

**PLANNED UNIT DEVELOPMENT (PUD)
CAPITOL GATEWAY MARKETPLACE
Washington, D.C.**

**STATEMENT IN SUPPORT OF A
CONSOLIDATED PLANNED UNIT DEVELOPMENT
AND REZONING**

August 28, 2012

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**PLANNED UNIT DEVELOPMENT (PUD)
CAPITOL GATEWAY MARKETPLACE**

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EXHIBIT

Compliance with Chapter 24 of the Zoning Regulations	A
Application Form 101, to Amend the Zoning Map; Application Form 104 for a Consolidated Approval of a PUD	B
Notice of Intent to File and Certificate of Notice	C
List of Owners of Property Within 200 feet of the Subject Site	D
Project Plans and Drawings	E

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CAPITOL GATEWAY MARKETPLACE

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I. EXECUTIVE SUMMARY

This document is the application of CG Marketplace, LLC for review and approval of a rezoning to C-2-A and Consolidated Planned Unit Development (“PUD”) under Chapter 24 of the D.C. Zoning Regulations. CG Marketplace, LLC (“Applicant”) is a single purpose entity controlled by the D.C. Housing Authority (“DCHA”), which owns the site, and A&R Development Corporation (“A&R” or “Developer”).

The property that is the subject of this application is located in the East Capitol neighborhood of Northeast Washington on two vacant DCHA sites located along the north frontage of East Capitol Street to the west and east of 58th Street, N.E. The property is legally identified as Square 5276, Lots 812, 813, and 23-121; Square 5272, Lot 51; Square 5273, Lot 67; Square 5277, Lots 22-33 and 805; and Square 5246, Lot 110 (the “PUD Site” or “Site”). The PUD Site has a total area of approximately 521,734 square feet or 11.9 acres. It is located in Ward 7 and within the boundaries of Advisory Neighborhood Commissions (“ANC”) 7C and across East Capitol Street from ANC 7E.

The proposed project, known as Capitol Gateway Marketplace (“Project” or “Marketplace”), is the commercial component of the previously approved Capitol Gateway Estates PUD.

II. PROJECT BACKGROUND AND HISTORY

As indicated above, the proposed PUD is the commercial component of the previously approved Capitol Gateway Estates PUD, a 40 acre mixed-use redevelopment of a dilapidated DCHA public housing project funded in part through the federal HOPE VI program. The Capitol Gateway Estates PUD application included the following components to be developed by A&R and affiliates:

- (1) A 151 unit senior apartment building located immediately to the north of the proposed PUD Site;
- (2) A mixed-income residential community containing 228 dwelling units, including 14 single-family houses, 136 semi-detached houses, 64 rowhouses and 28 units in 7 four-unit apartment buildings;
- (3) The redevelopment of the former high-rise public housing site located on the south side of East Capitol Street adjacent to the Maryland-D.C. line; and
- (4) The redevelopment of the PUD Site with a grocery store and additional retail uses.

The first two project components were approved by the Zoning Commission pursuant to Z.C. 03-03/02-5; and 03-03A and 03-03B. They are highly successful, completed projects. However, the retail and high-rise apartment building components were withdrawn prior to approval by the Zoning Commission due to market and funding issues.

In the initial PUD application, the retail component included a large field of surface parking located in front of the proposed grocery store. It was subsequently withdrawn due in large part to the failure of the prospective grocery store tenant and the City to agree as to the size and location of the surface parking. Since then, A&R has diligently marketed the site to additional grocery store chains to no avail. Feedback from potential tenants identified the lack of

a critical mass of stable residential development nearby. At one point, A&R designed a large mixed-use development for the site to include multi-family residential and office uses as well as retail use. However, this plan proved to be neither financeable or marketable and the recent economic downturn has not improved the feasibility of this plans.

Now that the surrounding, new residential community has been successfully completed, the retail component is more timely and A&R has attracted a full-service WalMart store to the site which includes a much desired grocery component. While the Applicant and the City would like to include additional multi-family residential and even office components on the PUD Site, that plan is still not feasible at this time. However, the proposed PUD development will not preclude additional development on the PUD Site. In fact, A&R has designed the current PUD to facilitate additional development in the future. The majority of the parking on the East Parcel has been located within the Wal-Mart building footprint and the smaller retail buildings will be structurally designed to accommodate up to four additional floors of development.

