south side of I Street, are two (2) churches, federal parkland, and a District of Columbia library (Southwest Branch). To the south, the M Street side of the mall, is the entrance to the Waterfront/Southeastern University Metrorail station.
14. The PUD Site is predominantly surrounded by residential areas having a planned mixture of building types, constructed pursuant to design review under the Southwest Urban Renewal Plan, which was legally in effect from 1952 to 1996. The various residential developments are typified by modern design, with building types including high-rise apartments, garden apartments, townhouses, and two-unit townhouses, or flats. The buildings are surrounded by ample open spaces, trees, and landscaped areas. 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 I Street.
15. Across 3rd Street to the east is the low-rise Greenleaf Gardens public housing complex, situated on three (3) city blocks bounded by M, I, 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.
16. Across 6th Street to the west is the Arena Stage, which serves a city- and region-wide clientele. South of Arena Stage and across Maine Avenue is St. Augustine's Church. From St. Augustine's, the Southwest Waterfront on the Washington Channel extends to the west and northwest for approximately half a mile. Waterfront buildings and 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 twenty (20) to forty (40) feet in height. They are served by parking lots situated between Water Street and Maine Avenue. Between the commercial buildings and the waterfront is a continuous two-level pedestrian promenade, as well as small public open spaces.

Existing and Proposed Zoning

17. 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.” (11 DCMR § 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 height of seventy (70) feet/six (6) stories, a maximum density of 5.0 FAR for residential and mixed uses, with a maximum density of 4.0 FAR for commercial and other non-residential uses. In Zoning Commission (“ZC”) Order No. 967 dated September 9, 2002, the Commission adopted a text amendment that allows the Waterside Mall property to continue to be treated as one building for zoning purposes in the event that construction of a right-of-way through the property creates two (2) physically separate buildings.

18. The existing improvements, which are entirely non-residential, occupy approximately 2.25 FAR. This is well within the permitted maximum density 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 ZC Order No. 807 (Southwest Area Rezoning) 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.

Accordingly, the 130-foot office towers are conforming structures and may be renovated and reoccupied under existing C-3-B zoning.

19. Several phases of the redevelopment plan are within the height and bulk limits of the C-3-B zone and will be carried out as a matter of right. However, the Applicant requests that the four (4) corners of the site be rezoned C-3-C in order to accommodate additional height and bulk and to offset the loss of land area for the new roadway through the site. The C-3-C zone is a medium-high density commercial zone that allows a maximum density of 6.5 FAR and a maximum building height of ninety (90) feet. With a PUD, the maximum bulk is 8.0 FAR and the maximum height is 130 feet. Permitted uses include a wide variety of office, retail, residential, hotel, and mixed uses.
20. The zoning classifications of areas surrounding the PUD Site include R-5-D for the immediately adjacent apartment towers, R-5-C for less dense high-rise apartments, R-5-B for areas generally developed with garden apartments, and R-4 for areas improved with townhouses and flats. The land fronting on the Southwest Waterfront is zoned W-1.

The PUD Project

21. The Applicant proposes to reconstruct the subject property into a new development to be known as "Waterfront," consisting of a mixture of office, retail, and residential uses at medium-high density. The general development pattern will consist of retail uses on the ground floor of new or renovated office buildings, two (2) apartment buildings, a public plaza surrounding the Metrorail station entrance, and a new north-south roadway through the center of the site. The 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.
22. The central part of the existing mall will be demolished in order to build the new roadway along the axis of 4th Street that will connect with 4th Street to the north and south of the PUD Site. The roadway is intended to improve area circulation; open up the site visually, allowing more light and air to reach the interior of the site; and support new retail uses along 4th Street. The proposed fifty-five (55) foot wide roadway will provide two (2) lanes of moving traffic, a turning lane, and curbside parking lanes on both sides of the street, as well as wide sidewalks within the ninety (90) foot wide passageway. The wide sidewalks and curbside parking are designed to enhance the retail and pedestrian environment along 4th Street. The two (2) moving lanes match the two-lane configuration of 4th Street to the north of the site.
23. The Applicant will construct a large, landscaped public plaza surrounding the entrance to the Metrorail station in the south-center part of the site. This plaza will constitute a major public amenity both visually and for persons sitting, walking, and congregating in the space.
24. The PUD proposes total development by component uses as follows: Commercial development will total 2,126,500 square feet of gross floor area ("g.f.a."), constituting a density of 3.64 FAR. This will include a minimum of 75,000 square feet of g.f.a. for retail uses with the remainder being office space. The two (2) apartment buildings will total 400,000 square feet of g.f.a., or 0.69 FAR, for a total built density of 4.33 FAR. This is less than the maximum 5.0 FAR for mixed residential and commercial uses allowed in the existing C-3-B zone as a matter of right. The minimum number of parking spaces will be 1,335.
25. The height of buildings will range from renovations with additions at fifty-six (56) feet; new construction at seventy-nine (79) and 112 feet; and renovation of the two (2) existing office towers at 130 feet. The new residential buildings are proposed to be 112 feet high, as are the two (2) 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 optimal for retail establishments.
26. The project will be developed in several phases, with the timing of the phases dictated primarily by leasing agreements and construction of the roadway. The majority of

leasing and construction is projected to be completed within the next seven (7) years. These phases are summarized as follows:

- a. Matter-of-right construction of an addition to the Northeast Mid-rise Building, renovation of the existing East and West (office) Towers, Central Building (office and retail), and Southeast Mid-rise Building;
- b. Second-stage PUD (No. 1) for the East and West 4th Street buildings;
- c. Second-stage PUD (No. 2) for the West M Street and Northwest residential towers; and
- d. Second-stage PUD (No. 3) for the East M Street and Northeast buildings, occurring after the Safeway lease expires in 2020.

27. The Applicant's urban design objectives for the project are as follows:

- a. Reconnect the site to the neighborhood by breaking it into two (2) smaller city blocks, with the interior of the site opened up to light and air and public access by re-establishing 4th Street through the site;
- b. Line 4th Street and the M Street frontage with ground floor retail uses visible from the outside and accessible to the neighborhood;
- c. In place of a single, monolithic low-rise structure, create four (4) identifiable buildings with their own recognizable entrances;
- d. Create a more urban development pattern by constructing buildings to the 4th and M Street frontages, thereby visually defining the adjacent streets and public spaces; and
- e. Create a mixed-use town center, with office workers providing a significant daytime population, the apartments bringing full-time residents and evening activity to the site, and both of these serving as customers of the retail uses, which will also serve the surrounding neighborhood. The public plaza surrounding the entrance to the rapid transit station completes the town center concept.

28. The project's pedestrian circulation plan will enable pedestrians to walk through the site on wide sidewalks along 4th Street and will remove the surface parking that impedes convenient and safe pedestrian passage. Along 4th and M Streets, the retail display windows, landscaping, and sidewalk surface will create a pleasing pedestrian environment. 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. Some vehicular access to parking and loading will occur from 4th Street, as well as from the north-south service drives through the site at its eastern and western edges. The Applicant's preliminary transportation analysis and the D.C. Department of

Transportation (“DDOT”) study both found that the anticipated traffic impacts under the PUD would be less than under a matter-of-right scenario, that traffic mitigation measures should be utilized in the detailed plans to be submitted, and that the proposed parking and loading are acceptable and functional.

Public Benefits of the PUD

29. The following public benefits and amenities will be created as a result of the PUD project:
- a. *Major Local Development Initiative.* The Waterfront development is a major revitalization effort being undertaken with close cooperation between the Applicant and the District of Columbia to achieve paramount public objectives for the city and the Southwest neighborhood. The agreed-upon actions by the District and the Applicant aim not only to achieve a first-class revitalization of the property into a new Town Center, but also to avoid protracted vacancy of the property after EPA’s exodus. Such vacancy could mean the presence of a deteriorating mega-structure blighting and diminishing the quality of the surrounding neighborhoods and the near-absence of retail uses on the site.
 - b. *4th Street Roadway.* The District of Columbia’s and the Applicant’s plan to demolish the central part of the Mall structure and create a north-south passageway through the site will improve the existing situation in several ways. It will create a safer, quicker, and more appealing passageway through the site for pedestrians and vehicular traffic; provide the opportunity for retail uses to be located along the 4th Street frontage rather than being primarily in interior spaces removed from streets and sidewalks; create curbside parking opportunities to serve the retail establishments conveniently; and open up the center of the site to more light and air and improved architectural design.
 - c. *Urban Design.* The PUD project is designed to accomplish several major urban design objectives, including: creating superior streetscape design and pedestrian amenities, including wide sidewalks and the public plaza; reducing the extreme horizontality of the existing structure and introducing more distinctive, vertical buildings that provide more interest and variety along street frontages and relate better to surrounding development patterns; constructing new buildings to the property lines so as to define edges and public spaces; and creating better connections visually and in terms of accessibility to the surrounding neighborhood.
 - d. *Town Center.* The project will create a new public plaza surrounding the Metrorail station entrance of substantial size, approximately 25,000 square feet in area. It 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, the new urban design image, and improved accessibility to the site, the result will be a new Town Center as called for in public planning

goals. The two (2) 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.

- e. *Retail and Service Establishments.* The Applicant is committed to establishing and maintaining at least 75,000 square feet of retail and service uses at the ground floor level of the buildings. These establishments will occupy the ground floor area of buildings facing 4th and M Streets to a depth of sixty-eight (68) feet and will be highly visible and accessible.
- f. *No Adverse Effect on Neighborhood or Public Facilities.* The proposed redevelopment will 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. DDOT’s traffic analysis 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 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 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 reports of government agencies did not identify any problems with capacity of local facilities such as schools to accommodate the proposed PUD project.
- g. *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”). These include Major Themes from § 101 of the Plan such as:
- “Stabilizing and improving the District’s neighborhoods;”
 - “Increasing the quantity and quality of employment opportunities in the District;”
 - “Respecting and improving the physical character of the District;” and
 - “Reaffirming and strengthening the District’s role as the economic hub of the National Capital Region.”
- h. 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.

- i. The PUD project also helps implement various policies in the Economic Development, Housing, Transportation, and Ward Two Elements of the Comprehensive Plan, as set forth in the Applicant's statement.

Report of the Office of Planning

30. By report dated February 6, 2003, and by testimony at the public hearing, the Office of Planning ("OP") recommended approval of the application. The report states, "OP concludes that the application meets the requirements of the Zoning Regulations, is consistent with the Comprehensive Plan, and furthers the City's objectives for the Southwest and the Anacostia Waterfront Initiative." The report also states that the PUD project would utilize only eighty-seven percent (87%) of the 5.0 FAR allowed under the existing C-3-B zoning and that the PUD is needed only for height relief. OP also notes that both the Applicant's preliminary transportation analysis and the DDOT report, "conclude[d] that the anticipated traffic impacts under the PUD would be less than under a matter-of-right scenario." OP recommended that traffic mitigation measures be included in second-stage applications. The report favorably noted the public benefits and amenities of the retail and residential uses, the reopened 4th Street, the maintenance by the Applicant of adjacent federal parkland, the public plaza, and improved urban design. The creation of a Town Center, the proposed retail establishments, and the housing component were emphasized as important public benefits. The report included specific recommended conditions for inclusion in the Zoning Commission order if approval is granted.

Report of the D.C. Department of Transportation

31. By report dated March 11, 2003, and by testimony at the public hearing, DDOT provided its support for the PUD. DDOT recommended that 4th Street be reconstructed as a roadway rather than a pedestrian-only facility. However, their report recommends several mechanisms to maintain a heavy pedestrian emphasis within the right of way of the proposed new roadway. These include parallel parking, only two (2) travel lanes and another, central lane for left turns into the project, and raised pedestrian crosswalks at some locations. Other transportation improvements were recommended to help mitigate future traffic impacts. DDOT indicated that it intended to continue to work with the Applicant and the surrounding community to formulate more detailed recommendations as the PUD undergoes further clarification and design.

Reports of Other Agencies

32. The Department of Housing and Community Development ("DHCD"), by report dated March 18, 2003, recommended approval of the Application. DHCD stated that the re-opening of 4th Street, "is one of the most important aspects of the Redevelopment,"

because it will facilitate traffic flow, create better access to the retail uses along 4th Street, and help alleviate existing traffic congestion on 3rd and 6th Streets, S.W. The report favored the Applicant's proposal to retain the existing pharmacy, grocery store, and bank during the construction period, and recommended that this should be a condition of PUD approval. DHCD also strongly supported the amount of parking to be provided, the partial rezoning to C-3-C, the inclusion of a substantial residential component, the landscaped plaza, and the urban design plan.

Report of Advisory Neighborhood Commission 6D

33. By letter dated March 31, 2003, and by testimony at the public hearing, ANC 6D recommended denial of the application, citing a number of areas of concern. In summary, these include:
- a. The proposed 110-foot-high buildings would, "dwarf neighboring structures, significantly blocking light, vistas and open space, and creating a 'canyon effect';"
 - b. The doubling of the quantity of office space on the site will not support necessary neighborhood-serving retail uses but only uses serving office workers; will eliminate the existing, convenient surface parking on the site; and will not create sufficiently wide sidewalks for pedestrians except in the public plaza;
 - c. The proposed towers at the southeast and southwest corners of the PUD site should be set back farther from M Street so as to allow more green space and protect vistas from the Metrorail station entrance toward the Southwest waterfront;
 - d. The proposed reopening of 4th Street to vehicular traffic will not create sufficient benefits to offset the conflicts between vehicles and pedestrians. The City must commit to carry out the traffic mitigation measures from the DDOT traffic study;
 - e. The redeveloped Mall could be accomplished under matter-of-right zoning. The only significant public amenity is the public plaza;
 - f. The retail and residential uses will be delayed too much by the need to lease office space first, and the project will take too long to be built. The residential component should be larger; and
 - g. The PUD should also include hiring and job training for neighborhood residents, a citizen panel to help select retailers, and a community meeting room.

Testimony in Support

34. Numerous residents in the vicinity of the PUD project sent letters and testified in support of the project complaining about existing blighted and unsafe conditions at the Mall, as well as inadequate retail and community services. They expressed support for a wholesale redevelopment of the site. Many also expressed support for the

reestablishment of 4th Street through the site, the project design, proposed housing, and planned retail component.

Testimony in Opposition

35. Several residents in the vicinity expressed opposition to various aspects of the proposed PUD, including the new 4th Street cut-through and the height and setbacks along M Street. Some suggested that the proposed retail and housing components be increased.

Recommendation of the National Capital Planning Commission ("NCPC")

36. The proposed PUD and map amendment were referred to the National Capital Planning Commission ("NCPC") under the terms of the District of Columbia Home Rule Act. The NCPC considered this matter at its July 10, 2003, meeting and approved the staff recommendation, which states in part, "The Commission concludes that the proposed First-Stage PUD and related rezoning . . . to allow for the mixed use redevelopment of Waterside Mall . . . would not adversely affect the identified federal interests nor be inconsistent with the Federal Elements of the Comprehensive Plan for the National Capital."

CONCLUSIONS OF LAW

1. Pursuant to the Zoning Regulations, the PUD process is designed to encourage high-quality development that provides public benefits. 11 DCMR § 2400.1. The overall goal of the PUD process is to permit flexibility of development and other incentives, provided that the PUD project, "offers a commendable number or quality of public benefits, and that it protects and advances the public health, safety, welfare, and convenience." 11 DCMR § 2400.2.
2. Under the PUD process of the Zoning Regulations, the Zoning Commission has the authority to consider this application as a two-stage PUD. The Commission may impose development conditions, guidelines, and standards which may exceed or be less than the matter-of-right standards identified for height, FAR, lot occupancy, parking and loading, or for yards and courts. The Zoning Commission may also approve uses that are permitted as special exceptions and would otherwise require approval by the Board of Zoning Adjustment.
3. The development of this PUD project carries out the purposes of Chapter 24 of the Zoning Regulations to encourage well planned developments that will offer a variety of building types with more attractive and efficient overall planning and design, not achievable under matter-of-right development.
4. The proposed PUD meets the minimum area requirements of § 2401:1 of the Zoning Regulations.

5. The PUD is within the applicable height and bulk standards of the Zoning Regulations. The height and density will not cause an adverse effect on nearby properties and will, in fact, include less density on the PUD Site than is permitted as a matter-of-right. The proposed mixed-use development is appropriate on this site, which is well served by a major arterial street, bus lines and an on-site Metrorail station.
6. First-stage approval of this PUD and the existing C-3-B and proposed C-3-C zoning is not inconsistent with the Comprehensive Plan, including the designation of the site for Medium-Density Commercial development in the Generalized Land Use Map of the Land Use Element.
7. The Commission is required under D.C. Code 2001 Ed. § 1-309.10(d) to give great weight to the affected ANC's recommendation. The Commission acknowledges and responds to the issues stated by ANC 6D in its formal submission dated March 31, 2003, as follows:
 - a. As to the statement that the proposed 110-foot-high buildings will create a canyon effect; dwarf neighboring structures; and block light, air, and open spaces, the Commission is persuaded by the Applicant's and OP's testimony. That testimony argued that the nearest residential buildings are located to the south of the PUD Site and therefore will experience no loss of sunlight; that the ample width of M Street and the existence of some ninety (90) foot high buildings on the south side of this street mitigates any extreme difference in height or any canyon effect. The Commission is also persuaded by the testimony and graphic illustrations by the Applicant's architect that the relationship of the project's scale to its surroundings is sound, and that there are no adverse effects on views from the Metrorail station entrance toward the waterfront;
 - b. The Commission finds that the quantity of office space is not excessive, given the costs of redeveloping and readapting an obsolete building and the existence of rapid transit service and major arterial streets and bus service to accommodate commuter traffic. In addition, the Comprehensive Plan designates the site for commercial development of this magnitude, as reflected by the underlying zoning;
 - c. The ANC would prefer more retail space and is concerned that the presence of numerous office workers will result in retail uses more suitable for office workers than the surrounding neighborhood. The Commission notes that the Safeway lease is valid until 2020 and that the Applicant must provide at least 75,000 square feet of retail uses. The Applicant has stated in the record of this case that retail establishments will be typical strip center tenants: restaurants, coffee shops, flower shops, video store, grocery store, drug store, bank, electronic store, bakery, repair shop, dry cleaners, and the like;

- d. The Commission disagrees with the ANC's statement that amenities and public benefits are inadequate. The public benefits and amenities as set forth under Findings of Fact in this Order are appropriate to the degree of zoning flexibility being requested;
 - e. The report supported the residential component of the PUD and OP's recommendation for assuring the timing of residential development. The Zoning Commission concurs; and
 - f. The decision to reopen 4th Street rests with the Mayor of the District of Columbia, not the Commission. D.C. Official Code § 9-203.01 (2001). This order does not authorize the street to be reopened, but considered the proposed reopening as part of its analysis of the merits and impact of this project. As a result of that analysis, the Commission concurs with the ANC recommendation that the District commit itself to the traffic mitigation measures recommended in the DDOT report. The Commission has also fashioned a condition to require that each second stage PUD application include the traffic mitigation measures recommended in the DDOT study.
8. First-stage approval of the PUD Application will promote the orderly development of the site in conformity with the entirety of the District of Columbia zone plan as embodied in the Zoning Regulations and Zoning Map of the District of Columbia.
 9. The Application is subject to compliance with D.C. Law 2-38, as amended, the Human Rights Act of 1977.

