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District of Columbia
The Honorable Vincent C. Gray

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Council of the District of Columbia
The Honorable Kwame R. Brown

Executive Director

Marcel C. Acosta

IN REPLY REFER TO:
NCPC File No. Z.C. 11-03

OCT 12 2011

Zoning Commission of the
District of Columbia
2nd Floor, Suite 210
441 4th Street, NW
Washington, D.C. 20001

Members of the Commission:

The National Capital Planning Commission, at its October 6, 2011 meeting,
approved the enclosed action on the First Stage Planned Unit Development and
related map amendment for development of the Southwest Waterfront. The
Staff Recommendation for the project is also enclosed.

Sincerely,

Marcel C. Acosta
Executive Director

Enclosures

cc: Harriet Tregoning, Director, District of Columbia Office of Planning
Anthony Hood, Chairman, Zoning Commission

ZONING COMMISSION
District of Columbia

CASE NO. 11-03
EXHIBIT NO. 116

COMMISSION ACTION

NCPC File No. Z.C. 11-03



**FIRST STAGE PLANNED UNIT DEVELOPMENT AND RELATED MAP
AMENDMENT AT SQUARES 390, 391, 471W, 472, 472W, and 503
(HOFFMAN-STRUEVER WATERFRONT, LLC)
SOUTHWEST WATERFRONT**

Southwest
Washington, DC

Referred by the Zoning Commission of the District of Columbia

October 6, 2011

Commission Action Requested

Approval of comments to the Zoning Commission of the District of Columbia pursuant to 40 U.S.C § 8724(a) and D.C. Code § 2-1006(a).

Commission Action

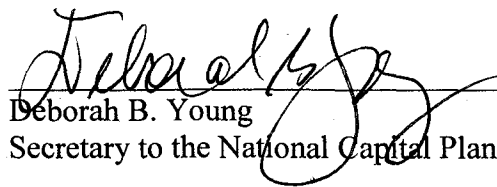
The Commission:

Comments favorably on the Southwest Waterfront First Stage Planned Unit Development which identifies building massing, land uses, open space development, waterfront development and improvements as well as a related map amendment to allow it to be developed under the C-3-C, W-1 and R-5-B zoning districts.

Notes that since the Water Street, SW closure was approved by the Commission in November 2010, the District of Columbia and the developer have been working with NCPC staff on strengthening the physical and visual connections to the Banneker Overlook with the developer committing to the following improvements: increasing the width of the Market Square to 100 feet; proposing an 80-foot wide opening between the residential towers that sit atop the entertainment venue at the end of the 10th Street, SW to allow the opportunity for a future museum to establish an elevated axial view to the waterfront; and constructing a pedestrian connection from Banneker Overlook to Maine Avenue, SW.

Notes that overhead wires for the future streetcar lines are not being proposed along this portion of Maine Avenue, SW or along the Wharf.

Encourages the developer to meet with the National Park Service (NPS) regarding strengthening connections to all of the NPS properties that are nearby this project.



Deborah B. Young
Secretary to the National Capital Planning Commission

STAFF RECOMMENDATION



NCPC File No. ZC 11-03

**FIRST STAGE PLANNED UNIT DEVELOPMENT AND RELATED MAP
AMENDMENT AT SQUARES 390, 391, 471W, 472, 472W, AND 503
(HOFFMAN-STRUEVER WATERFRONT, LLC)
SOUTHWEST WATERFRONT**

Southwest
Washington, DC

Referred by the Zoning Commission of the District of Columbia

September 29, 2011

Abstract

The Zoning Commission has referred a First Stage Planned Unit Development (PUD) and related map amendment that will redevelop the entire Southwest Waterfront into a mixed-use development along Maine Avenue, SW. This development will cover 26.6 acres and consist of 3.165 million square feet of development; has a maximum height of 130 feet; includes 15 acres of parks, public spaces and publicly-accessible marinas and transportation elements such as streetcar tracks, roadway improvements and bicycle amenities. The related map amendment will allow for the development to be constructed using the C-3-C, R-5-B and W-1 zoning districts.

Commission Action Requested by Applicant

Approval of comments to the Zoning Commission of the District of Columbia pursuant to 40 U.S.C § 8724(a) and D.C. Code § 2-1006(a).

Executive Director's Recommendation

The Commission:

Comments favorably on the Southwest Waterfront First Stage Planned Unit Development which identifies building massing, land uses, open space development, waterfront development

and improvements as well as a related map amendment to allow it to be developed under the C-3-C, W-1 and R-5-B zoning districts.

Notes that since the Water Street, SW closure was approved by the Commission in November 2010, the District of Columbia and the developer have been working with NCPC staff on strengthening the physical and visual connections to the Banneker Overlook with the developer committing to the following improvements: increasing the width of the Market Square to 100 feet; proposing an 80-foot wide opening between the residential towers that sit atop the entertainment venue at the end of the 10th Street, SW to allow the opportunity for a future museum to establish an elevated axial view to the waterfront; and constructing a pedestrian connection from Banneker Overlook to Maine Avenue, SW.

Notes that overhead wires for the future streetcar lines are not being proposed along this portion of Maine Avenue, SW or along the Wharf.

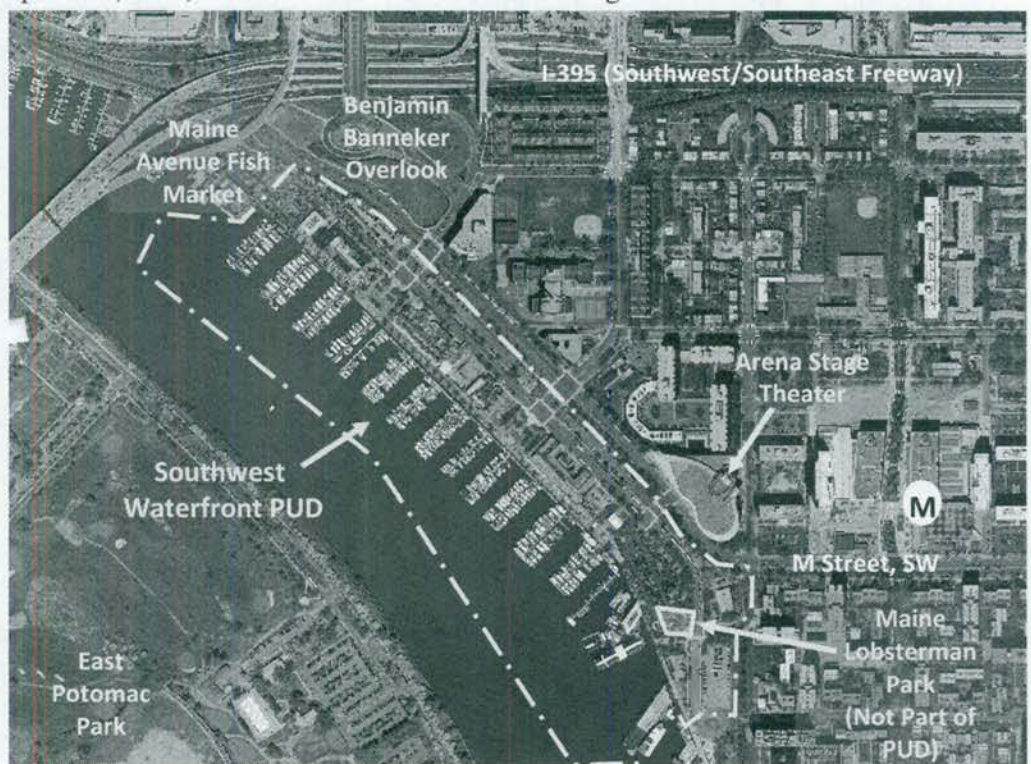
Encourages the developer to meet with the National Park Service (NPS) regarding strengthening connections to all of the NPS properties that are nearby this project.

