

**APPLICATION TO THE
ZONING COMMISSION OF THE DISTRICT OF COLUMBIA
SECOND-STAGE PLANNED UNIT DEVELOPMENT**

**PARCEL 1, MARKET SQUARE and MARKET SHED
SOUTHWEST WATERFRONT / THE WHARF
SOUTHWEST WASHINGTON, D.C.**

STATEMENT OF THE APPLICANT

August 17, 2015

PREFACE

This statement and attached documents are submitted by Wharf District Master Developer LLC, on behalf of the District of Columbia through the Office of the Deputy Mayor for Planning and Economic Development (DMPED), the owner of the property described below (collectively the “Applicant”), in support of an application to the Zoning Commission of the District of Columbia (the “Commission”) for second-stage Planned Unit Development approval of a mixed-use building containing office and retail and service uses, associated open space, and a standalone, one-story retail building (the “Second-Stage PUD”), in accordance with the Zoning Commission's approval in Zoning Commission Case No. 11-03 (“Order No. 11-03”). This application is submitted in accordance with Chapters 24 and 30 of the Zoning Regulations of the District of Columbia, 11 DCMR (February 2003), as amended (the “Zoning Regulations”).

The subject property collectively includes the land area comprising Parcel 1, Market Square and Market Shed (the “Subject Property”) of the planned redevelopment of the Southwest Waterfront. The redevelopment project divides the Southwest Waterfront into eleven mixed-use building parcels and contains approximately 991,113 square feet, or 22.75 acres (the “PUD Site”). The PUD Site is bounded by the Washington Channel of the Potomac River on the southwest and Maine Avenue on the northeast between 6th and 11th Streets, SW. The Maine Avenue Municipal Fish Market is located immediately northwest of the PUD Site. The Subject Property is located at the northern end of the PUD Site and has a total land area of approximately 57,549 square feet, with Parcel 1 encompassing approximately 32,229 square feet, and Market Square, within which Market Shed will be located, consisting of approximately 25,320 square feet.

The Second-Stage PUD requests approval of a mixed-use building containing office and retail and service uses with approximately 245,712 square feet of gross floor area (GFA) and a

7.6 floor area ratio (FAR) (the “Parcel 1 Building”). The Applicant is also requesting flexibility to allow approximately 11,292 GFA (0.35 FAR) of habitable penthouse space. As proposed, the Parcel 1 Building will have a maximum height of 130 feet. The Applicant also requests Commission approval of Market Square, an active, open-air plaza located to the northwest of the Parcel 1 Building, which will also include Market Shed, a one-story building containing approximately 3,050 GFA (0.1 FAR) of retail uses. The Second-Stage PUD is fully compliant with the First-Stage PUD set forth in Z.C. Order No. 11-03 (Order No. 11-03).

As discussed below, this statement and the attached documents meet the filing requirements for a second-stage PUD under Chapter 24 of the District of Columbia Zoning Regulations.

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DEVELOPMENT TEAM

Applicant & Developer	Wharf District Master Developer LLC 690 Water Street, SW Washington, DC 20024
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LIST OF EXHIBITS

<u>Description</u>	<u>Exhibit</u>
Architectural and civil plans and drawings	A
Second-Stage PUD application form	B
Zoning map showing location of Subject Property	C
Zoning Commission Order No. 11-03	D
Public benefits and project amenities implementation chart	E
U.S. Commission of Fine Arts concept approval letter	F
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I.

INTRODUCTION

A. Overview

The Applicant submits this statement and the attached documents to the Zoning Commission of the District of Columbia (the “Commission”) in support of its application for a second-stage PUD application for Parcel 1, Market Square, and Market Shed of the Southwest Waterfront redevelopment project in Washington, D.C (the “Second-Stage PUD”). By order dated December 16, 2011, the Zoning Commission approved the first-stage planned unit development and related map amendments for the redevelopment project in Z.C. Case No. 11-03 (the “First-Stage PUD”).

Pursuant to the First-Stage PUD approval, the redevelopment project subdivides the PUD Site into 11 mixed-use building parcels, a number of smaller landside and waterside structures, four major plazas, one large park, a waterfront promenade / shared space, as well as public and private piers. The waterside development includes club buildings for the marinas, buildings on existing Piers 3 & 4, and other minor waterside buildings and facilities. In addition, the parks included in the redevelopment project include smaller retail structures.

