

**GOVERNMENT OF THE DISTRICT OF COLUMBIA
Zoning Commission**



**GOVERNMENT OF THE DISTRICT OF COLUMBIA
ZONING COMMISSION FOR THE DISTRICT OF COLUMBIA
ZONING COMMISSION ORDER NO. 07-13D
Z.C. Case No. 07-13D
TR SW 2, LLC
(Modification of an Approved Planned Unit Development
@ Square 643-S, Lot 801)
March 10, 2014**

Pursuant to notice, the Zoning Commission for the District of Columbia (“Commission”) held a public hearing on December 2, 2013, to consider an application to modify an approved planned unit development (“PUD”) filed by TR SW 2 LLC (“Applicant”). The Commission considered the application pursuant to Chapters 24 and 30 of the District of Columbia Zoning Regulations, Title 11 of the District of Columbia Municipal Regulations (“DCMR”). The public hearing was conducted in accordance with the provisions of 11 DCMR § 3022. For the reasons stated below, the Commission hereby approves the application.

FINDINGS OF FACT

The Applications, Parties, and Hearings

1. On May 31, 2013, the Applicant filed an application with the Commission for approval of modifications to a PUD approved pursuant to Z.C. Case No. 07-13. The original order, dated January 14, 2008, and effective March 21, 2008, approved the redevelopment of the former Randall Junior High School as a new campus for the Corcoran College of Art and Design and a new residential building. The PUD site was rezoned from the R-4 to the C-3-C Zone District in conjunction with the PUD.
2. The approved PUD is located at 65 I Street, S.W. (Square 643-S, Lot 801) (“Subject Property”), and has a land area of approximately 115,724 square feet and is bounded by I Street on the south, former First Street on the west, partially closed H Street on the north, and former Half Street on the east, in southwest Washington, D.C. The Subject Property is presently improved with the former Randall Junior High School, an historic landmark listed in the D.C. Inventory of Historic Places. TR SW 2, LLC is the contract purchaser of the Subject Property, which is owned by the Trustees of the Corcoran Gallery of Art.
3. Z.C. Order No. 07-13 authorized the construction of a mixed-use building with approximately 76,043 square feet devoted to exhibition, studio, and classroom space for the Corcoran College of Art and Design, and another 423,800 square feet of residential

space with approximately 440 to 490 residential units. Twenty percent of the gross floor area devoted to residential use was set aside for households earning no more than 80% of the area mean income ("AMI"). The project also included on-site, below grade parking for 390 to 470 vehicles. The overall density approved for the project is 4.32 floor area ratio ("FAR"), with an overall height of 100 feet for the residential portion of the building. The approved PUD incorporated into its design the historically significant elements of the Randall School complex fronting on I Street. The existing Randall School and the new residential construction are considered a single building for zoning purposes.

4. Pursuant to Z.C. Order No. 07-13A, dated June 9, 2008, and effective September 26, 2008, the Commission approved a minor modification to the PUD to allow construction of the project in phases. The modification order did not alter the expiration date of the original PUD order.
5. Pursuant to Z.C. Order No. 07-13B, dated February 10, 2010, and effective March 17, 2010, the Commission granted a two-year extension such that a building permit application for the approved PUD would need to be filed no later than March 21, 2012, and construction would need to commence no later than March 21, 2013.
6. Pursuant to Z.C. Order No. 07-13C, dated May 14, 2012, and effective March 19, 2010, the Commission granted another two-year extension such that a building permit application for the approved PUD would need to be filed no later than March 21, 2014, and construction would need to commence no later than March 21, 2015.
7. Pursuant to Z.C. Order No. 07-13E, dated March 10, 2014, and effective May 9, 2014, the Commission granted another extension for the limited purposes of maintaining the original PUD in effect until this Order became effective. This Order establishes a new expiration date for the modified PUD approved herein.
8. The Applicant now seeks approval to: (i) fully redesign the envelope of the residential portion of the building; (ii) change the project's art component by replacing the Corcoran College of Art and Design with a new museum of contemporary art; (iii) reallocate the approved density of 4.32 FAR such that approximately 443,843 square feet of gross floor area will be devoted to residential uses and 56,010 square feet of gross floor area devoted to non-residential uses; (iv) increase the height of the residential portion of the building from 100 feet to 110 feet; (v) provide approximately 290-370 vehicle parking spaces located on two levels of on-site parking; and (vi) modify the loading facilities and move them underground.

9. By report dated July 19, 2013, the Office of Planning ("OP") recommended that the application be set down for a hearing. At its public meeting held on July 29, 2013, the Commission voted to schedule a public hearing on the application.
10. On July 31, 2013, the Applicant submitted a prehearing statement, and a hearing date was scheduled for the matter for December 2, 2013. The Prehearing Statement included additional information regarding the architectural design of the building, additional legislation or executive action required for the project, and a description of the previously approved project. A description of the proposed modification and the notice of the public hearing in this matter were published in the *D.C. Register* on August 30, 2013. The notice of the public hearing was mailed or emailed to all property owners within 200 feet of the PUD site as well as to ANC 6D on August 22, 2013.
11. On November 12, 2013, the Applicant submitted a supplemental statement in support of its application to clarify and expand on the information submitted with the Applicant's prehearing statement and in response to comments from the Commission and OP. These supplemental materials described the modified architectural design of the building, an alternative scheme for the art museum's ground floor plan, a finalized transportation analysis, responses to other issues raised by the Commission at the set-down meeting and by OP, and the applicable information required pursuant to § 3013 of the Zoning Regulations.
12. The parties to the case were the Applicant and Advisory Neighborhood Commission ("ANC") 6D in support of the application. No requests for party status were filed for this case.
13. The Commission convened a hearing on December 2, 2013, which was concluded that same evening. At the hearing, the Applicant presented four witnesses in support of its application: Marilyn Melkonian on behalf of TR SW 2, LLC; Hany Hassan, Beyer Blinder Belle, project architects; Daniel Van Pelt, Gorove/Slade, project traffic consultants; and Lisa Delplace, Oehme, van Sweden, project landscape architects. Based upon their respective professional experience and qualifications, Mr. Hassan was recognized as an expert in architecture; Mr. Van Pelt was recognized as an expert in traffic engineering; and Ms. Delplace was recognized as an expert in landscape architecture.
14. Matthew Jesick, Development Review Specialist at OP, and Fleming El-Amin and Jamie Henson of the District's Department of Transportation ("DDOT") testified in support of the application with certain comments and conditions.