DECISION

In consideration of the Findings of Fact and Conclusions of Law herein, the Zoning Commission orders **APPROVAL** of the Applications for first-stage review of a Planned Unit Development and for a Zoning Map amendment from C-3-B to C-3-C for indicated parts of the property located at 401 M Street, S.W., specifically Lot 60 in Square 499 and Lot 88 in Square 542. This approval is subject to the following guidelines, conditions, and standards:

1. The final PUD design shall be developed in accordance with the site plan and preliminary architectural and landscape plans submitted as Exhibits 5 and 17 in the record of this case, and as modified by the guidelines, conditions, and standards of this order.
2. The Project shall be developed with office, residential, and retail uses, together with public spaces, generally as depicted in the preliminary plans submitted in this first-stage application. A minimum of 75,000 square feet of retail space shall be included in the project.
3. The maximum building height in the Project shall be 112 feet and the maximum aggregate floor area ratio shall be 4.33, comprised of 3.64 FAR devoted to office and

retail uses and 0.69 FAR devoted to residential apartments. No fewer than 1,335 parking spaces shall be provided.

4. The four (4) corners of the PUD Site shall be zoned C-3-C, encompassing a land area of 222,429 square feet as depicted in Sheet 20 of Exhibit 17 of the record.
5. The Applicant is authorized to proceed with matter-of-right phases of this multi-phase project for those buildings that comply with the height, bulk, and use provisions of the existing C-3-B District, as set forth generally above under Finding of Fact Number 26 (a). The remaining phases of development shall be processed in accordance with Condition 6.
6.
 - a. This first-stage PUD approval by the Zoning Commission shall be valid for a period of three (3) years from the effective date of this Order. Within such time, the Applicant must file a second-stage PUD application for at least one (1) of the buildings described in Finding of Fact 26(b), (c), or (d), in order for this first-stage approval to remain in effect;
 - b. No later than five (5) years after the effective date of this Order, the Applicant shall apply for a second, second-stage PUD for all the buildings described in Finding of Fact 26(b) and (c) that were not included, in the first second-stage PUD, and may also include either or both of the buildings described in Finding of Fact 26(d); and
 - c. If not included in the second second-stage PUD application, a third second-stage application for one or both of the buildings described in Finding of Fact 26(d) shall be made no later than seventeen (17) years after the effective date of this Order, but only if the Applicant has complied with (a) and (b) of this condition.

The Applicant shall submit with each second-stage application detailed plans and elevations indicating the design treatment of the proposed PUD project, including but not limited to building and landscape materials, color, architectural and landscape details, and zoning data as required for a second-stage PUD application.

7. The Project shall include both residential and nonresidential components. In order to ensure that the proposed residential space is developed prior to the completion of all the nonresidential project components, the Applicant has agreed to be bound by the following condition, which shall be included in each subsequent Zoning Commission Order granting a second-stage PUD approval:

The applicant may not obtain a certificate of occupancy for more than 1.57 million square feet of new and renovated office and retail space (whether matter-of-right or PUD approved) until it has obtained a certificate of occupancy for at least 200,000 square feet of residential space for the Northwest Residential Towers. After a certificate of occupancy for this minimum amount of residential use is issued, the applicant may obtain a certificate of occupancy for an additional 250,000 square feet of new and


renovated office and retail space. Thereafter, the applicant may not obtain a certificate of occupancy for any additional non-residential space (whether matter-of-right or PUD approved), until it has obtained a certificate of occupancy for an amount of residential space for the Northwest Residential Towers so as to bring the amount of occupied residential space in that building to at least 400,000 square feet.

However, nothing in this condition is intended to limit the Commission, as part of the first or second second-stage PUD order that approves the residential use, from specifying the timing of the residential and nonresidential uses that are approved in that order, as permitted in 11 DCMR § 2408.7.

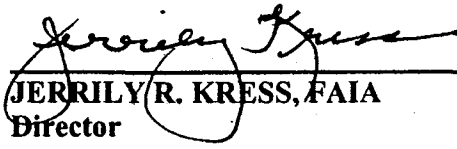
8. The residential portion of the Project shall have a direct pedestrian connection to the reopened 4th Street.
9. The Project shall designate a minimum of 75,000 square feet of gross floor area for retail and service uses. Such floor area shall be located at the ground floor level along the entirety of the M Street frontage and on both sides of the reopened 4th Street from M Street to the northern property boundary, as generally depicted in the revised Sheet 15 of the PUD plans dated January 22, 2003. As part of the 75,000-square-foot requirement, so long as the neighborhood, (as shown on the Neighborhood Service Map set forth in Exhibit 121, is not served by a full-service grocery store at least 30,000 square feet in size, the Applicant will set aside a minimum of 30,000 square feet for a grocery store in the Project. The Applicant will use reasonable efforts to lease the space for grocery store use.
10. The Applicant shall construct a 25,000-square-foot landscaped public plaza around the escalator of the Metrorail station in general conformance with Exhibit 17.
11. The Applicant shall assume the responsibility to maintain the former federal land north of the PUD boundary (Square 499, Lot 57) as a public park amenity that remains after construction of the reopened 4th Street, S.W. The Applicant's obligation to maintain this parkland shall begin with the opening of 4th Street through the PUD Site and shall continue for the life of the PUD project.
12. Second-stage PUD applications shall reflect traffic mitigation measures recommended in the "4th Street SW Transportation Study" prepared by the District of Columbia Department of Transportation by DMJM+Harris, Inc., dated January 2003.
13. The Applicant shall execute the following agreements prior to the adoption of the final Zoning Commission Order of the first second-state PUD in this case:
 - (a) A First-Source Employment Agreement with the Department of Employment Services; and

- (b) A Memorandum of Understanding with the District of Columbia Local Business Opportunity Commission ("LBOC") to ensure minority vendor participation.
14. The Applicant is required to comply fully with the provisions of the Human Rights Act of 1977, D.C. Law 2-38, as amended, and this order is conditioned upon full compliance with those provisions. In accordance with the D.C. Human Rights Act of 1977, as amended, D.C. Official Code § 2-1401.01 *et seq.*, (Act) the District of Columbia does not discriminate on the basis of actual or perceived: race, color, religion, national origin, sex, age, marital status, personal appearance, sexual orientation, familial status, family responsibilities, matriculation, political affiliation, disability, source of income, or place of residence or business. Sexual harassment is a form of sex discrimination which is also prohibited by the act. In addition, harassment based on any of the above protected categories is also prohibited by the Act. Discrimination in violation of the Act will not be tolerated. Violators will be subject to disciplinary action. The failure or refusal of the Applicant to comply shall furnish grounds for the denial or, if issued, revocation of any building permits or certificates of occupancy issued pursuant to this Order.
15. On June 9, 2003, the Zoning Commission approved the applications by a vote of 5-0-0 (Carol J. Mitten, Anthony J. Hood, John G. Parsons, James H. Hannaham, and Peter G. May approved).
16. This order was adopted by the Zoning Commission at its public meeting held on July 31, 2003, by a vote of 5-0-0 (John G. Parsons, Carol J. Mitten, Anthony J. Hood, James H. Hannaham, and Peter G. May adopted).

In accordance with the provisions of 11 DCMR 3028, this order shall become final and effective upon publication in the D.C. Register, that is, on NOV 28 2003.



CAROL J. MITTEN
Chairman
Zoning Commission



JERRILY R. KRESS, FAIA
Director
Office of Zoning

F

Traffic Impact Study

Waterfront Development

Washington D.C.

October 31, 2006

Prepared For:

Forest City Washington
1615 L Street NW
Suite 400
Washington, DC 20036

Vornado Realty Trust/Charles E. Smith Companies
1501 K Street, Suite 300
Washington D.C. 20005

Prepared By:
Gorove/Slade
Associates, Inc.





GOROVE/SLADE ASSOCIATES, INC.
Transportation, Traffic and Parking

PREPARED BY:

Gorove/Slade Associates, Inc.
3914 Centreville Road
Suite 330
Chantilly, VA 20151

Tel: 703.787.9595
Fax: 703.787.9905

ADDITIONAL OFFICES:

1140 Connecticut Avenue
Suite 700
Washington, DC 20036

Tel: 202.296.8625
Fax: 202.785.1276

825 Chicago Avenue
Suite D
Chicago, IL 60202

Tel: (847) 733-1390
Fax: (847) 733-1391

www.goroveslade.com

This document, together with the concepts and designs presented herein, as an instrument of services, is intended for the specific purpose and client for which it was prepared. Reuse of and improper reliance on this document without written authorization by Gorove/Slade Associates, Inc., shall be without liability to Gorove/Slade Associates, Inc.



TABLE OF CONTENTS

List of Tables	ii
Executive Summary	iii
Introduction	1
Scope of Study	2
Report Outline	3
Existing Conditions (2006)	4
Site Access	4
Existing Roadway Network	4
Public Transportation	5
WMATA Metrorail	5
WMATA Metrobus	5
Washington D.C. Circulator	6
Existing Traffic Volumes	6
Existing Conditions Capacity Analysis and Results	9
Future Conditions Without Development (2010)	12
Future Conditions without Development Traffic Volumes	12
Future Conditions without Development Capacity Analysis and Results	13
Future Conditions With Interim Year Development (2010)	18
Interim Description	18
Roadway Network Improvements	18
Connection of 4 th Street	18
Pedestrian Accommodations and Traffic Calming along 4th Street	18
Redistributed Existing Traffic Volumes	19
M Street Changes due to 4th Street Connection	19
Site Access	19
Interim Year Development Site Generated Volumes	19
Future Conditions with Interim Year Development Traffic Volumes	20
Future Conditions with Interim Year Development Capacity Analysis and Results	23
Future Conditions With Full Build-out Development (2020)	27
Full Build-out Description	27



Background Traffic Growth----- 27
 Stage I PUD (build years between 2010 and 2020) Site Generated Volumes ----- 27
 Future Conditions with Full Build-out Development Traffic Volumes ----- 28
 Future Conditions with Full Build-out Development Capacity Analysis and Results----- 31
 Conclusions----- 36

LIST OF FIGURES

Figure 1: Regional Map and Site Location 2
 Figure 2: Existing (2006) Local Roadway Network 7
 Figure 3: Existing Conditions (2006) Volumes 8
 Figure 4: Existing Conditions (2006) Levels of Service 11
 Figure 5: Future Conditions without Development (2010) Volumes 14
 Figure 6: Future Conditions without Development (2010) Levels of Service..... 17
 Figure 7: Stage II PUD Site Generated (2010) Volumes and Direction of Approach 21
 Figure 8: Future Conditions with Interim Year Development (2010) Volumes 22
 Figure 9: Future Conditions with Interim Year Development (2010) Levels of Service 25
 Figure 10: Future Conditions with Interim Year Development (2010) Recommended Improvements 26
 Figure 11: Stage I PUD Site Generated (2020) Volumes and Direction of Approach 29
 Figure 12: Future Conditions with Full Build-out Development (2020) Volumes 30
 Figure 13: Future Conditions with Full Build-out Development (2020) Levels of Service 34
 Figure 14: Future Conditions with Full Build-out Development (2020) Recommended Improvements
 35

LIST OF TABLES

Table 1: Existing Conditions (2006) Capacity Analysis 9
 Table 2: Background Developments Trip Generation (2010)..... 13
 Table 3: Future Conditions without Development (2010) Capacity Analysis 15
 Table 4: Stage I PUD Site Trip Generation (2010) 20
 Table 5: Future Conditions with Interim Year Development (2010) Capacity Analysis 23
 Table 6: Stage I PUD (build years between 2010 and 2020) Site Trip Generation..... 28
 Table 7: Total Waterfront Development Site Trip Generation (2020) 28
 Table 8: Future Conditions with Full Build-out Development (2020) Capacity Analysis 31



EXECUTIVE SUMMARY

The following report contains the findings of a traffic impact study conducted for the proposed Waterfront Development, currently known as the Waterside Mall, a mixed-use development located in Southwest Washington, DC. The proposed redevelopment plan consists of approximately 1,144 dwelling units, 1.172 million square feet of office, 50,700 square foot grocery, and 73,355 square feet of ground floor retail.

The current application is a revision to the Stage 1 PUD application approved in 2002/2003. The application approved back in 2002/2003 envisioned approximately 400 dwelling units, 45,000 square feet of ground floor retail, 2 million square feet of office, and a 30,000 square foot grocery store. The current application envisions increasing the residential units and retail while decreasing the office square footage. The current plan will generate approximately 42 additional AM peak hour trips approximately 37 less PM peak hour trips than the application approved in 2002/2003.

The project site is bound by M street to the south, 6th Street/Makemie Place to the west, Eye Street to the north, and 3rd Street/Wesley Place to the east. Currently, direct access to the site is provided from M street and 6th Street/Wesley Street. This access will be maintained throughout the redevelopment along with access proposed along the planned extension of 4th Street from M Street in the south to Eye Street in the north. The project site was analyzed over two horizon years with the first interim development year assumed to be complete in the year 2010 and the final build out to occur in 2020.

The analysis presented in this report supports the following major conclusions:

- *Existing Conditions (2006)*

The existing Waterside Mall site is served by an extensive network of public transportation, including the Waterfront-SEU Metrorail station located at the site, five different bus lines (with eleven different bus routes), and the DC Circulator. The availability of public transportation contributes to the reason that all intersections contained within the study area operate at acceptable Levels of Service (LOS) under the existing conditions capacity analysis during the morning and afternoon peak hours.

- *Future Conditions without Development (2010)*

The results of the future without the proposed development (2010) capacity analyses show that with the addition of regional inherent growth and nearby planned developments, all study area intersections are projected to operate at acceptable Levels of Service except the intersection of 4th Street and Eye Street SW. With adjustments to the signal timings during the afternoon peak hour, this intersection will operate at acceptable levels.



- *Future Conditions with Interim Year Development (2010)*

Currently, 4th Street SW is disconnected between Eye Street and M Street SW. With the redevelopment of the proposed Waterfront Development, 4th Street will be reconnected completing the grid street network that is essential in urban areas. The future cross-section is designed with traffic calming measures, bicycle accommodations, and pedestrian considerations as recommended by DDOT.

The Stage II PUD (build year 2010) of the proposed Waterfront Development will consist of approximately 396 residential dwelling units, 543,795 square feet of office, a 50,700 square foot grocery, and 24,505 square feet of ground floor retail. The interim development will generate approximately 242 morning peak hour, 305 afternoon peak hour, and 1,177 average daily vehicle trips. The Future with Interim Year Development analysis showed the study intersections would continue to operate at acceptable levels.

- *Future with Full Build-out Development (2020)*

The remainder of the Waterfront Development will consist of approximately 748 residential dwelling units, 629,040 square feet of office and 48,850 square feet of ground floor retail. This development under the build years of 2010 to 2020 will generate approximately 263-morning peak hour, 262 afternoon peak hour, and 2,248 average daily vehicle trips. The total development at full buildout will consist of approximately 1,144 dwelling units (condominium or apartment), 73,355 square feet of ground floor retail, 1.172 million square feet of office, and 50,700 square feet of grocery store. The Future with Full Build-out Development analysis showed that the study intersections would continue to operate at acceptable levels, except at the intersection of 4th Street and M Street SW. This intersection will operate at acceptable levels after adjustments to the signal timings.

Based on these results, the proposed Waterfront Development will help better traffic conditions in the study area by completing the grid network with the construction of 4th Street SW between Eye Street and M Street. The addition of Waterfront Development traffic has minimal impact and the surrounding network can accommodate these additional vehicle-trips.



INTRODUCTION

This report contains the findings of a traffic impact study conducted for the proposed Waterfront Development, currently known as the Waterside Mall, a mixed-use development located in Southwest Washington, DC. The proposed redevelopment plan consists of approximately 1,144 dwelling units, 1.172 million square feet of office, 50,700 square foot grocery, and 73,355 square feet of ground floor retail.

The project site is bound by M street to the south, 6th Street/Makemie Place to the west, Eye Street to the north, and 3rd Street/Wesley Place to the east. Currently, direct access to the site is provided from M street and 6th Street/Wesley Street. This access will be maintained throughout the redevelopment along with access proposed along the planned extension of 4th Street from M Street in the south to Eye Street in the north. The project site was analyzed over two horizon years with the first interim development year assumed to be complete in the year 2010 and the final build out to occur in 2020. A regional map showing the location of the site is included in Figure 1.