Overall, the Commission approved a mixed-use development comprising approximately 3,165,000 GFA of landside development, or an aggregate 3.87 floor area ratio (FAR), excluding the private streets within the PUD Site. The First-Stage PUD also includes approximately 114,000 GFA of waterside development, equating to an approximate density of 0.68 FAR. Generally the range of landside uses approved by the Commission includes mixed-income and market rate residential, with a considerable amount of housing set aside for households earning no more than 30 percent and 60 percent of the Washington area median income (“AMI”); office; hotel; retail and service; and cultural and entertainment uses. The landside development also

includes more than twelve acres of parks and open space. The approved waterside development will feature four public or private use piers, as well as maritime-related commercial development.

With regard to the map amendments related to the First-Stage PUD, the Commission approved rezoning of the PUD Site to C-3-C, with the exception of Parcel 11, which was rezoned to R-5-B, and Parcel 10, which maintained its existing zoning of W-1. In addition, the W-1 District was extended into the Washington Channel to new pierhead lines.

The Commission also approved the phased redevelopment of the PUD Site, and zoning flexibility for lot occupancy on Parcel 11, as well as flexibility in the precise mix of uses in the overall redevelopment project. Since approving the First-Stage PUD, the Commission has granted second-stage PUD approvals to Parcels 2, 3, 4, and 11 (Z.C. Case No. 11-03A), and for Parcel 5 (Z.C. Case No. 11-03B). Both of these second-stage approvals also included approval of components of the waterside development, piers, parks and open spaces, ancillary buildings, and other adjacent spaces.

The Second-Stage PUD application requests approval of the Parcel 1 Building, a mixed-use building containing office and retail and service uses with approximately 245,712 square feet of gross floor area (GFA) and 7.6 floor area ratio (FAR). The building will also contain approximately 11,292 GFA (0.35 FAR) of habitable penthouse space, which the Applicant is requesting flexibility for. As proposed, the building will have a maximum height of 130 feet. The Applicant also requests Commission approval of Market Square, an active, open-air plaza located to the northwest of the Parcel 1 Building, which includes Market Shed, a one-story building containing approximately 3,050 GFA (0.1 FAR) of retail uses. Parking for the Parcel 1 Building will be located within a portion of the below-grade garage that has already received

Commission approval, and is currently under construction. Loading facilities will be located within the ground-floor of the building.

B. The Applicant and Development Team

As the master developer of the PUD project, Hoffman-Struever Waterfront, L.L.C., doing business as Hoffman-Madison Waterfront, L.L.C. (“Hoffman-Madison”), is processing this application on behalf of the Deputy Mayor's Office for Planning and Economic Development (DMPED). Hoffman-Madison brings together the talents and energy of P.N. Hoffman, Inc. and Madison Marquette, Inc., two of the most successful developers in the District of Columbia and the Washington region. P.N. Hoffman has been developing upscale condominium residences and mixed-use properties in the Washington, D.C. area since 1993. Its projects include Union Row at 14th and V Streets, NW, Chase Point, and the Lofts at Adams Morgan. P.N. Hoffman has partnered with Madison Marquette, a Washington-based retail developer that has distinguished itself by creating successful retail-oriented developments throughout the country to reflect the local community’s personality and culture. It is responsible for such projects as the Cityline at Tenleytown, which transformed a former Sears Department Store and Art-Deco landmark into a successful mixed use residential and retail project.

The team also includes several District-based developers that add to the strengths of Hoffman-Madison. These firms include the District-based Certified Local, Small, and Disadvantaged Business Enterprises of E.R. Bacon Development, Paramount Development and Triden Development, as well as District-based CityPartners.

The Second-Stage PUD (Parcel 1 Building, Market Square and Market Shed) will be developed by Wharf District Master Developer LLC (the “Applicant”), which is an affiliate of Hoffman-Madison.

II.

APPROVED STAGE 1 PUD DEVELOPMENT PARAMETERS

Per the First-Stage PUD, the Zoning Commission approved the overall parameters for the redevelopment of the Southwest Waterfront, as shown on the architectural plans submitted to the record in Z.C. Case No. 11-03. The First-Stage PUD authorizes a landside density of 3.87 FAR, excluding private rights-of-way, with a combined gross floor area of approximately 3,165,000 square feet. Waterside uses may have a maximum potential density of 0.68 FAR, or 114,000 square feet of gross floor area (See Z.C. Order No. 11-03, Condition Nos. A-1 and A-2). Development parameters pertaining to building height, parking, and loading were also included in the Commission's first-stage approval. Regarding building heights, a maximum height of 130 feet was established for Parcels 1 – 9, which are within the approved C-3-C District, with the exception of Parcel 5 which was approved at a maximum height of 110 feet. The maximum building heights for Parcels 10 and 11 are 60 feet and 45 feet, respectively, with a partially occupied penthouse on the residential portion of Parcel 11 rising to approximately 57 feet.