15. On November 25, 2013, ANC 6D submitted a resolution to the record to conditionally support the application. In its letter, the ANC requested more time to reach agreement on several issues with the Applicant before submitting unqualified support for the project.
16. Andrew Litsky, Chairman of ANC 6D testified in support of the application.
17. Fitzgerald Carter testified neither in support nor in opposition to the application, but expressed interest in talking with the Applicant about its plans with moving forward with the project.
18. The District of Columbia Historic Preservation Review Board ("HPRB") granted concept approval for the modified project on November 21, 2013. (Exhibit ["Ex. "] 24.)
19. The Applicant submitted post-hearing submissions to the record on January 10, 2014, in response to the Commission's comments. The submissions included revisions to the roof structure heights, roof structure materials, revised landscaping at the gap between the two building masses on H Street, updated landscaping plans for the alternative courtyard scheme with commercial uses, and the inclusion of a bike-commuter shower facility in the basement. (Ex. 29.)
20. On January 17, 2014, ANC 6D submitted a letter responding to the Applicant's January 10, 2014 post-hearing submissions, and providing an update on the continuing negotiations between ANC 6D and the Applicant. (Ex. 31.)
21. On January 24, 2014, the Applicant and ANC 6D submitted a joint statement regarding the continuing negotiations between ANC 6D and the Applicant. The letter stated that the Applicant and ANC had agreed to terms and requested that the Commission leave the record open to accept the final agreement. (Ex. 33.)
22. The Commission took proposed action to approve the modification application at its regular meeting on January 27, 2014. The Commission left the record open to receive the final agreement between the Applicant and ANC 6D, and modified its rules to permit the Applicant to submit its list of final proffers and draft conditions on February 10, 2014, to allow the Applicant and ANC 6D time to reach final agreement. The Commission also left the record open for the Applicant to provide information regarding its ability to complete the project, the equity partner for the project, and the developer for the non-residential portion of the project.
23. The proposed action of the Commission was referred to the National Capital Planning Commission ("NCPC") on January 28, 2014, under the terms of the District of Columbia Home Rule Act. NCPC, by delegated action by the Executive Director dated January 30,

2014 found that the proposed modifications to the project will not be inconsistent with the Federal Elements of the Comprehensive Plan for the National Capital. (Ex. 35.)

24. On February 10, 2014, the Applicant submitted its list of proffers and draft conditions. (Ex. 36.)
25. On February 17, 2014, ANC 6D submitted an update on its negotiations with the Applicant. (Ex. 37.)
26. On February 24, 2014, the Applicant submitted its final list of proffers and draft conditions. The Applicant also submitted information regarding the Applicant's ability to complete the project, the equity partner for the project, and the developer of the non-residential component of the project. The Applicant also provided further information and revised plans for the alternative penthouse scheme the Applicant originally submitted on January 10, 2014. (Ex. 38.)
27. The Commission took final action to approve the modification application on March 10, 2014. The Commission indicated that it preferred the alternative penthouse scheme and directed the Office of Zoning to release this Order only after the Applicant submitted the signed agreement between the Applicant and ANC 6D.

Modified Project

28. The Applicant proposes to modify the approved PUD with substantially revised architecture, different arts uses, a reduction in parking, relocation of the loading below grade, an increase in the height of the residential portion of the building, and an increase in the number of residential units provided. The basic formulation of the project – a residential addition to the historic Randall School, used primarily for arts and arts-related uses – is the same. The modified PUD will continue to meet the goals and objectives of the PUD process and the Comprehensive Plan, and will continue to provide exceptional public benefits and project amenities.
29. The modified project will substitute a new museum of contemporary art for the art college previously approved for the site. The proposed museum will draw from the Rubell Family Collection ("RFC"), which was established in 1964 in New York City, and is now one of the world's largest privately owned contemporary art collections. RFC includes internationally established artists, actively acquires exhibits, and champions emerging artists working at the forefront of contemporary art. The project will include approximately 32,707 square feet of gross floor area for museum uses, as shown on the revised Architectural Plans ("Plans"). (Ex. 19A.)

30. The Applicant also proposes, as an alternative scheme, to convert approximately 12 residential units at the north side of the interior courtyard elevation at ground level to ancillary arts-related uses. (Ex.19A2, p. A07.) The area consists of approximately 8,000 square feet of gross floor area, which can be converted back to residential uses if the arts-related retail and service uses are not successful. The landscaping will be reconfigured in this alternate scheme to encourage pedestrians to visit these spaces.
31. In order to accommodate the arts-related uses, the rear portions of the Randall School will be demolished, but the more historic portions along I Street, including the central 1906 structure and the 1927 wings, will be preserved. The central piece of the school, as well as a new addition built to its rear, will house the art museum and ancillary spaces, such as a library, auditorium, offices, and storage space. Primary access to the museum will be from I Street at the lower level. The steps leading to the front doors of the school will be replaced with steps and ramps down to a new primary entrance at the lower level. The entrance configuration has been significantly revised to provide a less obtrusive ramp system down to the entrance. The Applicant is proposing retail/service and/or educational uses for the east and west wings of the historic school, including a restaurant, which can be accessed either from inside the museum or from a new entrance on Half Street. The restaurant will have outdoor seating in private and public space.
32. The new residential structure, constructed to the north of the preserved school, will contain approximately 520 residential units, constructed in two phases. Twenty percent of the gross floor area devoted to residential space will be reserved for households earning no more than 80% of the AMI, or approximately 88,766 square feet of gross floor area, distributed throughout the building. Pursuant to § 2602.3(f) of the Zoning Regulations, the PUD is otherwise exempt from the inclusionary zoning requirements of Chapter 26. The height of the residential portion of the building will be 110 feet and 12 stories tall.
33. Based on comments from the Commission and the Historic Preservation Review Board ("HPRB"), the Applicant revised the design of the new building from its initial submission. These modifications included: (i) expanding the courtyard by pushing the C-shaped apartment block away from the historic school building and pulling the museum addition closer to the school; (ii) cladding the bridges that join the various blocks of the residential portion of the building with glass panels; (iii) adding Juliette balconies to the upper floors of the outward-facing facades and at random locations on the facades adjacent to the courtyard; and (iv) randomizing the patterning of the façade with more glass, most notably at the building's curved corners.
34. The Applicant further developed the major interventions of the historic school building. At the auditorium wing on the east, the proportions of the glass pavilion relative to the main block were adjusted. At the west classroom wing, the large windows on the rear

infill façade were changed to reduce their visual impact, reflect the uses of the space behind the windows, and to mimic more accurately the rhythm of the historic window pattern. The Applicant also modified the school building's main entrance by gently sloping the shallow front planting areas down toward the entry, thus eliminating the need to retain walls along the pair of access ramps. A glass and metal-framed canopy was added above the new doors to help define the new lower-level entry and establish a datum line recalling the historic condition. The Applicant replaced the short retaining wall that runs the width of the property along the I Street public sidewalk with a more historically appropriate rolled curb and earth berm detail. Minor modifications were also made to the terraces fronting the historic structures.

35. The southern ends of the ground floor of the residential portion of the building will contain entrances, lobbies, mailrooms, and amenity spaces. Along First and H Streets, residential units will open onto the street, creating an active streetscape and increasing visual interest at the base of the building. Substantial landscaping is proposed for the front of these units, while the other ground-floor units will front on the interior courtyard. The Applicant proposes an alternative ground-floor scheme, which replaces the units facing the courtyard with small commercial spaces that will complement the museum and arts-related uses.
36. Approximately 13,115 square feet, or 32%, of the total roof area of the residential portion of the building will be green, and significant other portions of the roof will be reflective. The Applicant proposes to include two LEED scorecards, one for the historic school building and one for the new construction. An equivalent of LEED Silver will be achieved, but the Applicant is not required to obtain the certification from the United States Green Building Council.
37. A minimum of 290 vehicle parking spaces and 550 bicycle parking spaces will be provided in two levels of underground parking. The primary loading facilities are located on the P1 level, where trucks are able to turn around, resulting in a pull-in/pull-out condition for vehicles on H Street. The loading berths will be shared between residential and non-residential uses. Secondary loading will also occur from First Street, with space for larger trucks to back into a loading dock on the west side of the museum. The Applicant proposed to provide 210 parking spaces in Phase 1 of the development, and a range of 80-160 spaces in Phase 2.
38. As with the approved PUD, the modified project will contain approximately 499,843 square feet of gross floor area, which equates to a density of 4.32 FAR. The residential portion of the building will be constructed to a maximum height of 110 feet. The museum and related uses will comprise approximately 32,707 square feet of gross floor area, or 0.34 FAR. Approximately 23,303 square feet of gross floor area will be devoted to retail/service and/or educational uses, or 0.14 FAR of the total project. The remaining

443,833 square feet of gross floor area, or approximately 3.84 FAR, will be devoted to residential uses.