* * *

BACKGROUND

Site

This planned unit development (PUD) will be located on land abutting the northeastern shore of the Washington Channel. The property is bound by Maine Avenue, SW to the north and extends in a northwesterly direction from N Street, SW to the I-395 overpass. Currently, the existing use consists of low-density development including restaurants, a hotel, a church and maritime-related uses. In addition, several existing hardscape plazas



separate these uses. The marinas located here serve both small sailing vessels and some larger boats and these will be replaced with new marinas as part of this project. In addition, an existing houseboat community is being incorporated into the new development.

Land uses in the community around this planned unit development include low- and mid-rise residential, religious, cultural and commercial uses. The Maine Avenue Fish Market is located just west of the development. The newly renovated Arena Stage Theater is located north of this project across Maine Avenue, SW and west of 6th Street, SW. St. Augustine's Episcopal Church is located within the project area and will be incorporated into the new development.

In addition, the National Park Service manages several properties in the vicinity of the development including: Benjamin Banneker Overlook, Maine Lobsterman Park, and the Women's Titanic Memorial. While the Maine Lobsterman Park is surrounded by the project it is not part of the PUD. East Potomac Park is across the Washington Channel to the south.

Southwest Waterfront Development – Recent History

PN Hoffman and Struever Brothers Eccles & Rouse jointly submitted a development proposal to the District of Columbia for this area under the name Hoffman-Struever Waterfront, LLC. This joint development team was selected by the District of Columbia's Office of the Deputy Mayor for Planning and Economic Development in 2006. The Council of the District of Columbia approved Hoffman-Struever Waterfront as the developer for the Southwest Waterfront in July 2008 and the final Amended and Revised Land Disposition Agreement (LDA) was signed in May 2009. In May 2010 Madison Marquette became a major partner for the development, therefore this developer is referred to as either the Hoffman-Madison Waterfront or Hoffman-Struever Waterfront, LLC.

The LDA includes a provision requiring the closure of a portion of Water Street, SW to enable this waterfront development to occur. NCPC approved the closure of Water Street, SW at its November 2010 meeting and included the following recommendation in the Commission Action:

-that the District of Columbia continue working with NCPC staff to address the Southwest Ecodistrict Task Force's September 29, 2010 comments on the Southwest Waterfront plan regarding the maintenance of reciprocal views and the need to strengthen pedestrian connections between the Southwest Waterfront and the 10th Street corridor.

The closure of this portion of Water Street, SW was approved by the DC Council of the District of Columbia in April 2011 and the legislation authorizing the closure was transmitted to the United States Congress on July 8, 2011. Congressional approval of this street closure is currently pending.

PROPOSAL

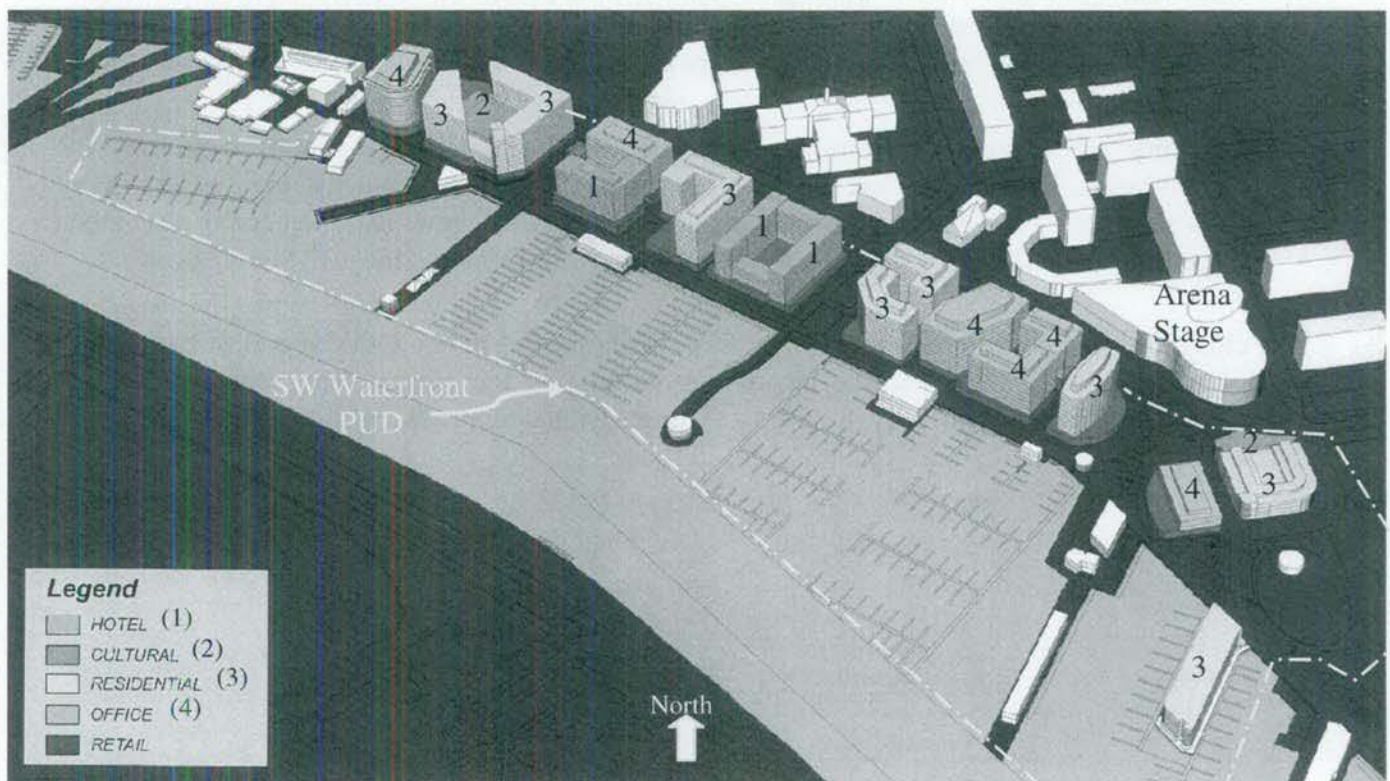
Site Development

This 26.6 acre, multi-phased project will consist of 3.165 million gross square feet (GSF) of mixed-use development contained on 11 parcels. This project includes 1,200 residential units; at least 400,000 GSF of office space; 625 hotel rooms; 200,000 GSF of retail; 100,000 GSF of cultural activities; 25,000 GSF of marine uses and 15 acres of parks, and open spaces. In addition, the developer is requesting that the project be developed under the C-3-C, R-5-B and W-1 zoning districts.