With respect to parking facilities, the Commission authorized the construction of one or more below grade parking structures that would provide approximately 2,100 - 2,650 parking spaces on two to three levels. The Applicant is also required to provide parking or storage for approximately 1,500 - 2,200 bicycles and sufficient loading facilities to accommodate the mix of uses on the PUD Site. Pursuant to Order No. 11-03, the precise amount of parking and loading facilities required for each second-stage development shall be specified by the Commission in each second-stage order.

The Second-Stage PUD is consistent with the First-Stage PUD development parameters, and entails vertical development on Parcel 1 and open space development of Market Square, including Market Shed. The Parcel 1 Building will include office and retail and service uses, and

have a two-story base with two, eight-story office towers rising to a maximum height of 130 feet (See Order No. 11-03, Finding of Fact No. 35, at 9).

III.

MATTER-OF-RIGHT DEVELOPMENT UNDER APPROVED ZONING

The C-3-C District is a mixed-use, high-density zone designed to accommodate major business and employment centers and permits a wide range of commercial, residential, and retail and service uses as a matter-of-right. The C-3-C District permits matter-of-right development to a height of ninety feet, with no limit on the number of stories, and a FAR of 6.5 (11 DCMR §§ 770.1 and 771.1). The PUD guidelines for the C-3-C District permit a height of 130 feet and a FAR of 8.0 (11 DCMR §§2405.1 and 2405.2). The C-3-C District permits a maximum lot occupancy of 100%.

With regard to vehicle parking, the minimum requirement for general office use within the C-3-C District is one space for each 1,800 GFA in excess of 2,000 square feet. The vehicle parking requirement for retail and service establishments is one space for each 750 square feet of GFA in excess of 3,000 square feet. Finally, the bicycle parking provided for office and retail uses within the C-3-C District must be at least equal to five percent of the number of required vehicle spaces.

Within the C-3-C District, office buildings with greater than 200,000 square feet of GFA have a loading requirement of: three, 30-foot loading berths; one, 20-foot service delivery space; and three loading platforms with a minimum area of 100 square feet each. For retail and service uses ranging between 8,000 and 20,000 GFA, the loading requirement is one, 30-foot loading berth; one, 20-foot service delivery space; and one loading platform with a minimum area of 100 square feet. However, pursuant to 11 DCMR § 2201.2, for any use that occupies 90% or more of

the GFA of a building, loading shall be calculated as if the greater use occupies the entire building. In this instance, the proposed office use occupies approximately 91 - 95% of the total GFA of the proposed Parcel 1 Building; and therefore, required loading for the Second-Stage PUD has been calculated in accordance with § 2201.2.

IV.

PROPOSED VERTICAL DEVELOPMENT

A. Overview of the Project Design Intent

The primary objective of the Applicant's overall plan and design of the Southwest Waterfront redevelopment project is to reunite the city with the water's edge and activate it with a mix of uses. This objective is achieved by the Applicant's efforts to integrate the city's unique urban qualities, such as dynamic public spaces that are defined by consistent street walls, with aspects that recall the thriving commercial characteristics of the historic working waterfront that was present on the Washington Channel..

The redeveloped Southwest Waterfront will provide a mix of uses that will activate the area throughout the day and night. The development will be pedestrian-oriented, with an appropriate level of vehicular access that results in a safe, activated streetscape. Rather than conceived as a series of individual building projects, the Applicant's redevelop plan is designed as a series of gathering places, both active and passive, that are defined by a collection of buildings.

B. Parcel 1

Parcel 1, which will have an address of 1000 Maine Avenue, SW, is located at the northern end of the PUD Site and consists of approximately 32,229 square feet of land area. It is bounded by Market Square and the Maine Avenue Municipal Fish Market to the northwest; Maine Avenue, SW and Banneker Park to the northeast, and the Washington Channel to the

southwest. There is a notable difference in grade elevation between Parcel 1 and Banneker Park of approximately 24 feet. To the southeast is Parcel 2 of the Southwest Waterfront redevelopment project, for which the Commission has granted second-stage approval for a mixed-use building consisting of residential, a multi-purpose entertainment venue, and retail uses. Between Parcel 1 and the Maine Avenue Fish Market is Market Square, a proposed active, open-air plaza containing retail uses that is part of the Second-Stage PUD, and described in detail below.