Development Flexibility

39. Pursuant to Z.C. Order No. 07-13, the Commission approved relief from the area requirements for loading facilities; the penthouse setback, number, and height requirements; and the existence of several non-compliant courts. The proposed modification requires flexibility from the specific zoning regulations listed below.
40. *Flexibility from the Loading Requirements (§ 2200).* Pursuant to § 2201.1 of the Zoning Regulations, the approved PUD is required to provide one berth at 55 feet (residential), one berth at 30 feet (retail/service), and one berth at 30 feet (museum); one platform at 200 square feet (residential), one platform at 100 square feet (retail/service), and one platform at 100 square feet (museum); and one service space at 20 feet for each of the residential, retail/service, and museum uses. However, due to the anticipated needs of the residents and visitors to the Subject Property, the modified PUD will provide one berth at 55 feet, two berths at 40 feet, and one berth at 30 feet; one below-grade platform at 1,000 square feet and one platform at 800 square feet; and none of the required service spaces. The proposed loading configuration will adequately serve the building's needs while minimizing impacts to the surrounding streets. The primary loading dock area on the P1 level will be accessed from H Street and will allow for front-in, front-out movements. The secondary loading area will be accessed from First Street and will accommodate 55-foot tractor trailers for occasional drop-offs and pick-ups of large art installations at the museum. Residential elevators will also be accessible from the loading dock in the underground parking levels. The deviation from the loading requirements will provide adequate loading facilities and access for the anticipated residential, museum, and arts-related uses and will not have a material impact on the purpose and intent of the Zoning Regulations.
41. *Flexibility from the Court Width Requirements (§ 776).* Although the Zoning Regulations do not require that buildings include a court, § 776.3 of the Zoning Regulations requires that if a court is provided, it must have a minimum width of four inches per foot of height, measured from the lowest level of the court to that elevation, but not less than 15 feet (§ 776.3), and in the case of a closed court, a minimum area of at least twice the square of the width of court based upon the height of court, but not less than 350 square feet (§ 776.4). The modified PUD includes three open courts along the perimeter of the residential portion of the building at the north and east elevations, each with a width of 17 feet where 18.33 feet is required. The modified PUD also includes one closed court along the east elevation of the residential portion of the building with an area of 425 square feet where 672 square feet is required. The deviation from the court width requirements will allow more open space along the perimeter of the Subject

Property without the need to diminish the size or number of residential units. The relief will also allow the project to maintain the architectural integrity of the design approved in concept by HPRB.

42. *Flexibility from the Roof Structure Requirements (§ 777).* Subsection 777.1 of the Zoning Regulations provides that the provision of § 411 shall also regulate roof structures in the Commercial Districts. Section 411 requires that all penthouses and mechanical equipment shall be placed in one (1) enclosure (§ 411.3), and that enclosing walls from the roof level shall be of equal height (§ 411.5). Subsection § 770.6 (b) requires that housing for mechanical equipment or a stairway or elevator penthouse shall be set back from all exterior walls a distance at least equal to its height above the roof upon which it is located. However, the modified PUD will provide multiple roof structures with walls of unequal heights that are not set back from all exterior walls at a distance equal to their height above the roof. Specifically, the modified project includes two roof structures at the north end of the residential building, each enclosing elevator override equipment. These roof structures have enclosing walls with unequal heights of 18 feet, six inches and 16 feet, six inches, and do not meet the setback requirements from the east or west elevations. The flexibility requested is based on the segmented and phased nature of the building's design, the size of the site, the layout of residential units within the building, and the existence of multiple building cores, elevators, and stairs. Each roof structure is a necessary feature and is separated from the others due to the building code requirement to provide separate means of egress, as well as to break up massing on the roof. The north roof structures have walls of unequal heights to help reduce their visibility from the street, and maintain the greatest setbacks possible, given the size of the roof and the internal configuration of the building. The multiple roof structures as proposed will not adversely affect the light and air of adjacent buildings and will not materially impair the intent and purpose of the Zoning Regulations.
43. *Additional Area of Flexibility:* The modified PUD will have flexibility to vary the number, location, and arrangement of parking spaces, provided that the total number is not reduced below the number shown on the attached plans, and so long as the configuration of the spaces, drive aisles, and other components comply with the dimensional requirements of the Zoning Regulations.

Public Benefits and Amenities

44. The benefits and amenities listed below will be created as a result of the modification.
45. *Housing.* The PUD will result in a significant addition to the District's housing stock and to Southwest Washington in particular, which has had only one new multi-family project completed in the past three decades. The modified development will contain approximately 520 units.

46. *Affordable Housing.* The project is exempt from the Inclusionary Zoning requirements pursuant to 11 DCMR § 2602.3(f). Pursuant to the Declaration of Covenants recorded on the property November 26, 2006, as Document No. 2006160472, the project will set aside 20% of the gross floor area devoted to residential space for households earning no more than 80% of the AMI, or approximately 88,766 square feet of gross floor area. The affordable housing component provides significantly more affordable housing units than what is required under the Inclusionary Zoning provisions under Chapter 26 of the Zoning Regulations.
47. *Historic Preservation.* The PUD allows for the renovation and adaptive reuse of the historic portions of the Randall Junior High School. These structures have fallen into a state of disrepair in recent years and are in danger of losing their historic character. The proposed project contemplates the rehabilitation of these historically significant buildings and their careful integration into the planned development on the site. The renovation of these buildings will significantly improve the appearance of the streetscape and enhance the attractiveness of the surrounding neighborhood. The project also preserves the historic rights-of-way at First and H Streets, which are now closed.
48. *Sustainable Design Features.* The project features significant sustainable design features, including a green roof. Approximately 13,115 square feet, or 32%, of the total roof area of the residential portion of the building will be green, and significant other portions of the roof will be reflective. The Applicant will submit two LEED scorecards, one for the historic school building and one for the new construction. An equivalent of LEED Silver will be achieved on both scorecards.
49. *First Source Employment Opportunities.* Prior to the issuance of a building permit, the Applicant will execute a First Source Employment Agreement in order to achieve the goal of utilizing District residents for at least 51% of the jobs created by the PUD project. The Applicant will use DOES as its first source for recruitment, referral, and placement of new hires for employees whose jobs are created by the PUD, and will give residents from ANC 6D special consideration for employment to the extent permitted by law.
50. *CBE Agreement.* Prior to the issuance of a building permit, the Applicant will execute a Certified Business Enterprise Agreement (“CBE Agreement”) with the Department of Small and Local Business Development and submit a copy to the Office of Zoning. The CBE Agreement will commit the Applicant to achieve, at minimum, the goal of 35% percent participation by local, small, or disadvantaged businesses in the contracted development costs in connection with the design, development, and construction for the project created as a result of the PUD.

