

**BEFORE THE**  
**ZONING COMMISSION**  
**FOR THE DISTRICT OF COLUMBIA**

**Zoning Commission Case No. 04-14C/01-31TE/98-17F/95-16P**

---

**MODIFIED SUPPLEMENTAL  
PREHEARING SUBMISSION**

---

**SECOND-STAGE PLANNED UNIT  
DEVELOPMENT APPLICATION  
AND MAP AMENDMENT**

**100 POTOMAC AVENUE, SE**  
**FLORIDA ROCK PROPERTIES, INC.**

---

**Holland & Knight LLP**  
**2099 Pennsylvania Avenue, NW**  
**Suite 100**  
**Washington, D.C. 20006**

**August 25, 2006**

**ZONING COMMISSION**  
**District of Columbia**

**CASE NO.** 04-14C

**EXHIBIT NO.** 31

ZONING COMMISSION  
District of Columbia  
CASE NO. 04-14  
EXHIBIT NO. 31

RECEIVED  
D.C. OFFICE OF ZONING  
2006 AUG 25 AM 11:17

## **TABLE OF CONTENTS**

<b>TABLE OF CONTENTS .....</b>	<b>I</b>
<b>LIST OF EXHIBITS.....</b>	<b>III</b>
<b>I. INTRODUCTION .....</b>	<b>1</b>
<b>A.    SUMMARY OF PROCEDURAL HISTORY OF CASE .....</b>	<b>2</b>
<b>B.    WORK WITH AWC AND DISTRICT AGENCIES .....</b>	<b>3</b>
<b>II. DESIGN REFINEMENT .....</b>	<b>3</b>
<b>A.    REFINEMENTS TO DESIGN TO REFLECT CONTEXT OF PUD SITE.....</b>	<b>4</b>
<b>1.    Increased Retail Square Footage .....</b>	<b>4</b>
<b>2.    Modifications to East End of Project.....</b>	<b>4</b>
<b>a.    Design Modification to East End of East Office Building .....</b>	<b>4</b>
<b>b.    Landscaping at Terminus of First Street.....</b>	<b>7</b>
<b>2.    Modifications to Residential Building.....</b>	<b>7</b>
<b>3.    Modifications to Pedestrian Allee and Esplanade .....</b>	<b>8</b>
<b>4.    Modification to Design of West Office/Retail Building and Hotel .....</b>	<b>9</b>
<b>a.    Changes to the Design of the West Office Building.....</b>	<b>11</b>
<b>b.    Changes to the Design of the Hotel.....</b>	<b>12</b>
<b>B.    SUMMARY OF REVISED AND UPDATED URBAN DESIGN STUDY.....</b>	<b>13</b>
<b>III. PHASING OF PROJECT.....</b>	<b>14</b>
<b>A.    FOUR PHASED CONSTRUCTION.....</b>	<b>15</b>
<b>B.    EXPECTED TIMEFRAME FOR PHASED CONSTRUCTION .....</b>	<b>16</b>
<b>C.    IMPORTANCE OF APPROVAL OF PROJECT AS A WHOLE.....</b>	<b>16</b>
<b>IV. RETAIL PROGRAM.....</b>	<b>17</b>
<b>V. UPDATED AMENITIES AND BENEFITS PACKAGE.....</b>	<b>18</b>
<b>A.    REVIEW OF AMENITIES AND BENEFITS PACKAGE .....</b>	<b>18</b>
<b>1.    Workforce Housing (Section 2403.9(i)) .....</b>	<b>18</b>
<b>2.    Landscaping of First Street Terminus (Section 2403.9(a)).....</b>	<b>19</b>
<b>3.    Esplanade and Waterfront Features (Section 2403.9(a)) .....</b>	<b>19</b>
<b>4.    Environmental Features (Section 2403.9(h)).....</b>	<b>20</b>
<b>5.    Water Taxi Dock (Section 2403.9(i)).....</b>	<b>20</b>
<b>6.    Transportation Management Program (Section 2403.9(c)).....</b>	<b>20</b>

7. First Source Employment Opportunities (Section 2403.9(j)) .....	21
8. Local, Small or Disadvantaged Business Opportunities (Section 2403.9(j)) .....	22
B. AMENITIES NO LONGER INCLUDED .....	22
C. REPLACEMENT AMENITIES.....	23
1. Pedestrian Viewing Pier .....	23
2. Enhancements to First Street Plaza .....	23
VI. UPDATED TRAFFIC IMPACT STUDY.....	24
VII. UPDATED ECONOMIC BENEFITS REPORT .....	25
VIII. ZONING FLEXIBILITY.....	25
IX. CONCLUSION .....	26

## **LIST OF EXHIBITS**

Architectural Plans and Drawings and Updated and Revised Urban Design Study ("Plan Documents")*	Submitted Separately
Summary of Work with AWC and District Agencies	A
Memorandum from District Department of Transportation	B
Structural Engineer Report	C
Phasing Plans	D
Retail Report	E
Traffic Impact Analysis	F
Updated Economic Benefits Report	G
Updated List of Witnesses	H
Updated Outlines of Witness Testimony	I
Additional Expert Witness Resumes	J