The following tasks were completed as part of this study:

- Field reconnaissance in the vicinity of the project site was conducted to collect information related to existing traffic controls, roadway geometry and operational characteristics;
- Traffic counts were conducted on August 30, September 6 and 12, 2006 during the morning and afternoon peak periods at the intersections surrounding the Waterfront Development site;
- Future traffic volumes were projected using background inherent growth rates based on historical traffic volume data, and by estimating traffic generated by planned local background developments in the vicinity of the site;
- Since 4th Street will be reconnected from Eye Street to M Street as part of this project, existing traffic volumes were redistributed along 4th Street based on existing peak hour traffic volume patterns, average daily traffic volumes at major roadway sections, and locations of surrounding roadway travel corridors;
- Site traffic volumes were generated based on the methodology outlined in the Institute of Transportation Engineers' (ITE) Trip Generation, 7th Edition along with reduction of trips based on historical growth patterns within the Washington, D.C. metropolitan area, and the 2005 Development-Related Ridership Survey by the Washington Metropolitan Area Transit Authority;
- Intersection capacity analysis were performed for existing conditions (2006), future without development (2010), future with interim year development (2010), and future with full build-out development (2020) peak hour conditions at the intersections contained within the study area;

Sources of data for this study include Washington DC Department of Public Works and Department of Planning, the Washington Metropolitan Area Transit Authority, and the office files and field reconnaissance efforts of Gorove/Slade Associates, Inc.

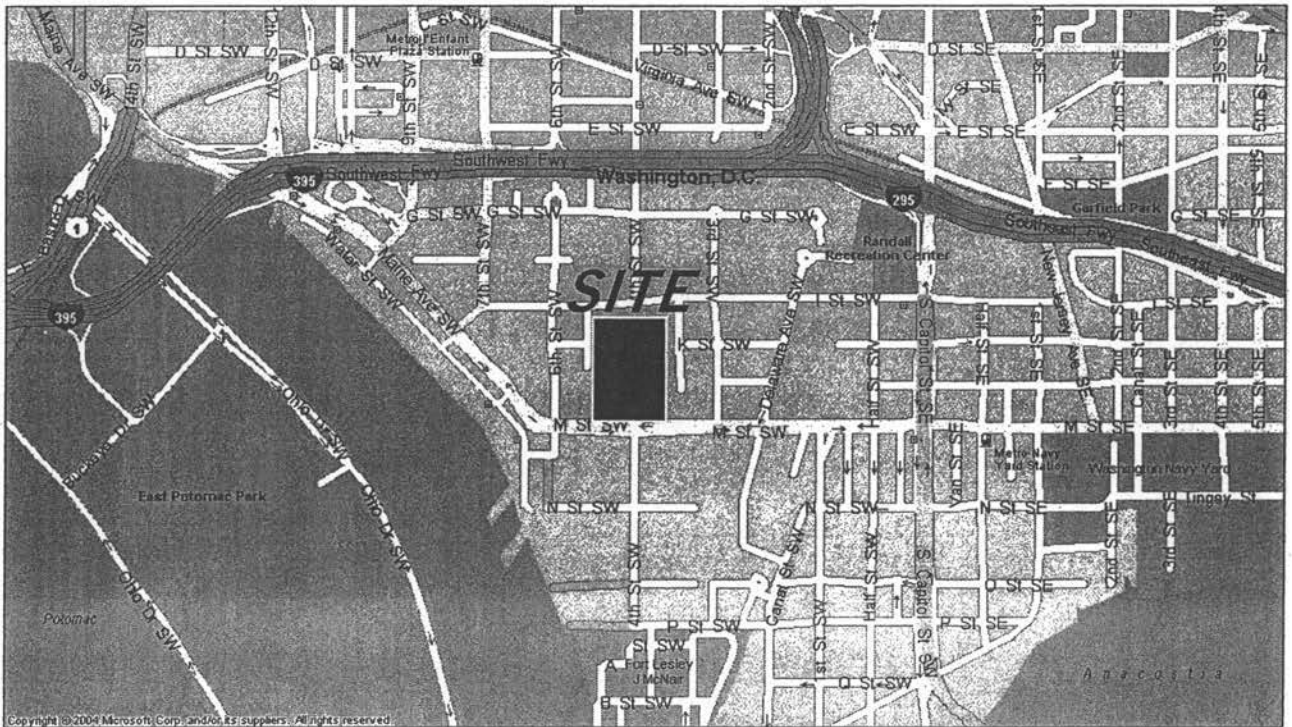


Figure 1: Regional Map and Site Location

Scope of Study

This traffic impact analysis was conducted in accordance with the general requirements of Chapter 45 of the DDOT *Design and Engineering Manual* and in coordination with DDOT Staff. A copy of the document summarizing the details of the original study parameters (as outlined to DDOT staff) is included in the Appendix to this report.

The study area extends from 7th Street SW in the west to 3rd Street SW in the east, and Eye Street in the north to N Street in the south. Intersections to be included in the study were selected based on the existing and projected ingress and egress patterns of vehicles. The following study intersections (as shown on Figure 2) are included in this study:

- M Street and 3rd Street
- M Street and 4th Street
- M Street and 6th Street
- Maine Avenue and 7th Street
- I Street and 3rd Street
- I Street and 4th Street
- I Street and 6th Street
- 4th Street and N Street



Report Outline

This report presents the findings of analyses performed for the following conditions:

- **Existing Conditions (2006):** Consider existing traffic volumes and roadway configurations during the weekday morning and afternoon peak hours.
- **Future Conditions without Development (Future Background 2010):** Considers future traffic conditions resulting from inherent traffic growth and nearby approved developments, but does not include volumes generated by the proposed Waterfront development.
- **Future Conditions with Interim Year Development (Total Future 2010):** Considers future traffic volumes with the background growth and traffic generated by the proposed interim Waterfront development.
- **Future Conditions with Full Build-out Development (Total Future 2020):** Considers future traffic volumes with the background growth and traffic generated by the build-out of the proposed Waterfront development.

The results of the analysis and the traffic impacts associated with the proposed development plan are presented in the Conclusion section of this report.



EXISTING CONDITIONS (2006)

Site Access

The proposed development is located in Southwest Washington, DC. The project site is bound by M Street to the south, 6th Street/Makemie Place to the west, Eye Street to the north, and 3rd Street/Wesley Place to the east. There currently is direct access to the site from M street, and 6th Street/Makemie Place.

Existing Roadway Network

The existing roadway network in the vicinity of the proposed Waterfront site is described below:

M Street/Maine Avenue is a six-lane divided east-west major collector that is currently constructed from 17th Street NW/Independence Avenue SW to the west and terminates in the east at 11th Street SE. The posted speed limit in the vicinity of the site is 30 mph.

I Street is a four-lane east-west minor collector that is currently constructed from 7th Street SW, in the west to New Jersey Avenue SE in the east. The posted speed limit in the vicinity of the site is 30 mph.

4th Street is a four-lane north-south minor collector that is currently constructed from P Street SW, in the south to M Street SW in the north. Fourth Street continues from Eye Street SW in the south to Pennsylvania Avenue NW in the north. Fourth Street originally continued from P Street to Pennsylvania Avenue, but was split as part of the original Waterside Mall development. The current plan is to reconnect 4th Street from P Street in the south to Pennsylvania Avenue in the north. The connection will be made in two stages – the portion extending from Eye Street to K Street will be constructed by the park who currently owns the parcel north of Waterside Mall, and the southern portion from K Street to M Street will be constructed as part of this application. The posted speed limit in the vicinity of the site is 30 mph.

3rd Street is a two-lane north-south minor collector that is currently constructed from M Street in the south to G Street SW in the north. The posted speed limit in the vicinity of the site is 30 mph.

6th Street is a four-lane north-south minor collector that is currently constructed from Water Street in the south to G Street SW in the north. The posted speed limit in the vicinity of the site is 30 mph.

7th Street is a is a four-lane north-south major collector that is currently constructed from Water Street SW to the south and terminates at New Hampshire Avenue NW in the north. The posted speed limit in the vicinity of the site is 30 mph.

Makemie Place is a two-lane north-south/east-west minor roadway that is currently constructed from Eye Street in the north to 6th Street SW in the west. The posted speed limit in the vicinity of the site is 25 mph.



K Street is a two-lane east-west minor collector that is currently constructed from Wesley Place SW, to the west, and terminates at 5th Street SE in the east. The posted speed limit in the vicinity of the site is 30 mph.

Figure 2 illustrates the existing roadway network with the current lane configuration and traffic control devices.

Public Transportation

WMATA Metrorail

The Waterfront-SEU Metro Station is located at the southern end of the site. The station is located on the northeast corner of 4th and M streets SW and services the Green Line (with service between Branch Avenue and Greenbelt).

WMATA Metrobus

A number of Metrobus routes are within walking distance of the site. These routes include the following:

- *Georgia Avenue – 7th Street Line (Routes 70 and 71)*

The Georgia Avenue – 7th Street line services seven Metro-rail stations including the Silver Spring station, Georgia Ave-Petworth station, Mount Vernon Square/7th Street-Convention Center station, Gallery Place-Chinatown station, Archives-Navy Memorial-Penn Quarter station, L'Enfant Plaza station, and the Waterfront-SEU station. The Georgia Avenue – 7th Street Line also services several locations which include the Walter Reed Army Medical Center, Brightwood, Parkview, Howard University, Fort McNair, and Buzzard Point (71).

- *Anacostia – Congress Heights Line (Routes A42, A46 and A48)*

The Anacostia – Congress Heights Line provides service to the Southern Avenue station (A42), and the Anacostia Station, as well as the Greater Southeast Community Hospital (A42), Livingston (A46, A48), Wheeler Road (A46), Congress Heights, Martin Luther King Jr. Ave. SE, the Navy Yard, Waterside Mall, and the Archives.

- *South Capitol Street Line (Routes A9)*

Route A9 provides service to several localities which include Livingston, Bolling Air Force Base (Main Gate), Naval District Washington-Anacostia Annex, the Waterfront-SEU station, and L'Enfant Plaza station.

- *Anacostia – Eckington Line (Routes P1 and P2)*

The Anacostia – Eckington Line serves the Anacostia and Navy Yard Metro stations. It also provides service to Waterside Mall, Archives, and Potomac Park/State Department.



- *Minnesota Avenue – M Street Line (Routes V7, V8 and V9)*

The Minnesota Avenue – M Street bus line serves several Metro stations including the Deanwood station, Minnesota Avenue station, Potomac Avenue station, Navy Yard station, Waterfront-SEU station, L'Enfant Plaza station. It also serves Benning Heights, the Department of Agriculture, the Bureau of Engraving, and the Archives at 9th and Constitution Avenue NW.

Washington D.C. Circulator

The D.C. Circulator is the newest bus service operating in Washington D.C. Three routes serve Downtown; a North/South route travels between the Washington Convention Center and the Southwest Waterfront provides nearby access to the proposed Waterfront development site; an East/West route travels from Union Station to Georgetown; and a circular route travels around the National Mall from the National Gallery of Art to the World War II Memorial. The DC Circulator has its nearest stop to the project site near 6th Street and M Street SW along the Convention Center – SW Waterfront route.

Existing Traffic Volumes

In order to determine the weekday peak hour turning movement volumes, traffic counts were conducted on Wednesday, August 30, 2006, Wednesday, September 6, 2006, and Tuesday, September, 12, 2006 between the hours of 6:00 a.m. to 9:00 a.m. and 4:00 p.m. to 7:00 p.m. at the intersections contained within the study area. Analysis of the existing traffic data determined the following peak hours:

- AM Peak Hour – 7:30 AM to 8:30 AM
- PM Peak Hour – 4:45 PM to 5:45 PM

The existing weekday morning and afternoon peak hour traffic volumes for the intersections contained within the study area are shown in Figure 3. The existing turning movement counts are included in the Technical Appendix.

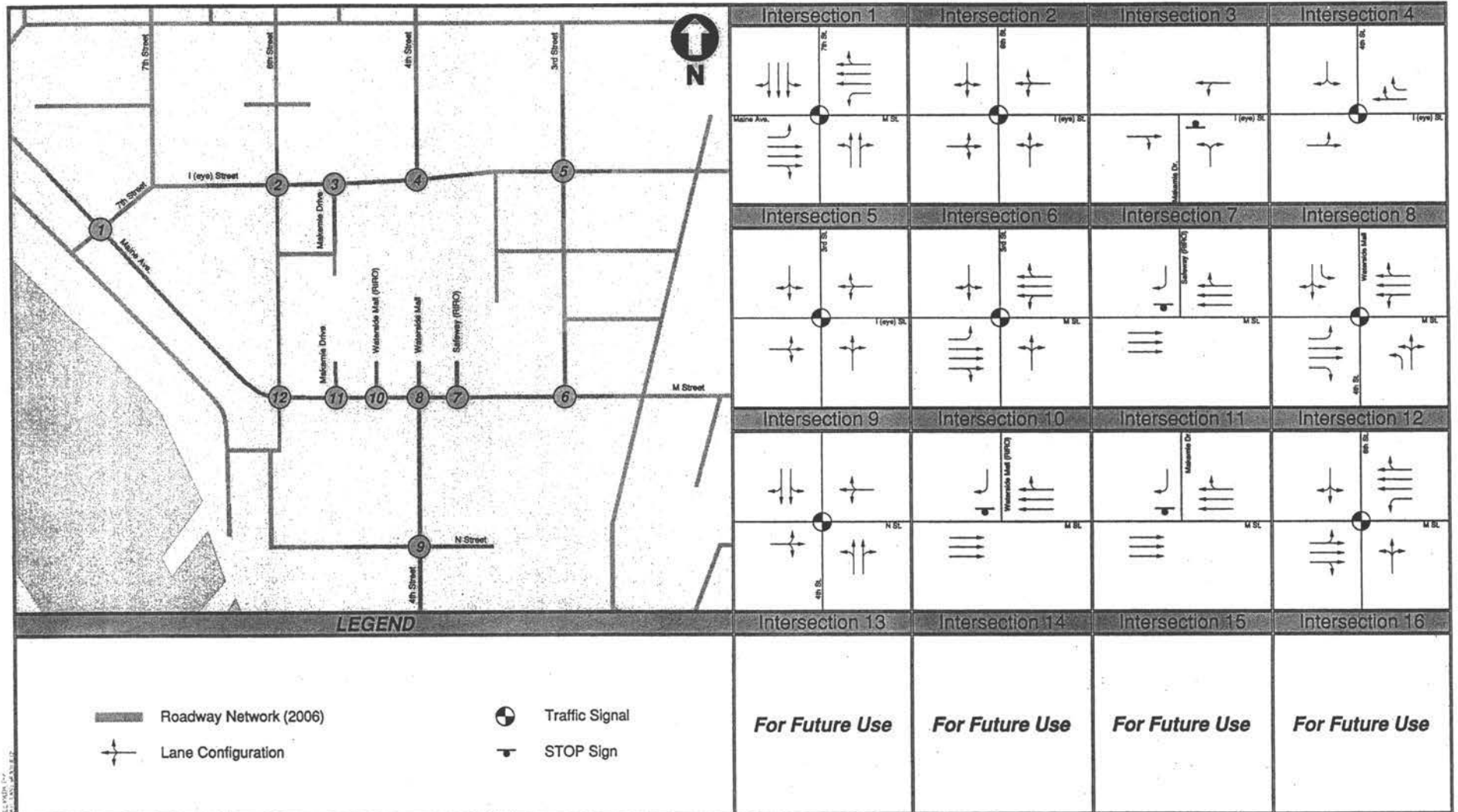


Figure 2 Existing (2006) Local Roadway Network

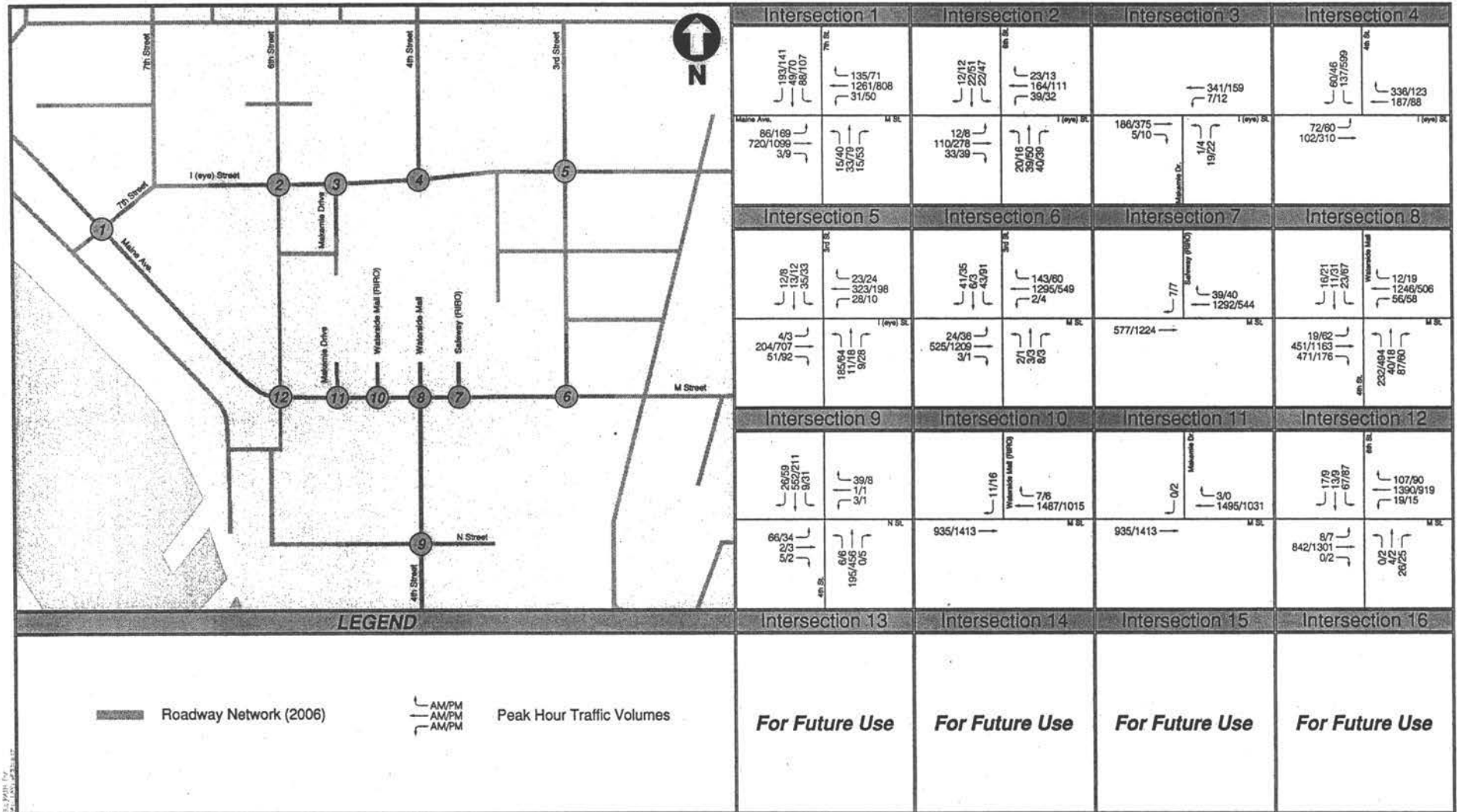


Figure 3
Existing Conditions (2006) Volumes



Existing Conditions Capacity Analysis and Results

Capacity analyses were performed at the intersections contained within the study area during the weekday morning and afternoon peak hours under the existing conditions. Intersection capacity analyses were performed using *Synchro, version 6.0* with results based on the Highway Capacity Manual methodology.