C. Parcel 1 Building

Area (sqft)	57,549
Parcel 1	32,229
Market Square	25,320
Parcel 1 Building	
Height (feet)	130
Gross Floor Area (GFA)	245,712
Office	223,378 (232,787)*
Retail	12,925 (22,334)*
FAR	7.6
Penthouse	13,612
Habitable (GFA)	11,292
Mechanical (GFA)	2,320
Screening	1,158
Penthouse FAR	0.35
<i>* Numbers in parentheses reflect option where the northern portion of the second floor is allocated to retail use. This option results in approximately 9,409 additional gross square feet of retail and an equivalent reduction in office use.</i>	

The Parcel 1 Building will frame the southeastern edge of the prominent Market Square and play an important role in establishing the northern gateway into The Wharf. The building's prominent location will afford views to the north toward Banneker Park and the National Mall, to the west toward the Jefferson Memorial, to the northeast toward the Capitol Building, and to the south toward the Washington Channel and beyond. These views were instrumental in developing the Parcel 1 Building design, which is consistent with the use, height, and general massing that

was approved in Order No. 11-03, and has been designed to achieve a minimum of LEED-CS Gold certification.

The Parcel 1 Building will consist of ten stories and contain approximately 245,712 GFA and an FAR of 7.6. The building will be constructed to a maximum height of 130 feet. Approximately 232,787 GFA will be devoted to office use, and approximately 12,925 GFA devoted to retail and service uses. There is also the potential for an additional 9,409 GFA of retail on the northern portion of the second floor which, if implemented, would reduce the office space GFA by the same amount. An additional 11,292 GFA of habitable space is proposed within the penthouse level of the building. Given the uncertainty of when the recently proposed penthouse regulations will go into effect (Z.C. Case No. 14-13), the Applicant is requesting flexibility to have the habitable penthouse space, and for this space to potentially include a bar, restaurant, nightclub, or cocktail lounge use, which under the proposed penthouse regulations would only be permitted by special exception.

The massing of the Parcel 1 Building can be described as being composed of two, eight-story office towers that rest upon an activated two-story base and capped with an active penthouse level. The two office towers are by and large arranged in an east-west orientation though angled slightly to form a “V-shape” that opens west toward the Washington Channel. The two towers are connected by a large two-story lobby that runs completely through the building from Maine Avenue to the Wharf, providing visual connections through to the Washington Channel. Above the second-floor along the north facade, the building is set back approximately five feet which breaks up the massing and scale of the building and establishes a dialog at the ground level with Market Shed and the Fish Market. This setback creates a third -floor terrace that overlooks Market Square and provides views toward the waterfront. The north façade is

further articulated by a small court niche that starts at the fifth floor and extends the remaining height of the building.

In contrast to the setback along the north façade of the building, the east façade, along Maine Avenue, SW, is recessed at the first and second levels creating an upper-level cantilever that breaks up the building massing and emphasizes the main building entrance. The west façade of the building, facing the Washington Channel, includes an expansive, four-story central atrium that is setback from the north and south office towers. At the ninth floor, this portion of the building is further setback an additional 15 feet, creating an outdoor terrace that overlook the waterfront. Finally, the south façade, along the narrow mews street, has simple massing and articulation.

In addition to the lobby, retail uses will occupy the ground floor along Market Square and the Wharf. The retail entrances will be located primarily along the north facade adjacent to Market Square, on the west façade facing the waterfront and framing the atrium, and potentially on the corner of the east façade facing Maine Avenue, SW. There will also be a dedicated elevator and stair along the north façade that provides general public access to the parking garage. The building's loading facilities and access ramp to the below-grade parking garage, the location of which received previous Commission approval, also occupy the ground floor along the mews street. Above the ground floor, the remainder of the building floors will be devoted to office use with the possible exception of the northern portion of the second floor which may contain retail use.

The building's penthouse level includes both mechanical and habitable space, screened mechanical equipment, and outdoor terrace space. As designed, the penthouse enclosure has variable heights with the habitable space having a maximum height of 15 feet, and the

mechanical space and screening having a maximum height of 18'-6". The penthouse, including the screening, is properly setback at a 1:1 ratio from Maine Avenue, a public street, and along the north and south sides of the building. Along the west side of the building, facing the Wharf, the Applicant is requesting flexibility from the penthouse setback requirements to allow a portion of the penthouse to be flush with the façade of the tenth floor. This is a result of the unique articulation of the west building façade, and specifically the aforementioned 15-foot building setback that occurs at the ninth floor. Finally, in anticipation of the proposed penthouse regulations which the Commission is scheduled to consider final action on at its October 19, 2015, meeting, the Applicant is also requesting flexibility to allow habitable space at the penthouse level, including the possibility of a bar, restaurant, cocktail lounge, or night club use, which will only be permitted as a special exception under the proposed regulations.