***\*For the convenience of the Zoning Commission, please note that the Architectural Plans and Drawings have been re-issued in their entirety and therefore can be used in place of all previous plans submitted.***

## **I.**

### **INTRODUCTION**

This Modified Supplemental Prehearing Statement and attached documents (the "Modified Supplemental Prehearing Submission") are submitted by Florida Rock Properties, Inc. (the "Applicant"), the owner of the property at 100 Potomac Avenue, S.E., (the "PUD Site") in conjunction with its request for review and approval of a second-stage application for a Planned Unit Development ("PUD") and amendment to the District of Columbia Zoning Map under Chapter 24 of the District of Columbia Zoning Regulations, 11 DCMR (February 2003), as amended (the "Zoning Regulations"). In accordance with Section 3013.8 of the Zoning Regulations, the Modified Supplemental Prehearing Submission modifies the following submissions: (1) the Applicant's PUD Statement and supporting documents, including architectural plans and drawings, filed with the Zoning Commission on May 21, 2004, (the "PUD Submission") and its modified PUD Statement and supporting documents, including more detailed architectural plans and drawings, on August 26, 2004 (the "Modified PUD Submission") (collectively, the "PUD Submissions"); and (2) the Applicant's Prehearing Statement, Urban Design Study and architectural plans and drawings, filed with the Zoning Commission on May 2, 2005, (the "Prehearing Submission") and its Supplemental Prehearing Submission, including supporting documents and a full set of reissued drawings, filed with the Zoning Commission on November 18, 2005 (the "Modified Prehearing Submission") (collectively, the "Prehearing Submission").

**A. Summary of Procedural History of Case<sup>1</sup>**

On May 21, 2004, the Applicant submitted its application for second-stage approval of the PUD. This application presented a project and amenities package which was in compliance with the intent and purposes of the Zoning Regulations, Zoning Commission Order No. 850 (approving the first-stage PUD application), and the revised Design Guidelines made part of Zoning Commission Order No. 910-B. The Applicant provided additional information in support of the application in its Modified PUD Submission.

In September, 2004, the Zoning Commission set the case for hearing. In accordance with the Zoning Regulations, the Applicant filed its Prehearing Submission, and the case was set for hearing for December 8, 2005. In anticipation of the hearing date, the Applicant filed its Supplemental Prehearing Submission and posted all required notices.

After the Commission set the case for hearing but before the hearing was held, the District of Columbia announced that the new Washington Nationals' baseball stadium (the "Stadium") would be constructed immediately across Potomac Avenue from the PUD Site. During this time, studies were also in process and decisions were being made regarding the location of the new Frederick Douglass Bridge (the "Bridge") and the final design for the South Capitol Street improvements. As a result of the Stadium announcement, the uncertainty regarding the design of the Stadium, and the variety of other unresolved planning

---

<sup>1</sup> A detailed summary of the procedural history of the case prior to submission of this second-stage application can be found in Section II (Procedural History) of the PUD Submission.

issues, the Applicant agreed on December 2, 2005, to the request of the Anacostia Waterfront Corporation ("AWC") to postpone its scheduled hearing for a period of approximately 120 days in order to allow coordination to occur between the PUD proposal for the Project and the ongoing design and planning efforts for the Stadium and the Stadium district as well as for the Bridge and South Capitol Street transportation projects, each of which impact the Project.

**B. Work with AWC and District Agencies**

The Applicant has worked extensively with AWC, the Office of Planning ("OP"), the District Department of Transportation ("DDOT") and the DC Sports and Entertainment Commission ("DC Sports") in the more than eight months since it agreed to the requested postponement. A summary of the Applicant's work with these groups is attached as Exhibit A.

As a result of this work, many changes have been made to the Project to respond to the planning efforts and studies as well as to continue to respect the Design Guidelines. These changes and the context to which the changes respond are discussed in detail below.

**II.  
DESIGN REFINEMENT**

The proposed changes to the context of the area surrounding the PUD Site, including the design and location of the Stadium, the replacement Bridge, and the design of the South Capitol Street oval (*also referred to in public documents as the "circus"*) ("South Capitol Street Oval"), have provided a number of design cues that have led the Applicant to modify the design of the Project. These changes include:

(a) revising the retail program; (b) revising the design and landscaping at the east end of the Project; (c) re-working the design of the East Office/Retail Building to make it more fluid in light of the design of the Stadium and its relationship to Potomac Avenue; (d) re-working the massing of the Residential Building to relieve the perceived tightness of the pedestrian alley; (e) reconfiguring the West Office/Retail Building to respond to the new site configuration and its position on the important corner of Potomac Avenue and the South Capitol Street Oval; and (f) reconfiguring the Hotel, also due to its new site configuration and its relationship to the context including the South Capitol Street Oval, the Anacostia Waterfront and the replacement Bridge.