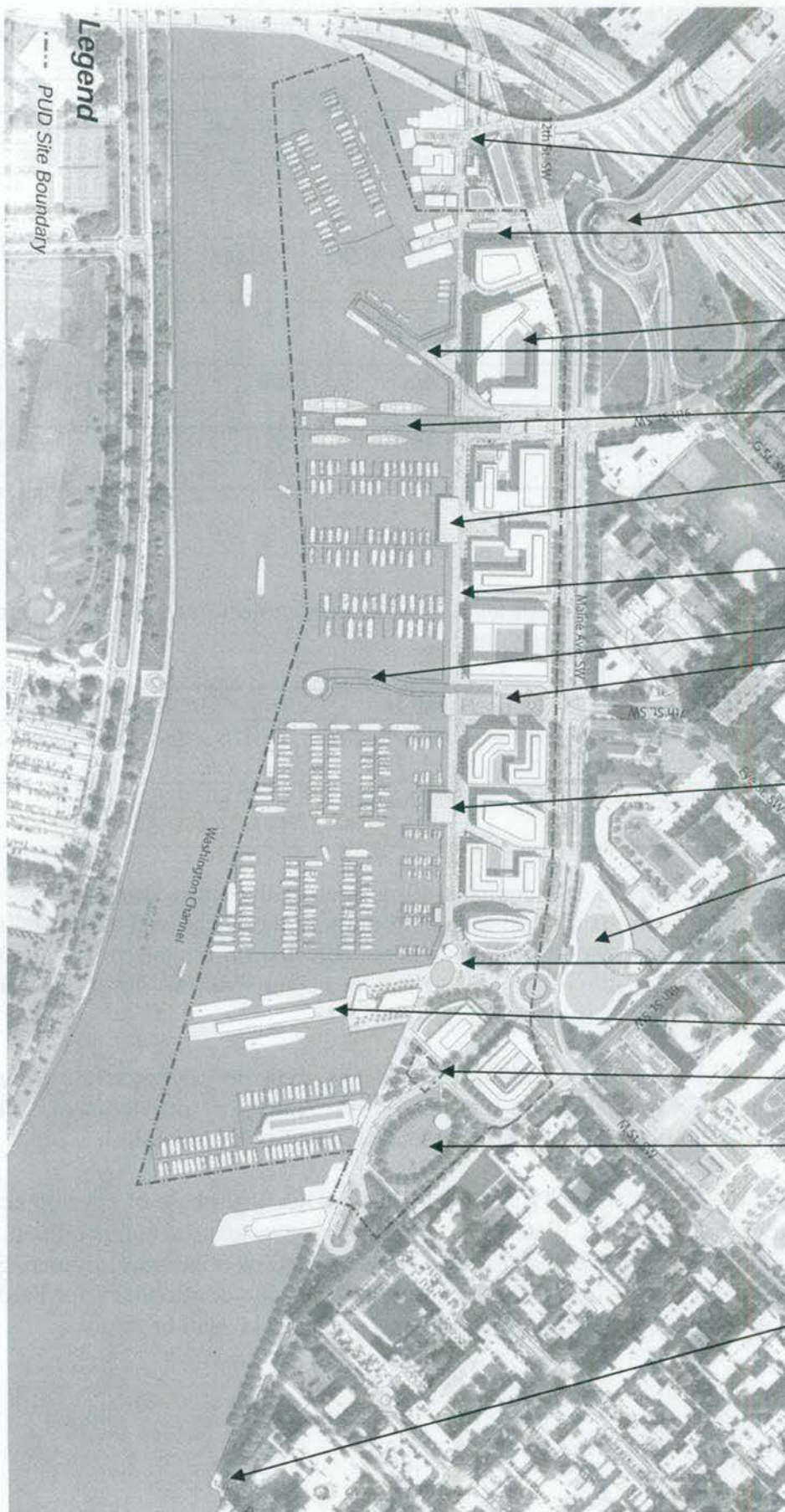
Land parcels as well as the proposed improvements to the marinas are included in this development proposal. The land development consists of 11 parcels of land with the nine northernmost reaching 130 feet in height and two parcels (Parcels 10 and 11) on the southern portion of the site being 60 and 57 feet in height. Each of the nine northern parcels will include buildings with a broad base two to five stories in height. The proposed decrease in building heights along the southern portion of the site is to allow a transition to the established mid-rise residential community to the east of the development. Pier 4, a waterside portion of the development, will include a residential building 60 feet in height.

The Southwest Waterfront PUD Building Massing and Land Use Plan on this page and Illustrative Plan on the following page provide a conceptual view of this development once completed. All of the buildings included here, including the buildings on the water, will be further refined as part of the design process and included in the Second Stage PUD submittals in the future.

Southwest Waterfront PUD – Building Massing and Land Use Plan



SOUTHWEST WATERFRONT PUD - ILLUSTRATIVE PLAN



Legend

--- PUD Site Boundary

Important Locations

- Maine Avenue Fish Market
- Benjamin Banneker Overlook
- Market Square and Pier
- Proposed 4,000- seat theater
- Transit Pier
- City Pier
- Capitol Yacht Club Marina
- The Wharf (along the waterfront)
- 7th Street Pier
- 7th Street Park
- Gangplank Marina
- Arena Stage Theater
- M Street Landing
- Commercial Pier
- Maine Lobsterman Park
- Waterfront Park
- Women's Titanic Memorial

Development Summary Table

| | Allowed | Proposed | | | |
|------------------------------------|------------------------------------|-------------------------------|--------------|--------------|----------------------|
| | W-1 | W-1 | C-3-C | R-5-B | Total |
| Site Area (GSF) | 991,113 | 222,854 | 651,318 | 56,941 | 991,113 GSF |
| FAR | 2.5 – Resident 1.0 - Other | 3.0 – Resident 1.0 - Other | 8.0 | 3.0 | 3.19 |
| Building Area (GSF) | 2,477,782 (Res) 991,113 (Other) | 65,000 | 2,980,000 | 120,000 | 3,165,000 GSF |
| Parking Spaces | 2,833 | 146 | 2,336 | 155 | 2,100-2,650 spaces |
| Bicycle Parking and Storage | n/a | n/a | n/a | n/a | 1,500-2,200 bicycles |
| Building Height (feet) | 45 | 60 | 130 | 57 | 57 feet - 130 feet |

Phasing

The Hoffman-Madison development team proposes to construct the project in three phases over the next few years. The proposed phasing is as follows:

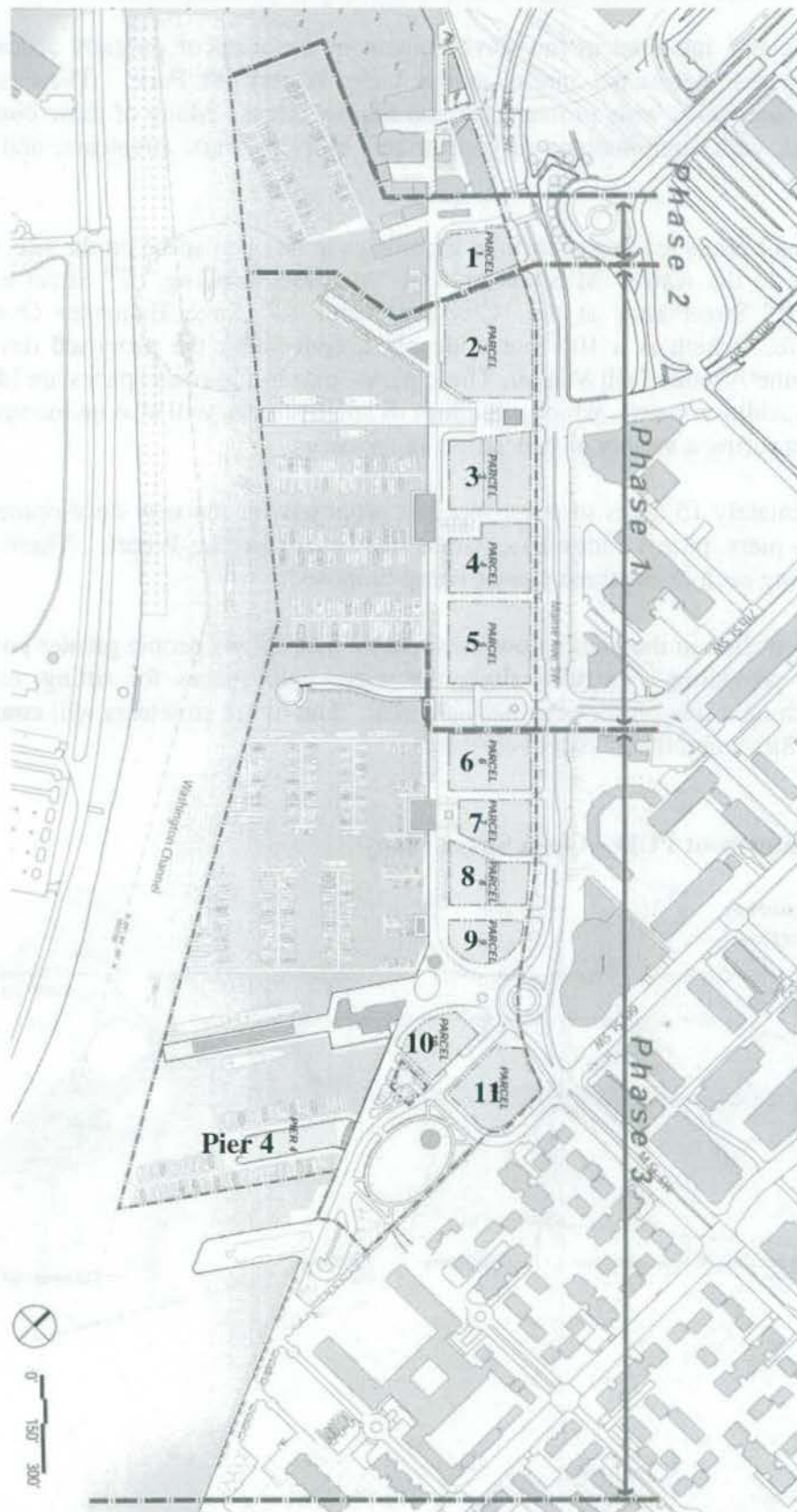
| | Phase I | Phase II | Phase III |
|--|----------------------|-----------------------|-----------------------|
| Submit 2nd Stage PUD | 2012 - First Quarter | 2014 – Second Quarter | 2016 – Second Quarter |
| Start Construction | 2013 - First Quarter | 2016 – First Quarter | 2018 – First Quarter |

Phase I includes Parcels 2, 3, 4, and 5 and contains 40 percent of the entire development, in terms of FAR. Included in this phase is a 4,000 seat multi-purpose theater as well as residential uses, office space and hotels. Each of these buildings will contain first floor retail, providing for lively, active streets. These buildings will all be 130 feet in height with the towers on each parcel connected by a large base, two to five floors in height.

Phase II includes only Parcel 1 and this building will be the transition between the Maine Avenue Fish Market to the northwest and the rest of the SW Waterfront development. The building will be 130 feet in height, with a two to four floor base and first floor retail.

Phase III includes Parcels 6, 7, 8, 9, 10 and 11 as well as Pier 4. This final phase of development will be the transition from the Southwest Waterfront to the existing residential neighborhood to the east. Included in this phase are office and residential use as well as a cultural resource, St. Augustine's Episcopal Church. The church will be incorporated into the development for Parcel 11. The first floor of all of the buildings being proposed, except Parcel 11, will be retail.

SOUTHWEST WATERFRONT PUD – PHASING PLAN



Open Space

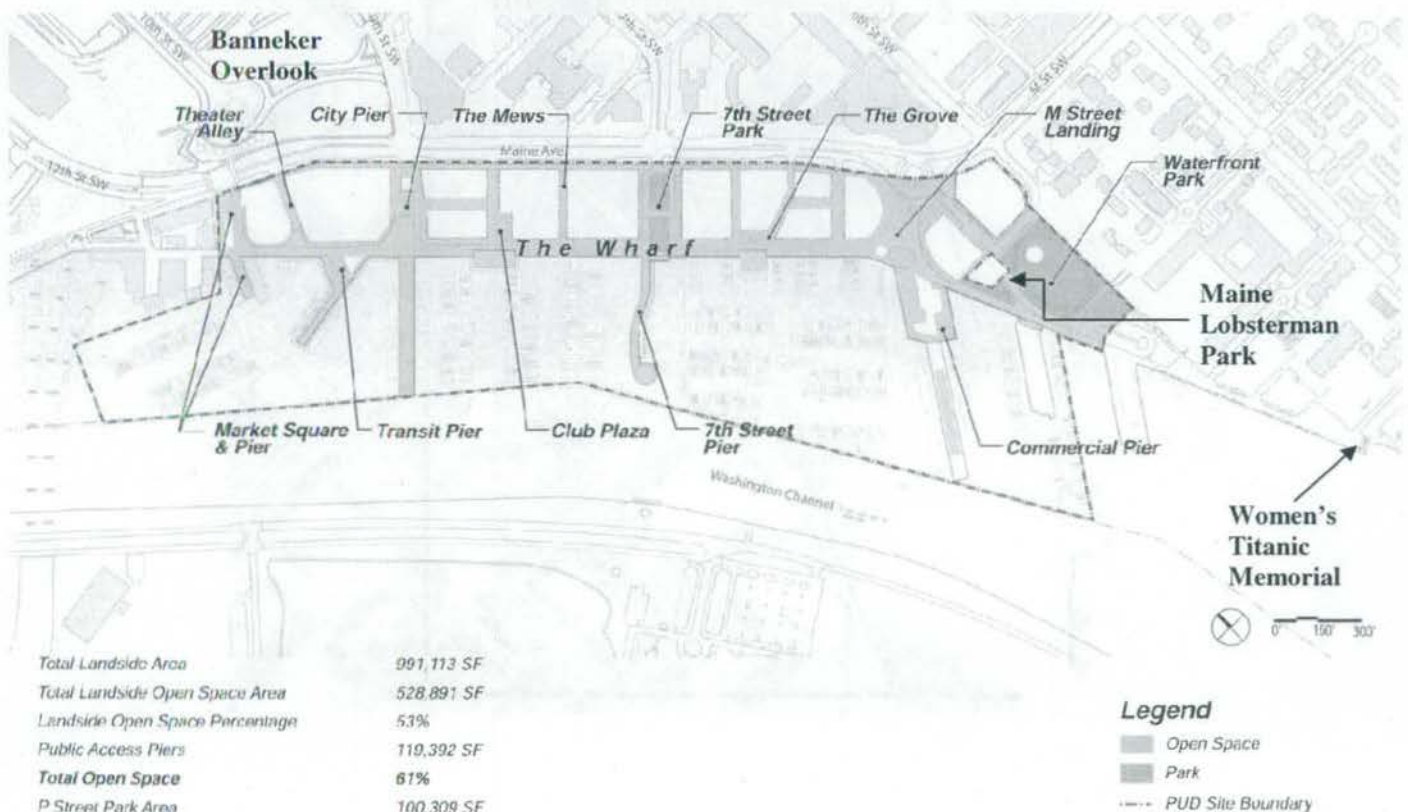
Public space is also included in this development in the form of publicly accessible docks, a wharf, small parks, hardscape plazas and a large Waterfront Park. These spaces will be connected via sidewalks, wide promenades and narrow alleys. Many of these connecting routes are multimodal, with combinations of pedestrians, bicycles, cars, streetcars, and buses sharing the same space.