The results of the intersection capacity analyses are presented in Table 1, and are expressed in terms of level of service (LOS) and delay (in seconds per vehicle). A description of the different LOS and delay as well as the detailed analysis worksheets for the existing conditions is included in the Technical Appendix.

Table 1: Existing Conditions (2006) Capacity Analysis

Intersection (Approach)	AM Peak Hour		PM Peak Hour	
	Delay (sec/veh)	Level of Service	Delay (sec/veh)	Level of Service
Maine Ave. and 7th Street (Signalized)				
Overall	17.3	B	20.9	C
Eastbound Approach	26.6	C	27.9	C
Westbound Approach	27.8	C	28.2	C
Northbound Approach	16.3	B	24.3	C
Southbound Approach	14.3	B	15.7	B
I Street and 6th Street (Signalized)				
Overall	15.0	B	17.5	B
Eastbound Approach	4.0	A	7.7	A
Westbound Approach	6.9	A	7.4	A
Northbound Approach	39.5	D	46.2	D
Southbound Approach	34.6	C	31.0	C
I Street and Makemie Drive				
Overall	N/A	N/A	N/A	N/A
Westbound Left Turn Movement	0.2	A	0.7	A
Northbound Approach	9.6	A	11.4	B
I Street and 4th Street (Signalized)				
Overall	9.0	A	35.9	D
Eastbound Approach	5.6	A	17.3	B
Westbound Approach	2.0	A	3.9	A
Southbound Approach	30.3	C	57.2	E
I Street and 3rd Street (Signalized)				
Overall	21.0	C	34.1	C
Eastbound Approach	24.8	C	44.1	D
Westbound Approach	16.4	B	14.1	B
Northbound Approach	25.5	C	11.1	B
Southbound Approach	17.8	B	17.7	B
M Street and Safeway (RIRO)				
Overall	N/A	N/A	N/A	N/A
Southbound Approach	9.1	A	9.1	A

Note: N/A means not available.*

**Table 1: Existing Conditions (2006) Capacity Analysis (cont.)**

Intersection (Approach)	AM Peak Hour		PM Peak Hour	
	Delay (sec/veh)	Level of Service	Delay (sec/veh)	Level of Service
M Street and 3rd Street (Signalized)				
Overall	16.6	B	19.7	B
Eastbound Approach	20.4	C	23.3	C
Westbound Approach	15.4	B	11.5	B
Northbound Approach	26.8	C	26.8	C
Southbound Approach	9.9	A	23.5	C
M Street and 4th Street (Signalized)				
Overall	27.7	C	28.4	C
Eastbound Approach	23.4	C	20.6	C
Westbound Approach	30.9	C	26.5	C
Northbound Approach	27.8	C	51.7	D
Southbound Approach	21.6	C	17.0	B
4th Street and N Street (Signalized)				
Overall	6.1	A	4.3	A
Eastbound Approach	39.5	D	36.8	D
Westbound Approach	35.0	C	34.6	C
Northbound Approach	2.9	A	3.3	A
Southbound Approach	1.0	A	0.7	A
M Street and Waterside Mall (RIRO)				
Overall	N/A	N/A	N/A	N/A
Southbound Approach	9.3	A	9.7	A
M Street and Makemie Drive (RIRO)				
Overall	N/A	N/A	N/A	N/A
Southbound Approach	0.0	A	9.8	A
M Street and 6th Street (Signalized)				
Overall	6.8	A	11.5	B
Eastbound Approach	9.0	A	10.4	B
Westbound Approach	3.7	A	9.6	A
Northbound Approach	25.5	C	25.5	C
Southbound Approach	30.5	C	39.5	D

Level of Service (LOS) D is typically used as the acceptable LOS threshold in the District; although LOS E and F are sometimes accepted in certain highly urbanized areas. The results presented in Table 1 show that all study intersections are currently operating at acceptable levels of service. Figure 4 illustrates graphically the intersection capacity analysis results.

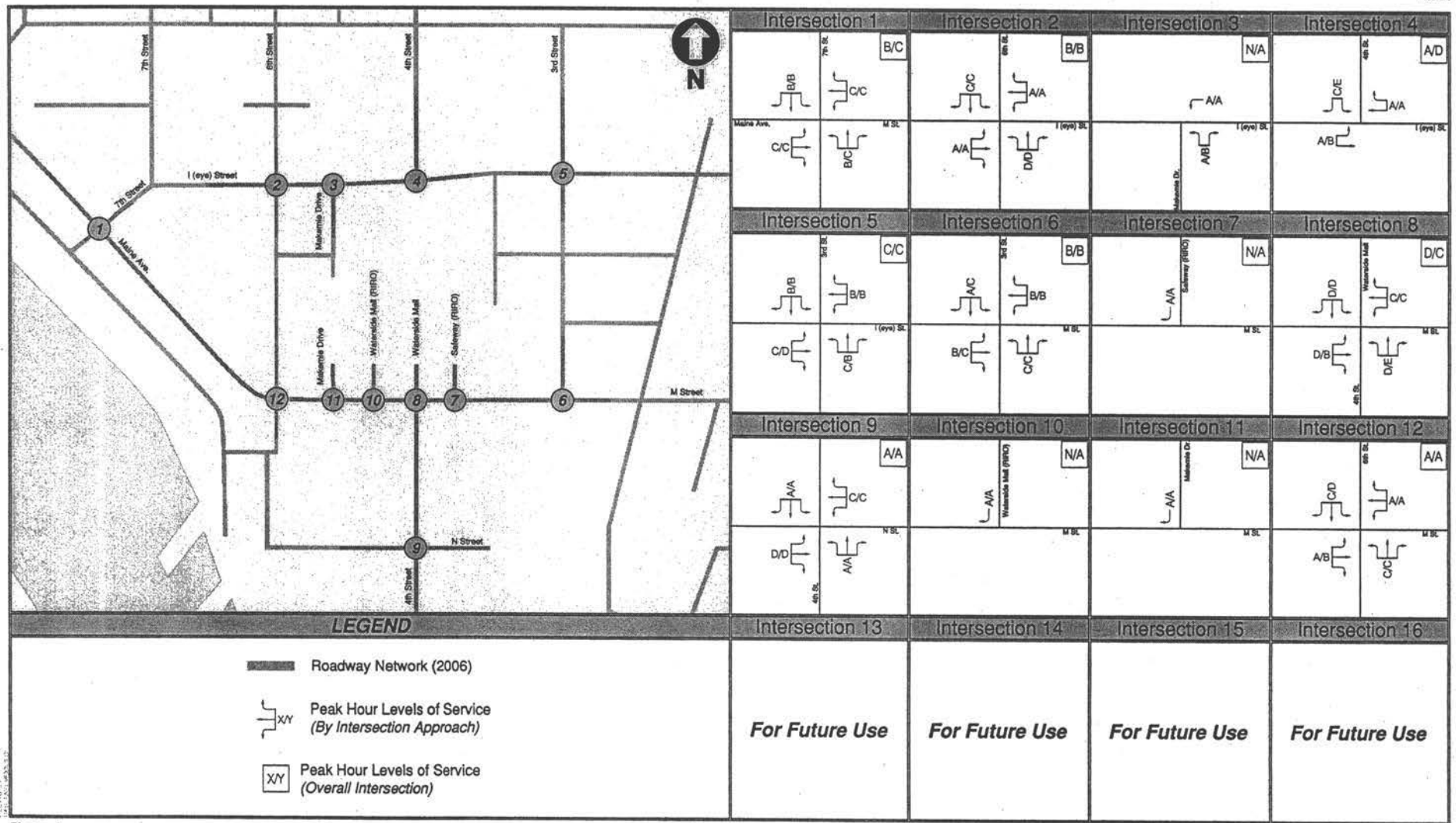


Figure 4 Existing Conditions (2006) Levels of Service



FUTURE CONDITIONS WITHOUT DEVELOPMENT (2010)

The future conditions without development are a basis for comparison to the future conditions with the proposed redevelopment of Waterside Mall. With this comparison, it is possible to investigate the impact of the proposed project on the roadway network. In order to develop background traffic forecasts (or future traffic forecasts without the development), a composite of existing traffic, traffic growth, and traffic from other future area developments was used. It was assumed for purposes of analysis that the interim conditions for the Waterfront Development would be occupied in 2010.

Future Conditions without Development Traffic Volumes

The project is located several blocks from the new baseball stadium that is currently under construction. The new stadium has sparked the development of several other parcels in the area as well, such as the Capper/Carrollburg Hope VI, Southeast Federal Center, Department of Transportation, DC Water and Sewer Authority, and Monument Ballpark District Developments. However, as these projects are not located within the study area described earlier, the traffic generated by these background developments are accounted for by a conservatively high 1.0% regional inherent growth rate, compounded annually over a four-year period for a total of a 4.06% growth in existing traffic.

As mentioned previously, the study area extends from 7th Street SW in the west to 3rd Street SW in the east, and Eye Street in the north to N Street in the south. In addition to the regional inherent growth, there are three planned projects that are located within the study area: Town Center Redevelopment East, Southwest Waterfront, and the Arena Stage expansion. The latter development is an expansion of the hospitality area of Arena Stage and it was assumed that no additional vehicle trips would be generated by that development, as is consistent with the traffic study performed for that site in 2004.

The methodology outlined in the Institute of Transportation Engineers (ITE) Trip Generation, 7th Edition was used to determine the trip generation for the Town Center Redevelopment East and Southwest Waterfront projects during the weekday peak hours and average weekday traffic, as shown in Table 2. The Town Center Redevelopment is a residential project, and to be conservative it was assumed the developments would be apartments in lieu of condominiums, as apartments have a higher vehicle trip generation rate.

These background developments are located near the Waterfront-SEU Metro station and are in the vicinity of the Metrobus routes described earlier. A reduction in vehicle trips was assumed for these residential uses to account for the use of alternative modes of transportation other than an automobile. The trips generated by these developments are shown in Table 2.



Table 2: Background Developments Trip Generation (2010)

Land Use	ITE Code	Size	Units	Weekday						
				AM Peak Hour			PM Peak Hour			Daily
				In	Out	Total	In	Out	Total	Total
Southwest Waterfront										
Apartments	220	800	DU	80	316	396	298	160	458	4,959
<i>Reduction for Alternative Modes:</i>	80%			-64	-253	-317	-238	-128	-366	-3,957
Specialty Retail	820	230	ksf	158	100	258	521	564	1,085	11,670
General Office	710	87	ksf	148	20	168	31	146	177	1,199
Hotel	310	400	rooms	140	89	229	126	110	236	3,207
Cultural Resource	n/a	200	ksf	50	50	100	50	50	100	1,000
<i>Reduction for Alternative Modes:</i>	50%			-248	-130	-378	-364	-435	-799	-5,835
Southwest Waterfront Total				264	193	457	424	467	891	11,233
<hr/>										
Town Center Redevelopment East	220	253	DU	26	102	128	103	54	157	1,671
<i>Reduction for Alternative Modes:</i>	60%			-16	-61	-77	-62	-32	-94	-1,003
Town Center Redevelopment East Total				10	41	51	41	22	63	668
TOTAL BACKGROUND SITE TRIPS				274	234	508	465	489	953	11,901

These trips were distributed throughout the study area based on existing traffic patterns. The inherent background growth and the traffic generated by the nearby future approved developments were added to the existing volumes in order to estimate the future conditions without development traffic volumes as shown in Figure 5.

Future Conditions without Development Capacity Analysis and Results

Capacity analyses were performed at the intersections contained within the study area during the morning and afternoon peak hours under the future conditions without development. The results of the intersection capacity analyses are presented in Table 3, and are expressed in terms of level of service (LOS) and delay (in seconds per vehicle). Figure 6 illustrates graphically the intersection capacity analysis results. The detailed analysis worksheets are contained in the Technical Appendix.

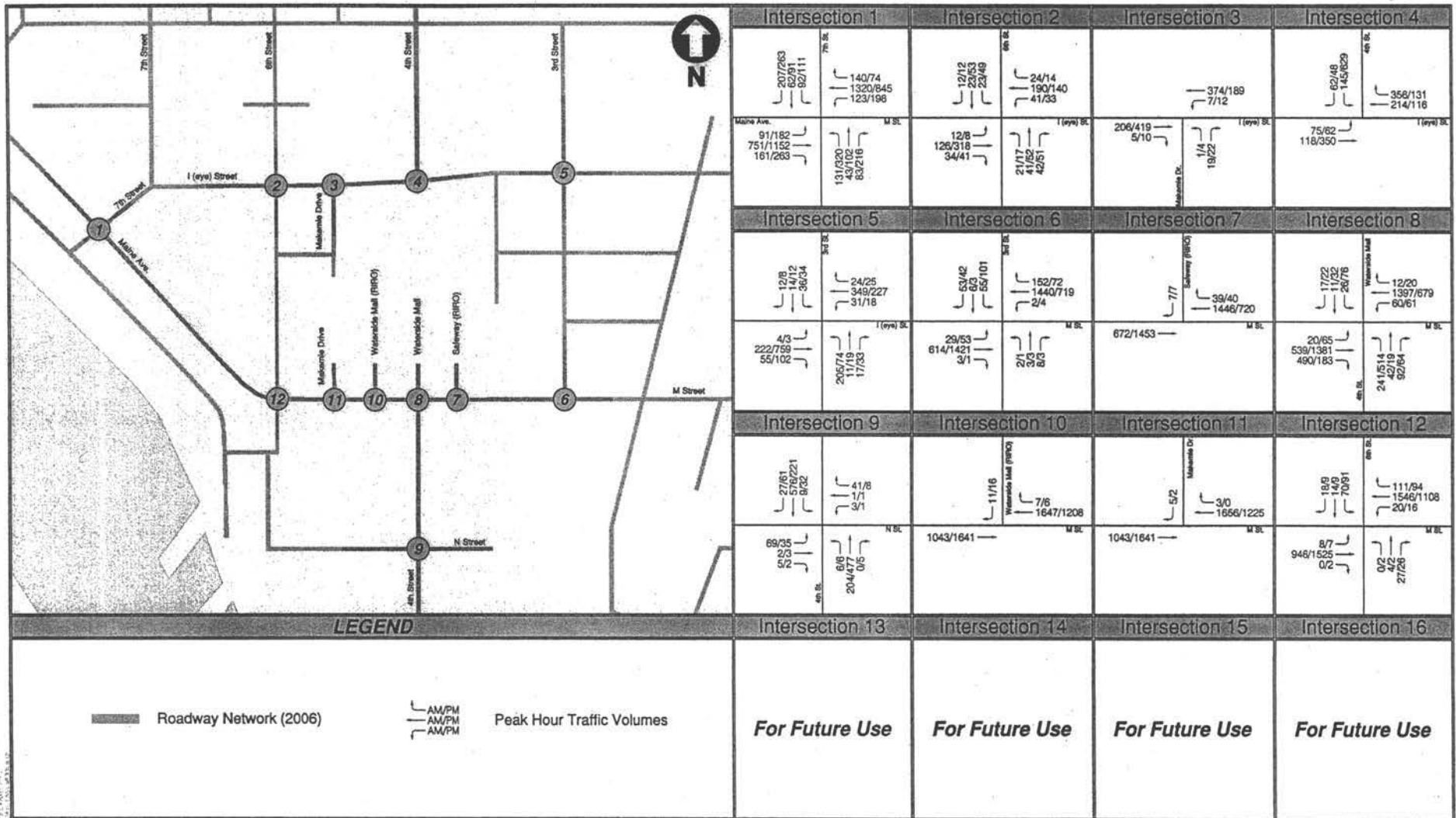


Figure 5
Future Conditions without Development (2010) Volumes

**Table 3: Future Conditions without Development (2010) Capacity Analysis**

Intersection (Approach)	AM Peak Hour		PM Peak Hour	
	Delay (sec/veh)	Level of Service	Delay (sec/veh)	Level of Service
Maine Ave. and 7th Street (Signalized)				
Overall	22.8	C	21.7	C
Eastbound Approach	26.6	C	28.0	C
Westbound Approach	26.2	C	26.1	C
Northbound Approach	26.6	C	26.8	C
Southbound Approach	14.5	B	16.1	B
I Street and 6th Street (Signalized)				
Overall	18.2	B	18.6	B
Eastbound Approach	9.8	A	10.4	B
Westbound Approach	6.8	A	8.1	A
Northbound Approach	50.3	D	47.6	D
Southbound Approach	34.6	C	31.2	C
I Street and Makemie Drive				
Overall	N/A	N/A	N/A	N/A
Westbound Left Turn Movement	0.2	A	0.6	A
Northbound Approach	9.7	A	12.0	B
I Street and 4th Street (Signalized)				
Overall	10.4	B	49.6	D
Eastbound Approach	3.4	A	18.8	B
Westbound Approach	2.0	A	3.3	A
Southbound Approach	33.4	C	84.4	F
Overall (Adjust PM signal timings)	10.4	B	39.1	D
Eastbound Approach	3.4	A	20.8	C
Westbound Approach	2.0	A	3.7	A
Southbound Approach	33.4	C	62.7	E
I Street and 3rd Street (Signalized)				
Overall	22.3	C	38.7	D
Eastbound Approach	26.6	C	51.5	D
Westbound Approach	16.9	B	14.8	B
Northbound Approach	27.2	C	13.4	B
Southbound Approach	17.9	B	17.7	B
M Street and 3rd Street (Signalized)				
Overall	17.3	B	19.7	B
Eastbound Approach	21.0	C	23.2	C
Westbound Approach	15.9	B	11.7	B
Northbound Approach	26.8	C	26.8	C
Southbound Approach	16.9	B	24.7	C
M Street and Safeway (RIRO)				
Overall	N/A	N/A	N/A	N/A
Southbound Approach	9.2	A	9.2	A

**Table 3: Future Conditions without Development (2010) Capacity Analysis (cont.)**

Intersection (Approach)	AM Peak Hour		PM Peak Hour	
	Delay (sec/veh)	Level of Service	Delay (sec/veh)	Level of Service
M Street and 4th Street (Signalized)				
Overall	22.6	C	31.1	C
Eastbound Approach	25.1	C	21.8	C
Westbound Approach	19.3	B	21.8	C
Northbound Approach	28.5	C	66.1	E
Southbound Approach	21.5	C	17.7	B
4th Street and N Street (Signalized)				
Overall	6.3	A	4.2	A
Eastbound Approach	39.9	D	35.0	C
Westbound Approach	35.0	C	34.6	C
Northbound Approach	2.9	A	3.3	A
Southbound Approach	1.2	A	0.7	A
M Street and Waterside Mall (RIRO)				
Overall	N/A	N/A	N/A	N/A
Southbound Approach	9.2	A	9.9	A
M Street and Makemie Drive (RIRO)				
Overall	N/A	N/A	N/A	N/A
Southbound Approach	9.2	A	10.0	A
M Street and 6th Street (Signalized)				
Overall	6.9	A	11.4	B
Eastbound Approach	9.0	A	10.6	B
Westbound Approach	3.8	A	9.2	A
Northbound Approach	25.5	C	25.5	C
Southbound Approach	32.0	C	39.3	D

Note: N/A means not available.**

As mentioned previously, Level of Service (LOS) D is typically used as the acceptable LOS threshold in the District; although LOS E and F are sometimes accepted in certain highly urbanized areas. The results presented in Table 3 show that all study intersections will operate at acceptable levels of service, except at the intersection of Eye Street with 4th Street. Adjusting the PM signal timings as part of DDOT's routine maintenance at this location will mitigate this deficiency. Figure 6 illustrates graphically the intersection capacity analysis results.