**A. Refinements to Design to Reflect Context of PUD Site**

**1. Increased Retail Square Footage**

The Project now includes significantly increased retail square footage to complement the Stadium and the retail development to the north and to the east. The total retail square footage proposed is now approximately 92,000 square feet, with the breakdown of the retail being set forth on page 35 of the Plan Documents. Section IV of this statement sets forth the details regarding the retail program.

**2. Modifications to East End of Project**

**a. *Design Modification to East End of East Office/Retail Building***

The East Office/Retail Building has been substantially re-designed to respond to the changes in the immediate context: principally, the design of the new Stadium and the short and long range plans for the configuration of Potomac Avenue.



Starting at the east end of that Building, the massing and architectural expression have been lightened visually through the creation of a “window” through the Building by removing the third floor plate in several of the easternmost bays and changing the glazing pattern to allow the, now two story tall, second level to be seen through when viewed from the Stadium. Architecturally, the expression of the end of this Building has been altered to “read” as a two story top spanning over the second thru fifth floors which curve dynamically from a projected position at the west end of this special area under the top floors above, suggesting a turning movement toward the waterfront. This volume continues out the other side of the wall plane defined by the first floor and top two floors giving the effect of a giant bow window with a colonnaded outdoor dining area below and a roof-top balcony to the sixth floor above. This newly defined space is within the footprint previously defined by the former scheme and in compliance with the requirement in the design guidelines to step back a minimum of ten feet above a height of sixty five feet. This new configuration improves the vista of the waterfront from the First Street, SE right-of-way by creating a greater sense of openness while providing a dramatic and dynamic end to the East Office/Retail Building to serve as an attraction for the retail venues at this critical retail area.

In addition to these changes to the east end of the Building, there have been other significant modifications to the East Office/Retail Building. First, along Potomac Avenue, the curving wall above the main entry has been rotated to a skewed position and made more glassy to focus its view toward the dynamic

massing of the Stadium's grand stair. This skewed, curving wall projects four feet into public space at its west end and recesses in an additional four feet at its east end, allowing balconies to occur as sculptural elements that tie the curve back to the main wall plane. As before, this curving wall continues up to the height of the mechanical penthouse to create a screened rooftop area to house telecommunications equipment. Additionally, the glass and metal corner at the west end of the East Office/Retail Building has been expanded and projects four feet into the public space at the former Half Street portal. This pushing and pulling of the wall planes gives more depth to the façade and reflects similar sculptural effects at the Stadium side of the street. Also, the window openings along Potomac Avenue have been enlarged, further visually lightening the façade and improving the natural daylight for the interior of this Building.

Second, along the Esplanade face of the East Office/Retail Building, the massing has been simplified and reconfigured with a crescent form at the intersection of the pedestrian/retail allee to focus the architectural expression, in concert with a similar crescent configuration on the Residential Building, on the place that is created at the intersection of the Esplanade and the allee. As with the Potomac Avenue façade, the visual "weight" of the façade has been reduced by replacing masonry elements with glass and metal.

Third, on the west façade (facing the allee), there have been minor changes to the window patterns relating to the subtle changes in massing described above.

In addition to the façade changes, the internal, through-lobby has been re-oriented to reflect the skew in the curved element at the entrance and to orient its vista toward the special space created at the terminus of the allee at the Esplanade. Also, a service elevator has been added to allow for service to retail components on the second and basement levels of the Building's east end.

b. *Landscaping at Terminus of First Street*

The Applicant proposes as part of its amenities package the creation of a landscaped plaza on District property immediately to the east of the PUD Site. Although part of the amenities package, which is discussed in detail below in Section V, the redesign of the landscaping serves as an important design aspect of the Project and connection to the Stadium. The redesign includes a terrace as a public gathering place that will be used by the Stadium patrons as well as the general public. Clusters of trees, providing much needed shade for protection from the hot summer sun of baseball season, extends across this area. At the river's edge, the existing shoreline will be restored as a tidal marsh that will provide bio-filtration of storm water from Potomac Avenue and First Street as well as from the District's parcel. This marsh area will be overlooked by the tree-covered terrace above and will be accessible via ramp to all who wish to study and enjoy the marsh's natural environment.

2. Modifications to Residential Building

The Residential Building has been re-designed to respond to a concern that the opposing façades of the East Office/Retail Building and the Residential Building

were too close together for their height. The upper floors of the Residential Building have been pulled back from the alley above the fourth floor to relieve this condition. The resulting sweeping curve of the upper east wall of the Residential Building lends a graceful, sculptural curving element to the facade. Additionally, the narrow, prow-like end of this Building has been brought out over the Esplanade and into the seventy-five foot setback zone. This overhead projection, supported on a colonnade, will provide a covered outdoor seating area for a potential restaurant tenant at the ground floor. This projection, like a similar move on the Hotel Building, is intended to relieve the appearance of a continuous setback by allowing counterpoints to occur at limited locations. Additionally, the Porte Cochere, previously carved into the Residential Building due to the tight configuration of the former Half Street extension, has been modified to provide a marquee for curbside drop-off within the newly defined piazza which has been added to the Project (as discussed below) that provides more space for automobile movements beyond the face of the Residential Building. As a result of these changes, the Residential Building has become more of a sculptural object building, appropriate to its focal location in the project.

