

Holland & Knight

2099 Pennsylvania Avenue, N.W., Suite 100 | Washington, DC 20006 | T 202.955.3000 | F 202.955.5564
Holland & Knight LLP | www.hklaw.com

Mary Carolyn Brown
(202) 862-5990
carolyn.brown@hklaw.com

September 19, 2011

Via Electronic Delivery

Zoning Commission for the
District of Columbia
441 4th Street, N.W., Suite 210S
Washington, D.C. 20001
zcsubmissions@dc.gov

RECEIVED
D.C. OFFICE OF ZONING
2011 SEP 19 PM 3:50

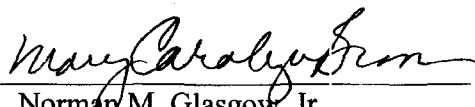
Re: Z.C. Case No. 11-03 – Southwest Waterfront Redevelopment
Applicant's Response to Procedural Order

Dear Members of the Commission:

On behalf of the Applicant, Hoffman-Struever Waterfront, L.L.C. (doing business as Hoffman-Madison Waterfront ("HMW")), we submit the attached response to the Commission's procedural order dated September 12, 2011. Our submission includes revised conditions to reflect the discussions during proposed action on this matter. The conditions are now organized to describe the development parameters encompassed in the Stage 1 PUD application and a list of items that the Commission requires with each Stage 2 application.

Respectfully submitted,

HOLLAND & KNIGHT LLP

By: 
Norman M. Glasgow, Jr.
Mary Carolyn Brown

Attachment

ZONING COMMISSION
District of Columbia
CASE NO. 11-03
EXHIBIT NO. 114

cc: Susan Longstreet, DMPED/OAG (via email)
Matt Troy, DMPED (via email)
Harriet Tregoning, Office of Planning (via email)
Jennifer Steingasser, Office of Planning (via email)
Joel Lawson, Office of Planning (via email)
Matt Jesick, Office of Planning (via email)
D.C. Public Library, Southwest Branch (via hand delivery)
ANC 6D Office (via email: office@anc6d.org)
Andy Litsky, ANC 6D04 (via email and hand delivery to 429 N Street, S.W., Washington, D.C. 20024)
Bob Craycraft, ANC 6D01 (via email)
Ron McBee, Chair, ANC 6D (via email)
David Garber, ANC 6D (via email)
Cara Shockley, ANC 6D (via email)
Roger Moffat, ANC 6D (via email)
Rhonda Hamilton, ANC 6D (via email)
Betsy Karmin, DLA Piper (via email)
Jacques DePuy, Greenstein, DeLorme & Luchs (via email)
Kwasi Holman, St. Augustine's Church (via email)
Cornish Hitchcock, Esq. (via email)
Gangplank Marina Slipholders Association (w/attach. via overnight mail)
6th Street Homeowners:
 Leslie Randolph (via hand delivery)
 Alice Wender (via hand delivery)
 Susie Humphreys (via hand delivery)
 William McLin (via hand delivery)

Z.C. Case No. 11-03
Southwest Waterfront PUD
PROPOSED CONDITIONS

A. STAGE 1: DEVELOPMENT PARAMETERS

1. Architectural Plans. The PUD shall be developed substantially in accordance with the master plan prepared by EEK Architects, dated June 28, 2011, marked as Exhibit 26 in the record (the "Plans"), and supplemented by drawings submitted July 8, 2011, marked as Exhibit 38 in the record; as modified by the guidelines, conditions and standards herein.
2. Project Uses and Density. The PUD shall be a mixed-use development devoted to residential, hotel, retail, service, institutional, cultural and office uses as shown on the approved Plans. The PUD shall have a maximum landside density of 3.87 FAR (3.19 FAR including private rights-of-way) and a combined gross floor area of approximately 3,165,000 square feet. Waterside uses shall have a maximum potential density of 0.68 FAR, or 114,000 square feet of gross floor area.
3. Building Heights. The maximum height of the buildings on Parcels 1-9, to be located in the C-3-C District, shall not exceed 130 feet, with bases of one to four stories in height. The maximum height of buildings on Parcel 5 shall be 110 feet. The height of the residential building on Parcel 11 shall not exceed 45 feet, or an overall height of 57 feet with an occupied penthouse. The height of the church building on Parcel 11 shall not exceed 45 feet (or 49 feet to the peak of the sloped roof). The building on Parcel 10, to be located in the W-1 District, shall not exceed 60 feet in height. The residential building on Pier 4 shall have a maximum height of 45 feet.
4. Parking and Loading: The project shall include a below-grade parking structure on two to three levels providing parking spaces for approximately 2100-2650 vehicles. The project shall also include parking or storage for 1500-2200 bicycles on-site. The project shall also include sufficient loading facilities to accommodate the mix of uses on the site.