51. *Features of Special Value to the Neighborhood.* In addition to the exemplary project amenities and public benefits, the Applicant entered into an agreement with ANC 6D regarding the PUD modification to ensure that many of the benefits of the PUD, which the ANC supports, target ANC residents specifically. That agreement, submitted to the record as Exhibit 3E, as supplemented by Exhibit 40, provides the following benefits, which the Applicant has committed to maintain for a period of 10 years, unless otherwise noted:
- (a) *Museum Admission Policy:* The Applicant will provide free admission to the art museum to ANC 6D residents as long as the museum is open to the public. In its discretion, the Applicant may implement this free-admission policy by issuing membership cards to ANC 6D residents or by accepting another form of residential identification;
 - (b) *Meeting Space:* The Applicant will provide meeting space in the auditorium on the lower (main) level of the museum, or other suitable meeting space on the lower (main) level, at no charge for one neighborhood town meeting per calendar month and for one small-room meeting per calendar month;
 - (c) *Art Exhibits:* The Applicant will organize an annual exhibit of artwork by residents of ANC 6D, including at least one public-school student. The art will be displayed in the local artists' gallery on the lower level of the museum, as shown on Sheet A05 of the architectural drawings;
 - (d) *Art Projects:* The Applicant will designate an annual ANC 6D neighborhood visual arts project and provide the resources needed to make that project a reality. The Applicant will designate a community outreach coordinator to work with ANC 6D to create and annual visual arts project, and to supply, directly or through third parties, the art materials, display location, and funding for the project;
 - (e) *Art Festival:* The Applicant will designate a community outreach coordinator to work with ANC 6D and the Washington Project for the Arts to organize, sponsor, and provide resources for an annual public, free-admission outdoor Arts Festival in ANC 6D;
 - (f) *ANC 6D Volunteers:* The Applicant will establish a program of recruiting Museum volunteers from ANC 6D, who will receive free admission to at least one paid event at the Museum;

- (g) *Randall Neighbor Day at the Corcoran*: The Applicant guarantees that, one day each year, ANC 6D residents will have free admission to the Corcoran Gallery of Art;
 - (h) *Educator Memberships in the Corcoran Gallery of Art and Special Interest Society*: The Applicant guarantees five annual free, year-long, Individual Memberships in both the Corcoran Gallery of Art and a Special Interest Society for DC public-school teachers, one of which must go to a teacher in an ANC 6D public school;
 - (i) *Camp Creativity*: The Applicant guarantees that ANC 6D residents will receive at least five annual full scholarships to participate in the program Camp Creativity run by the Corcoran Gallery of Art or by the Corcoran College of Art + Design. If the Corcoran discontinues Camp Creativity, this provision will not apply thereafter;
 - (j) *Southwest Historic District Study*: Prior to the issuance of a certificate of occupancy, the Applicant shall contribute \$20,000 to Southwest Neighborhood Assembly to support the study and development of a Southwest Washington historic district;
 - (k) *Arts Program at Randall Recreation Center*: Prior to the issuance of a certificate of occupancy, the Applicant shall contribute to the Community Benefits Coordinating Council (“CBCC”) \$1,000 per month, for a period of five years, to help fund arts training and education at the Randall Recreation Center. CBCC will create a plan for arts programming in consultation with Washington Project of the Arts and others, including the Applicant. The Applicant may accelerate payments in order to obtain a certificate of occupancy;
 - (l) *Construction Management Plan*: Prior to the issuance of a building permit, the Applicant shall submit a construction management plan to the ANC; and
 - (m) *RPP Restrictions*: Prior to the issuance of a certificate of occupancy for the residential portion of the PUD, the Applicant shall provide evidence that restrictions will be included in the residential leases or condominium documents prohibiting a RPP from the Department of Motor Vehicles. The Applicant shall also provide evidence that it has requested that the building be removed or excluded from the RPP program.
52. The Commission finds that the PUD, as modified, is acceptable in all proffered categories of public benefits and project amenities and is superior in public benefits and project

amenities related to urban design, landscaping and open space, housing and affordable housing, transportation measures, and uses of special value to the neighborhood.

Compliance with PUD Evaluation Standards

53. In evaluating a PUD modification application, the Commission must "judge, balance, and reconcile the relative value of project amenities and public benefits offered, the degree of development incentives requested and any potential adverse effects." (11 DCMR § 2403.8.) Given the level of project amenities and public benefits, the Commission finds that the development incentives are appropriate to approve the modification.

Comprehensive Plan and Public Policies

54. The modified PUD is consistent with and fosters the goals and policies listed below in the District of Columbia Comprehensive Plan.
55. *Land Use Element (Chapter 3)*. The Comprehensive Plan provides that, "[b]ecause the Land Use Element integrates the policies and objectives of all the other District Elements, it should be given greater weight than the other elements as competing policies in different elements are balanced." (10 DCMR § 300.2.) The underlying goal of the Land Use Element is to ensure the efficient use of land resources to meet long-term neighborhood, citywide, and regional needs; to help foster other District goals; to protect the health, safety, and welfare of District residents and businesses; to sustain, restore, or improve the character and stability of neighborhoods in all parts of the city; and to effectively balance the competing demands for land to support the many activities that take place within District boundaries. (10 DCMR § 302.1.) The proposed project will advance this important goal by complying with a number of the policies set forth in the Land Use Element of the Comprehensive Plan.
- (a) *Policy LU-1.1.5: Urban Mixed Use Neighborhoods: Encourage new central city mixed use neighborhoods combining high-density residential, office, retail, cultural, and open space uses in the ... South Capitol Street corridor / Stadium area. ... Housing, including affordable housing, is particularly encouraged and should be a vital component of the future land use mix.*

The proposed project contemplates the construction of a mixed-use development that will include approximately 32,707 square feet of arts-related space and approximately 443,843 square feet of gross floor area devoted to residential use. Twenty percent of the residential units will be set aside for households earning no more than 80% of the AMI. The presence of the new museum and arts-related uses, retail/service uses, and/or educational uses, and the adjacent residential development will significantly enhance the vitality of the South Capitol Street corridor/Stadium area.

- (b) *Policy LU-2.1.4: Rehabilitation Before Demolition: In redeveloping areas characterized by vacant, abandoned, and underutilized older buildings, generally encourage rehabilitation and adaptive reuse of existing buildings rather than demolition.*

The Applicant intends to retain and rehabilitate the principal building in the Randall School complex, as well as its east and west wings. These historic buildings will house the new museum, educational and retail/service uses and will represent precisely the type of adaptive reuse encouraged by Policy LU-2.1.4.

- (c) *Policy LU-2.1.12: Reuse of Public Buildings: Rehabilitate vacant or outmoded public and semi-public buildings for continued use. Reuse plans should be compatible with their surroundings, and should limit the introduction of new uses that could adversely affect neighboring communities.*

The proposed use of the existing building as a center devoted to the arts and arts-related uses will be compatible with the Subject Property's surroundings and will not adversely affect the Near Southwest community. Similarly, the residential portion of the development will have no adverse effects on the surrounding neighborhood. Indeed, the proposed development will help create the critical mass of residential uses that will be necessary to ensure the economic health of this rapidly changing area.

56. *Housing Element (Chapter 5).* The stated goal of the Housing Element of the Comprehensive Plan is to "[d]evelop and maintain a safe, decent, and affordable supply of housing for all current and future residents of the District of Columbia." (10 DCMR § 501.1.) The proposed project will help achieve this goal by advancing the policies discussed below.

- (a) *Policy H-1.1.1: Private Sector Support: Encourage the private sector to provide new housing to meet the needs of present and future District residents at locations consistent with District land use policies and objectives. (10 DCMR § 503.2.)*

The proposed development will include approximately 443,843 square feet of gross floor area devoted to residential uses. As noted above, the Applicant intends to reserve 20% of the residential units in the development for households earning no more than 80% of the AMI. Thus, the proposed project will further the District's policy of leveraging private development to create affordable housing within the city.