### 3. Modifications to Pedestrian Alley and Esplanade

The pedestrian, retail-oriented alley, which provides another through-vista to and from the river, has been retained and re-configured on its waterfront end to create a stronger focus of place at this point along the Esplanade where the water-taxi landing will occur. The through-building lobbies of the Residential and

East Office/Retail Building have also been re-configured to focus on the entry to the alley at its junction with the Esplanade.

Along the Esplanade, the bio-filtration areas for stormwater management and purification have been retained and the tower elements of the upper Hotel Building and Residential Building have been projected in a limited manner into, but above, the seventy-five foot Esplanade zone in order to add interest and fluidity to the design of this Building along the river facade. The upper terraces of the Esplanade have been modified to allow for additional outdoor dining capability in several areas.

4. Modification to Design of West Office/Retail Building and Hotel Building

DDOT has concluded the plans for the reconstruction of South Capitol Street and has decided to construct the oval/circus option, as a result of the planning efforts of DDOT, OP and National Capital Planning Commission ("NCPC"). Throughout this process, the Applicant has worked extensively with DDOT to review the impact of these changes on this Project. In order for the South Capitol Street Oval to be constructed, a portion of the PUD Site would have to be acquired by the District. In an effort to provide this land to the District with as much cooperation as possible, DDOT and the Applicant have preliminarily agreed to a like-kind exchange of property. DDOT's preliminary agreement is set forth in the memorandum dated August 22, 2006, and attached as Exhibit B.

This like-kind exchange would benefit both DDOT and the Applicant as follows: (1) the like-kind exchange squares off the edges of the PUD Site, creating a

more regularly shaped lot without altering the total lot area of the PUD Site; (2) the like-kind exchange prevents the creation of an undevelopable parcel fronting along approximately 195 feet of the South Capitol Street Oval; (3) the like-kind exchange creates a developable parcel with water frontage for DDOT between the relocated Bridge right-of-way and the PUD Site.

This new configuration of the PUD Site in relation to the South Capitol Street Oval represents the changed context that, in combination with the design of the Stadium and the general plans for the Stadium area, is the setting of the Project. The Applicant has responded to this context by reworking and improving the treatment of the buildings at the west end of the Project fronting on the South Capitol Street Oval – i.e., the West Office/Retail Building and the Hotel Building – in a manner responsive to the planning goals for this area. The South Capitol Street Study by NCPC envisions a mixed-use “Waterfront Development Area” on the PUD Site, opposite a “Mixed-Use Cultural Development Area” to the west of the South Capitol Street Oval. This “Mixed-Use Cultural Development” is to include museums and other cultural institutions to be integrated with retail and restaurant elements to create “...a vibrant and bustling environment day and night.” On east side of the South Capitol Street Oval, the Project – specifically, the mixed use nature of the West Office/Retail Building and the Hotel Building – will complement the mixed-use cultural development on the west side. An in-only automobile entrance will extend into the Project between the Hotel Building and the West Office/Retail Building. This vehicular way will open to a newly defined piazza,

shared by the Hotel Building, the West Office/Retail Building and the re-configured Residential Building and also will provide a through-block vista of the Anacostia River. The newly defined piazza, in the manner of its European models, will contain a fountain and seasonal planting area and will provide automobile access for drop-off and pick-up to and from the Hotel Building, the West Office/Retail Building and the Residential Building. A second "street" access to the piazza, on the alignment of the former Half Street extended, will provide both ingress and egress for automobiles as well as another through-vista to the Anacostia River beyond.

a. *Changes to the Design of the West Office/Retail Building*

The plan configuration of the West Office/Retail Building is changed due to the site reconfiguration mentioned above. Rather than the previous rectangular form, the new site suggests an "L" shaped plan configuration, focused on the corner at the intersection of Potomac Avenue and the South Capitol Street Oval. The corner focus leads to the definition of a corner entrance and through-lobby to the piazza. This entrance to the complex will be convenient and inviting for visitors who may be coming from across Potomac Avenue at the corner. Architecturally, the massing sets back above the eighth floor, reducing the apparent height and bulk.

At the former Half Street portal, the glassy corner of the previous design has been expanded and pulled out into the public space as with and quasi-mirroring the similar element of the East Office/Retail Building. At the west end, a similar projecting glassy band projects to the corner above the third level. From the ground

level to the third floor, the corner is carved away, suggesting the turning movement from the South Capitol Street Oval onto Potomac Avenue and improving the sight-lines for drivers making that movement. Above the projecting glass band, the massing is carved away to cradle a lozenge shaped tower element which is an architectural embellishment that will house and screen telecommunications equipment and tie this Building's two elevator mechanical penthouses together into a single sculptural composition.