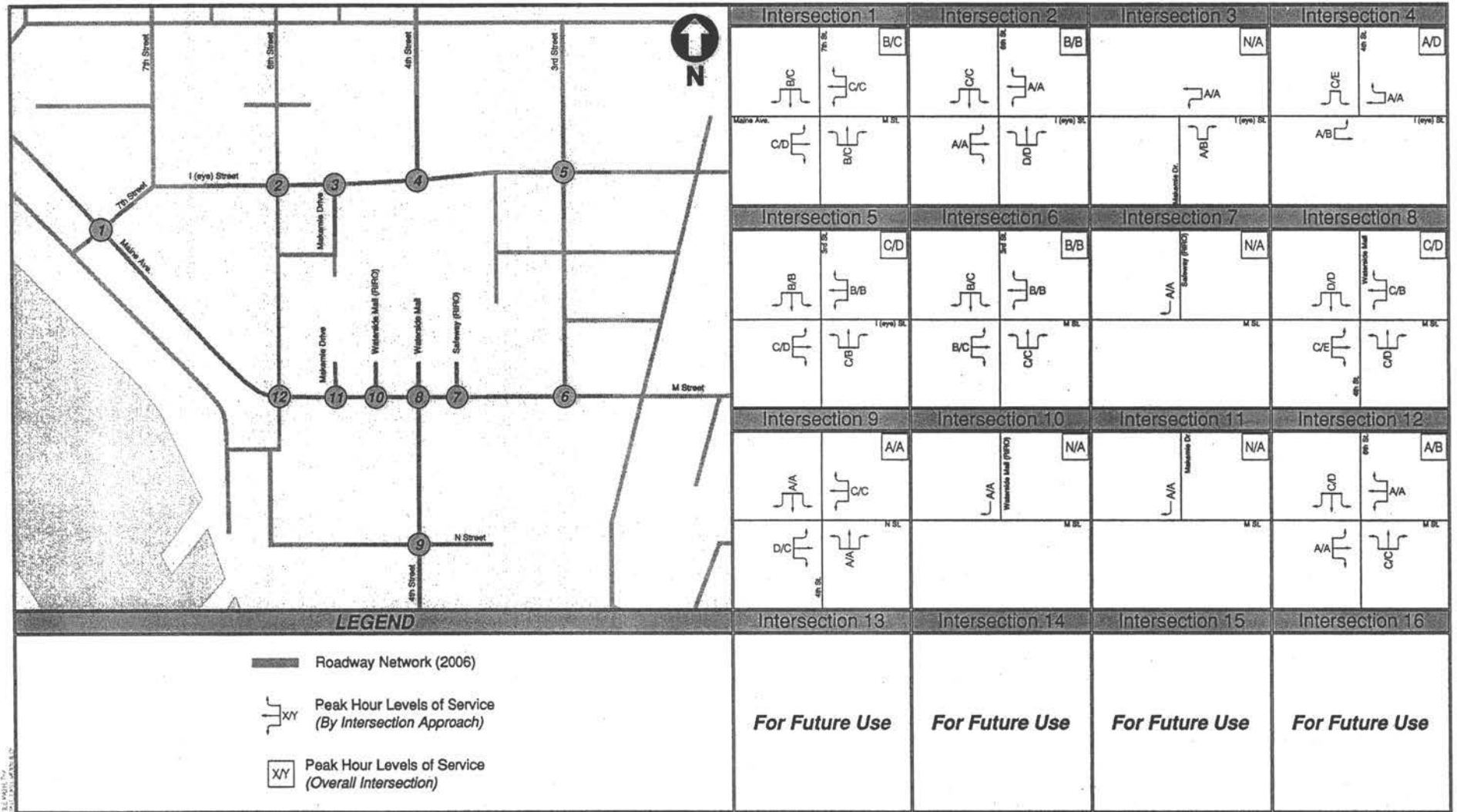


Figure 6
Future Conditions without Development (2010) Levels of Service



FUTURE CONDITIONS WITH INTERIM YEAR DEVELOPMENT (2010)

Interim Description

The Stage II PUD (build year 2010) of the proposed Waterfront development plan consists of approximately 360 residential dwelling units, 543,795 square feet of office, a 50,700 square foot grocery, and 24,505 square feet of ground floor retail. The project site is bound by M Street to the south, 6th Street/Makemie Place to the west, Eye Street to the north, and 3rd Street/Wesley Place to the east. The interim development of the project was assumed to be complete in 2010.

Roadway Network Improvements

Connection of 4th Street

The connection of 4th Street SW is split into two sections, the “applicant piece” and the “park piece.” The applicant’s portion of the 4th Street connection extends from K Street in the north to M Street in the south. The section north of K Street is the responsibility of the park. The applicant’s section will be constructed in conjunction with the park’s portion of roadway.

In order to determine an appropriate cross-section for the new connection of 4th Street from M Street in the south to Eye Street in the north, existing traffic volumes were redistributed along 4th Street based on global traffic patterns, local average daily traffic volumes, and peak hour turning movement traffic volumes within the vicinity of the site. A newly designed 4th Street was developed based on the redistributed traffic volumes along 4th Street. The 4th Street connection from M Street to Eye Street will consist of a 55-foot cross section. This cross section will allow for two parking lanes, two bicycle lanes, two through lanes (one northbound and one southbound), and one left turn lane/bay. Each vehicular travel lane will be approximately 10 to 10.5 feet in width pending final design approval by DDOT. The 55-foot cross section from north to south will allow both ends of the new 4th Street connection to align with the existing 4th Street cross section.

The new lane configuration at the 4th Street and M Street intersection is proposed to have one southbound left turn lane, one southbound through, left, and right turn lane. All other approaches to the intersection will maintain existing lane geometry. The proposed lane configuration at the 4th Street and Eye Street intersection will allow for one through-right turn lane and one left turn lane along both the northbound and southbound approaches along 4th Street with Eye Street remaining as existing conditions along the eastbound and westbound approaches.

Pedestrian Accommodations and Traffic Calming along 4th Street

A large 40-foot raised crosswalk/speed table is proposed along 4th Street located approximately 375 feet north of M Street, or approximately 215 feet north of the Waterfront-SEU Metro station porthole. The speed table will be one of several traffic calming measure in the corridor, along with narrow vehicle travel lanes and bulb-outs located at M Street, Eye Street, and at the northern site entrance.



Bulb-outs shortens the distance that pedestrians must travel to cross the roadway, which in turn increases pedestrian safety by having them spend less time sharing space with vehicles and reduces the amount of pedestrian clearance time during a signal phase. Bulb-outs also has an effect on driver behavior, as they help visually narrow the street section causing drivers to instinctively slow their speed through the intersection.

Redistributed Existing Traffic Volumes

In order to determine the peak hour turning movement traffic volumes with the newly constructed 4th Street from M Street in the south to Eye Street in the north, existing traffic volumes were redistributed along 4th Street based on regional traffic patterns, local average daily traffic volumes and peak hour turning movement traffic volumes within the vicinity of the site.

M Street Changes due to 4th Street Connection

The M Street corridor will not be altered for the purposes of this report with the exception of the 4th Street and M Street intersection. A median break was assumed at the East M Street Office Building site entrance, located just east of 4th Street. This median break was approved by DDOT as part of the 2002/2003 Stage 1 PUD process. The median break would help alleviate possible vehicular circulation issues within the vicinity of the site as well as help discourage any possible U-Turn traffic at the up stream and downstream signals. A median break along M Street may also help relieve any congestion at the 4th Street and M Street intersection.

Site Access

Currently, direct access to the site is provided from M street and 6th Street/Wesley Street. This access will be maintained throughout the redevelopment along with access proposed along the planned extension of 4th Street from M Street in the south to Eye Street in the north. Additional access in the future will be provided by three site entrances on 4th Street and two access points on the western border of the site on Makemie Place.

Interim Year Development Site Generated Volumes

In order to calculate the trip generation for the proposed development, the ITE's Trip Generation, 7th Edition publication was used to determine the trips into and out of the proposed site for the weekday morning and afternoon peak hours. It was assumed that 24,505 square feet of ground floor retail proposed for the site will be supported by pedestrians and the public transportation in the area, and was assumed to not generate any vehicular trips to the site. This is typical of ground floor retail use within the District. To account for the Waterfront-SEU Metro Station located at the development site, the WMATA 2005 Development-Related Ridership Survey was used to determine an appropriate vehicle trip reduction rate for alternative modes of transportation. Table 4 presents the total new development trips generated in the first horizon year of the proposed Waterfront development.

**Table 4: Stage I PUD Site Trip Generation (2010)**

Land Use	ITE Code	Size	Units	----- Weekday -----						
				AM Peak Hour			PM Peak Hour			Daily
				In	Out	Total	In	Out	Total	Total
Apartment Bldg. #1 (WT)	230	204	DU	16	76	92	73	35	108	1,177
Apartment Bldg. #2 (ET)	230	192	DU	15	73	88	70	34	104	1,123
Office Building #1 (West 4th St)	710	278	kSF	375	51	426	67	324	391	2,932
Office Building #3 (East 4th St)	710	265	kSF	361	49	410	64	312	376	2,826
Grocery Store	850	51	kSF	119	75	194	280	268	548	795
<i>Stage I PUD Total Trips without Reduction:</i>				886	324	1,210	554	973	1,527	8,853
<i>Reduction for Alternative Modes: 80%</i>				-709	-259	-968	-443	-778	-1,221	-7,082
STAGE I PUD TOTAL SITE TRIPS				177	65	242	111	195	306	1,771

Future Conditions with Interim Year Development Traffic Volumes

The distribution of site trips was based on existing volumes and anticipated regional traffic patterns. In addition, an assessment of future roadway conditions was used to determine the routes that will provide the most convenient access to the development. The inbound and outbound trips calculated for the morning and afternoon peak hours were routed in the roadway network to the site based on the location of the proposed site and the existing traffic data.

The site traffic assignment for the weekday morning and afternoon peak hours is illustrated in Figure 7. The proposed interim year redevelopment site trips were added to the future without development volumes in order to establish the future with development 2010 traffic volumes as shown in Figure 8.