- (b) *Policy H-1.1.4: Mixed Use Development: Promote mixed-use development, including housing, on commercially zoned land, particularly in neighborhood*

commercial centers, along Main Street mixed use corridors, and around appropriate Metrorail stations. (10 DCMR § 503.5.)

The proposed development will contain both residential and arts-related uses. The subject site is located only one block away from South Capitol Street and is within walking distance of four Metrorail stations on three separate lines. The project will represent precisely the type of mixed-use development that Policy H-1.1.4 is designed to encourage.

- (c) *Policy H-1.1.5: Housing Quality: Require the design of affordable housing to meet the same high-quality architectural standards required of market-rate housing. Regardless of its affordability level, new or renovated housing should be indistinguishable from market rate housing in its exterior appearance and should address the need for open space and recreational amenities, and respect the design integrity of adjacent properties and the surrounding neighborhood. (10 DCMR § 503.6).*

The affordable units in the development on the Randall School property will be virtually indistinguishable from the market-rate units in the project and will be distributed throughout the new construction. Thus, the modified project will comply with Policy H-1.1.5 of the Housing Element.

- (d) *Policy H-1.2.5: Workforce Housing: In addition to programs targeting persons of very low and extremely low incomes, develop and implement programs that meet the housing needs of teachers, firefighters, police officers, nurses, city workers, and others in the public service professions with wages insufficient to afford market-rate housing in the city. (10 DCMR § 504.12.)*

Twenty percent of the residential units in the proposed development will be reserved for families who earn no more than 80% of the AMI. These units will be priced at a level that is affordable for nurses, teachers, members of the police and fire departments, and members of the other occupational categories listed in Policy H-1.2.5. Thus, this project more than meets the standards set forth in this policy.

57. *Economic Development Element (Chapter 7).* The Comprehensive Plan provides that the goal of the Economic Development element is to:

[s]trengthen the District's economy by sustaining its core industries, attracting new and diverse industries, accommodating future job growth, fostering the success of small businesses, revitalizing neighborhood commercial centers, improving resident job skills, and helping a greater number of District residents find and keep jobs in the Washington regional economy.

(10 DCMR § 701.1.) In addition to furthering the general goal of economic development by creating new jobs and tax revenues for the District, the Randall School redevelopment project will also advance the Comprehensive Plan's specific policy for economic development and institutional growth.

58. *Urban Design Element (Chapter 9).* The goal of the Comprehensive Plan's Urban Design Element is to:

[e]nhance the beauty and livability of the city by protecting its historic design legacy, reinforcing the identity of its neighborhoods, harmoniously integrating new construction with existing buildings and the natural environment, and improving the vitality, appearance, and security of streets and public spaces.

(10 DCMR § 901.1.) In keeping with this objective, the Applicant has gone to great lengths to integrate the new residential portion of the development with the historic fabric of the Randall School complex. In addition, the project respects the integrity of the L'Enfant street plan and thus complies with the Urban Design Element's policy of reinforcing the L'Enfant and McMillan Plans and of improving the vitality, appearance, and security of the streets.

- (a) *Policy UD-1.1.2: Reinforcing the L'Enfant and McMillan Plans: Respect and reinforce the L'Enfant and McMillan Plans to maintain the District's unique, historic and grand character. This policy should be achieved through a variety of urban design measures, including appropriate building placement, view protection, enhancement of the L'Enfant Plan reservations (green spaces), limits on street and alley closings ..., and the siting of new monuments and memorials in locations of visual prominence. Restore as appropriate and where possible, previously closed streets and alleys, and obstructed vistas or viewsheds.*

The western edge of the Subject Property includes a portion of First Street, S.W. that was closed in connection with the southwest urban renewal plans of the 1950s. Although this area is no longer used as a public street, the Applicant has agreed to forego development on this portion of the site to maintain the integrity of the original L'Enfant street plan.

59. *Historic Preservation Element (Chapter 10).* The overarching goal of the Historic Preservation Element of the Comprehensive Plan is described as follows:

Preserve and enhance the unique cultural heritage, beauty, and identity of the District of Columbia by respecting the historic physical form of the city and the enduring value of its historic structures and places, recognizing their importance

to the citizens of the District and the nation, and sharing mutual responsibilities for their protection and stewardship.

(10 DCMR § 1001.1.) The sensitive treatment of the historically significant portions of the Randall School complex, and the integration of the new residential building into the historic fabric of the existing structures, will significantly advance the goal described above. In addition, the proposed project will further a number of the specific policies outlined in the Historic Preservation Element of the Comprehensive Plan.

- (a) *Policy HP-2.3.1: The Plan of the City of Washington: Preserve the defining features of the L'Enfant and McMillan plans for Washington. Work jointly with federal agencies to maintain the public squares, circles, and major reservations as landscaped open spaces that provide a means to experience the legacy of the city plan. Preserve the historic pattern of streets and associated minor reservations, and protect these historic rights-of-way from incompatible incursions and intrusions.*

As noted above, the Applicant does not intend to construct any improvements on the closed portion of First Street, S.W. Similarly, the north façade of the building has been designed to maintain the historic street wall lines along portions of former H Street to further preserve the integrity of the historic orthogonal street pattern. The current design of the project will thus further the objectives of Policy HP-2.3.1 by preserving the historic pattern of streets established by the L'Enfant Plan.

- (b) *Policy HP-2.4.1: Rehabilitation of Historic Structures: Promote appropriate preservation of historic buildings through an effective design review process. Apply design guidelines without stifling creativity, and strive for an appropriate balance between restoration and adaptation suitable from the particular historic environment.*

The proposed development is subject to review by both the HPRB, the Mayor's Agent for Historic Preservation, and the Zoning Commission. These proceedings will involve precisely the type of extensive design review contemplated by Policy HP-2.4.1. Moreover, because the Randall School building and its wings have been designated as landmarks, moreover, any future attempts to demolish or alter these structures will require further review by the HPRB.

- (c) *Policy HP-2.4.2: Adaptation of Historic Properties for Current Use: Maintain historic properties in their original use to the greatest extent possible. If this is no longer feasible, encourage appropriate adaptive uses consistent with the character of the property.*

Although the Randall School will no longer be used by the D.C. Public Schools, it will still be devoted to educational arts uses. The proposed change in use is fully consistent with the objectives of Policy HP-2.4.2.

- (d) *Policy HP-3.2.1: Preservation and Community Development: Promote historic preservation as a tool for economic and community development. (10 DCMR § 1017.3.)*

In its current state, the Randall School actually detracts from the character of the surrounding neighborhood. The rehabilitation and adaptive reuse of these historic structures will provide an attractive physical environment for visitors to the museum and arts-related activities at the Subject Property. In addition, the renovation of these deteriorating buildings will improve the overall appearance of the streetscape and help stimulate additional private investment in the surrounding area.

60. *Arts and Culture Element (Chapter 14).* The Arts and Culture Element of the Comprehensive Plan reflects the District's longstanding commitment to the development and retention of arts and other cultural uses in the city, particularly in areas where such uses are underrepresented:

Support and encourage arts and cultural venues, programs and learning experiences in the District of Columbia that inspire a vibrant cultural life for all segments of the population. Enhance the city's diverse artistic and cultural traditions through decisions affecting the physical environment.

(10 DCMR § 1401.1.) The proposed project, which will include approximately 32,707 square feet of gross floor area devoted to museum and arts-related uses, is consistent with this general goal and will further a number of the specific policies enunciated in the Arts and Culture Element.