Along the South Capitol Street Oval's right-of-way, the façade is somewhat of a mirror image of the Potomac Avenue façade except that at the south end, the building terraces back above the glass projecting bay to create a roof terrace on the seventh floor. The ninth floor has roof terraces around most of its perimeter and the individual bays are treated as bay-like expressions that modulate the facade and visually crown the building massing below. On the piazza side, the re-entrant corner features a glassy bow window that overlooks the public space below.

b. *Changes to the Design of the Hotel Building*

As with the West Office/Retail Building, the changed site condition has caused the complete re-design of the Hotel Building. The hotel components are organized as a base containing the public areas of the Hotel Building, including the lobby, lounge, bar, front desk and back-of-house areas at the ground floor and conferencing facilities and additional back-of-house areas on the second and third levels. At the ground floor, a porte cochere is carved into the building volume as a



colonnade while the third floor Ballroom element cantilevers out over the drive to create additional cover for the drop off area below.

Atop the base, the guestroom tower is composed as a simple bar shape on its north side and a sweeping curve on the south side. Guestrooms typically have balconies, recessed into the façade. In a manner similar to the Residential Building, the hotel balcony elements for the suites at the east end of the tower project into the seventy-five foot setback zone to add interest to the Hotel Building and the Esplanade generally.

The lower floors of the Hotel Building are to be clad in architectural, limestone finished, precast concrete and combinations of transparent, translucent and opaque glass in metal framing. The tower floors are to be clad entirely in transparent, translucent and opaque glass with metal framing.

**B. Summary of Revised and Updated Urban Design Study**

At the time the Applicant prepared and filed the Prehearing Submission, the major defining contextual elements were the proposed Stadium, the replacement of the Bridge, and the South Capitol Street improvements. Although the identity of each element was known at that time, the design and planning of none of these elements was fixed. In an effort to proceed with its hearing, the Applicant commissioned at that time an urban design study to examine these contextual influences on the Project to the extent then-known. This urban design study was submitted to the Zoning Commission as an exhibit to the Prehearing Submission.

Now that the contextual influences have been further defined, the Applicant has commissioned an updated and revised Urban Design Study to show exactly how the Project fits within the various contexts. A copy of this updated and revised Urban Design Study is submitted herewith.

The purpose of the updated and revised Urban Design Study is to examine the context in which the Project will be developed, including the impacts of the Stadium, the proposed replacement Bridge and the South Capitol Street roadway modifications associated with the Bridge replacement. The study describes, from a planning and urban design perspective, how the Project will relate to and interact with the Stadium, which occupies the five city blocks directly north of the PUD Site.

Although AWC has examined the Stadium area in detail, it has not issued a master plan for overall development of the area; rather, AWC has issued various plans for specific development sites. Similarly, OP has not prepared a small area plan for the Stadium district and has stated publicly that it does not intend to create such a plan. Accordingly, the Applicant's updated and revised study is the only effort that reflects all contexts as they relate to the Project.

### **III. PHASING OF PROJECT**

As a result of various proposed construction projects, the design and timing of implementation of which are not within the control of the Applicant (such as the replacement Bridge and the construction of the South Capitol Street Oval), the Applicant proposes a four phased construction of the Project as shown on the phasing plan attached as Exhibit D.

**A. Four Phased Construction**

The Applicant proposes a four phase construction of the Project, with each phase being broken down by building. The first phase will include the East Office/Retail Building, including the retail structure on the far east end, with construction of the adjacent portion of the Esplanade. Phase Two will include the construction of the Residential Building, the adjacent portion of the Esplanade and the driveway into the newly defined piazza space. Phase Three will include the construction of the West Office/Retail Building, with completion of construction of the piazza space. Phase Four will include construction of the Hotel Building and the remainder of the Esplanade including the viewing pier (described in more detail below as an amenity).

Each phase will include construction of a specific number of parking spaces in the associated below-grade parking structure and will provide loading as follows:

Parking and loading will be constructed in each phase as follows:

Phase	Parking Spaces	Loading Berths	Loading Platforms	Service/Delivery Spaces
Phase One	258	3 @ 30 feet	3 @ 100 sf	1 @ 20 feet
Phase Two	391	1 @ 55 feet 1 @ 30 feet	1 @ 200 sf 1 @ 100 sf	1 @ 20 feet
Phase Three	430	3 @ 30 feet	3 @ 100 sf	1 @ 20 feet
Phase Four	279	1 @ 55 feet 2 @ 30 feet	1 @ 200 sf 2 @ 100 sf	1 @ 20 feet
<b>TOTAL</b>	<b>1,358</b>	<b>2 @ 55 feet 9 @ 30 feet</b>	<b>2 @ 200 sf 9 @ 100 sf</b>	<b>4 @ 20 feet</b>

**B. Expected Timeframe for Phased Construction**

The Applicant anticipates commencing construction of Phase One in January 2008, with construction estimated to be complete by the end of 2009. The Applicant will commit to discontinue the current concrete batching operations on the PUD Site no later than the completion of construction of Phase One. Phase Two would begin construction in January 2010, with construction estimated to be complete by the end of 2011.