Each of the major roads leading to the site terminates in an open space on the site, which helps to preserve views to the water. M Street ends at "M Street Landing," 7th Street ends at the "7th Street Park," 9th Street ends at the "City Pier" and 10th Street/Banneker Overlook ends at "Market Square," which is a 100-foot wide plaza connecting the proposed development to a redesigned Maine Avenue Fish Market. These parks, plazas and open spaces are identified on the plan below. In addition mews, which are alleys or small streets, will also be incorporated into the development ensuring a variety of pedestrian experiences.

In all, approximately 15 acres of open space is proposed for the new development. This open space includes piers, plazas, sidewalks, parks, sidewalks and The Wharf. These spaces will be developed during each of the three phases being proposed.

The Wharf, identified in the plan below, is a feature that allows people greater connection to the waterfront by providing a corridor along the water with spaces for sitting, eating, walking, biking, or catching a ride on the proposed streetcar. The future streetcars will connect the Wharf to both the M Street and the 7th Street corridors.

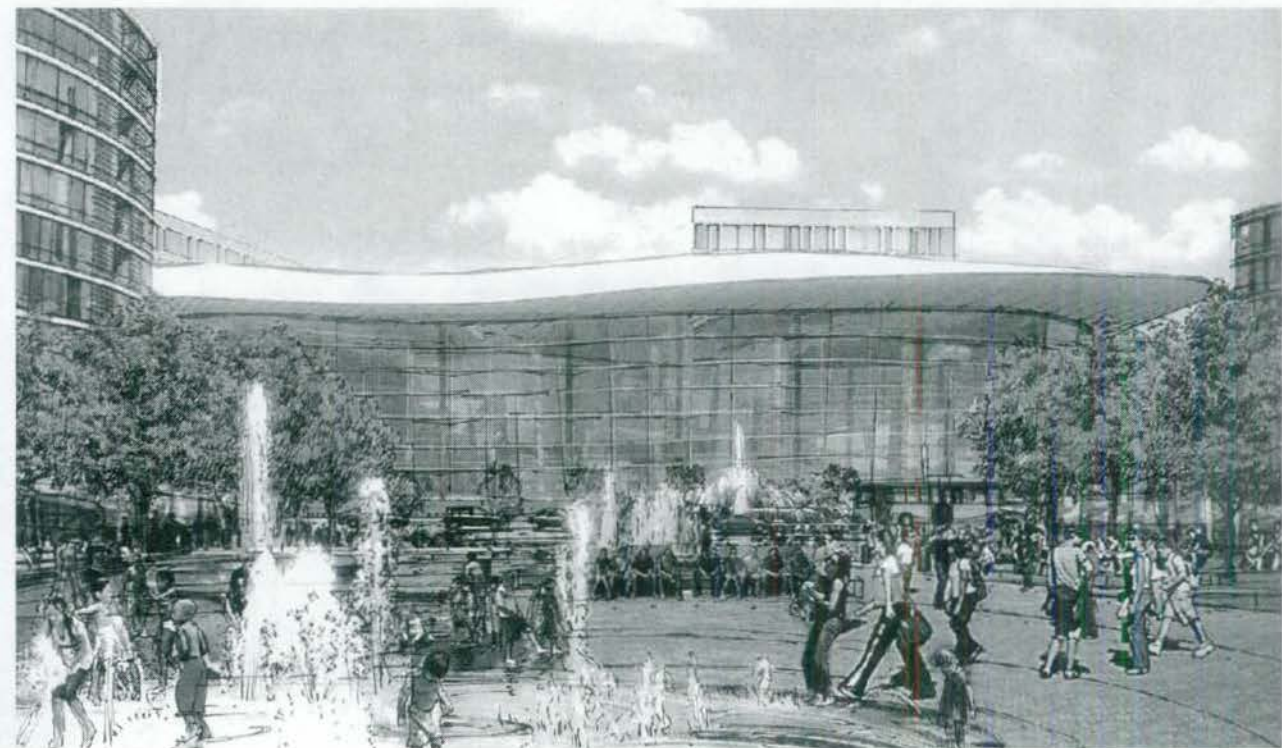
Southwest Waterfront PUD – Open Space Plan



Southwest Waterfront PUD – View looking south from Banneker Overlook towards Market Square [NOTE: Maine Avenue Fish Market, the 3-story building in the center of this image, is not part of this PUD. A marquee sign was originally included on the roof of this building, but through staff consultation has been removed.]



Southwest Waterfront PUD – M Street Landing Perspective looking towards Arena Stage



Transportation

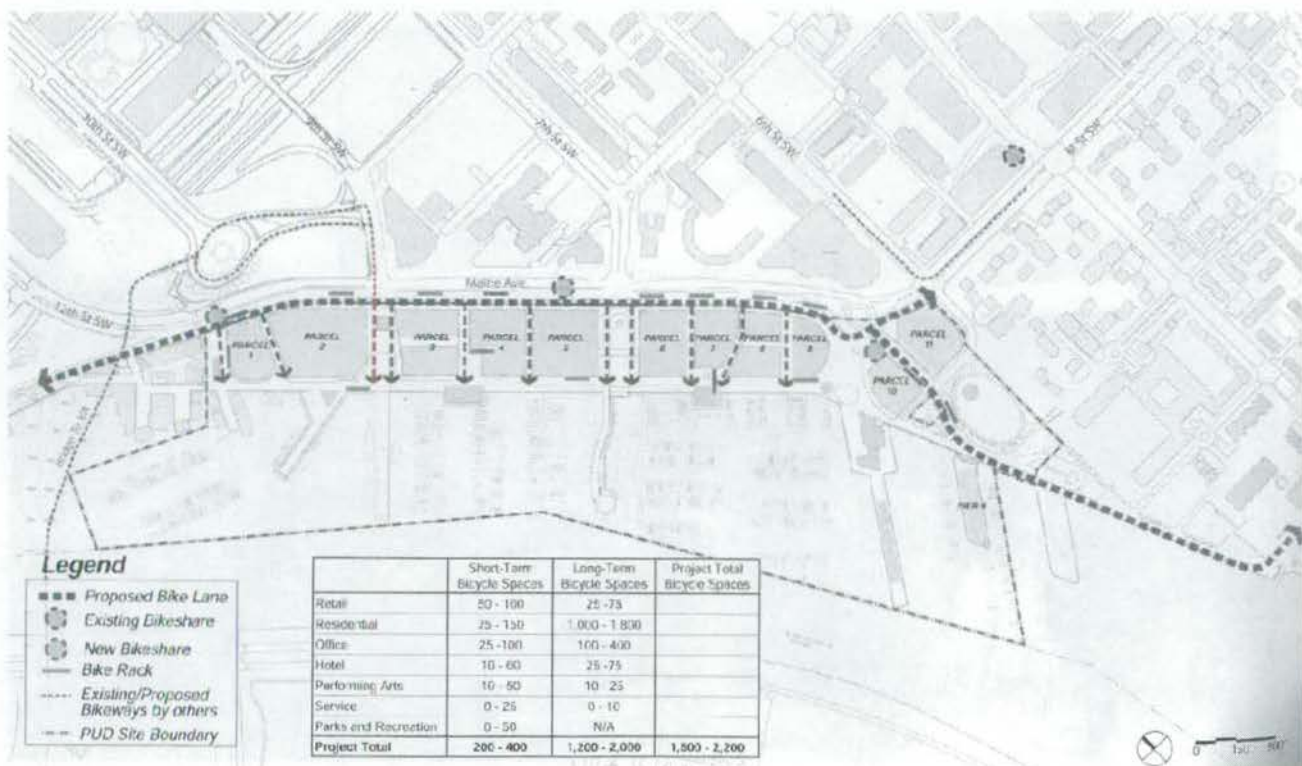
The developer is also proposing some transportation improvements along with the development. These improvements include:

- Reconstructing a portion of Maine Avenue, SW and making the sidewalks wider and more pedestrian friendly.
- Installing tracks for the proposed streetcar lines along Maine Avenue, SW and the Wharf.
- Including bicycle lanes and bicycle parking and storage (1,500-2,200 bicycles).
- Building underground parking garages (2,100-2,650 spaces).
- Reconstructing new marinas with 454-574 slips.
- Allowing space for water taxi stops on the public piers.
- Incorporating a bus drop off area.
- Developing a new roundabout at the intersection of Maine Avenue and M Street, SW.