B. STAGE 1: PUBLIC BENEFITS AND PROJECT AMENITIES

5. Exhibit No. 60: The Applicant shall provide the public benefits and project amenities as enumerated in Exhibit No. 60 and attached to this order. The precise delivery of the benefits and amenities and their status shall be a part of the Applicant's submission for each Stage 2 application, as described in Condition No. 11 below.
6. Affordable Housing. The PUD shall provide affordable housing for rent and for sale at a mix of price points, including rental housing affordable to households earning up to 30 percent of AMI, and rental and for-sale housing affordable to households earning up to 60 percent of AMI. The PUD shall provide workforce housing for households earning up to 120 percent of AMI, and market rate housing. Pursuant to the LDA, the project shall provide a minimum 160,000 square feet of gross floor area of housing affordable to households earning up to 60 percent of AMI. The Applicant shall dedicate as workforce housing 20 percent of the gross floor area built over and above a threshold of 500 units.

7. *First Source Employment Agreement:* The Applicant shall abide by the terms of the executed First Source Employment Agreement with the Department of Employment Services (Z.C. Exhibit No. 4-I) to achieve the goal of utilizing District residents for at least 51 percent of the jobs created by the PUD project. The Applicant shall also provide \$1 million, \$250,000 of which has already been paid, to a workforce intermediary program to serve as a clearing house for jobs as a means of identifying District residents with training opportunities and a mechanism for ultimately connecting job-ready District residents with new employment at the Southwest Waterfront project. The Applicant shall also work closely with its contractor, construction trades organizations, Cardozo Trades Academy and other training and job placement organizations to maximize participation by District residents in the training and apprenticeship opportunities in the PUD.
8. *CBE Agreement.* The Applicant shall abide by the executed CBE Agreement with the Department of Small and Local Business Development (Z.C. Exhibit No. 4-J) to achieve, at a minimum, 35 percent participation by small, local, and disadvantaged businesses in the contracted development costs for the design, development, construction, maintenance, and security for the project to be created as a result of the PUD. The Applicant shall comply with the LDA requirement to set aside 20 percent of the retail space for “unique” and/or “local” businesses, which will include CBEs.

C. STAGE 2 SUBMISSION REQUIREMENTS

9. *Development Parameters:* For each Stage 2 PUD application, the Applicant shall provide a tabulation of development data showing:
 - a. the area and dimensions of each lot proposed for each building and the exact area of the total site;
 - b. the percentage of lot occupancy of each building on each lot and the total percentage of lot occupancy for all buildings on the entire site;
 - c. the gross floor area and floor area ratio for each building on each lot, including a breakdown for each use, and the total gross floor area and floor area ratio for all buildings on the entire site, including a breakdown for each use;
 - d. a circulation plan, including the location of all vehicular and pedestrian access ways and the loading berths, including an indication of which spaces are designated for which use;
 - e. the location and number of all vehicular and bicycle parking or storage spaces;
 - f. the existing topography of the development area; the location of all major natural features, including trees of six-inch caliper or greater; and the location and elevations of public or private streets, alleys, or easements bounding or traversing the site, including an indication of which of the rights-of-way or easements are to be continued, relocated, or abandoned.
10. *Affordable Housing:* For each Stage 2 application that includes a residential component, the Applicant shall provide (i) a breakdown of the square footage devoted to affordable

housing, the number of affordable units, the affordability levels for those units; and (ii) an update on the overall affordable housing component of the project.

11. Public Benefits and Project Amenities: For each Stage 2 PUD application filed for the project, the Applicant shall provide a detailed implementation plan for the public benefits and project amenities enumerated in Exhibit No. 60. The implementation plan shall identify the benefits and amenities proposed for that particular Stage 2 application, the benefits and amenities that have already been implemented, the benefits and amenities yet to be implemented, and an overall status update and timetable for implementation. The Applicant shall provide a statement as to any changes in the benefits and amenities plan, the reason therefor, and how any proposed change satisfies the spirit and intent of the Stage 1 PUD approval.
12. Transportation Impact Study: For each Stage 2 PUD application filed for the project, the Applicant shall provide a supplemental transportation impact study, including transportation demand mitigation measures.

D. MISCELLANEOUS

1. The Applicant may file one or more second stage applications for review and approval of the PUD. This First Stage PUD approved by the Zoning Commission shall be valid for a period of twelve months. Within such time, a second stage application must be filed for at least a portion of the Phase 1. The last Stage 2 application shall be filed no later than December 31, 2024. With each Stage 2 application filed, the Applicant shall provide an update on the PUD phasing plan.
2. 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 that 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.