Construction of Phases Three and Four cannot commence prior to the final realignment of the Bridge is complete and the South Capitol Street Oval is constructed. Therefore, any timeframe for the construction of these two phases must be tied to these two District transportation projects. Accordingly, based on preliminary estimates for the construction of the District transportation projects, construction of Phase Three is scheduled to commence in January 2013, with construction estimated to be completed by the end of 2014. Construction of Phase Four would then follow in January 2014, with construction estimated to be complete by the end of 2016.

**C. Importance of Approval of Project as a Whole**

Despite the fact that the construction of the Project will be phased, it is of the utmost importance that the approval of the Project not be phased. In order to secure the necessary financing and partnerships, all entitlements for this Project must be in place, as the entire Project – i.e., all four phases – is what sustains the

economic viability of the Project. Without a full approval, the Project has significant economic risks and has the likelihood of not being constructed.

#### **IV. RETAIL PROGRAM**

As part of the modifications to the application, the Applicant proposes to substantially increase the retail program within the Project. Originally, the application included approximately 36,000 square feet of net usable retail space. The application now proposes almost three times that amount, at approximately 92,000 square feet of retail space<sup>2</sup>.

At the time the second-stage application was filed, the Applicant and its retail consultant were concerned about the sustainability of the approximately 36,000 square feet of net usable retail space. However, since the decision has been made to locate the Stadium across Potomac Avenue to the north and to spur development in the general vicinity, it is now believed by OP and AWC that the Project should provide more retail and that ultimately such retail will enhance the area.

In the report from City Street Properties, the retail goals and vision for this area are set forth. According to this report, the pedestrian retail environment will be the unifying element for the Stadium District. The newly proposed retail development in the Project will be critical to creating this retail experience, with this Project providing the first true retail development for the area. Furthermore,

---

<sup>2</sup> Please note that the retail gross floor area is approximately 64,854 square feet, as approximately 11,871 square feet of the retail space is located below grade and is not included within the gross floor area calculation and approximately 15,000 square feet is counted within the hotel gross floor area calculations.

the Applicant is committed to working diligently to assure that each space is activated in the early years to assist in assuring positive first experiences for visitors to the waterfront and Stadium. A copy of the report is attached as Exhibit E.

**V.**  
**UPDATED AMENITIES AND BENEFITS PACKAGE**

**A. Review of Amenities and Benefits Package**

As set forth in the PUD Submissions and further refined in the Prehearing Submissions, the Applicant proposes the following public benefits and project amenities in addition to the superior design, site planning and landscaping:

1. Workforce Housing (Section 2403.9(i))

The Applicant has agreed to reserve approximately 9,600 square feet of gross floor area of the residential development (which presently equates to approximately eight units) for workforce housing. Workforce housing shall mean housing available to families making eighty percent of Median Family Income within the District of Columbia and paying twenty percent of the family's household income for rent or housing ownership costs. This restriction is intended to apply in a rental housing context as well as in an ownership context, if the Residential Building becomes subject to a condominium or cooperative regime. This restriction will be in place for a period of twenty years from the date that the first unit in the Residential Building is occupied.

The implementation of this amenity will be governed by a program to be finally determined with the Department of Housing and Community Development

as well as OP. A proposal for implementation was submitted as Exhibit A to the Prehearing Submission. Furthermore, this amenity will be completed prior to the issuance of a certificate of occupancy for Phase Two.

2. Landscaping of First Street Terminus (Section 2403.9(a))

The Applicant originally agreed to design, landscape and maintain for a period of five years a parcel of land (approximately 10,000 square feet) at the foot of First Street abutting the east end of the PUD Site. Since that time, the Applicant has increased the scope of this amenity, which is described further in detail below. The design for the landscaping for this public plaza is discussed in detail above and can be found in the Plan Documents at pages 1 and 2. This amenity will be completed prior to the issuance of a certificate of occupancy for Phase One.

3. Esplanade and Waterfront Features (Section 2403.9(a))

The Project incorporates extensive waterfront opportunities, as well as an Esplanade which extends for approximately 719 linear feet along the Anacostia River, from the terminus of First Street at the east end of the PUD Site to the DDOT development parcel on the west end of the PUD Site, adjacent to the replacement Bridge. The Esplanade can be accessed from the landscaped pavilion at the terminus of First Street (discussed above), the tree-lined visual extension of Half Street with cascading terraces leading to the Esplanade, and the pedestrian alleé and two through building lobbies link Potomac Avenue to the Esplanade. The landscaped and terraced Esplanade will be no less than seventy-five feet in depth off the face of the bulkhead along the Anacostia River waterfront, with limited

projections above and into air space of the Esplanade by the Residential and Hotel Buildings.