III. THE APPLICANT

As indicated above, the Applicant is a single purpose entity controlled by the DCHA and A&R. DCHA is the owner of the PUD Site. A&R and its affiliates will be developing the proposed Project.

A&R is an experienced and capable developer who is anxious to bring the long awaited Marketplace Project to fruition. As the lead developer of the Capitol Gateway Estates PUD, A&R has a long history with the site. A&R also has extensive experience in working with DCHA on a number of other successful Hope VI projects (all are also PUDs) in Southeast, Washington including the following:

Glenncrest – a completed 17-acre residential development with 211 units for sale and rent in a mix of townhomes and four-unit walk-up grandhomes ZC No. 05-24, 05-24A and 05-24B.

Wheeler Creek (former Valley Green/Skytower public housing projects) – a completed 25-acre residential development in Washington Highlands which includes 214 townhomes, a 13,000 square foot community building and 100-unit senior building (ZC No. 851).

Highlands Addition – A&R was also recently selected by DCHA to develop the Highlands Addition PUD project, which consists of approximately 197 affordable multi-family rental housing units (all tax credit eligible) in the Washington Highlands neighborhood of Southeast Washington, DC. The Project is a partnership between A&R Development (A&R) and the District of Columbia Housing Authority (DCHA) and is envisioned to be developed in phases. Each phase of the Project will designate a number of housing units to replace 118 public housing units presently existing throughout the larger site.

Rhode Island Row – A&R, in partnership with Urban Atlantic, is currently developing a \$107 million public-private partnership mixed-use development at the Rhode Island Metro Station. The project, also a PUD, includes 274 apartments, 70,000 square feet of retail space and a new Metro commuter garage. The developer has delivered roughly 1/5 of the residential units and has signed leases or letters of intent for a CVS and a total of 40,000 square feet of retail space. The project is on schedule to be fully stabilized by early 2013.

A&R and its affiliates also have an exemplary track record in achieving and surpassing District Certified Business Enterprise (“CBE”) and First Source goals. For example, with respect to its most recent project, Rhode Island Row, thus far approximately 40% of the construction contracting (over \$23 million) has been awarded to CBE businesses.

Further, approximately 16% of the 436 total workforce have been District residents and 4% have been Ward 5 residents. Of the 22 new hires, 77% have been District residents and 27% have been Ward 5 residents.¹

IV. SITE DESCRIPTION

As indicated above, the PUD Site consists of two vacant DCHA parcels, which straddle 58th Street, N.E. along the north frontage of East Capitol Street. The primary site, located to the east of 58th Street ("East Parcel"), has a land area of approximately 459,917 square feet or 10.56 acres and slopes from east to west rising approximately 48 feet from the parcel's southeast corner to its southwest corner along East Capitol Street. It consists of Square 5276, Lots 812, 813, and 23-121; Square 5272, Lot 51; Square 5273, Lot 67; Square 5277, Lots 22-33 and 805. The PUD Site also includes a smaller parcel located to the west of 58th Street, N.E. ("West Parcel"). The West Parcel has a land area of 61,817 square feet or 1.4 acres. It consists of Lot 110 in Square 5246.

With a total land area of 521,734 square feet, or 11.9 acres, the PUD Site meets and exceeds the minimum area requirements for the R-5-A District (i.e. two acres) and the proposed C-2-A District (15,000 square feet) pursuant to Section 2401.1 of the Zoning Regulations. Further, the PUD Site meets the requirement Section 2401.3 that all property included in a PUD must be contiguous with the exception that the property may be separated only by a public street, alley or right-of-way. In this case, the East and West Parcels are separated by 58th Street, N.E. which is a public street.

¹ In order to maximize local hiring, prior to construction starting, the Developer and Contractor established a partnership with the District Department of Employment Services (DOES) wherein DOES accepted applications from and pre-screened District residents interested in employment opportunities on the project. When a new position becomes available, the Contractor notifies DOES and requests pre-screened applicants to refer to the Subcontractor. This partnership was facilitated by the office of Ward 5 Councilmember Harry Thomas, Jr. (D).

V. THE SURROUNDING AREA

The PUD Site fronts on East Capitol Street, which is a major corridor providing access to the Downtown central business district. The surrounding area is primarily residential in character; characterized by single family and duplex houses. Immediately to the north of the site is the 151 unit senior building that was developed by the Applicant pursuant to the overall Capitol Gateway Estate PUD. To the northwest and south of the PUD Site, existing housing types include single-family, duplex, and small walk-up multifamily buildings also developed in accordance with the Capitol Gateway Estates PUD.