At the base of the building, the ground-floor retail and lobby will consist of a storefront system with glass and two-tone glazed terra-cotta or similar panels. Areas around the main entry on Maine Avenue will be stone clad, while the 4 story atrium on the west will have a glass curtain wall. The main office envelope will consist of a glass curtain wall with dark gray painted aluminum mullions. White glazed terra-cotta or similar fins and horizontal bands will create two-story frames over the curtain wall panels that measure 24-feet high by 10-feet wide. The penthouse level will utilize a curtain wall enclosure around the public amenity areas. The mechanical space and unenclosed mechanical equipment will be surrounded by a louvered screen wall. Finally, an extensive green roof system will be installed on the roof level as well as on top of the penthouse.

D. Parking and Loading Facilities

Vehicle and bicycle parking for the Parcel 1 Building will be located within the two-level below-grade garage that has already received second-stage approval from the Commission, and

is currently under construction. The minimum parking requirement for the Parcel 1 Building is 123 - 128 spaces for the office use, and 13 - 25 spaces for the retail use. The Applicant proposes to devote 78 spaces to the office use component of the Parcel 1 Building. These spaces will be located on the second-level of the parking garage that is currently under construction. With regard to the building's retail component, employees and patrons will have access to the general use spaces also located within the parking garage, with an additional 11 surface spaces provided in Market Square.

As described above, the Applicant is also required to provide bicycle parking that is at least equal to five percent of the required number of vehicle parking spaces. The Applicant will greatly exceed this requirement by providing bicycle parking spaces within a long-term bike storage area located on the first-level of the parking garage.

With regard to loading, as noted above, since 90% or more of the Parcel 1 Building will be devoted to office use the loading requirement has been calculated as if the entire building is occupied by office use. As a result, the Applicant is required to provide three, 30-foot loading berths; one, 20-foot service delivery space; and three, 100 square foot loading platforms. Consistent with the loading flexibility already granted by the Commission in other second-stage PUDs, the Applicant is requesting similar flexibility to provide two, 30-foot loading berths and 250 square foot of loading platform space. Furthermore, the service delivery space will be accommodated within Market Square or along the private mews street.

V. OPEN SPACE

A. Overview

As one of the amenities of the project, the Applicant is providing an abundance of new public-use piers, parks, open spaces, roads, and other public spaces or infrastructure. The

principal public spaces developed in conjunction with the Second-Stage PUD include Market Square and sections of the Wharf and Maine Avenue that abut the Subject Property.

B. Market Square

Market Square, located immediately northwest of the proposed Parcel 1 Building, is envisioned as the northern gateway into the renewed Southwest Waterfront neighborhood, the Wharf, and to Market Pier, and is expected to be a primary point of arrival for visitors coming to the waterfront from the National Mall. At approximately 25,320 square feet, Market Square will have the feel of a tightly defined urban plaza, similar to Seattle's Pike Place Market, while still having adequate space to provide retail amenities within Market Shed, and the ability to safely accommodate the vast numbers of visitors expected to arrive by foot, bicycle, and vehicle.

The design of Market Square has taken into consideration the heavily trafficked commercial activity of the Fish Market and the expansive waterfront views afforded from Banneker Park. Market Shed has been centrally located in Market Square and, as described in detail below, is designed to preserve views to the waterfront from Banneker Park, as well as facilitate north-south pedestrian circulation between the PUD Site and the Fish Market.

The Applicant proposes a range of paving materials within Market Square to distinguish it as a special place in and of itself, and to help regulate the flow of pedestrians, bicyclists, and vehicles which will all mix together within this active urban space. To ensure safe pedestrian passage, dedicated sidewalks are proposed along all of Market Square. The sidewalks will have distinct paving and align with the new signalized crosswalks on Maine Avenue. In addition, the north-south pedestrian connection between the Parcel 1 Building and the Fish Market, through Market Shed, will be constructed with a similar paving material as the sidewalks. The Applicant proposes a different set of paving materials, that are differentiated from the dedicated pedestrian spaces, in the areas where pedestrians, bicycles, and automobiles will intermix. Other traffic

calming measures proposed within Market Square include the placement of sturdy planters at crosswalks and the limited use of bollards around Market Shed and at the transition point between Market Square and the Wharf.

C. Market Shed

Area (sqft)	57,549
Parcel 1	32,229
Market Square	25,320
Market Shed	
Height (feet)	14 - 21
Gross Floor Area (GFA)	3,050
Retail	3,050
FAR	0.1

The Market Shed pavilion has been designed to relate to the other small-scaled pavilions that are set within the landside open spaces, or on new or repurposed waterside piers, throughout the Southwest Waterfront project. These other pavilions include the previously approved Capital Yacht Club, the Dock Master Pavilion, the Jetty Terminal Pavilion, and the Terminal Pier house. As with these previously approved structures, the Market Shed will be seen “in the round” from all sides and has thus been designed to sit as an object within the area defined as Market Square.