4. Environmental Features (Section 2403.9(h))

The Applicant has agreed to develop the Project as an environmentally “green” structure, with the goal of being able to achieve a U.S. Green Building Council LEED certification. The LEED (Leadership in Energy and Environmental Design) Green Building Rating System is a voluntary, consensus-based national standard for developing high-performance, sustainable buildings. LEED was created, among other reasons, to define “green building” by establishing a common standard of measurement, promoting integrated, whole-building design practices, and recognizing environmental leadership in the building industry. Because LEED certification cannot be achieved until some time well-after occupancy, the Applicant has designed the Project to meet certain requirements. LEED Elements incorporated into this project are set forth in Exhibit J of the PUD Statement. These elements will be implemented at each phase of the development.

5. Water Taxi Dock (Section 2403.9(i))

The Applicant has agreed to install a water taxi dock at the belvedere along the Esplanade at the foot of the allée. This amenity will be completed prior to the issuance of a certificate of occupancy for Phase Three.

6. Transportation Management Program (Section 2403.9(c))

Although not discussed before, the Applicant has agreed to implement a Transportation Management Program, the purpose of which is to provide services



and incentives to increase the efficiency of the roadway network without adding additional capacity. The elements of the Transportation Management Program include a transportation coordinator, coordination of carpools and vanpools, encouragement of flexible work hours, and parking management. The specific details regarding the Transportation Management Program can be found in the Traffic Impact Analysis, attached as Exhibit F.

7. First Source Employment Opportunities (Section 2403.9(j))

As an additional public benefit and in order to further the policies established in Mayor's Order No. 83-265 and D.C. Law 5-93, the Applicant has entered into a First Source Employment Agreement with the Department of Employment Services (DOES). Under this Agreement, the Applicant is required to use DOES as its first source to fill all new jobs created as a result of construction of the Project. In addition, the Applicant will look to achieve at least fifty-one percent of these newly created jobs being filled by District residents and at least fifty-one percent of the apprentices and trainees positions being filled by District residents. The Applicant is also renewing its offering of a supplemental program related to job opportunities that was first presented and incorporated into the originally-approved PUD (the "Supplemental Program"). A copy of each of the executed First Source Employment Agreement and the Supplemental Program has been filed with the Zoning Commission (see Exhibit L to the PUD Submission). This amenity will be implemented throughout each phase of the development.

8. Local, Small or Disadvantaged Business Opportunities  
(Section 2403.9(j))

Likewise, as another public benefit and in order to further the policies established in D.C. Law 1-95, D.C. Code Section 1-1-1141 et seq. (1987 Ed. as amended), the Applicant will commit to make a bona fide effort to utilize Local, Small or Disadvantaged Business Enterprises ("LSDBE") certified by the D.C. Local Business Opportunity Commission ("LBOC") in order to achieve, at a minimum, the goal of thirty-five percent participation in the contracted development costs in connection with design, development, construction, maintenance and security of the Project. A copy of the executed Memorandum of Understanding has been filed with the Zoning Commission (see Exhibit M to the PUD Submission). This amenity will be implemented throughout each phase of the development.

**B. Amenities No Longer Included**

The Applicant initially included two additional amenities within its proposed amenities package. First, the Applicant had proposed designing and installing landscaping in Federal Reservation 247 and maintaining these improvements for a period of five years. The Applicant is unable to implement this amenity because Federal Reservation 247 is now part of the Stadium development. This amenity was estimated to cost approximately \$1,657,000.

Second, the Applicant proposed the development of a twelve foot wide pedestrian/bicycle pathway link over District-owned lands, including the WASA parcel, on the Anacostia River to connect the Esplanade to the future pedestrian/bicycle pathway along the waterfront of the SEFC, all as part of the

Anacostia Riverwalk and Trail. The Applicant has been informed that this amenity is no longer appropriate because the desired improvements linking the Stadium district to the Southeast Federal Center have been funded. This amenity was estimated to cost approximately \$275,000.

**C. Replacement Amenities**

Because the Applicant is no longer able to offer the two above-described amenities, the Applicant proposes two replacement amenities to expend the funds no longer include in the amenities package. In addition, these replacement amenities include additional funds to recognize the slight increase in density proposed as part of the revised Project.

**1. Pedestrian Viewing Pier**

The Applicant proposes to construct a pedestrian viewing pier extending into the Anacostia River. This wooden pier structure will have a concrete deck and will be approximately seventy-five feet in length and approximately ten feet in width. The pier will have a coated steel guardrail around its entire edge and is intended to provide pedestrians an opportunity to view the Anacostia River. It is not intended that this pier will serve any maritime services. The estimated cost of obtaining approval, designing and constructing the pier is \$200,000.