Several public facilities are located in the immediate vicinity of the PUD Site. The PUD Site is approximately within one-block walking distance of the Capitol Heights Metrorail Station (Blue Line). The Watts Branch Park borders and primarily defines the north-northeastern edge of the site, reinforced by the Watts Branch Playground, bounded generally by Southern Avenue, 61st Street, and Banks Place, N.E. and Marvin Gaye Park. Two public schools – the Evans Middle School and the Maya Angelou Charter School are located on East Capitol Street to the west of the project site. The Evans Recreation Center is also nearby.

As indicated, public transportation is available at the Capitol Heights Metrorail station. Further, Metrobus routes 96, 97 & U8 (DC buses) and A12 & A14 (serving DC and Maryland) operate along East Capitol Street and Southern Avenue (Blue Line) and supplement the Metrorail system.

VI. EXISTING AND PROPOSED ZONING

The PUD Site is currently zoned R-2 and R-5-A with a portion of the site (lots 22-33 in Square 5277) unzoned. R-2 is a low density single family residential zone and R-5-A is a low density apartment house zone. The existing zoning is out of date and inconsistent with the Comprehensive Plan which calls for low density commercial uses on the Site. The PUD Site is

due for a Comprehensive Plan consistency rezoning in accordance with current City planning and economic development policy.

The Applicant is proposing a rezoning of the PUD Site to C-2-A. C-2-A is a moderate density commercial zone designed to provide facilities for shopping and business needs, housing, and mixed uses for large segments of the District of Columbia outside of the central core. (Zoning Regulations, §720.2) C-2-A Districts are mapped in low and medium density residential areas with access to main highways or rapid transit stops, and shall include office employment centers, shopping centers, and medium-bulk mixed use centers. The C-2-A zone is appropriate in this location near the Capitol Heights Metrorail Station and the surrounding low and medium density residential uses.

The land use and zoning pattern surrounding the PUD Site consists of R-2 and R-5-A zoning, with a mixed residential development pattern. Some areas and blocks are improved predominantly with detached and/or semi-detached houses, triplexes, or rowhouses, plus scattered garden apartments. Within this area – which extends generally to the southwest towards Marshall Heights and the northeast towards Lincoln Heights, Burrville, and Deanwood – are several pockets of C-1 (neighborhood convenience commercial) and a short strip of C-2-A (moderate-density commercial) zoning along Dix Street, N.E.

The C-2-A zone prescribes a height limit of 50 feet and a maximum commercial floor area ratio (“FAR”) of 1.5. With a PUD, the maximum permitted height in C-2-A zone is 65 feet and the maximum commercial FAR is 2.0. The proposed Project is well within these limits, with an aggregate density of only approximately 0.42 FAR and a maximum height of 42 feet for the large format building; 22-33 feet for the smaller retail buildings. The proposed Project also features an average lot occupancy of less than 30%. (See the Project Plans for details.) As

indicated above, however, additional density on the PUD Site is desirable given the proximity to Metro. The proposed zoning allows for additional density at a future date to meet this objective.

VII. PROJECT DESCRIPTION

As indicated previously, the PUD Site includes two vacant DCHA parcels located along East Capitol Street to the east (“East Parcel”) and west (“West Parcel”) of 58th Street, N.E.

A. East Parcel

The East Parcel will be developed with an approximately 130,000 square foot large format retail building sited on the southwest corner of the parcel. This building will house a new Wal-Mart store. Four additional smaller format buildings will also be constructed on the East Parcel, including: (1) two multi-tenant retail pads located along the East Capitol Street frontage of the Site to east of the Wal-Mart store; (2) a multi-tenant retail building located at the southeast corner of the East Parcel; and (3) a 7,250 square foot building to be devoted to a wellness center located at the northeast corner of the East Parcel.

The small format retail buildings, which total 15,900 square feet, will orient toward generous public spaces placed along the length of the site between the buildings and along the street. The East Capitol frontage will provide an inviting pedestrian experience with a carefully designed streetscape to include wide sidewalks which weave in and out of the Site and corresponding planting strips featuring a varied palette of flowering and sustainable plant materials. A public plaza will be sited at the far southeast corner of the East Parcel (“Gateway Plaza”). It will feature a public art work and serve as a “gateway feature” to the Marketplace and the City. It is strategically located to serve as focal point and to encourage pedestrian access from the Capitol Heights Metrorail Station. Another public plaza is sited midblock, (“Mid-Block Plaza”). Again, it is designed to encourage pedestrian access from Metro and through the Marketplace as well as to animate East Capitol Street.