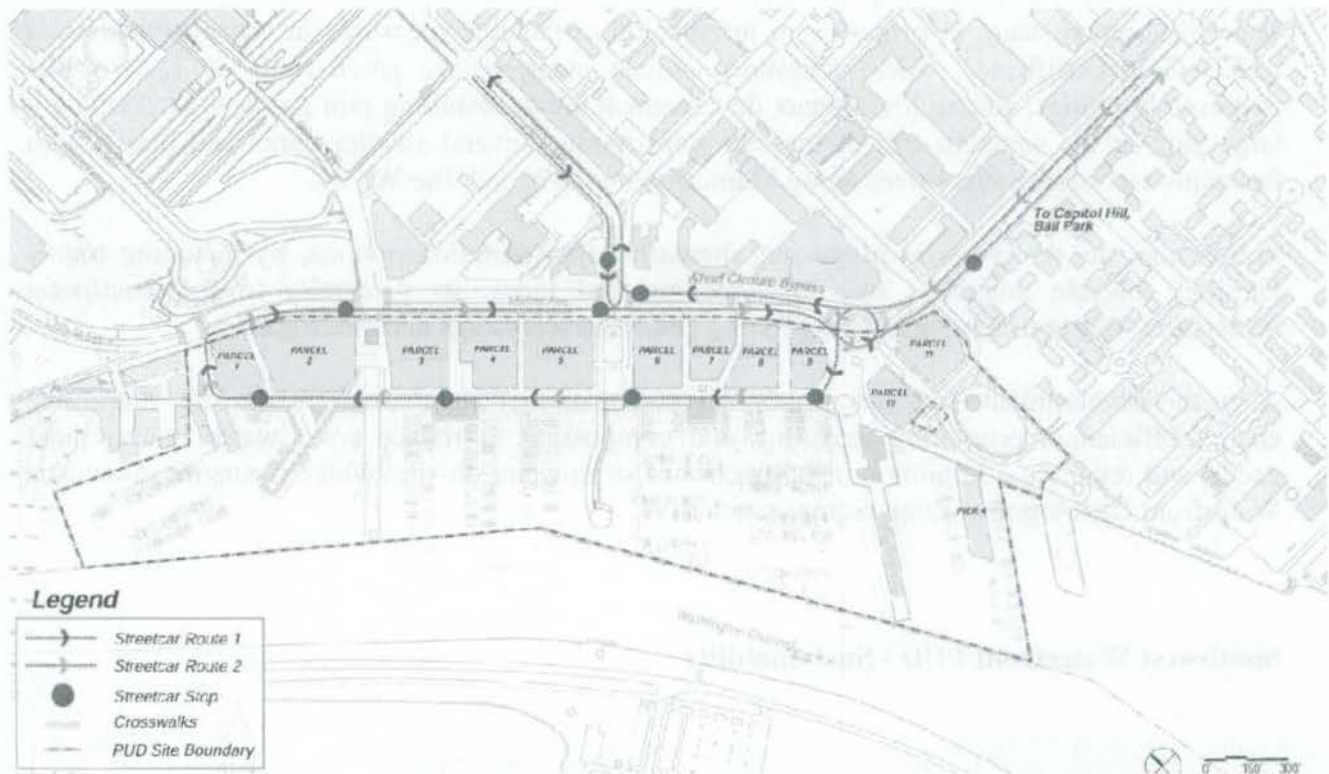
These transportation improvements will be phased in along with the specific phases of the development. While the streetcar tracks will be installed along the portion of Maine Avenue adjacent to the development area, the streetcar service itself is being planned and implemented by the District Department of Transportation. The proposed streetcars will loop around the development from M Street to the Wharf, along the Waterfront, to Maine Avenue, SW in a clockwise fashion and leave the site after making several stops.

Bicycle amenities include parking for 200-400 bicycles, storage of 1,200-2,200 bicycles and bicycle lanes along Maine Avenue, SW which connect to the Anacostia Riverwalk. There will also be bike lanes and connections along Maine Avenue, SW to provide greater opportunities to link to the nearby trails and bicycle lanes.

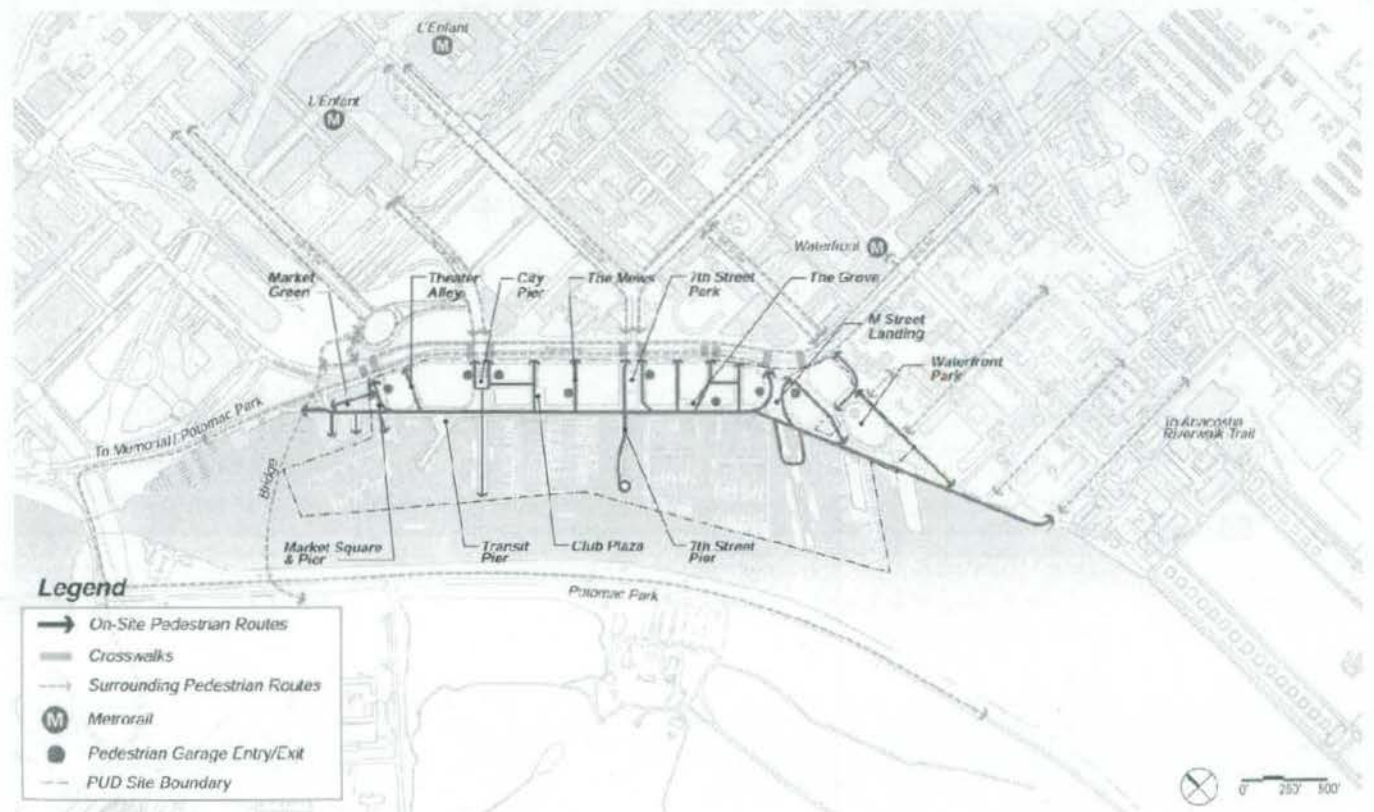
Southwest Waterfront PUD – Transportation Plan, Future Bicycle Routes and Amenities