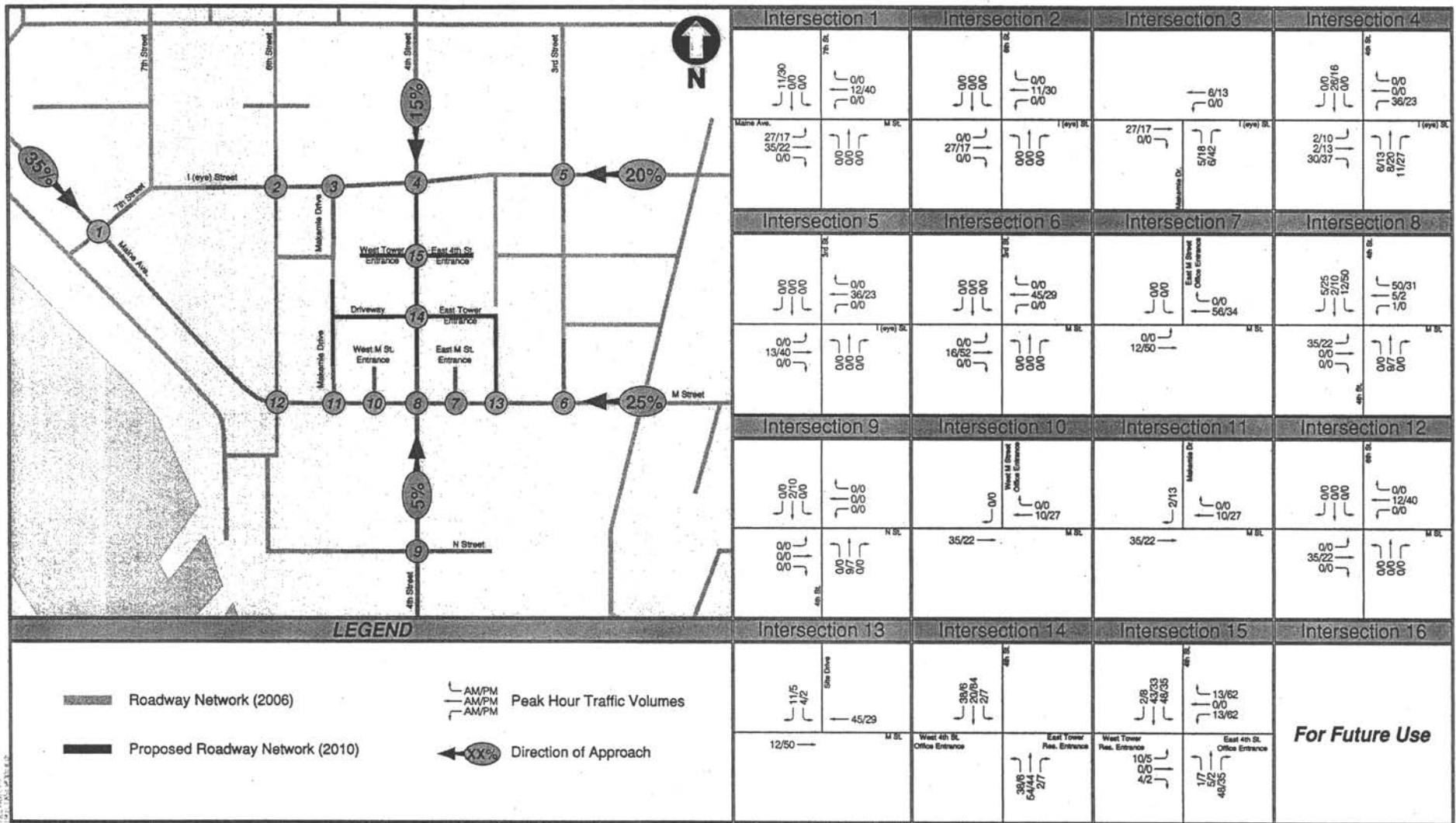


Figure 7
Stage II PUD Site Generated (2010) Volumes and Direction of Approach

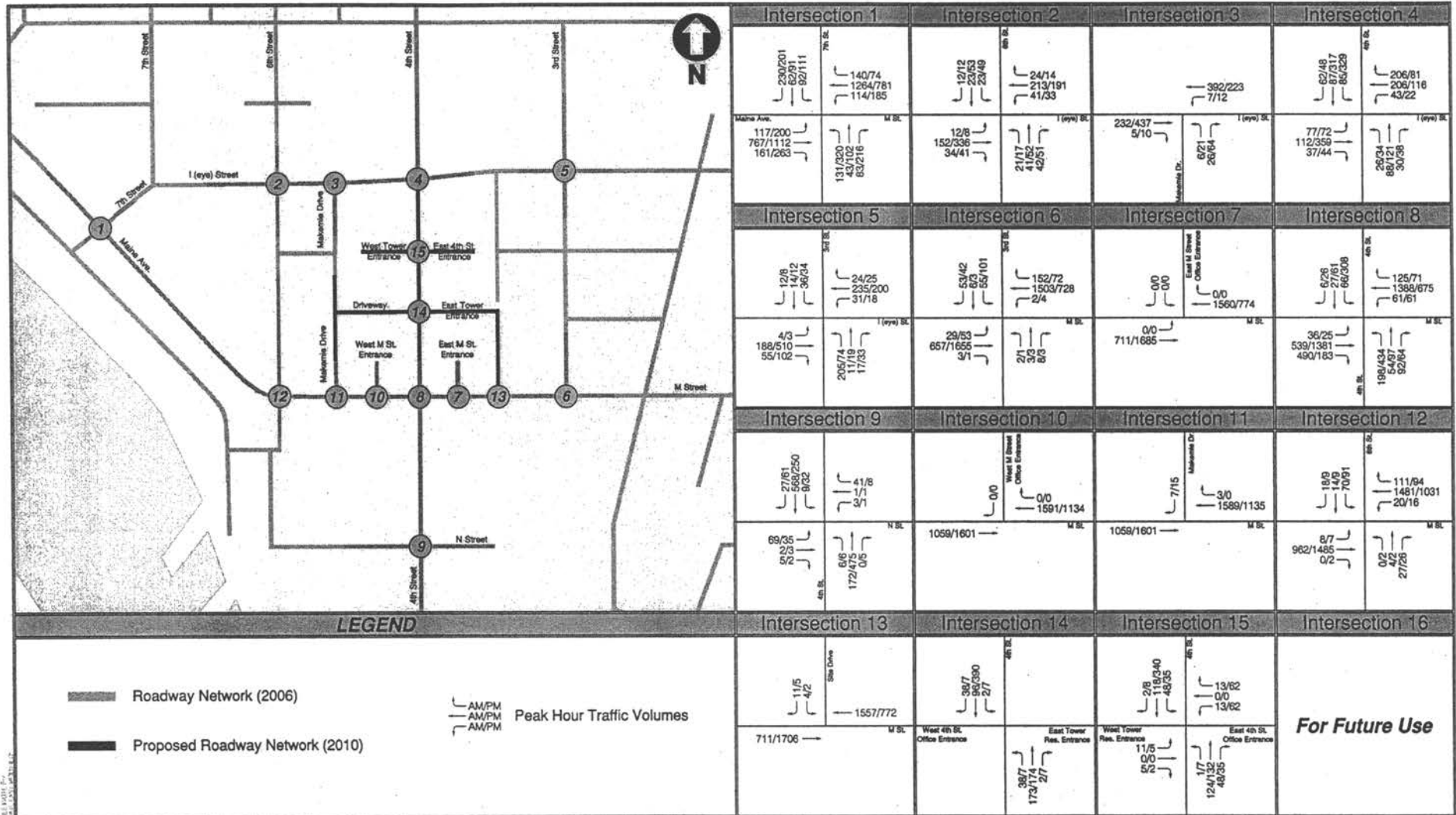


Figure 8
Future Conditions with Interim Year Development (2010) Volumes



Future Conditions with Interim Year Development Capacity Analysis and Results

Capacity analyses were performed at the intersections contained within the study area during the morning and afternoon peak hours under the future conditions without development. The results of the intersection capacity analyses are presented in Table 5, and are expressed in terms of level of service (LOS) and delay (in seconds per vehicle). Figure 9 illustrates graphically the intersection capacity analysis results. The detailed analysis worksheets are contained in the Technical Appendix.

Table 5: Future Conditions with Interim Year Development (2010) Capacity Analysis

Intersection (Approach)	AM Peak Hour		PM Peak Hour	
	Delay (sec/veh)	Level of Service	Delay (sec/veh)	Level of Service
Maine Ave. and 7th Street (Signalized)				
Overall	16.1	B	20.7	C
Eastbound Approach	26.6	C	28.0	C
Westbound Approach	24.1	C	27.6	C
Northbound Approach	14.2	B	23.5	C
Southbound Approach	14.8	B	15.9	B
I Street and 6th Street (Signalized)				
Overall	14.6	B	17.1	B
Eastbound Approach	9.4	A	10.7	B
Westbound Approach	5.7	A	6.4	A
Northbound Approach	37.0	D	44.5	D
Southbound Approach	34.6	C	31.2	C
I Street and Makemie Drive				
Overall	N/A	N/A	N/A	N/A
Westbound Left Turn Movement	0.2	A	0.6	A
Northbound Approach	10.7	B	13.8	B
I Street and 4th Street (Signalized)				
Overall	14.0	B	26.3	C
Eastbound Approach	3.7	A	19.6	B
Westbound Approach	7.8	A	5.4	A
Northbound Approach	22.4	C	45.5	D
Southbound Approach	27.1	C	31.3	C
I Street and 3rd Street (Signalized)				
Overall	20.8	C	21.9	C
Eastbound Approach	21.8	C	26.9	C
Westbound Approach	14.9	B	14.3	B
Northbound Approach	27.7	C	14.5	B
Southbound Approach	17.9	B	17.7	B
M Street and 3rd Street (Signalized)				
Overall	17.1	B	17.2	B
Eastbound Approach	18.8	B	19.4	B
Westbound Approach	16.3	B	11.7	B
Northbound Approach	26.8	C	26.8	C
Southbound Approach	17.3	B	18.5	B
M Street and Site Drive #1				
Overall	N/A	N/A	N/A	N/A
Southbound Approach	17.3	C	9.9	A

Note: N/A means not available.**

**Table 5: Future Conditions with Interim Year Development (2010) Capacity Analysis (cont.)**

Intersection (Approach)	AM Peak Hour		PM Peak Hour	
	Delay (sec/veh)	Level of Service	Delay (sec/veh)	Level of Service
M Street and 4th Street (Signalized)				
Overall	30.3	C	27.8	C
Eastbound Approach	26.6	C	26.0	C
Westbound Approach	35.3	D	27.2	C
Northbound Approach	22.6	C	35.3	D
Southbound Approach	20.1	C	23.9	C
4th Street and N Street (Signalized)				
Overall	6.5	A	4.5	A
Eastbound Approach	39.9	D	36.9	D
Westbound Approach	35.0	C	34.6	C
Northbound Approach	2.9	A	3.3	A
Southbound Approach	1.3	A	1.5	A
M Street and West M Street Office (RIRO)				
Overall	N/A	N/A	N/A	N/A
Southbound Approach	0.0	A	0.0	A
M Street and Makemie Drive (RIRO)				
Overall	N/A	N/A	N/A	N/A
Southbound Approach	9.5	A	9.7	A
M Street and 6th Street (Signalized)				
Overall	6.7	A	11.1	B
Eastbound Approach	9.1	A	10.5	B
Westbound Approach	3.2	A	8.4	A
Northbound Approach	25.5	C	25.5	C
Southbound Approach	32.3	C	38.5	D
4th Street and Site Drive #1				
Overall	N/A	N/A	N/A	N/A
Northbound Left Turn	7.6	A	8.4	A
Southbound Left Turn	7.6	A	7.7	A
4th Street and West Tower/East 4th St Entrance				
Overall	N/A	N/A	N/A	N/A
Eastbound Approach	11.1	B	15.2	C
Westbound Approach	10.8	B	14.8	B
Northbound Left Turn	7.5	A	8.3	A
Southbound Left Turn	7.7	A	7.7	A

As mentioned previously, Level of Service (LOS) D is typically used as the acceptable LOS threshold in the District; although LOS E and F are sometimes accepted in certain highly urbanized areas. With the adjustments in the signal timing as recommended in the future without development conditions, the results presented in Table 5 show that all study intersections will operate at acceptable levels of service in the Future with Interim Year Development conditions. Figure 9 illustrates graphically the intersection capacity analysis results, and Figure 10 shows the future roadway network with the 4th Street connection.

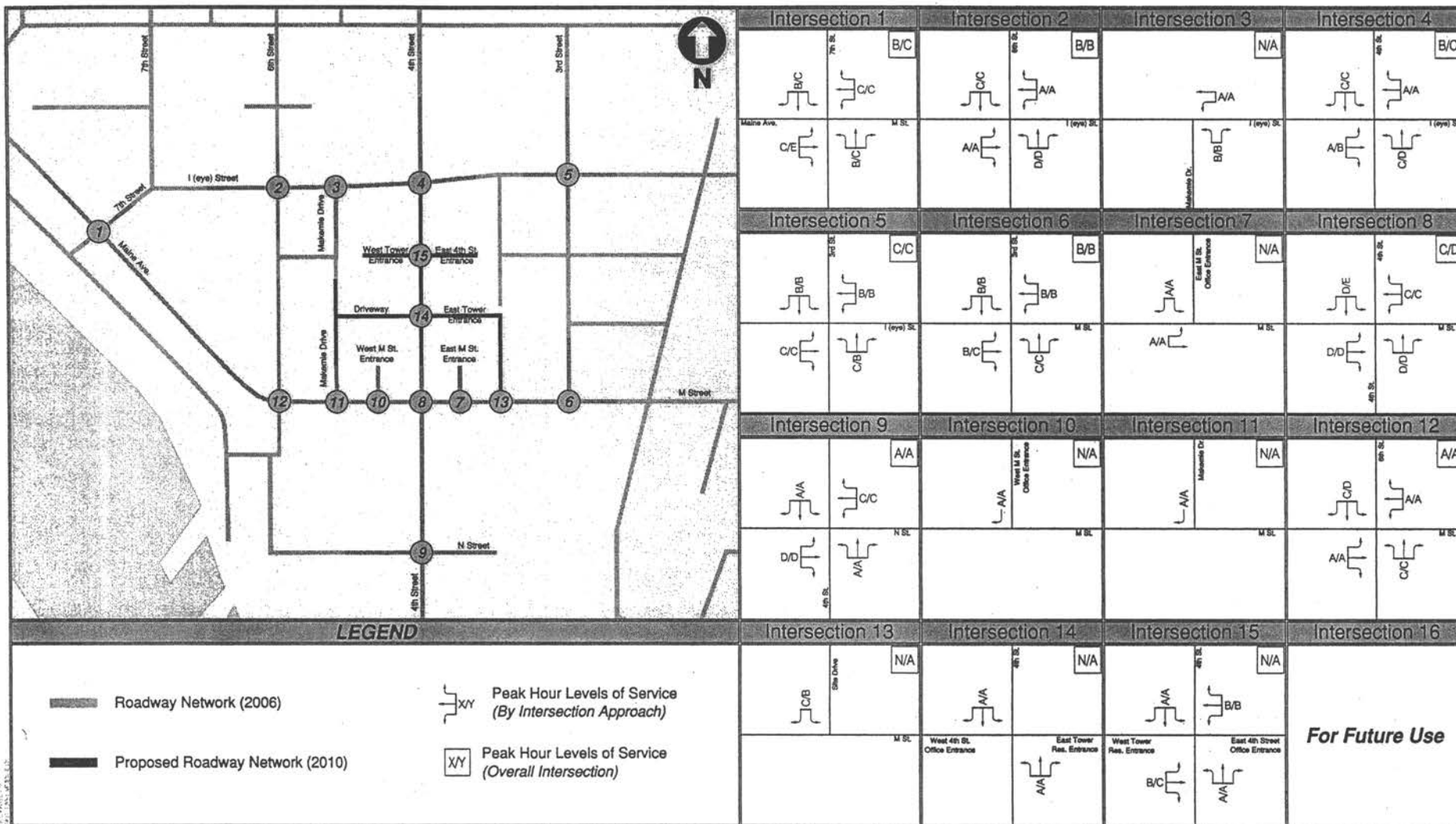


Figure 9
Future Conditions with Interim Year Development (2010) Levels of Service

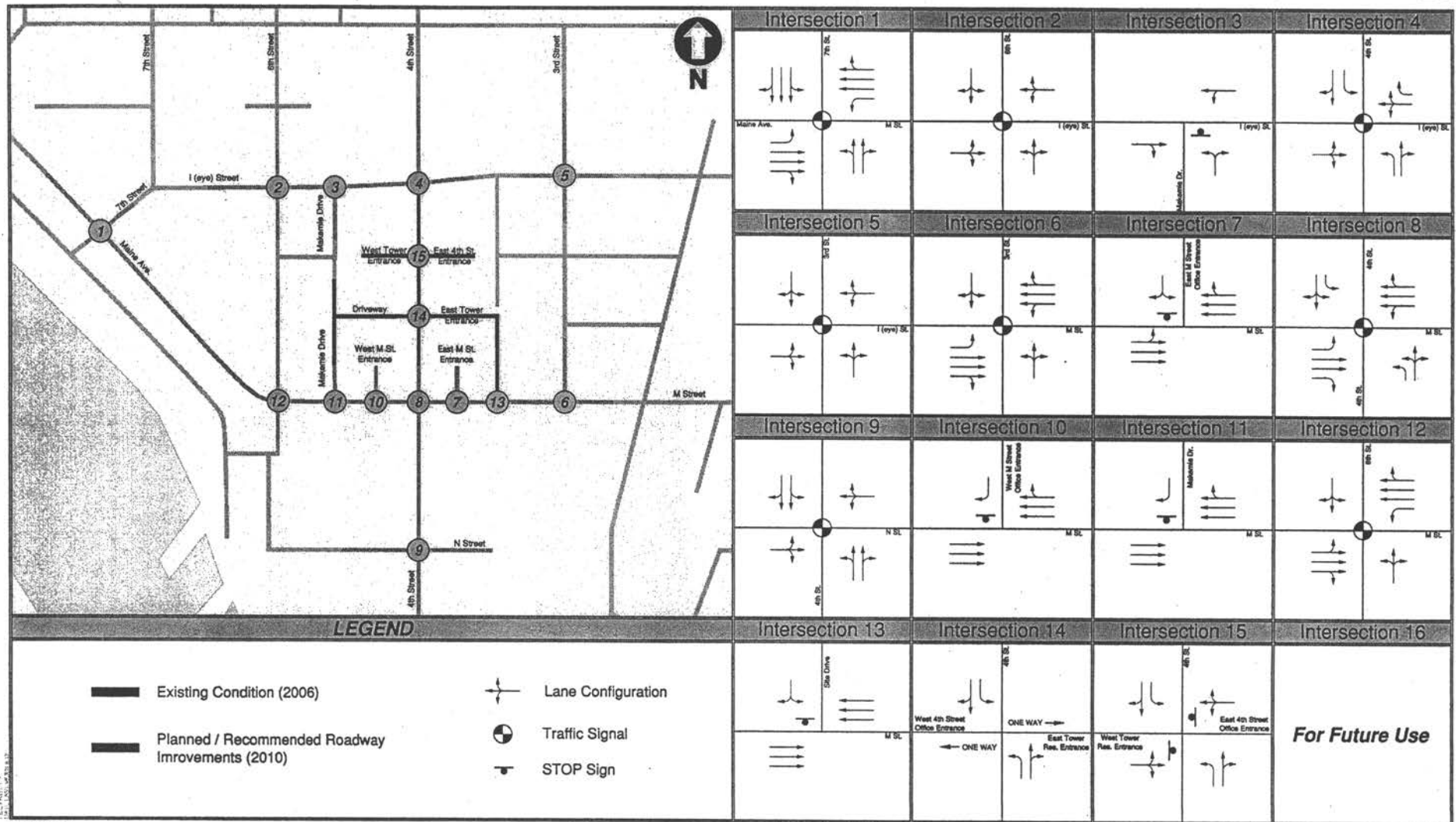


Figure 10 Future Conditions with Interim Year Development (2010) Recommended Improvements



FUTURE CONDITIONS WITH FULL BUILD-OUT DEVELOPMENT (2020)

Full Build-out Description

The proposed Stage I PUD (build year 2010 to 2020) of the Waterfront development plan consists of approximately 48,850 square feet of ground floor retail, 748 residential dwelling units, and 629,040 square feet of office. Full build-out of the project is anticipated to be complete in the year 2020. At total buildout the Waterfront development will consist of approximately 1,144 dwelling units, 73,355 square feet of ground floor retail, 1.172 million square feet of office, and a 50,700 square foot grocery store.

The current application is a revision to the Stage 1 PUD application approved in 2002/2003. The application approved back in 2002/2003 envisioned approximately 400 dwelling units, 45,000 square feet of ground floor retail, 2 million square feet of office, and a 30,000 square foot grocery store. The current application envisions increasing the residential units and retail square footage while decreasing the office square footage. The current plan will generate approximately 42 additional AM peak hour trips approximately 37 less PM peak hour trips than the application approved in 2002/2003.

Background Traffic Growth

To continue to account for regional growth as well as for the new development surrounding the baseball stadium, the conservatively high 1.0% inherent growth rate, compounded annually over a ten-year period beyond the first horizon year of 2010 (for a total of a 14.95% growth in existing (2006) traffic), was considered in the future conditions with full build-out development conditions.

Stage I PUD (build years between 2010 and 2020) Site Generated Volumes

In order to calculate the trip generation for the proposed development, the ITE's Trip Generation, 7th Edition publication was used to determine the trips into and out of the proposed site for the weekday morning and afternoon peak hours. It was assumed that the additional 48,850 square feet of ground floor retail proposed for the site will be supported by pedestrians and the public transportation in the area, and was assumed to not generate any vehicular trips to the site. To account for the Waterfront-SEU Metro Station located at the development site, the WMATA 2005 Development-Related Ridership Survey was used to determine an appropriate trip reduction for the site. Table 6 presents the total new trips generated by the proposed Stage I PUD of the Waterfront development, and Table 7 shows the total future trips generated by the Waterfront development when complete.

**Table 6: Stage I PUD (build years between 2010 and 2020) Site Trip Generation**

Land Use	ITE Code	Size	Units	----- Week day -----						
				AM Peak Hour			PM Peak Hour			Daily
				In	Out	Total	In	Out	Total	Total
Condominium #1 (NW)	220	352	DU	36	141	177	138	74	212	2,266
Condominium #2 (NE)	220	395	DU	40	158	198	153	82	235	2,525
Office Building #2 (West M St)	710	306	KSF	404	55	459	72	350	422	3,157
Office Building #4 (East M St)	710	323	KSF	423	57	480	75	366	441	3,291
<i>Stage I PUD Total Trips without Reduction:</i>				903	411	1,314	438	872	1,310	11,239
<i>Reduction for Alternative Modes: 80%</i>				-722	-329	-1,051	-350	-698	-1,048	-8,991
STAGE I PUD TOTAL SITE TRIPS				181	82	263	88	174	262	2,248

Table 7: Total Waterfront Development Site Trip Generation (2020)

Land Use	ITE Code	Size	Units	----- Week day -----						
				AM Peak Hour			PM Peak Hour			Daily
				In	Out	Total	In	Out	Total	Total
Stage II PUD Total Trips (2010)				177	65	242	111	195	305	1,177
Stage I PUD Total Trips (2020)				181	82	263	88	174	262	2,248
Total Waterfront Development Trips				358	147	505	198	369	567	4,018

Future Conditions with Full Build-out Development Traffic Volumes

The distribution of site trips was based on existing volumes and anticipated regional traffic patterns. In addition, an assessment of future roadway conditions was used to determine the routes that will provide the most convenient access to the development. The inbound and outbound trips calculated for the morning and afternoon peak hours were routed in the roadway network to the site based on the location of the proposed site and the existing traffic data.