The Project architecture is contemporary in character. All buildings will share a consistent pallet of materials, colors, and accessories. The materials will include: Quik-Brik in a range of colors; manufactured stone; architectural panels; and clear anodized storefront. The associated ancillary retail buildings will be accessorized with fabric awnings, a clear anodized sun shade feature; matching contemporary freestanding and building mounted light fixtures; and retail signage. Architectural detailing will be crisp and contemporary. Entrances and storefront windows will address East Capitol Street and the generous sidewalks and plaza areas animating and activating the streetscape with transparency and reflections. The storefront design is intended to merge the outside sidewalk and interior shop space activity. Lighting will transform the buildings in the evening, creating an attractive and inviting place to shop, gather and dine. Each building has its own individual identity and massing but together all the buildings have a consistency in character which reinforce a sense of place. Extensive landscape will also add vitality to East Capital Street.

The height of the buildings on the East Parcel range from 42 feet for the Wal-Mart Store to 22 to 33 feet for the remaining smaller, retail buildings. A total of 570 parking spaces will be provided on the East Parcel with a majority of the spaces (i.e. 334 spaces) located within the Wal-Mart building footprint and largely hidden or screened from view. The Project has a lot occupancy of approximately 33% on the East Parcel and a FAR of approximately 0.33.

Large Format Building Design

Located at the corner of two major public streets, the large format retail building has been designed to physically mark the corner at the intersection of East Capitol and 58th Street while simultaneously helping to create an inviting and comfortably defined street space. A key design objective is to maintain a human scale and provide a pleasant pedestrian experience. To do this

effectively, the design incorporates vegetation buffers on the street edge, pedestrian amenities in areas of circulation, and the use of glass along the main portions of the building. The glazing shares the multiple functions of separating the store from public gathering areas and providing voids within the mass.

The building attempts to mediate the considerable change in grade on the Site by locating a parking garage under the building. Much of the parking, therefore, will be below grade and hidden from views along the eastern perimeter of the building. The building design also uses the natural slope of the site to create pedestrian entrances at both the high and low ends of the site. As one approaches the main entrance vestibule from either of the entrances, the use of translucent canopy structures helps to break down the façade to a friendly human scale. The scale of the façade along East Capitol Street is further reduced by the use of a variety of building materials and colors such as brick, aluminum, glazing and cultured stone. The materials were selected to fit within the context of the surrounding community and within the overall development itself.

Once a customer has entered through the vestibule doors, the connection with the exterior and East Capitol Street is maintained. The multi-story vestibule is designed with a glass storefront to maintain a visual connection and to allow natural light into the building. This creates a comfortable and safe transition space as one moves from the exterior into the store itself. The architectural design developed for the large format store thereby accomplishes a strong connection to the surrounding community and provides a safe and animated pedestrian experience both inside and outside the store entrance.

The architectural massing, scale and façade materials are appropriate to meet the requirements of maintaining a strong corner. The aesthetic composition of the massing, scale

and materials has also been composed in a manner that meets the needs of a neighborhood made up of primarily single, low-density and multi-family housing. The proposed building is designed using traditional exterior materials and architectural elements that are harmonious with the traditions and architectural language of the surrounding neighborhood.

The large format retail building will have a maximum height of approximately 53 feet (from the lowest point on the site to the highest point on the building) and a gross floor area of approximately 130,000 square feet. As indicated above, approximately 334 of the 570 parking spaces on the East Parcel will be located within the large format building.

The Walmart store to occupy the building will sell a wide range of groceries and household items including fresh produce and organic food. It will also include a full service pharmacy.

Small Format Retail Stores Design

The Applicant has thoughtfully and strategically sited all of the smaller-format retail buildings. The layout has a focus and theme on creating memorable pedestrian experiences. As with the layout of the entire center, it's anticipated that the smaller retail stores will help in the continuing process of developing a stronger sense of civic identity and pride for the surrounding neighborhoods. In addition to providing sorely needed goods and services, the Applicant's primary objective is to enhance the life, vitality, and sense of place along East Capitol Street. As previously mentioned, as you enter the site from Prince George's County to the east, an inviting Gateway Plaza featuring a prominent public art component will draw in pedestrian traffic and also provide a strong visual cue for vehicular traffic entering the District.