Southwest Waterfront PUD – Transportation Plan, Future Streetcar Routes and Stops



Southwest Waterfront PUD – Transportation Plan, Pedestrian Access



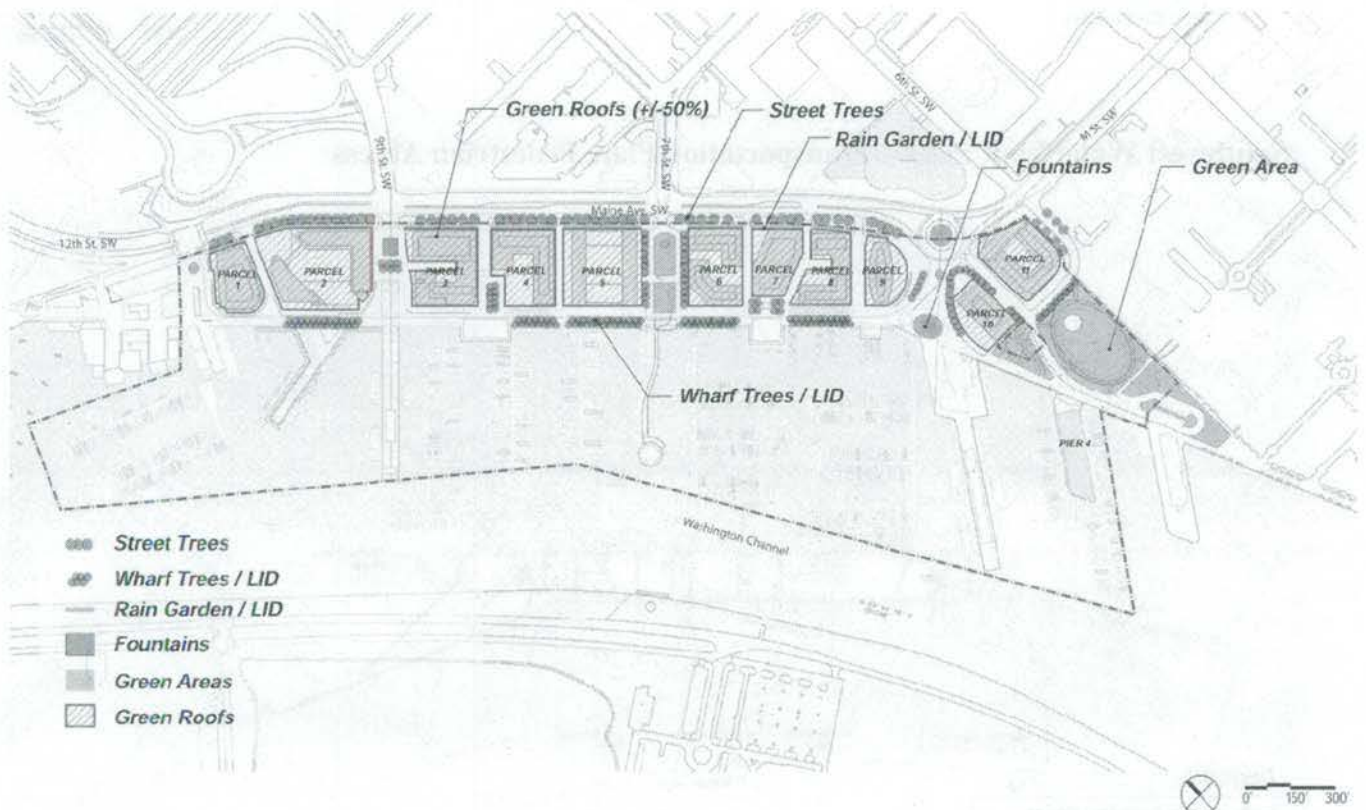
Sustainability

The development team is proposing a number of sustainable measures in order to achieve a LEED Gold certificate. These measures include incorporating green roofs on each of the proposed buildings, adding low impact development areas, installing rain gardens, developing a large park at the southern end of the site, constructing several smaller parks and plazas with fountains and adding street trees along Maine Avenue, SW and The Wharf.

In addition, the developer is proposing alternative transportation options, by including transit facilities, bicycle amenities like bike parking and lanes, its proximity to the Southwest Waterfront Metrorail Station, and improving pedestrian crossings and sidewalks.

Also, the development team has proposed reducing indoor water usage at the site, improving energy efficiency, promoting recycling and composting to reduce solid waste management needs, and retaining a minimum of 0.8 inches of stormwater on-site, which meets the Anacostia Waterfront Development Zone requirement.

Southwest Waterfront PUD - Sustainability



PROJECT ANALYSIS

Overall staff finds that the Hoffman-Madison team has developed a complex, multi-phased project that balances the federal and local interest in a thoughtful manner. The federal interests are the preservation of important views along 10th Street and Maine Avenue, SW maintaining access to federal land and conformance with the Height of Buildings Act of 1910, as amended.

Staff appreciates the development team's willingness to coordinate over the past few years to address the issues first raised during the Southwest Ecodistrict Task Force meeting process and subsequently included in the November 2010 Commission Action for the Water Street, SW street closure request. The issues raised were based on the federal interests identified in the 2009 Monumental Core Framework Plan to:

- Maintain important long views down river from the [Banneker] Overlook.
- Ensure reciprocal views between the Overlook, the waterfront, nearby memorial and parks.
- Strengthen the gateway features of the Overlook.
- Accommodate universal pedestrian and bicycle access between the elevated Overlook, Maine Avenue, and the waterfront.

The proposal addresses these issues by redesigning and increasing the width of the Market Square area; reorienting proposed buildings along the 10th Street, SW axis to open up a potential view; planning for a strong connection between the Overlook and the Market Square and not proposing overhead streetcar wires along Maine Avenue, SW or the Wharf. Therefore the staff recommends that the Commission **comment favorably on the Southwest Waterfront First Stage Planned Unit Development which identifies building massing, land uses, open space development, waterfront development and improvements as well as a related map amendment to allow it to be developed under the C-3-C, W-1 and R-5-B zoning districts.**

Water Street, SW Street Closing – Commission Action (November 2010)

The Commission approved the closure of Water Street, SW and the November 2010 Commission Action included the following recommendation on views:

- ...that the District of Columbia continue working with NCPC staff to address the Southwest Ecodistrict Task Force's September 29, 2010 comments on the Southwest Waterfront plan regarding the maintenance of reciprocal views and the need to strengthen pedestrian connections between the Southwest Waterfront and the 10th Street corridor.