The site traffic assignment for the weekday morning and afternoon peak hours is illustrated in Figure 11. The additional inherent growth and proposed Stage I PUD (2010 to 2020 development years) development site trips were added to the future with interim year development volumes in order to establish the Future with Full Build-out Development 2020 traffic volumes as shown in Figure 12.

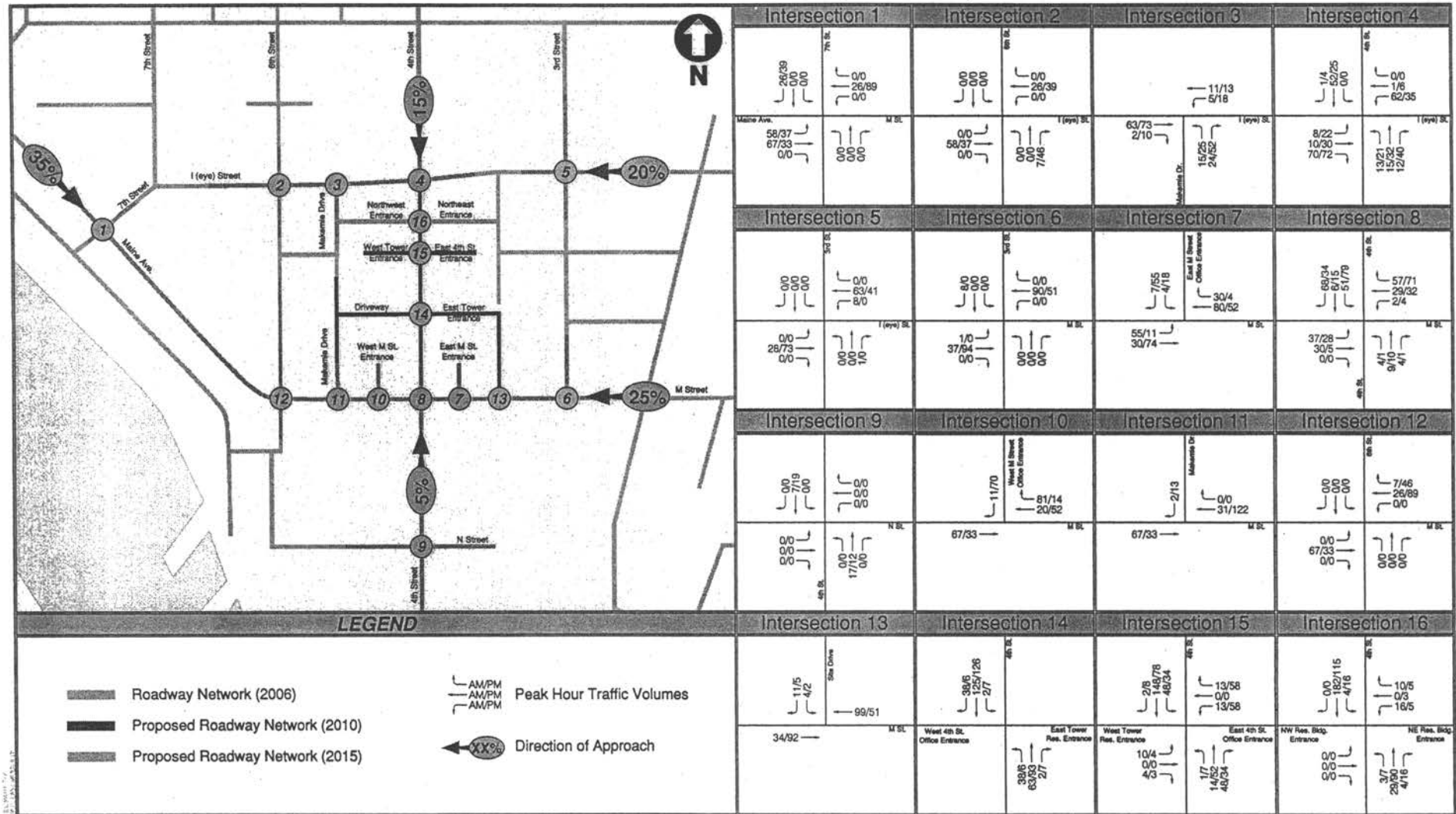


Figure 11 Stage I PUD Site Generated (2020) Volumes and Direction of Approach

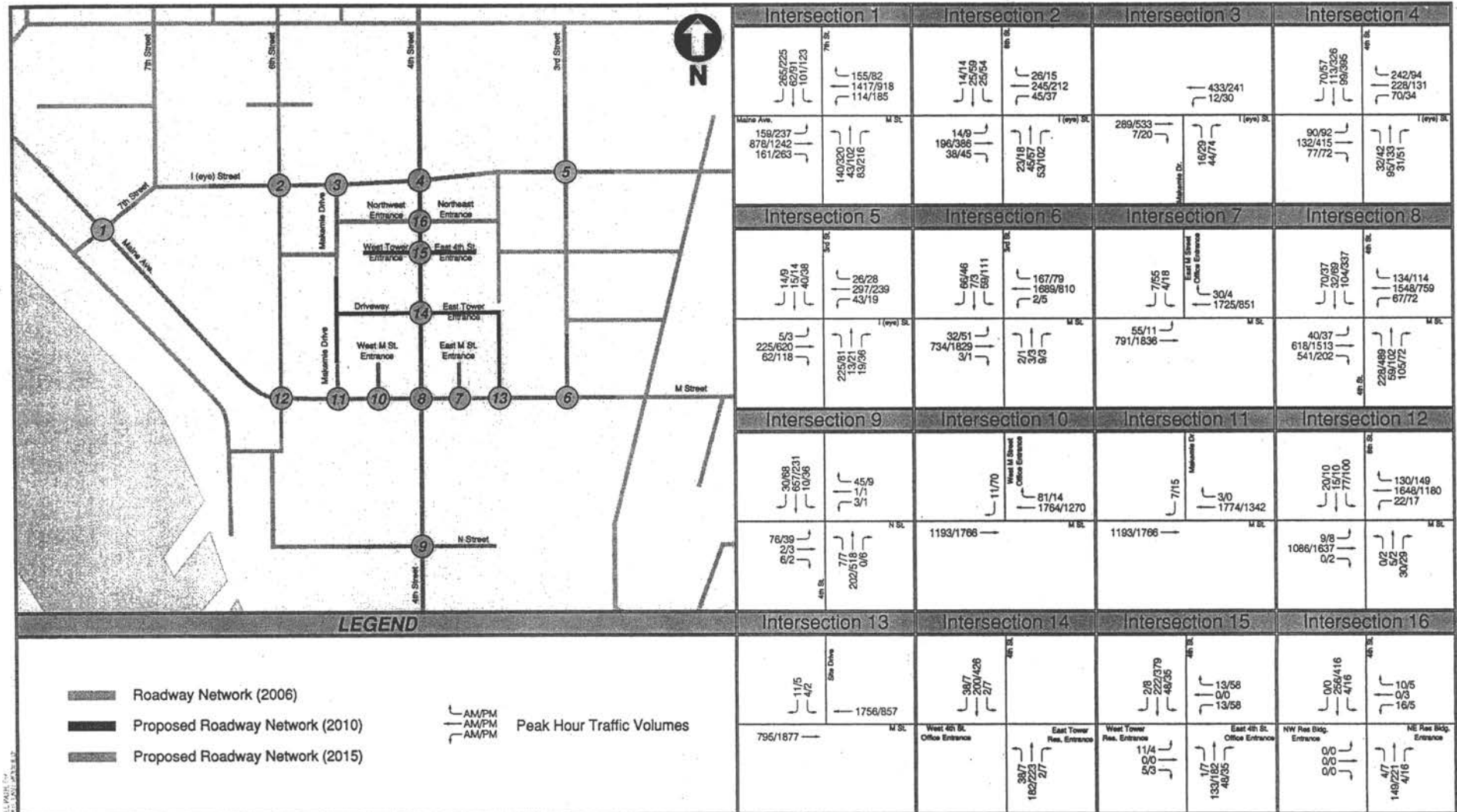


Figure 12
Future Conditions with Full Build-out Development (2020) Volumes



Future Conditions with Full Build-out Development Capacity Analysis and Results

Capacity analyses were performed at the intersections contained within the study area during the morning and afternoon peak hours under the future conditions without development. The results of the intersection capacity analyses are presented in Table 8, and are expressed in terms of level of service (LOS) and delay (in seconds per vehicle). Figure 9 illustrates graphically the intersection capacity analysis results. The detailed analysis worksheets are contained in the Technical Appendix.

Table 8: Future Conditions with Full Build-out Development (2020) Capacity Analysis

Intersection (Approach)	AM Peak Hour		PM Peak Hour	
	Delay (sec/veh)	Level of Service	Delay (sec/veh)	Level of Service
Maine Ave. and 7th Street (Signalized)				
Overall	18.1	B	21.5	C
Eastbound Approach	26.6	C	28.0	C
Westbound Approach	26.1	C	27.0	C
Northbound Approach	16.2	B	23.9	C
Southbound Approach	17.3	B	17.5	B
I Street and 6th Street (Signalized)				
Overall	14.6	B	19.7	B
Eastbound Approach	8.0	A	11.2	B
Westbound Approach	6.8	A	7.0	A
Northbound Approach	38.1	D	49.4	D
Southbound Approach	35.0	C	32.8	C
I Street and Makemie Drive				
Overall	N/A	N/A	N/A	N/A
Westbound Left Turn Movement	0.3	A	1.3	A
Northbound Approach	12.2	B	17.5	C
I Street and 4th Street (Signalized)				
Overall	13.8	B	35.7	D
Eastbound Approach	7.1	A	24.9	C
Westbound Approach	2.8	A	5.4	A
Northbound Approach	26.0	C	44.2	D
Southbound Approach	31.4	C	50.2	D
I Street and 3rd Street (Signalized)				
Overall	22.7	C	17.1	B
Eastbound Approach	24.9	C	18.7	B
Westbound Approach	16.4	B	12.0	B
Northbound Approach	30.3	C	17.1	B
Southbound Approach	18.1	B	21.1	C
M Street and 3rd Street (Signalized)				
Overall	18.0	B	18.0	B
Eastbound Approach	18.2	B	20.0	C
Westbound Approach	18.0	B	12.0	B
Northbound Approach	26.8	C	26.8	C
Southbound Approach	15.1	B	24.1	C
M Street and Site Drive #1				
Overall	N/A	N/A	N/A	N/A
Southbound Approach	22.6	C	9.9	A

Note: N/A means not available.**

**Table 8: Future Conditions with Full Build-out Development (2020) Capacity Analysis (cont.)**

Intersection (Approach)	AM Peak Hour		PM Peak Hour	
	Delay (sec/veh)	Level of Service	Delay (sec/veh)	Level of Service
M Street and East M Street Office Entrance				
Overall	N/A	N/A	N/A	N/A
Southbound Approach	26.2	D	10.4	B
Eastbound Left Turn	6.9	A	0.4	A
M Street and 4th Street (Signalized)				
Overall	30.2	C	38.7	D
Eastbound Approach	27.9	C	29.4	C
Westbound Approach	32.3	C	29.8	C
Northbound Approach	28.5	C	80.1	F
Southbound Approach	29.2	C	26.4	C
Overall Mitigations (Adjust PM Signal Timing)	30.2	C	36.7	D
Eastbound Approach	27.9	C	35.9	D
Westbound Approach	32.3	C	29.9	C
Northbound Approach	28.5	C	49.2	D
Southbound Approach	29.2	C	33.6	C
4th Street and N Street (Signalized)				
Overall	6.7	A	4.6	A
Eastbound Approach	41.3	D	37.2	D
Westbound Approach	35.0	D	34.6	C
Northbound Approach	2.9	A	3.4	A
Southbound Approach	1.6	A	1.2	A
M Street and Waterside Mall (RIRO)				
Overall	N/A	N/A	N/A	N/A
Southbound Approach	9.8	A	10.0	B
M Street and Makemie Drive (RIRO)				
Overall	N/A	N/A	N/A	N/A
Southbound Approach	9.8	A	10.0	A
M Street and 6th Street (Signalized)				
Overall	7.3	A	11.5	B
Eastbound Approach	9.6	A	11.4	B
Westbound Approach	4.0	A	8.5	A
Northbound Approach	25.6	C	25.6	C
Southbound Approach	31.0	C	39.3	D
4th Street and Site Drive #1				
Overall	N/A	N/A	N/A	N/A
Northbound Left Turn	7.9	A	8.7	A
Southbound Left Turn	7.6	A	7.8	A
4th Street and West Tower/East 4th St Entrance				
Overall	N/A	N/A	N/A	N/A
Eastbound Approach	12.3	B	15.5	C
Westbound Approach	11.5	B	17.1	C
Northbound Left Turn	7.8	A	8.5	A
Southbound Left Turn	7.7	A	7.8	A
4th Street and NE/NW Entrance				
Overall	N/A	N/A	N/A	N/A
Eastbound Approach	0.0	A	0.0	A
Westbound Approach	11.4	B	15.2	C
Northbound Left Turn	7.9	A	8.6	A
Southbound Left Turn	7.6	A	7.8	A



As mentioned previously, Level of Service (LOS) D is typically used as the acceptable LOS threshold in the District; although LOS E and F are sometimes accepted in certain highly urbanized areas. The results presented in Table 8 show that all study intersections will operate at acceptable levels of service, except at the intersection of M Street with 4th Street. Adjusting the PM signal timings as part of DDOT's routine maintenance at this location will mitigate this deficiency. Figure 13 illustrates graphically the intersection capacity analysis results, and Figure 14 shows the future site access for the full build-out of the site.

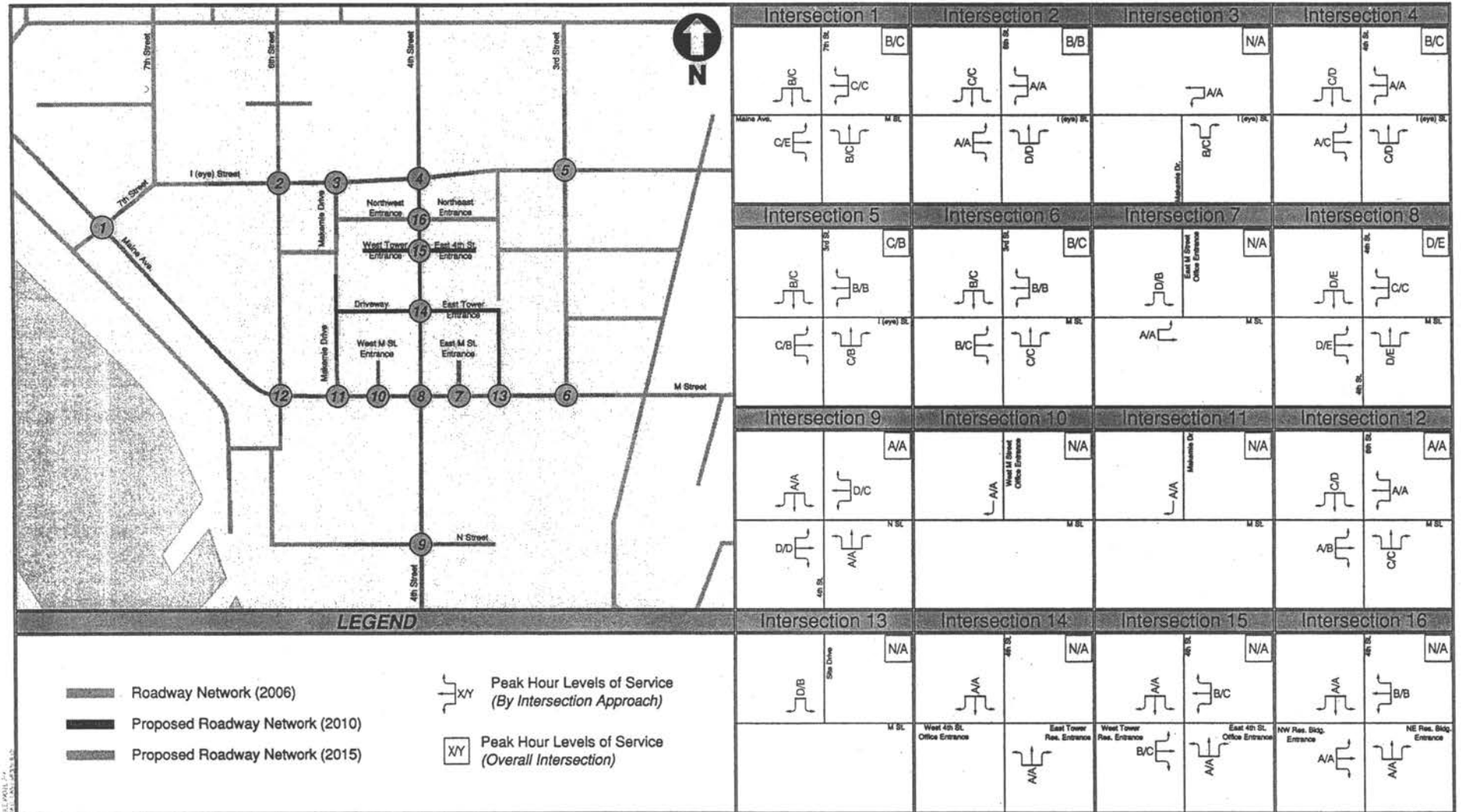


Figure 13 Future Conditions with Full Build-out Development (2020) Levels of Service