Moving to the west from the Gateway Plaza, the Applicant will construct three retail buildings all oriented toward East Capitol Street. The total square footage is 15,900 square feet

between the three buildings. The front door to all of the operating businesses in each of the three buildings will be located on East Capitol Street. In addition to an ample amount of glass storefront which will provide a transparency that will merge interior and exterior activity, the East Capitol Street facades of the retail buildings will feature a variety of façade materials, varying building heights, canopies and awnings which will help to activate East Capitol Street.

Patrons visiting the smaller retail stores via car will park in the surface lot to the rear of the retail buildings and pass through the Mid-Block Plaza space located between the 5,520 and 5,580 buildings to access the retail streetscape and enter the retail spaces from the East Capitol street storefronts. This plaza is designed to accommodate lively sidewalks cafes, patio/outdoor seating and possibly even extension of vendor shopping associated with the operation of the stores. The facades of the two retail buildings located adjacent to the Midblock Plaza will be finished with the same level of detail and care as the East Capitol storefronts.

Streetscape Design

Well designed streetscape improvements will further enhance the pedestrian experience along East Capitol Street. Ample sidewalk areas featuring decorative pavers will weave in and out of the Project frontage and public space. These pedestrian areas are designed with a high quality of pedestrian experience in mind encouraging visitors to stay longer – to sit, eat, socialize, and walk comfortably along the well lit and open outdoor spaces. Along East Capitol Street, the project's walkable pedestrian areas range in width from a minimum of 10 feet to between 40 feet and 52 feet at the main plaza area. The intent is to create a variety of spatial configurations; to avoid a monotonous linear sidewalk, and instead provide a definable character for the site. This has been achieved by angling the pedestrian movements, at times, away from the busy East Capitol Street frontage towards the new retail buildings, and then diverting them

back towards the street. The proposed design aims at both providing the pedestrian with comfortable and safe outdoor spaces, while respecting the overall urban character of the City.

Materials selection is always a critical factor in meeting urban design goals. At Marketplace, the dominant material will be Quik-Brik. Accent materials will be also used in selected areas to highlight specific areas within the site. These accent materials, including Quik-Brik and cultured stone, will relate to the façade materials being proposed for the adjacent buildings. In addition, to help accentuate the desired movement of the pedestrian through the site, 18 inch x 18 inch continuous concrete seat walls will line the south edge of the Midblock plaza area. These walls, combined with corresponding 18 inch x 18 inch planter walls will add to the seating diversity available to people experiencing the open spaces.

Along East Capitol Street, large bio-filtration/landscape areas will be located adjacent to the sidewalk areas to help soften and beautify the pedestrian areas with natural plantings that attract butterflies and birds to the Site. These bio-filtration areas will also serve to enhance the Project's sustainable quality by providing ample areas for natural water quality treatment to occur.

In summary, the combination of strong, inviting retail storefront access along East Capitol Street, streetscape and landscaping improvements, and the plaza gathering spaces will introduce a new character and feel to East Capitol Street. The various components of the Project have been designed to establish a sense of unity and cohesion throughout the Project. The buildings, open spaces, paving design, lighting and landscaping all work together to create a unique and identifiable composition for the Project. The design will "activate" the current vacant streetscape while providing a sense of arrival and place.

Wellness Center Use and Design

The proposed wellness center located towards the northeastern corner of the PUD Site in closer proximity to the senior housing project completed as part of the initial Capitol Gateway PUD, is an important project amenity. The center will provide convenient access to life, health and fitness services for the community. Such services are not currently readily available in the community.

B. West Parcel

The West Parcel will be improved with another smaller format retail building designed for restaurant use to respond to community requests for a restaurant. The streetscape improvements and accompanying theme on the East Parcel, will extend to the West Parcel. The current square footage of the building is approximately 8,800 square feet which is an optimal size for a TGIF Friday's, Red Lobster, Outback, Applebee's or similar moderately priced, sit down restaurant. Approximately ninety-five (95) surface spaces are located to the rear of the site. This volume of parking spaces has been provided in an effort to accommodate the requirements of restaurant operators/owners. The Applicant is particularly sensitive to providing adequate parking given the current lack of sit-down restaurants operating east of the River. The proposed restaurant is likely to draw patrons from a wide area encompassing Wards 7 and 8 as well as nearby Prince George's County and adequate parking to accommodate all of the patrons is critical to the success of such a restaurant.