Z.C. CASE NO. 11-03
SOUTHWEST WATERFRONT PUD
PUBLIC BENEFITS AND PROJECT AMENITIES

Benefit/Amenity	Condition
<p><i>Urban Design, Architecture, Site Planning, Landscaping and Open Space:</i></p> <ul style="list-style-type: none"> ▪ Master Plan for redevelopment of SWW that celebrates waterfront where boats, public piers, pedestrians, cyclists, retail users, and cultural programs come together. ▪ New network of city blocks, streets, public promenade known as Wharf Street, and mews and alley streets that permeate the site. ▪ Comprehensive mixed use, mixed-income development -- <ul style="list-style-type: none"> ○ Hotels ○ Office ○ Residential ○ Retail/Residential/Market ○ Cultural ○ Institutional ▪ Reconnects Southwest to adjacent residential areas, the Mall, riverfront trails 	<p><i>Condition 1:</i> The PUD shall be developed substantially in accordance with the master plan prepared by EEK Architects, dated June 28, 2011, marked as Exhibit 26 in the record (the "Plans"), and supplemented by drawings submitted July 8, 2011, marked as Exhibit 38 in the record; as modified by the guidelines, conditions and standards herein.</p> <p><i>Condition 2:</i> The PUD shall be a mixed-use development devoted to residential, hotel, retail, service, institutional, cultural and office uses as shown on the approved Plans. The PUD shall have a maximum landside density of 3.87 FAR (3.19 FAR including private rights-of-way) and a combined gross floor area of approximately 3,165,000 square feet. Waterside uses shall have a maximum potential density of 0.68 FAR, or 114,000 square feet of gross floor area.</p> <p><i>Condition 3:</i> The maximum height of the buildings on Parcels 1-9, to be located in the C-3-C District, shall not exceed 130 feet, with bases of one to four stories in height. The maximum height of buildings on Parcel 5 shall be 110 feet. The height of the residential building on Parcel 11 shall not exceed 45 feet, or an overall height of 57 feet with an occupied penthouse. The height of the church building on Parcel 11 shall not exceed 45 feet (or 49 feet to the peak of the sloped roof). The building on Parcel 10, to be located in the W-1 District, shall not exceed 60 feet in height. The residential building on Pier 4 shall have a maximum height of 45 feet.</p> <p><i>Condition 9:</i> For each Stage 2 PUD application, the Applicant shall provide a tabulation of development data showing:</p> <ul style="list-style-type: none"> a. the area and dimensions of each lot proposed for each building and the exact area of the total site;

	<p>b. the percentage of lot occupancy of each building on each lot and the total percentage of lot occupancy for all buildings on the entire site;</p> <p>c. the gross floor area and floor area ratio for each building on each lot, including a breakdown for each use, and the total gross floor area and floor area ratio for all buildings on the entire site, including a breakdown for each use;</p> <p>d. a circulation plan, including the location of all vehicular and pedestrian access ways and the loading berths, including an indication of which spaces are designated for which use;</p> <p>e. the location and number of all vehicular and bicycle parking or storage spaces;</p> <p>f. the existing topography of the development area; the location of all major natural features, including trees of six-inch caliper or greater; and the location and elevations of public or private streets, alleys, or easements bounding or traversing the site, including an indication of which of the rights-of-way or easements are to be continued, relocated, or abandoned.</p>
<p>Public Benefits and Project Amenities Enumerated in Exhibit 60, including:</p> <ul style="list-style-type: none"> • Affordable Housing • First Source Employment Agreement • CBE • Parking 	<p>Condition 5: <u>Exhibit No. 60.</u> The Applicant shall provide the public benefits and project amenities as enumerated in Exhibit No. 60 and attached to this order. The precise delivery of the benefits and amenities and their status shall be a part of the Applicant's submission for each Stage 2 application, as described in Condition No. 11 below.</p> <p>Condition 11: <u>Public Benefits and Project Amenities:</u> For each Stage 2 PUD application filed for the project, the Applicant shall provide a detailed implementation plan for the public benefits and project amenities enumerated in Exhibit No. 60. The implementation plan shall identify the benefits and amenities proposed for that particular Stage 2 application, the benefits and amenities that have already been implemented, the benefits and amenities yet to be implemented, and an overall status update and timetable for implementation. The Applicant shall provide a statement as to any changes in the benefits and amenities plan, the reason therefor, and how the proposed change satisfies the spirit</p>

	<p>Condition 8: <u>CBE Agreement</u>. The Applicant shall abide by the executed CBE Agreement with the Department of Small and Local Business Development (Z.C. Exhibit No. 4-J) to achieve, at a minimum, 35 percent participation by small, local, and disadvantaged businesses in the contracted development costs for the design, development, construction, maintenance, and security for the project to be created as a result of the PUD. The Applicant shall comply with the LDA requirement to set aside 20 percent of the retail space for "unique" and/or "local" businesses, which will include CBEs.</p> <p>Condition 4: <u>Parking and Loading</u>. The project shall include a below-grade parking structure on two to three levels providing parking spaces for approximately 2100-2650 vehicles. The project shall also include parking or storage for 1500-2200 bicycles on-site. The project shall also include sufficient loading facilities to accommodate the mix of uses on the site.</p>
--	--