- (a) *Policy AC-1.1.2: Development of New Cultural Facilities: Develop new neighborhood cultural facilities across the District, providing affordable space for grass roots and community arts organizations. Provide technical and financial assistance to organizations to help plan and build such facilities.*

The proposed project will include approximately 32,707 square feet of exhibition and arts-related space in a new museum of contemporary art. Approval of the modified PUD will further Policy AC-1.1.2 by allowing the development of an important new cultural facility in the Near Southwest neighborhood.

- (b) *Policy AC-1.1.3: Distribution of Facilities: Promote improved geographic distribution of arts and cultural facilities, including development of arts facilities*

and venues east of the Anacostia River and in other parts of the city where they are in short supply today.

There is currently a lack of arts and cultural facilities along the South Capitol Street corridor. The proposed PUD will help correct this imbalance in the geographic distribution of the District's cultural resources.

- (c) *Policy AC-4.4.1: Arts Education Programs: Build a stronger constituency for the arts in the District through arts education in K-12 schools including attendance at arts performances and arts exhibitions, and support of adult art programs for persons of all ages and backgrounds. City resources should be used to help promote the strong and diverse arts programs offered by our public schools.*

The proposed development will further the objectives of Policy AC-4.4.1 by providing numerous educational exhibitions and programs geared toward school-age children and young adults in ANC 6D and through the District.

61. *Compliance with the Lower Anacostia Waterfront/Near Southeast Area Element.* In addition to the citywide elements, the Comprehensive Plan includes ten geographically based "area elements." The subject property is located within the Lower Anacostia/Near Southeast area. As discussed below, the proposed project is consistent with the objectives and policies of the Lower Anacostia/Near Southeast Area Element.

- (a) *Policy AW-2.2.1: South Capitol Street Urban Boulevard: Transform South Capitol Street into a great urban boulevard and "walking" street, befitting its role as a gateway to the U.S. Capitol and a major Anacostia River crossing. Development along the street should include a mix of federal, District, and private uses.*

The site of the proposed development is located within the South Capitol Street / Buzzard Point policy focus area. The project will provide an appropriate mix of residential and arts-related uses in close proximity to South Capitol Street. The introduction of a museum, arts-related uses, retail/service uses, educational uses, and new residential units in this area will help achieve the District's goal of creating a vibrant urban neighborhood along this important corridor.

Office of Planning Reports and Other District Agencies

62. By report dated November 22, 2013, OP recommended approval of the modification application, subject to the Applicant adequately addressing the specific issues outlined in the report. OP indicated that the proposed benefits of the PUD would remain largely the same as with the original application and are commensurate with the amount of flexibility

requested, though the exact nature of the art-related benefits has changed. OP also indicated that the basic formulation of the project-- a residential addition onto the historic Randall School, which would be used primarily for arts and arts-related uses-- would remain the same, and that the modified project remains consistent with the permitted density under the approved map amendment. OP opined that the modified project is consistent with the Comprehensive Plan, including the Land Use, Housing, Urban Design, Historic Preservation, Arts and Culture, and Lower Anacostia Waterfront/Near Southwest Plan Elements, and that the modified proposal would further a number of Comprehensive Plan's Guiding Principles. The Commission finds that the Applicant adequately addressed all of OP's issues.

63. Other District agencies, including the Department of Housing and Community Development ("DHCD"), the Metropolitan Police Department ("MPD"), and DC Water, also commented on the modified application. Based on those comments and its own analysis, OP found that the impacts on city services and the surrounding area, such as walkability, economic development, tourism, environmental protection, affordable housing, and public safety, would be favorable. OP concluded that it strongly supports the application and recommended approval of the modification application. The Commission concurs with the findings and recommendations of OP.

DDOT Report

64. By report dated November 22, 2013, DDOT indicated that it has no objections to the modifications, provided that the following conditions are incorporated into the project: (1) vehicular idling or queuing in the proposed turnaround does not impact public space; (2) back-in truck maneuvers that encroach onto public space are eliminated; and (3) the Applicant commits to work with DDOT during the public space permitting process to resolve public space issues including but not limited to the proposed reserved curbside spaces, valet operations, curb extensions, and short-term bicycle parking.
65. DDOT indicated that the modified PUD is generally consistent with DDOT's approach to vehicle access, which is proposed from appropriate locations on I Street and private sections of H Street and First Street. DDOT found that changes in the proposed development program are not likely to significantly increase initially projected vehicle trips or increase potential on-street parking impacts in the surrounding neighborhoods. DDOT also found that the level of service ("LOS") at study area intersections would remain unchanged under build-out conditions.
66. With respect to the Applicant's request to reduce the amount of on-site vehicular parking spaces, DDOT noted that the proposed residential parking ratio of .55 is consistent with similar developments in the District. DDOT indicated that the below-grade parking garage is not anticipated to result in excessive delays for vehicles entering and exiting the

site, and that the proposed parking should adequately accommodate the parking demand generated by the site without having impacts on the existing parking supply in the adjacent neighborhoods.

67. With respect to loading, DDOT indicated that the majority of loading and its associated truck movements would be adequately accommodated on the Subject Property. However, the secondary loading area, designated exclusively for museum use, would require back-in truck movements that encroach on to public space. However, DDOT also found that the proposed turn-around on Half Street would accommodate the majority of passenger drop-off and pick-up needs.
68. The Applicant's Transportation Demand Management ("TDM") plan included with the approved PUD remains in effect. The Applicant also agreed to the following measures: (1) provide electronic message display boards in each residential lobby; (2) unbundle parking costs from the cost of residential lease or purchase; and (3) cover the cost to install a Capital Bikeshare station and one year of operation costs in the immediate vicinity of the Subject Property. DDOT also recommended that the Applicant commit not to pursue access to the Residential Parking Permit ("RPP") program. In addition, as shown on the final architectural plans and elevations, the proposed project includes capacity for 550 bicycle parking spaces and storage space on the building's P1 and P2 levels.
69. The Commission finds that the Applicant's proposed TDM plan is consistent with other TDM plans approved by this Commission, and will help to promote safe and efficient traffic operations, encourage alternate modes of transportation, and maximize the use of off-street parking facilities to efficiently serve the project's demands.

ANC Report

70. ANC 6D indicated in its report dated November 25, 2013, that on November 18, 2013, ANC 6D held a regularly scheduled public meeting, at which notice was properly given and a quorum was present, and voted 5-0-0 to conditionally support the plan set forth by the Applicant, pending further negotiations between the Commission and the Applicant on a number of outstanding issues. The issues specifically noted in the ANC's motion include: (1) a clear understanding of any changes that may have resulted from the HPRB meeting held on Thursday, November 21, 2013; (2) agreement with the Applicant on a formal Construction Management Plan; (3) an updated and enumerated list of community benefits; and (4) an agreement on employment and community hiring guidelines.
71. On January 17, 2014, ANC 6D submitted a letter responding to the Applicant's January 10, 2014 post-hearing submissions, and providing an update on the continuing negotiations between ANC 6D and the Applicant. (Ex. 31.)

72. On January 27, 2014, the Applicant and ANC 6D submitted a joint statement regarding the continuing negotiations between ANC 6D and the Applicant. The letter stated that the Applicant and ANC had agreed to terms, and requested that the Commission leave the record open to accept the final agreement. (Ex. 33.)
73. On February 18, 2014, ANC 6D submitted an update on its negotiations with the Applicant. (Ex. 37.)

