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October 3, 2011

Via Electronic Mail

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

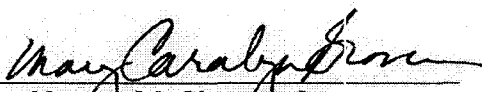
Re: Z.C. Case No. 11-03 – Southwest Waterfront Redevelopment
Applicant's Reply to OAG Comments on Proposed Conditions

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 reply to the Office of Attorney General's comments on the proposed conditions to the PUD order.

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. 115

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)
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 hand delivery to Attn: Bert Randolph, 1101 4th Street, S.W. Washington, D.C. 20024)
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 (via overnight mail)
6th Street Homeowners:
 Leslie Randolph (via overnight mail)
 Alice Wender (via overnight mail)
 Susie Humphreys (via email and overnight mail)
 William McLin (via overnight mail)

Z.C. Case No. 11-03
Southwest Waterfront PUD
PROPOSED CONDITIONS Applicant's Revisions 10/3/11

A. STAGE 1: DEVELOPMENT PARAMETERS

1. Architectural Plans. The PUD shall be developed 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 one or more below-grade parking structure(s) 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. The precise amount of parking and loading facilities required for each second stage development shall be specified by the Commission in each second stage order.

B. STAGE 1: PUBLIC BENEFITS AND PROJECT AMENITIES

1. Exhibit No. 60: The Applicant shall provide the public benefits and project amenities as enumerated in Exhibit No. 60 and attached to this order and Conditions No. B-2 through B-6. In the event of any discrepancy between the descriptions of a public benefit as stated in Exhibit No. 60 and as stated in these conditions, the requirements stated in these conditions shall govern. 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. C-3 below.
2. Affordable Housing: The project shall provide a minimum 80,000 square feet of gross floor area of housing affordable to households earning up to 60 percent of AMI and a minimum of 80,000 square feet of gross floor area of housing affordable to households earning up to 30 percent of AMI ("Affordable Housing Requirement"). Sixty percent of

the total Affordable Housing Requirement shall be constructed no later than the completion of Phases I and II construction; and 100 percent of the total Affordable Housing Requirement shall be constructed no later than the completion of Phase III construction. The units constructed to satisfy the Affordable Housing Requirement ("Affordable Units") shall remain reserved for and affordable to households within the income ranges described above for the following periods: 20 years for the for-sale units and 50 years for the rental units. The Applicant shall not be required to provide Affordable Units in the mixed-use hotel/residential building proposed for Parcel 4, the residential building on Parcel 11, or the one market-rate residential building proposed for Phase III.

In addition, the following requirements apply to the Affordable Housing Requirement:

- a. Phase I and Phase II shall include at least 96,000 square of gross floor area devoted to Affordable Units;
 - b. Except for senior housing units and artist housing units, the Affordable Units shall not be over concentrated within a single building; and
 - c. The proportion of studio, efficiency, and one-bedroom Affordable Units to all Affordable Units shall not exceed the proportion of market-rate studio, efficiency, and one-bedroom units to all market-rate units within a mixed income building.
 - d. The Affordable Units shall be of a size equal to the market-rate units, provided that Affordable Units may be the smallest size of each market rate type and have no luxury-scaled unit counterpart.
3. Workforce Housing. The Applicant shall dedicate as workforce housing for households earning up to 120 percent of the gross floor area built over and above a threshold of 500 units for the District-owned properties.
 4. Business Improvement District. The Applicant shall create and provide the initial funding for a new business improvement district or similar entity to manage, operate and maintain the public elements of the PUD, including the parks, open spaces and public marinas. The timeframe for the creation of this entity and the amount of the funding to be provided shall be identified by the Applicant as part of its first Stage 2 PUD application filed for the project.
 5. 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:

- a. Provide \$750,000 to a workforce intermediary program to serve as a clearing house for jobs as a means of matching District residents with training opportunities and a mechanism for ultimately connecting job-ready District residents with new employment at the Southwest Waterfront project;

- b. During construction, 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.

The timeframe for the delivery of the public benefits described in subparagraphs (a) and (b) of this condition shall be identified by the Applicant as part of its first Stage 2 PUD application filed for the project.

6. *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 set aside 20 percent of the retail space for “unique” and/or “local” businesses. For the purposes of this condition, the term “unique” retail business means a retailer owning or operating fewer than eight retail outlets in the aggregate at the time such retailer enters into a retail lease at the project, inclusive of such retail outlet at the project. For the purposes of this condition, the term “local” business means either (i) a retailer that is a Certified Business Enterprise, or (b) a retailer headquartered in the District of Columbia.
7. For each Stage 2 application, the Applicant shall develop guidelines to ensure that the vertical development is designed in accordance with LEED-ND objectives to meet individual certification requirements and to comply with the overall larger framework of LEED-ND criteria. With the exception of the church on Parcel 11, the Applicant shall design each new building or vertical development component of the project to achieve a LEED-NC (new construction) or LEED-CS (core and shell) Silver rating or higher. The Applicant shall also design each building, except for the church on Parcel 11, to meet the LEED stormwater requirements for both quality and quantity in conformance with the certification process sought for each building.
8. During construction of the project, will provide for a live-aboard community at the redeveloped Gangplank Marina for approximately the same number of live-aboard slips as exist as of June 2011 (94 slips), with provisions for retention of existing live-aboard slip holders. The Applicant will also provide for reasonable continuity of existing services and amenities during construction.

C. STAGE 2 SUBMISSION REQUIREMENTS

1. *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.
2. *Affordable Housing*: For each Stage 2 application that includes a residential component, the Applicant shall provide: (i) a breakdown of the square feet of gross floor area to be devoted to Affordable Units, the number of Affordable and Units proposed, the income levels for which those units will be reserved; the proposed location of the units within each mixed-income building; the pricing mechanism used to assure that the units will be affordable to the target households; and (ii) an update on the Applicant's satisfaction of the Affordable Housing Requirement for the project that includes the gross floor area of Affordable Units that has been approved for Phase I and for Phase III, if applicable, and the square feet of gross floor area of such units that have been constructed.
 3. *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 and in Conditions No. B-3 through B-6. 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. In addition, the first Stage 2 PUD application for the project shall provide the additional information required by Conditions Nos. B-4 and B-5.
 4. *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.