The Market Shed is modest in size at approximately 18 feet wide by 118 feet in length. The building varies in height from approximately 21 feet at the high points of the roof, to approximately 14 feet at the low point. The Market Shed has a distinguished butterfly roof profile that accentuates the movement between Maine Avenue to Market Pier as visitors transition from landside to waterside. Meant to be seen from both ground-level and above, this long, standing seam butterfly roof will sit on a freestanding structural steel frame that is set apart from two inset glass and metal panel retail pavilions. Long overhangs toward Maine Avenue and Market Pier will shelter an entry door on the east, and a tenant operated outdoor terrace located on the west toward the water. Market Shed is designed to accommodate single tenancy or up to

two independent tenants with access and views on all sides; therefore, the inset glass and metal retail areas below the butterfly roof are bisected by a covered walkway which occurs at the low point of the roof and aligns with the dedicated parking garage elevator and stair that is located within the Parcel 1 Building, as well as a future east-west circulation spine through the Maine Avenue Municipal Fish Market.

D. Thoroughfares

1. Wharf Street, SW

As described in the First-Stage PUD application, the Wharf will be primarily a pedestrian environment adjacent to the Washington Channel, with the ability to accommodate low-speed, low-volume vehicular access to business fronts, restaurants, elderly and disabled passenger drop off, and valet parking along the water's edge. Wharf Street, SW will have the flexibility to be closed periodically for special events and certain nights and weekends to emphasize and enhance the pedestrian experience while still maintaining emergency access.

The portion of the Wharf adjacent to Parcel 1 and Market Square is approximately 190 feet in length. It will follow the same design pattern of other sections of the Wharf that have been approved, consisting of a wide curbless "shared space" that uses non-traditional traffic calming measures to limit vehicular speed, provide a safe pedestrian environment, and create a seamless and flexible space that is highly adaptable. The Wharf will be programmed carefully to mix pedestrian uses, vehicular uses, and commercial uses such as kiosks and café zones.

2. Maine Avenue

As part of the Second-Stage PUD, approximately 219 linear feet of Maine Avenue, SW between Blair Alley, SW and Market Square will be reconstructed consistent with the streetscape design that has been previously approved by the Commission.

V.
TABULATION OF DEVELOPMENT DATA

Pursuant to § 2406.11(e), and Order No. 11-03, Condition No. C-1, the tabulation of development data for the Second-Stage PUD is located on Sheet 1.1 of Exhibit A, submitted herewith.

VI
STANDARDS OF THE ZONING REGULATIONS AND PUD REQUIREMENTS

A. Area Requirements (§2402.1(c))

The PUD Site is approximately 991,113 square feet (22.75 acres) in land area. The Subject Property is part of the overall PUD Site, and encompasses approximately 57,549 square feet of land area, with 32,229 square feet devoted to the Parcel 1 Building, and 25,320 devoted to Market Square. Both the Subject Property and the PUD Site exceed the minimum land area requirement of 15,000 square feet to qualify for a Planned Unit Development.

B. Height and FAR Requirements (§§2405.1 and 2405.2)

The Second-Stage PUD conforms to the PUD guidelines for the C-3-C District and the First-Stage PUD development parameters. As noted above, the Commission approved a maximum building height of 130 feet for Parcel 1 as part of the First-Stage PUD, which is consistent with what is permitted under the Zoning Regulation PUD. The Parcel 1 Building will have a two-story base with eight stories of office use above and a maximum building height of 130 feet. The Market Shed building will have a maximum height of approximately 21 feet.

With regard to FAR, under the PUD standards a maximum FAR of 8.0 is permitted in the C-3-C District. Based on the 32,229 square feet of land area devoted to Parcel 1, the Parcel 1 Building will have an FAR of 7.6.

C Consistency with the Comprehensive Plan (§2403.4)

Pursuant to Order No. 11-03, the Commission found the First-Stage PUD, including the office building proposed for Parcel 1, to be consistent with the 2003 Draft Southwest Waterfront Development Plan and Anacostia Waterfront Initiative Vision for the Southwest Waterfront, as refined and reshaped by the 2006 Comprehensive Plan for the National Capital (see Order No. 11-03 at 16 – 26).

The Commission found the First-Stage PUD to be not inconsistent with both the Comprehensive Plan's Future Land Use Map (FLUM) and Generalized Policy Map (GPM). The Commission found that C-3-C zoning for the northern portion of the PUD Site, including Parcel 1, to be consistent with the mixed-use high-density commercial and high-density residential land use designations found on the FLUM.