The restaurant is currently oriented to have a front door facing 58th Street. This orientation is based on preliminary feedback from a number of potential restaurant operators. Operators considering underserved restaurant markets place a large emphasis on the orientation of parking towards the entrance of the restaurant. Consequently, turning the building with greater frontage along East Capitol Street risks compromising this critical requirement for operators.

Furthermore, the grading of the site forces the finished floor elevation to be set above the East Capitol Street sidewalk making access from East Capitol Street challenging. In today's challenging retail environment and given the site's emerging location, the Applicant is committed to removing as many potential "barriers" in this marketplace as possible. However, the Applicant requests flexibility to modify the design as needed to provide for entrance on East Capitol Street in the event that a suitable restaurant tenant is agreeable to this design. As mentioned earlier, the streetscape improvements surrounding the proposed restaurant will reflect those associated with the theme that begins on the East parcel. Landscaping and enhanced sidewalks will help create a better experience for pedestrians walking along East Capitol Street.

In order to ensure the success of securing an appropriate restaurant tenant to the Site, the Applicant is requesting flexibility to phase the development of the West Parcel within 2-5 years after the development of the East Parcel.

C. Site Future Development Potential

The development at Capital Gateway Marketplace will also be designed to accommodate future expansion. The Applicant has strategically decided to prepare for the possibility of adding density based on maturing market conditions. The Applicant will use construction materials which will allow for future expansion. Specifically, the Applicant will build the smaller format retail stores located on the East Parcel with a concrete structural frame and roof slab. This approach will allow for the construction of up to four stories of additional development above these retail stores and extending across the existing surface lot. The Applicant anticipates that future phases of Marketplace may include office, residential, or additional retail density. Unfortunately, current market conditions do not support additional density at this time and delaying development of the Marketplace further to await better market conditions would be a disservice to the community and a loss of currently needed jobs and revenues for the City.

The possible inclusion of a future project phase will benefit the community and City by adding much needed critical mass. Specifically, more density will increase the street life, activity and overall pedestrian experience along East Capitol Street. This is a key goal of the Marketplace development. The Applicant will review any future phases with the affected community and neighborhood groups and the District Government and the Zoning Commission. All future structures and buildings will maintain the theme and identity of the proposed development for Capitol Gateway Marketplace. The architecture, lighting and materials will compliment the established program, while adding its own individual building character and identity.

VIII. REQUESTED ZONING RELIEF

The PUD project will require only one form of zoning relief. It is a variance from the record lot requirements of Section 3202.3 of the Zoning Regulations for the East Parcel. The Applicant will be consolidating all of the various record and assessment and taxation lots which currently constitute the East Parcel into a single lot of record. However, since the PUD Project includes five separate buildings on the East Parcel, a variance from the requirement of Section 3202.3 that each building be developed on its own single lot of record is needed. The variance is justified due to the exceptionally large size of the Site and the urban design and planning benefits of a comprehensive development plan with shared parking facilities on the Site for the proposed retail and service uses.

IX. PROJECT SUSTAINABILITY

The Marketplace Project incorporates numerous sustainability features. Sustainable site features include vegetated swales, bioretention basins and filterra bioretention systems, minimization of turf areas, drought tolerant landscape plantings, rain gardens, and drip irrigation. Sustainable building features include daylight harvesting systems, energy management systems, white roofs, water conservation fixtures, sustainable materials and finishes and construction and

recycling practices. (See page 4 of the attached plans for additional details regarding all of the aforementioned sustainability features).

The PUD project will be treated as a LEED Campus under the USGBC guidelines for multiple building LEED projects. The LEED Campus will consist of two project components :

- (1) the large format building will be designed in accordance with LEED 2009 for Retail: New Construction-Retail; and
- (2) the remaining smaller retail and wellness center buildings on Parcel A will be designed in accordance with LEED Core and Shell.

X. COMMUNITY BENEFITS AND PROFFERS

A&R is committed to providing critical public benefits for the community as a part of the development of the Project. A&R is in the process of finalizing the Community Benefits Agreement (“CBA”) with a consortium of interested community groups including Advisory Neighborhood Commission 7C, Advisory Neighborhood Commission 7E, the Northeast Boundaries Association, and the Capital View Civic Association. The specific, negotiated community benefits representing a total contribution of approximately \$750,000 are listed and described in more detail as follows.