**2. Enhancements to First Street Plaza**

As discussed above, the Applicant originally proffered the landscaping of approximately 10,000 square feet at the terminus of First Street. After discussions with AWC and OP, the Applicant has learned that the First Street plaza will serve

a critical public space need for visitors to both the Stadium and to the waterfront. Accordingly, the Applicant has increased the area in which it intends to landscape to approximately 39,000 square feet, as shown on Pages 1 and 2 of the Plan Documents. This area includes the general land area as well as the low tide area/marsh land. The Applicant proposes to have designed and constructed, and thereafter maintained for a period of five years the First Street plaza at an estimated cost of approximately \$3,487,200. The Applicant will collaborate with the AWC in this effort, looking to AWC as the designated agent of the District in this regard. As described above, this First Street plaza space provides the truest connection between the Stadium and the Anacostia waterfront and it is critical to establishing that link.

## **VI. UPDATED TRAFFIC IMPACT ANALYSIS**

The Traffic Impact Analysis prepared by Gorove/Slade Associates, Inc.<sup>3</sup> sets forth additional traffic information taking into account the location of the Stadium across Potomac Avenue and the extensive development currently considered for the area as well as the two District transportation projects discussed earlier. According to this analysis, the Project will have no negative impact on the surrounding local roadway network. The report also concludes that the parking provided, circulation within the Project, loading operations and access to Potomac Avenue from the

---

<sup>3</sup> The Applicant previously submitted a Traffic Impact Analysis as Exhibit G in its Supplemental PUD Submission and an update to that analysis as Exhibit B in its Modified Prehearing Submission. Those reports were prepared by O.R. George & Associates. The Applicant subsequently retained the services of Gorove/Slade Associates, Inc., as a result of that firm's significant involvement with traffic planning for the Stadium and for the Stadium area. The findings and conclusions in the previously submitted reports are still valid; the report submitted herewith is simply an update with additional information regarding the Stadium.

Project driveways are acceptable for each phase of the Project. A copy of the Traffic Impact Analysis is attached as Exhibit F.

## **VII.**

### **UPDATED ECONOMIC BENEFITS REPORT**

The updated Economic Benefit Report prepared by Basile Baumann Prost & Associates, Inc., addresses the economic benefits to the District that can be expected to be generated by the Project, the scope of which have been materially enhanced when looked at in the context of the Stadium development and the Ballpark district generally. This report sets forth the significant benefits that are generated. The Project is estimated to generate a total of approximately \$29.2 million in sustainable direct annual tax revenue to the District, including \$7.6 million in annual income tax, \$10.6 million in annual real property tax, \$6.1 million in direct on-site retail sales tax each year, \$2.8 million in indirect retail sales, \$712,000 in corporate franchise tax and \$1.4 million in personal property tax. Furthermore, the fiscal impact of the construction of the project will be approximately \$5.7 million in tax revenue to the District, including approximately \$3.7 million in income tax from construction workers living in the District, \$370,000 in building permits and fees, and \$768,000 in sales tax of material purchases made in the District. A copy of the updated economic benefits report is attached as Exhibit G.

## **VIII.**

### **ZONING FLEXIBILITY**

The Applicant requests zoning flexibility in two areas. First, due to the increased retail square footage, the Project now does not comply with the required

loading pursuant to Chapter 22 of the Zoning Regulations. The Project provides loading as set forth in the table on page 15 of this statement. Because the retail gross floor area has increased to more than ten percent of the East Office/Retail Building, the Project is now required to provide a two additional loading berths (one at fifty-five feet and one at thirty feet), two additional loading platforms (one at 200 square feet and one at 100 square feet) and one additional service delivery space (one at twenty feet). These additional loading facilities cannot be included in the current design and are not necessary to the successful operation of the Project, as is set forth in the Traffic Impact Analysis. Accordingly the Applicant requests flexibility from this zoning requirement.

In addition, both the West Office/Retail Building and the Hotel Building include roof structures that do not comply with the technical requirements of Sections 411 and 770 of the Zoning Regulations. The Applicant requests flexibility to deviate from these specific provisions, including set back from exterior walls, walls of equal heights, and the requirement for only one enclosure, to provide the roof structures in accordance shown in the Plan Documents.


## **IX.** **CONCLUSION**

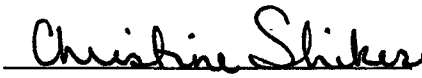
For the foregoing reasons, the Applicant submits that the PUD plan, as set forth in this Modified Supplemental Prehearing Submission, the Prehearing Submissions, and the PUD Submissions meets the standards of Chapter 24 of the Zoning Regulations; is consistent with the purposes and intent of the Zoning Regulations and Zoning Map; is consistent with the first-stage approval in Order

No. 850; is in substantial compliance with the Design Guidelines set forth in Order No. 910-B; 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 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 second-stage 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) 828-5001

By:   
David W. Briggs

By:   
Christine M. Shiker