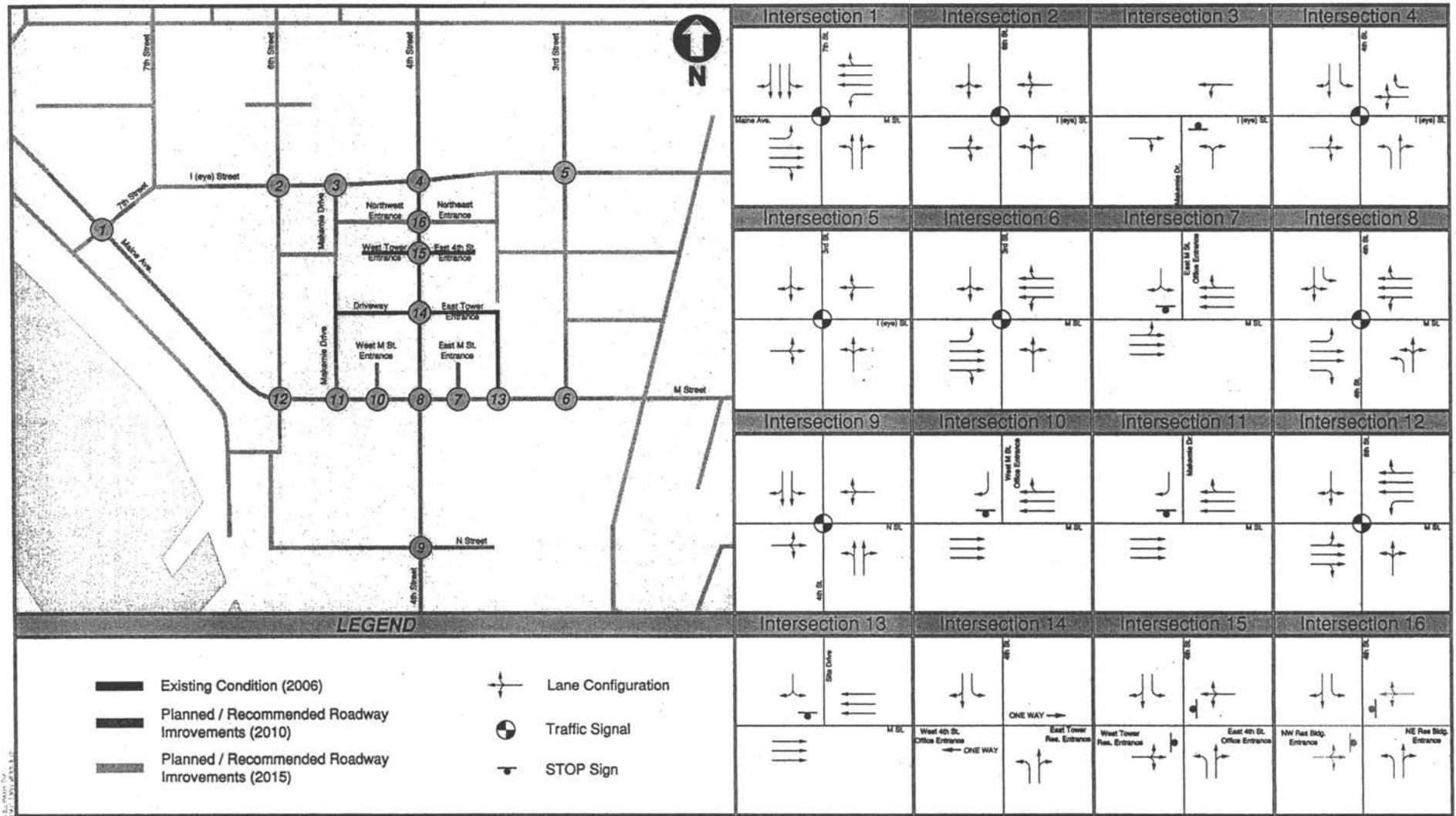


Figure 14 Future Conditions with Full Build-out Development (2020) Recommended Improvements



CONCLUSIONS

The following report contains the findings of a traffic impact study conducted for the proposed Waterfront Development, currently known as the Waterside Mall, a mixed-use development located in Southwest Washington, DC. The proposed redevelopment plan consists of approximately 1,144 dwelling units, 1.172 million square feet of office, 50,700 square foot grocery, and 73,355 square feet of ground floor retail.

The current application is a revision to the Stage 1 PUD application approved in 2002/2003. The application approved back in 2002/2003 envisioned approximately 400 dwelling units, 45,000 square feet of ground floor retail, 2 million square feet of office, and a 30,000 square foot grocery store. The current application envisions increasing the residential units and retail while decreasing the office square footage. The current plan will generate approximately 42 additional AM peak hour trips approximately 37 less PM peak hour trips than the application approved in 2002/2003.

The analysis presented in this report supports the following major conclusions:

- *Existing Conditions (2006)*

The existing Waterside Mall site is served by an extensive network of public transportation, including the Waterfront-SEU Metrorail station located at the site, five different bus lines (with eleven different bus routes), and the DC Circulator. The availability of public transportation contributes to the reason that all intersections contained within the study area operate at acceptable Levels of Service (LOS) under the existing conditions capacity analysis during the morning and afternoon peak hours.

- *Future Conditions without Development (2010)*

The results of the future without the proposed development (2010) capacity analyses show that with the addition of regional inherent growth and nearby planned developments, all study area intersections are projected to operate at acceptable Levels of Service except the intersection of 4th Street and Eye Street SW. With adjustments to the signal timings during the afternoon peak hour, this intersection will operate at acceptable levels.

- *Future Conditions with Interim Year Development (2010)*

Currently, 4th Street SW is disconnected between Eye Street and M Street SW. With the redevelopment of the proposed Waterfront Development, 4th Street will be reconnected completing the grid street network that is essential in urban areas. The future cross-section is designed with traffic calming measures, bicycle accommodations, and pedestrian considerations as recommended by DDOT.

The Stage II PUD (build year 2010) of the proposed Waterfront Development will consist of



approximately 396 residential dwelling units, 543,795 square feet of office, a 50,700 square foot grocery, and 24,505 square feet of ground floor retail. The interim development will generate approximately 242 morning peak hour, 305 afternoon peak hour, and 1,177 average daily vehicle trips. The Future with Interim Year Development analysis showed the study intersections would continue to operate at acceptable levels.

- *Future with Full Build-out Development (2020)*

The remainder of the Waterfront Development will consist of approximately 748 residential dwelling units, 629,040 square feet of office and 48,850 square feet of ground floor retail. This development under the build years of 2010 to 2020 will generate approximately 263-morning peak hour, 262 afternoon peak hour, and 2,248 average daily vehicle trips. The total development at full buildout will consist of approximately 1,144 dwelling units (condominium or apartment), 73,355 square feet of ground floor retail, 1.172 million square feet of office, and 50,700 square feet of grocery store. The Future with Full Build-out Development analysis showed that the study intersections would continue to operate at acceptable levels, except at the intersection of 4th Street and M Street SW. This intersection will operate at acceptable levels after adjustments to the signal timings.

Based on these results, the proposed Waterfront Development will help better traffic conditions in the study area by completing the grid network with the construction of 4th Street SW between Eye Street and M Street. The addition of Waterfront Development traffic has minimal impact and the surrounding network can accommodate these additional vehicle-trips.

6

Certificate of Notice

I HEREBY CERTIFY that a copy of the Notice of Intent to File a Zoning Application for a Modification to a First-Stage Planned Unit Development Approval, for a Second-Stage Review and Approval of a Planned Unit Development and for a Zoning Map Amendment for a portion of Lot 89 in Square 542 (known as the Waterside Mall at 401 M Street, SW) was mailed to Advisory Neighborhood Commission 6D and to the owners of all property within 200 feet of the perimeter of the project site on November 1, 2006, at least ten (10) calendar days prior to the filing of these applications as required by the Zoning Regulations of the District of Columbia, 11 DCMR §2406.7.

A copy of the Notice is attached hereto as Exhibit A.


Christy Moseley Shiker

11/1/06
Date

November 1, 2006

NOTICE OF INTENT TO FILE A ZONING APPLICATION

**Application to the
District of Columbia Zoning Commission
for a Modification to a First-Stage Planned Unit Development Approval,
for a Second-Stage Review and Approval of a Planned Unit Development
and
for a Zoning Map Amendment**

Waterfront Associates LLC and RLA Revitalization Corporation, the owner of the property, hereby give notice pursuant to Chapter 24 of the District of Columbia Zoning Regulations, 11 DCMR (February 2003), as amended ("Zoning Regulations") of their intent to file the following: (1) an application for a modification to the first-stage PUD approval ("First-Stage PUD"); (2) an application for an amendment to the District of Columbia Zoning Map; and (3) an application for approval of a second-stage PUD approval for a portion of the project. The Zoning Commission approved the First-Stage PUD and a change in zoning for a portion of the site in Zoning Commission Case No. 02-38, by order dated July 31, 2003, and published November 28, 2003. The application will be filed with the Zoning Commission not less than ten (10) days from the date of this notice. This notice is given pursuant to Section 2406.7 of the Zoning Regulations.

The property that is the subject of this application is located at 401 M Street, SW and consists of Lot 89 in Square 542 (the "PUD Site"). The PUD Site contains approximately 13.42 acres and is on the north side of M Street, SW, between 3rd and 6th Streets, SW. The PUD Site is currently improved with the Waterside Mall and two high-rise towers, which include mostly vacant office and retail space.

The First-Stage PUD approved a mixed-use project of office, residential and retail uses on the PUD Site, having a total FAR of 4.33, of which 3.64 FAR was devoted to office and retail uses and 0.69 FAR was devoted to residential use. The First-Stage PUD required that no fewer than 1,335 parking spaces to be provided. The maximum approved building height for new construction was 112 feet, with the existing high-rise towers at 130 feet retained as part of the development. The First-Stage PUD incorporated the reopening of 4th Street, SW, to vehicular and pedestrian traffic.

The PUD, as now proposed to be modified, will continue to be a mixed-use project of office, residential and retail uses, including the option for a grocery store. The proposed modification continues to incorporate the reopening of 4th Street to vehicular and pedestrian traffic. The total FAR of the proposed modification will be 4.33, with 2.22 FAR devoted to office and retail uses and 2.11 FAR devoted to residential uses. The project includes two residential towers at the north end of the PUD Site, with maximum heights of 114 feet. The Applicant requests flexibility in this modification to convert these two towers to office use, within the FAR and heights provided. The

EXHIBIT A

existing high-rise office towers (the West Tower and the East Tower) will be converted to residential use, maintaining the existing height of 130 feet for each tower. In the center of the project, two new commercial structures will be constructed, each with a height of 94 feet and flanking the newly re-opened 4th Street (the West 4th Street Building and the East 4th Street Building). On the south end of the PUD Site, there are two new commercial buildings fronting M Street, each with a maximum height of 114 feet. The project will include a minimum of 1,090 parking spaces.

The PUD Site is currently split-zoned C-3-B/C-3-C under the First-Stage PUD. The Applicant requests an amendment to the Zoning Map to rezone the entire PUD Site to C-3-C. The total proposed FAR remains at the level previously approved.

Along with this application, the Applicant requests second-stage approval for a portion of the project through the center of the PUD Site, including the West Tower, the West 4th Street Building, the East 4th Street Building, and the East Tower. The grocery store is proposed to be located at-grade between the East 4th Street Building and East Tower.

The West Tower and East Tower currently exist on the PUD Site, with heights of 130 feet. The West Tower includes approximately 219,600 square feet of gross floor area devoted to residential use, and the East Tower includes approximately 218,400 square feet of gross floor area devoted to residential use. A minimum of 50 parking spaces will be provided at the West Tower, and a minimum of 45 parking spaces will be provided for the East Tower.

The West 4th Street Building and the East 4th Street Building will both be new construction fronting on the newly reopened 4th Street and having maximum heights of 94 feet. The West 4th Street Building includes approximately 291,500 square feet of gross floor area devoted to office and ground floor retail uses, with a minimum of 175 parking spaces. The East 4th Street Building includes approximately 273,300 square feet of gross floor area devoted to office and ground floor retail uses, with a minimum of 160 parking spaces. The grocery store, if constructed, could contain as much as 55,000 square feet of gross floor and would be accessed from a corner entrance at 4th Street and the Metro plaza. A minimum of 75 parking spaces would be provided for the grocery store in a below-grade parking garage.

The developers for this proposal are Waterfront Associates LLC and RLA Revitalization Corporation; the owner of the PUD Site is RLA Revitalization Corporation; the architect is Shalom Baranes Associates, PC; and the land use counsel is Holland & Knight LLP.

Should you need any additional information regarding the proposed PUD application, please contact Whayne S. Quin, Esq., of Holland & Knight LLP at (202) 955-3000.

H



November 01, 2006

Re: Waterside Mall – Stage 1 & 2 Domestic Water Supply & Sanitary Building Drain Connections

Dear, Volker

Listed below will be the anticipated size requirements for Domestic Water and Sanitary Building Drains for each building associated with Stage 1 and Stage 2.

All calculations were based on the 2003 International Building Code and the 2003 International Plumbing Code. Applicable sections and tables referenced are:

2003 IBC - Section 1004 Occupant Load

Table 1004.1.2 Maximum Floor Area Allowances per Occupant

Commercial Building based on Business area occupancy

Grocery based on Mercantile – Basement and Grade Floor Areas
and anticipated uses for food prep
etc.

2003 IPC - Section 403 Minimum Plumbing Facilities

Sub-sections 403.1 Minimum number of fixtures

403.3 Number of occupants of each sex

Table 403.1 Minimum Number of Required Plumbing Fixtures

Commercial Building based on Business Occupancy B

Grocery based on Mercantile Occupancy M

Residential Building based on - Residential Occupancy R-1

and anticipated use of an additional
bathroom per unit.

Section 709 Drainage Fixture Units

Tables - 709.1 Drainage Fixture Units for Fixtures and Groups

709.2 Drainage Fixture Units for Fixture Drains or Traps

710.1 Building Drains and Sewers

Section 603 Water Service

Tables – E103.3 (2) Load Values Assigned to Fixtures

E103.3 (3) Table for Estimating Demand

Hunters Curve on Page 123

WWW.GHTLTD.COM

WASHINGTON, DC METRO AREA

1010 N. Glebe Road, Suite 200
Arlington, Virginia 22201

T 703 243-1200
F 703 276-1376

BALTIMORE, MD METRO AREA

6230 Old Dobbin Lane, Suite 250
Columbia, Maryland 21045

T 410 712-7050
F 410 712-7131

SFU = SUPPLY FIXTURE UNIT
DFU = DRAINAGE FIXTURE UNIT

STAGE 1

The Northwest Residential Building

- 6" Domestic Water Supply – 3149 SFU's = 493 GPM
- (1) One 12" Sanitary Building Drain or
- (2) Two 10" Sanitary Building Drains or
- (4) Four 8" Sanitary Building Drains – 3741 DFU's = 518 GPM

The West M Street Commercial Building

- 4" Domestic Water Supply – 1131 SFU's = 236 GPM
- (1) One 6" Sanitary Building Drain or
- (3) Three 4" Sanitary Building Drains – 390 DFU's = 125 GPM

The Northeast Residential Building

- 6" Domestic Water Supply – 3407 SFU's = 511 GPM
- (1) One 12" Sanitary Building Drain or
- (2) Two 10" Sanitary Building Drains or
- (4) Four 8" Sanitary Building Drains – 3967 DFU's = 540 GPM

The East M Street Commercial Building

- 4" Domestic Water Supply – 1131 SFU's = 236 GPM
- (1) One 6" Sanitary Building Drain or
- (3) Three 4" Sanitary Building Drains – 309 DFU's = 125 GPM

WWW.GHTLTD.COM

WASHINGTON, DC METRO AREA

1010 N. Glebe Road, Suite 200
Arlington, Virginia 22201

T 703 243-1200
F 703 276-1376

BALTIMORE, MD METRO AREA

6230 Old Dobbin Lane, Suite 250
Columbia, Maryland 21045

T 410 712-7050
F 410 712-7131

STAGE 2

The West Tower Residential Building

- 6" Domestic Water Supply – 1775 SFU's = 300 GPM
- (1) One 10" Sanitary Building Drain or
- (2) Two 8" Sanitary Building Drains or
- (4) Four 6" Sanitary Building Drains – 2091 DFU's = 330 GPM

The West 4th Street Commercial Building

- 4" Domestic Water Supply – 908 SFU's = 205 GPM
- (1) One 6" Sanitary Building Drain or
- (2) Two 4" Sanitary Building Drains – 284 DFU's = 104 GPM

The East Tower Residential Building

- 4" Domestic Water Supply – 1668 SFU's = 295 GPM
- (1) One 12" Sanitary Building Drain or
- (2) Two 10" Sanitary Building Drains or
- (4) Four 8" Sanitary Building Drains – 1977 DFU's = 325 GPM

The East 4th Street Commercial Building

- 4" Domestic Water Supply – 908 SFU's = 205 GPM
- (1) One 6" Sanitary Building Drain or
- (2) Two 4" Sanitary Building Drains – 284 DFU's = 104 GPM

The Grocery Store

- 2" Domestic Water Supply – 65 SFU's = 52 GPM
- (1) One 4" Sanitary Building Drain – 35 DFU's = 44 GPM
- (1) One 4" Grease Building Drain

Total **STAGE 1** sanitary drainage is 1,460 GPM and water supply is 1,528 GPM.

Total **STAGE 2** sanitary drainage is 1,017 GPM and water supply is 1,120 GPM.

Regards,

Jay O'Flahavan
GHT Limited

WWW.GHTLTD.COM

WASHINGTON, DC METRO AREA

1010 N. Glebe Road, Suite 200
Arlington, Virginia 22201

T 703 243-1200
F 703 276-1376

BALTIMORE, MD METRO AREA

6230 Old Dobbin Lane, Suite 250
Columbia, Maryland 21045

T 410 712-7050
F 410 712-7131