CONCLUSIONS OF LAW

1. Pursuant to the Zoning Regulations, the PUD process is designed to encourage high-quality development that provides public benefits. (11 DCMR § 2400.1.) The overall goal of the PUD process is to permit flexibility of development and other incentives, provided that the PUD project “offers a commendable number or quality of public benefits, and that it protects and advances the public health, safety, welfare, and convenience.” (11 DCMR § 2400.2.)
2. Notice of the public hearing was provided in accordance with the Zoning Regulations.
3. The modifications proposed by the Applicant are major in nature and have been processed as a second-stage application. (11 DCMR §§ 2409.9 and 3030.)
4. The modification of the approved PUD continues to carry out the purposes of Chapter 24 of the Zoning Regulations to encourage the development of well-planned developments, which will offer a project with more attractive and efficient overall planning and design, not achievable under matter-of-right development.
5. The modified PUD meets the minimum area requirements of § 2401.1 of the Zoning Regulations. The modified PUD, as approved by the Commission, complies with the applicable height, bulk, and density standards of the Zoning Regulations. The uses for this project are appropriate for the Subject Property. The impact of the project on the surrounding area and the operation of city services are acceptable given the quality of the public benefits in the project.
6. The Applicant's request for flexibility from the Zoning Regulations is consistent with the Comprehensive Plan. Moreover, the project benefits and amenities are reasonable tradeoffs for the requested development flexibility.
7. Approval of this modified PUD is appropriate because the proposed development is consistent with the present character of the area and is not inconsistent with the Comprehensive Plan. In addition, the proposed development will promote the orderly

development of the Subject Property in conformity with the entirety of the District of Columbia zone plan as embodied in the Zoning Regulations and Map of the District of Columbia.

8. In accordance with § 13(d) of the Advisory Neighborhood Commissions Act of 1975, effective March 26, 1976 (D.C. Law 1-21; D.C. Official Code § 1-309.10(d)), the Commission must give great weight to the written issues and concerns of the affected ANC. ANC 6D voted unanimously to conditionally support the application and noted its support for the modifications.
9. The Commission is required under § 5 of the Office of Zoning Independence Act of 1990, effective September 20, 1990 (D.C. Law 8-163, D.C. Official Code § 6-623.04 (2001)) to give great weight to OP recommendations. The Commission concurs with OP's view that the application should be granted and that it is not inconsistent with the Comprehensive Plan.
10. The PUD modification is subject to compliance with D.C. Law 2-38, the Human Rights Act of 1977.

DECISION

In consideration of the Findings of Fact and Conclusions of Law contained in this Order, the Zoning Commission for the District of Columbia **ORDERS APPROVAL** of the application to modify a planned unit development for the property located at Lot 801 in Square 643-S. The approval of this PUD is subject to the guidelines, conditions, and standards set forth below, which supersede those listed in Z.C. Order Nos. 07-13 and 07-13A.

A. Project Development

1. The PUD shall be developed in accordance with the plans and materials submitted by the Applicant, dated November 12, 2013, and marked as Exhibit 19A in the record, as supplemented by Exhibits 29A, and 38C ("Plans"), and as modified by the guidelines, conditions, and standards of this Order.
2. In accordance with the Plans, the PUD shall be a mixed-used project consisting of approximately 499,843 square feet of gross floor area. Approximately 443,833 square feet of gross floor area will be devoted to residential uses, with approximately 520 units. Approximately 23,303 square feet of gross floor area will be devoted to retail/service and/or educational uses, and approximately 32,707 square feet of gross floor area will be devoted to museum uses. The PUD shall have a maximum density of 4.32 FAR.

3. The PUD shall be constructed to a maximum height of 110 feet. Roof structures may exceed the building height by a maximum of 18 feet, six inches.
4. The PUD shall provide 210 parking spaces in Phase 1 of the development, and a range of 80 to 160 spaces in Phase 2. Loading facilities shall be provided as shown on the Plans.
5. The Applicant shall have flexibility with the PUD in the following areas:
 - (a) To implement the alternate ground floor plan shown on Sheet A07 of the Plans, as modified by Exhibit 29A, which will allow six residential units to be converted to commercial retail/service uses;
 - (b) To provide a range in the number of residential units of plus or minus 10% from the number depicted on the Plans;
 - (c) To vary the number, location and arrangement of parking spaces, with at least 290 spaces provided during Phase I of the construction. The Applicant shall have the flexibility to increase the number to 370 spaces in Phase II of the construction, as described in Condition A.6 below;
 - (d) To vary the size of courts, which do not meet the minimum area requirements, as shown on Exhibit 26A1;
 - (e) To vary the location and design of all interior components, including partitions, structural slabs, doors, hallways, columns, stairways, and mechanical rooms, provided that the variations do not change the exterior configuration of the building;
 - (f) To vary the final selection of the plantings and beds within the range and types as proposed, based on availability at the time of installation, without reducing the quality of plantings or the layout and arrangement;
 - (g) To vary the location, attributes and general design of the public spaces and streetscapes within public space to comply with the requirements of and the approval by the District Department of Transportation Public Space Division; and
 - (h) To vary the final selection of the exterior building materials and public space materials within the color ranges and material types as proposed, based on availability at the time of construction without reducing the quality of the materials; and to make refinements to exterior details and

dimensions, including curtainwall mullions and spandrels, window frames, glass types, belt courses, sills, bases, cornices, railings and trim, planting beds, or any other changes to comply with the District of Columbia Building Code, to comport with final design comments from the Historic Preservation Review Board, the DDOT Public Space Committee, or that are otherwise necessary to obtain a final building permit.

6. The Applicant shall have the option to construct the project in phases, as shown on the Plans, as follows:
 - (a) Phase I consists of the historic Randall School buildings along I Street and the east residential building; and
 - (b) Phase II consists of the west residential building. The Applicant shall have the option to include the renovations of the east and west wings of the historic Randall School in Phase II of the PUD.

The deadline for filing applications for buildings permits and to construct the phases is set forth in Condition C.2.

B. Public Benefits

1. Housing and Affordable Housing. The Applicant shall provide approximately 443,833 square feet of gross floor area to be devoted to residential uses. Twenty percent of the gross floor area devoted to residential uses, or approximately 88,766 square feet of gross floor area, shall be set aside as affordable dwelling units ("ADUs") to be offered to households earning no more than 80% of the Area Median Income ("AMI") for the Washington, D.C. Metropolitan Area. Pursuant to the restrictive covenant on the property, the Applicant shall enter into an ADU Covenant with the District's Department of Housing and Community Development regarding the eligibility, selection and enforcement of the ADU requirements, with preferences for residents of ANC 6D to the extent permitted by law. The Applicant shall not be required to locate any ADUs on the upper three floors of the building, but the units shall otherwise be designed and located within the building consistent with the IZ provisions of Chapter 26 of the Zoning Regulations.
2. Museum. The Applicant shall provide approximately 32,707 square feet of gross floor area of the PUD for museum uses, as shown on the Plans.