Furthermore, the Commission found the First-Stage PUD to be consistent with many guiding principles in the Comprehensive Plan relative to managing growth and change, creating successful neighborhoods, increasing access to education and employment, connecting the city, and building green and healthy communities. The Commission also found the redevelopment project consistent with the policies contained within the Comprehensive Plan's citywide elements pertaining to land use, housing, environmental protection, economic development, and urban design; as well as the area-specific policies and objectives of the Lower Anacostia Waterfront / Near Southwest Area Element.

D. Public Benefits and Project Amenities (§2403.5)

As recognized by the Commission in its approval of the First-Stage PUD, the Southwest Waterfront redevelopment will provide an exceptional number and level of public benefits and project amenities including, but not limited to: (i) the creation of a new mixed-income, mixed-use community that reactivates the Southwest Waterfront; (ii) substantial affordable, workforce,

and market-rate housing opportunities; (iii) multi-modal transportation improvements; (iv) several environmental benefits including vastly improved stormwater management; and (v) significant improvements to the Maine Avenue Fish Market and connections to Banneker Overlook and 10th Street, SW (*See* Z.C. Case No. 11-03, Exhibit 60 and Z.C. Order 11-03, at 13-16).

Pursuant to Z.C. Order NO. 11-03, Condition C-3, the Applicant must provide a detailed implementation plan for the public benefits and project amenities with each second-stage PUD application. The implementation plan is required to identify the benefits and amenities proposed for the particular second-stage PUD application, the benefits and amenities already implemented, and the benefits and amenities yet to be implemented. In fulfillment of this requirement, attached as Exhibit E is the Applicant's Public Benefits and Amenities Implementation Chart.

VII.

OTHER INFORMATION

A. U.S. Commission of Fine Arts

At its June 25, 2015, meeting, the U.S. Commission of Fine Arts (CFA) reviewed and approved the concept design for the Parcel 1 Building, and suggested further study of certain aspects of the north elevation and the primary entrance along Maine Avenue. CFA commended the design team for the sophisticated building, noting particularly the elegance of the proposed curtain wall system and terra-cotta components. CFA's concept approval letter is attached as Exhibit F.

VIII.
FLEXIBILITY UNDER PUD GUIDELINES

A. Zoning Flexibility

The PUD process was created to allow greater flexibility in planning and design than may otherwise be possible under conventional zoning procedures. The Applicant seeks such flexibility from the penthouse / roof structure and loading parameters, as well as other minor flexibility during the final design phase of the Parcel 1 Building and Market Shed.

1. Penthouse / roof structures

The Applicant requests flexibility relative to four areas of the Parcel 1 Building's penthouse / roof structure: (i) setbacks; (ii) enclosing walls with multiple heights; (iii) maximum penthouse height; and (iv) habitable space. Of note, the Applicant is requesting flexibility for the latter three areas due to the uncertainty of when the proposed penthouse regulations under consideration in Z.C. Case No. 14-13 will take effect. The Commission is currently scheduled to consider final action on the proposed penthouse regulations on October 19, 2015. Should the proposed penthouse regulations go into effect prior to the public hearing on the Second-Stage PUD, these three areas of flexibility will not be necessary.

First, the Applicant is requesting flexibility from the penthouse setback requirements on the west side of the building facing the waterfront. The Applicant has carefully designed the penthouse level of the building to ensure that the penthouse meets the 1:1 setback requirements along exterior walls that face public streets, which in this case is Maine Avenue. In addition, the penthouse also meets the setback requirements along the majority of the exterior walls that will face private streets and open spaces. However, as a result of the unique articulation of the west building façade, a small portion of the penthouse sits flush with the edge of the roof for the top floor with a setback at the ninth floor. This portion of the penthouse is proposed to contain

habitable space and will be enclosed with a glazed system that harmonizes with the curtain wall system of the building's lower floors. Therefore, any additional visibility of the penthouse that may result from the non-compliant setback will not have the detrimental impacts that may occur if this portion of the penthouse was enclosing mechanical space.

The Applicant also requests flexibility to allow penthouse enclosing walls of multiple heights and to allow the overall penthouse height to be modified. With regard to multiple heights, currently the portion of the penthouse proposed to have habitable space has a height of 15'-0", and the portion containing mechanical space and screened mechanical equipment is 18'-6". Regarding overall height, the Applicant is requesting flexibility to allow the penthouse height, for both habitable and mechanical space, to increase to a maximum height of 20 feet above the roof upon which the penthouse sits.