This recommendation was based on policies contained in the Comprehensive Plan, Monumental Core Framework Plan and the planning process associated with the Southwest Ecodistrict Task Force.

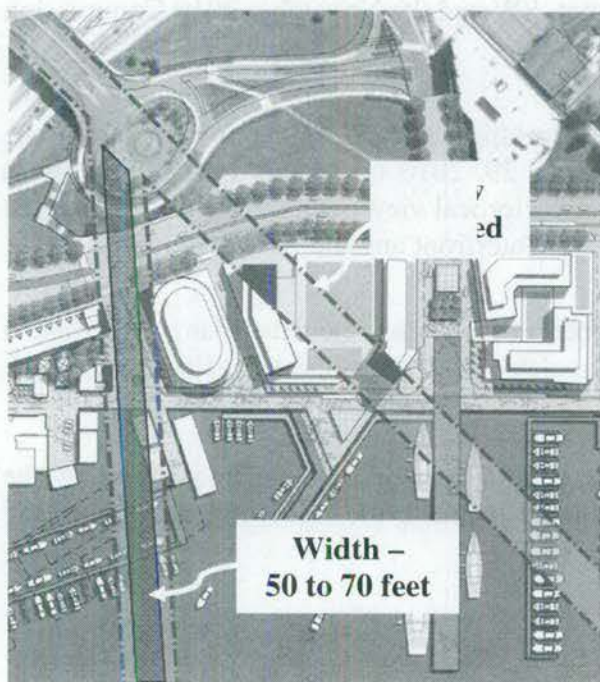
Since the November 2010 Commission meeting, staff has worked cooperatively with the Hoffman-Madison development team which has agreed to make the following changes to the design:

- Increasing the Market Square area from 50 feet to 100 feet which opens up long views from the Banneker Overlook.
- Reorienting buildings along the 10th Street, SW axis to provide a possible 80-foot wide view corridor for a future museum;

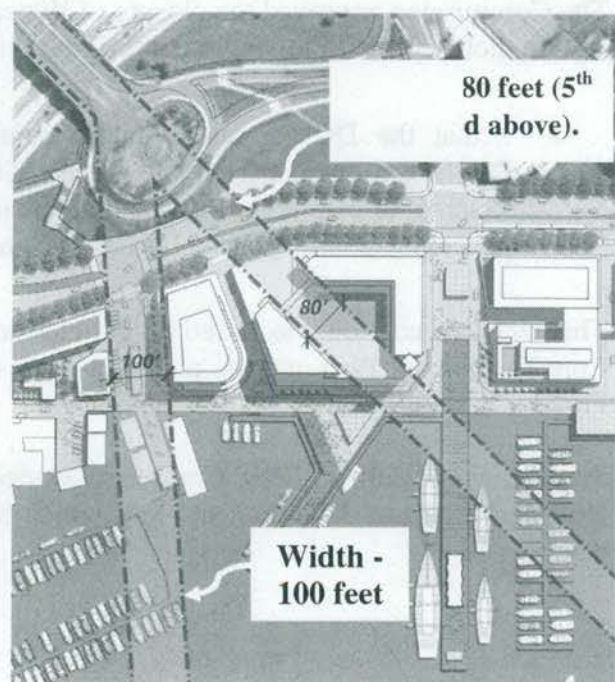


Perspective Rendering from Banneker Overlook towards Market Square (NOTE: The Fish Market, which is the 3-4 story building in the center of this image, is not included in the PUD. A marquee sign once proposed on the roof of the Fish Market building has been removed.)

Plan detail of the PUD design in November 2010 (left) and the current plan (right) with the buildings reoriented



PREVIOUS PLAN



CURRENT PLAN

Shown below is a plan for a temporary connection between Banneker Overlook and the Market Square in the short term. The Land Development Agreement between the City and the developer requires the developer to work with the National Park Service to design and construct a permanent pedestrian connection to Banneker Overlook. To help facilitate compliance with this requirement and implement short term recommendation of the Southwest Ecodistrict Task Force, NCPC, NPS and the developer are partnering to develop a concept design for this important connection. This work will commence in the first quarter of 2012.



Concept stair design connecting Banneker Overlook to Market Square

To further strengthen this pedestrian friendly-connection, Market Square is being designed to allow limited vehicular circulation. Loading operations and parking garage entrances are being accommodated in alley ways between other buildings in the development. Removing the loading and parking garage entrances that were originally proposed for this area will improve the function and use of this public space for bicyclists and pedestrians. Also, within this area, the developer is proposing a maximum one-story, translucent pavilion perpendicular to the water. This pavilion will help activate the space and improve east-west connectivity between the Market Square office building and the adjacent Maine Avenue Fish Market, which is not part of this PUD, while accommodating views from Banneker Overlook.



Southwest Waterfront PUD – Market Square Plan Detail

The Maine Avenue Fish Market, which is west of this proposed PUD but not included in it, is connected to the development via Market Square. Through staff consultation, the developer has eliminated a marquee sign on the roof of the Fish Market building that would have negatively impeded views to a future museum or memorial at the Banneker Park/ Overlook site.

Regarding streetcar connections, two future streetcar lines are planned to connect to the Southwest Waterfront along both M and 7th Streets, SW. While the development team is installing streetcar tracks as part of its public amenity package it is not proposing to include overhead streetcar wires along Maine Avenue, SW or along The Wharf.

Staff appreciates the development team's response to the issues raised in both the November 2010 Commission Action and the Southwest Ecodistrict's planning process as these changes will improve connectivity, both physically and visually, of the proposed development to the existing urban fabric.

National Park Service

The National Park Service manages several parks in and around this area including Maine Lobsterman Park, Women's Titanic Memorial, and the Banneker Overlook. Maintaining public access is important because these are federal lands. Improving the connection to the waterfront from Banneker Overlook is also important because in the future 10th Street, SW will be the main pedestrian route between the National Mall and this development. Staff understands that the development team has met with NPS to discuss property concerns in the past, however there needs to be subsequent discussions to determine how these important connections and parklands will be maintained. Therefore staff would **encourage the developer to meet with the National Park Service (NPS) regarding strengthening connections to all of the NPS properties that are nearby this project.**

Height of Buildings Act of 1910

Staff finds that the project is in conformance with the Height of Buildings Act of 1910 as Maine Avenue, SW is a 110 foot right-of-way which will allow a maximum building height of 130 feet. Staff notes that since the proposed buildings are being built to the maximum allowable height under the Height Act that all penthouses will need to be setback from all exterior walls at a one-to-one ratio as required by the Height Act. Finally, staff is also supportive of the decision to "step down" the building heights to the east to be more compatible with the existing mid-rise residential buildings near that end of the development site.

COORDINATION

Commission of Fine Arts

The Commission of Fine Arts also reviewed the Southwest Waterfront development in November 2010 and generally supported the development of a new vibrant neighborhood on the waterfront and suggested that the development team "...consider carefully the physical and visual linkages between [the 10th Street] corridor and the proposed waterfront development, and advocated maximizing the breadth of views from the overlook to toward the open water of the Channel." In addition CFA raised issues of porosity of the development by creating smaller blocks and plazas, increasing the public esplanade along the water, and continuing to study the site's vehicular circulation.