3. Public Space Improvements. If approved by DDOT, the PUD shall provide public space improvements as shown on the Plans, extending the length of the I Street, as well as the H Street frontage.
4. Randall Recreation Center Drop-off/Turn-Around. If approved by the District and the Department of Parks and Recreation, the Applicant shall create a vehicular drop-off and turn-around point to serve both the Randall Recreation Center and the east portion of the PUD, as shown on the Plans.
5. Transportation Demand Management ("TDM") Measures. The Applicant shall implement the following TDM measures at the PUD:
 - (a) Providing a minimum of 45 spaces for bicycle parking/storage facilities, which exceeds the minimum requirement;
 - (b) Unbundling the cost of lease or purchase of parking spaces from the leased office space; parking costs will be set at no less than the charges of the lowest fee garage located within one-quarter of a mile;
 - (c) Prior to issuance of the certificate of occupancy, identifying a project's TDM Leader (for planning, construction, and operations), and providing DDOT/Zoning Enforcement with annual TDM Leader contact updates;
 - (d) Posting all TDM commitments on-line through the property management website, publicize availability, and allow the public to see what commitments have been promised;
 - (e) Providing reserved spaces for carpools that are within the first five spaces closest to the elevators serving the building on either P2 or P3; providing website links to Commuter/Connections.com and goDCgo.com on developer and property management websites; and
 - (f) Installing a Transportation Information Center Display (kiosk) or similar electronic information device within the office building containing information and materials related to local transportation alternatives; ensuring that bike commuters will have access to shower/changing facilities available in the building; providing a transit screen or similar electronic information device in the main lobby of the building to provide real-time publicly accessible transit information; providing a reserve space for low-emission vehicles ("LEV") and electric vehicle charging stations.

6. LEED Qualification: Prior to the issuance of a certificate of occupancy, the PUD shall be designed to meet a LEED-Silver rating, consistent with the score sheets submitted with the Plans but the Applicant shall not be required to obtain the certification from the United States Green Building Council. The Applicant shall submit separate score sheets for the historic building/museum addition and for the residential portion of the PUD.

7. Benefits of Special Value to the Neighborhood:
 - (a) *Museum Admission Policy*: The Applicant shall provide free admission to the art museum to ANC 6D residents as long as the museum is open to the public. In its discretion, the Applicant may implement this free-admission policy by issuing membership cards to ANC 6D residents or by accepting another form of residential identification;
 - (b) *Meeting Space*: Applicant shall provide meeting space in the auditorium on the lower (main) level of the museum, or other suitable meeting space on the lower (main) level, at no charge for one neighborhood town meeting per calendar month and for one small-room meeting per calendar month;
 - (c) *Art Exhibits*: Applicant shall organize an annual exhibit of artwork by residents of ANC 6D, including at least one public-school student. The art will be displayed in the local artists' gallery on the lower level of the museum, as shown on Sheet A05 of the architectural drawings;
 - (d) *Art Projects*: Applicant shall designate an annual ANC 6D neighborhood visual arts project and provide the resources needed to make that project a reality. The Applicant will designate a community outreach coordinator to work with ANC 6D to create and annual visual arts project, and to supply, directly or through a third parties, the art materials, display location and funding for the project;
 - (e) *Art Festival*: The Applicant will designate a community outreach coordinator to work with ANC 6D and the Washington Project for the Arts to organize, sponsor, and provide resources for an annual public, free-admission outdoor Arts Festival in ANC 6D;
 - (f) *ANC 6D Volunteers*: Applicant shall establish a program of recruiting museum volunteers from ANC 6D, who will receive free admission to at least one paid event at the museum;

- (g) *Randall Neighbor Day at the Corcoran*: Applicant shall schedule one day each year on which ANC 6D residents will have free admission to the Corcoran Gallery of Art;
- (h) *Educator Memberships in the Corcoran Gallery of Art and Special Interest Society*: The Applicant shall provide five annual free, year-long, Individual Memberships in both the Corcoran Gallery of Art and a special interest society for DC public-school teachers, one of which must go to a teacher in an ANC 6D public school;
- (i) *Camp Creativity*: Applicant shall provide at least five annual full scholarships to ANC 6D residents to participate in the program Camp Creativity run by the Corcoran Gallery of Art or by the Corcoran College of Art + Design. If the Corcoran discontinues Camp Creativity, this provision will not apply thereafter;
- (j) *Southwest Historic District Study*: Prior to the issuance of a certificate of occupancy, the Applicant shall contribute \$20,000 to Southwest Neighborhood Assembly to support the study and development of a Southwest Washington historic district;
- (k) *Arts Program at Randall Recreation Center*: Prior to the issuance of a certificate of occupancy, the Applicant shall contribute to the Southeast Southwest Community Benefits Coordinating Council (“CBCC”) \$1,000 per month, for a period of five years, to help fund arts programming at the Randall Recreation Center. CBCC will create a plan for arts programming in consultation with Washington Project for the Arts and others, including the Applicant. The Applicant may accelerate payments in order to obtain a certificate of occupancy;
- (l) *Construction Management Plan*: Prior to the issuance of a building permit, the Applicant shall submit a construction management plan to the ANC; and
- (m) *RPP Restrictions*: Prior to the issuance of a certificate of occupancy for the residential portion of the PUD, the Applicant shall provide evidence that restrictions will be included in the residential leases or condominium documents prohibiting a RPP from the Department of Motor Vehicles. The Applicant shall also provide evidence that it has requested that the building be removed or excluded from the RPP program.

8. First Source Employment Agreement: Prior to the issuance of a building permit, the Applicant shall execute a First Source Employment Agreement with the Department of Employment Services in order to achieve the goal of utilizing D.C. residents for at least 51% of the jobs created by the construction of the PUD. The Applicant shall give residents from ANC 6D special consideration for employment to the extent permitted by law.
9. CBE Agreement: Prior to issuance of a building permit, the Applicant shall execute a Certified Business Enterprise agreement with the Department of Small and Local Business Development and submit a copy to the Office of Zoning. The CBE Agreement shall commit the Applicant to achieve, at a minimum, the goal of 35% participation by local, small, or disadvantaged businesses in the contracted development costs in connection with the design, development and construction for the project created as a result of the PUD.

C. Miscellaneous


1. No building permit shall be issued for the PUD until the Applicant has recorded a covenant in the land records of the District of Columbia, between the Applicant and the District of Columbia, that is satisfactory to the Office of the Attorney General and the Zoning Division, Department of Consumer and Regulatory Affairs. Such covenant shall bind the Applicant and all successors in title to construct and use the property in accordance with this order, or amendment thereof by the Commission. The Applicant shall file a certified copy of the covenant with the records of the Office of Zoning.
2. The PUD shall be valid for a period of two years from the effective date of Z.C. Order No. 07-13D. Within such time, an application must be filed for a building permit for the construction of Phase I of the project (described in A.6 above) as specified in 11 DCMR § 2409.1; the filing of the building permit application will vest the Order. Construction of Phase I of the project must commence within three years of the effective date of Z.C. Order No. 07-13D. The Applicant shall file for a building permit for Phase II of the PUD within two years after completion of Phase I of the PUD and start construction of Phase II within three years after completion of Phase I of the PUD.
3. 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, gender identity or expression, familial status, family responsibilities, matriculation, political affiliation, genetic information, 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.

On January 27, 2014, upon the motion of Commissioner Miller, as seconded by Vice Chairman Cohen, the Zoning Commission **APPROVED** the Application at its public meeting by a vote of **5-0-0** (Anthony J. Hood, Marcie I. Cohen, Robert E. Miller, Peter G. May, and Michael G. Turnbull).

On March 10, 2014, upon the motion of Vice Chairman Cohen, as seconded by Commissioner May, the Zoning Commission **ADOPTED** this Order at its public meeting by a vote of **4-1-0** (Marcie I. Cohen, Robert E. Miller, Peter G. May, and Michael G. Turnbull to adopt; Anthony J. Hood opposed).

In accordance with the provisions of 11 DCMR § 3028, this Order shall become final and effective upon publication in the *D.C. Register*; that is on May 9, 2014.



ANTHONY J. HOOD
CHAIRMAN
ZONING COMMISSION



SARA A. BARDIN
DIRECTOR
OFFICE OF ZONING