Finally, the Applicant is requesting flexibility to allow approximately 11,292 gross square feet of habitable space in the Parcel 1 Building penthouse level, and to allow the habitable space to contain a bar, restaurant, lounge, or night club use. Under the proposed regulations, buildings and structures within the C-3-C District, such as the Parcel 1 Building, would be permitted to have habitable space devoted to any use permitted within the C-3-C District, with the exception of a nightclub, bar, cocktail lounge, or restaurant which would only be permitted as a special exception if approved by the Board of Zoning Adjustment. At this point in time the Applicant has not yet determined what the specific use(s) of the habitable portion of the penthouse will be. However, considering the mixed-use, entertainment type environment sought for the Southwest Waterfront, it is reasonably foreseeable that the Applicant may look to have an eating and drinking establishment in the Parcel 1 Building penthouse. Thus, the Applicant requests the necessary flexibility to allow this type of use.

2. Loading

Section 2201.1 of the zoning regulations requires that the Parcel 1 Building provide three (3) 30'-0" loading berths, one (1) 20' service/delivery loading space, and three (3) loading platforms each measuring 100 square feet, 300 square feet total.

Flexibility is requested from the prescribed loading requirement for the Parcel 1 Building, and is limited to two (2) 30'-0 loading berths, and 250 square feet of loading platform. The Applicant believes the loading facilities proposed for the Parcel 1 Building will be sufficient to meet the loading and unloading needs of the building's office and retail uses. The Applicant's transportation study will include an analysis of the loading requirements for the proposed building and include an assessment of expected number of deliveries, size of delivery vehicle, and truck circulation.

B. Other Minor Flexibility

The Applicant has made every effort to provide a level of detail that conveys the architectural design of the proposed building, and that does not require flexibility from the requirements of the Zoning Regulations. Nonetheless, some flexibility is necessary to address potential issues that arise during construction and other issues that cannot be anticipated at this time.

In addition to the technical areas of zoning flexibility described above, the Applicant requests additional flexibility in building design for the following areas:

1. To adjust the total amount of office and retail gross floor area $\pm 5\%$; and
2. To vary the location and design of all interior components, including partitions, structural slabs, doors, hallways, columns, stairways, atria and mechanical rooms, provided that the variations do not change the exterior configuration of the building; and
3. To make refinements to exterior building details and dimensions, including belt courses, sills, bases, cornices, railings, roof, skylight, architectural

embellishments and trim, window mullions and spacing, or any other changes to comply with the District of Columbia Building Code or that are necessary to obtain a final building permit or any other applicable approvals; and

4. To locate retail entrances and signage in accordance with the needs of the retail tenants and to vary the façades, as necessary; and
5. To vary the design and location of building signage, including all retail signage, in accordance with the District of Columbia sign regulations in effect at the time of permit; and
6. To vary the final selection of the exterior building and open space paving materials within the color ranges and material types as proposed, based on constructability and availability at the time of construction.

IX. TRANSPORTATION STUDY

The Applicant and their traffic consultant, Gorove/Slade Associates, has continued its consultation process with the District's Department of Transportation ("DDOT") on the Southwest Waterfront project during the second stage PUD application processes and Phase 1 of construction. The consultation has included monthly project updates with representatives from DDOT, the ANC, and other community stakeholders.

Relative to transportation, the previously approved second-stage PUDs include streetscape improvements for Maine Avenue from 7th Street Park to the Fish Market, including existing intersection improvements, tree preservation and planting, completion of the new intersection at the Fish Market, bike and pedestrian infrastructure, complete utility relocation from former Water Street, SW, transit and bicycle accommodations, signage, metering, hardscape design, new curb and gutter, and geometry adjustments.

Gorove/Slade is preparing a Comprehensive Transportation Review ("CTR") scoping document for the Second-Stage PUD which will be submitted to DDOT for review and approval. It is anticipated that some level of additional analysis will be required to supplement the analyses

that have already been prepared for the Southwest Waterfront redevelopment project. The Applicant will continue to coordinate with DDOT regarding the current proposal for Parcel 1 and Market Square and will submit any supplemental analysis to DDOT and the Zoning Commission at least 45 days in advance of the hearing scheduled for this application.

X.
CONCLUSION

For the foregoing reasons, the Applicant submits that the application meets the standards of Chapter 24 of the Zoning Regulations; is consistent with the purposes and intent of the Zoning Regulations and Zoning Map; is consistent with the land use objectives of the District of Columbia; will enhance the health, welfare, safety and convenience of the citizens of the District of Columbia; satisfies the requirements for approval of a second-stage PUD; provides significant public benefits and project amenities consistent with what has been approved in Order No. 11-03; and advances important goals and policies of the District of Columbia. Therefore, the Applicant respectfully requests that the Zoning Commission approve the Second-Stage PUD application for the Property.

Respectfully submitted,

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