A. A&R has targeted a number of specific proffers which will benefit the surrounding community.

1. Project Public Spaces – The Applicant has included several public gathering places in the Project including the Gateway Plaza which will feature a modern entry monument and public art component and the Mid-Block Plaza which will provide additional pedestrian space that is designed for an outdoor café and leisure. The Developer has budgeted approximately \$250,000 for this feature and will work with the community and stakeholders on the final monument design. A&R will also work with the DC Commission on Arts and

Humanities on potential grants or subsidies to further enhance this project benefit. The inclusion of the plaza components reflect the Applicant's goal of transforming East Capitol Street into an active, dynamic, modern and safe pedestrian experience. The Developer will also designate a part of the development for a to-be-determined "community" component within the Project. The possible contemplated use(s) might be a wellness, health, exercise, educational, art/cultural, computer, or technology use.

2. Capital Bike Share – The Applicant will dedicate space in the Project for a Capital Bikeshare facility.

3. H.G. Woodson High School Initiatives – The Applicant is committed to working with the newly constructed H.G. Woodson High School on the following educational initiatives:

- a) Financial support to aid in the establishment of an evening school for continuing, adult education. The Developer has budgeted approximately \$40,000 for this program the final details of which will be included in the CBA agreement;
- b) Funding for a scholarship program for graduating students of HD Woodson. A total contribution of \$50,000 is anticipated with an initial contribution of \$20,000 upon the occupancy of the first Retail Tenant and \$3,000 annual installment payments over 10 years; and
- c) Financial contribution in the amount of \$50,000 for development of a science and research program geared towards Ward

7/community issues.. The funds will be distributed in the form of \$5,000 annual payments over the 10 years.

4. Nannie Burroughs Parade – The Applicant will contribute \$30,000 (\$3,000 annual payments) over 10 years to the annual Nannie Burroughs parade which is held every May.

5. Evans Center Ball Fields – The Applicant will contribute towards improvement and ongoing maintenance of the ball/recreation fields located at the Evans Recreation Center which is located just west of the Project site area. A total contribution of \$40,000 is anticipated. The final scope of improvements and financial assistance will be included in the CBA.

6. Watts Branch Park – The Applicant will donate \$40,000 over 10 years towards capital improvements of the nearby Watts Branch Park and playground such as new park benches, new asphalt or concrete trails/path, new trashcans, new pedestrians linkages between the park and 61st Street and similar improvements to facilitate better integration of the park into our new vision for a more active, pedestrian friendly East Capitol Street.

7. East Capitol Street Median Improvements – At an approximate total cost of \$125,000, A&R will construct a fence (or landscape barrier) along the median of East Capitol Street from Southern Avenue to the intersection of 58th Street and East Capitol Street. The intent of the median is to aid in curbing pedestrian crossing of East Capitol Street at various uncontrolled points.

8. Project Newsletter – A&R will contribute \$25,000 over 10 years for development of a Project newsletter encompassing all of the various project components of the Capital Gateway Hope VI Project and the surrounding neighborhood.

9. BID District – Applicant will contribute \$50,000 for the creation of a community Business Improvement District. The funds will be contributed within 12 months of the occupancy of the first retail tenant.

XI. PROJECT TRANSPORTATION ISSUES AND MITIGATION MEASURES

The Applicant has retained O.R. George & Associates, Inc., Transportation Planning and Engineering Consultants, to conduct a study of existing traffic conditions in the PUD site vicinity, to assess the traffic impacts of the prepared project and recommend mitigation measures including a Transportation Demand Management (TDM) Program that is in keeping with current policies and guidelines of the District Department of Transportation (DDOT). The TDM and the Consultant's overall report are based on extensive discussions through several meetings with the DDOT staff. This will be reflected in the Consultant's detailed Traffic Impact Assessment report that will be submitted to the City approximately 45 days prior to the scheduled public hearing.

In summary, the analysis will show the following:

- The PUD site is favorably situated to provide easy access by traffic from surrounding communities, adjacent Metro Station, and serve by-pass trips along major commuter route.
- Existing Levels of Service at nine (9) intersections within the study area defined with DDOT and within the City planning standards.
- Projection of future traffic condition is based on reliably trip generation data from an acceptable national source.
- The study incorporate trip reduction factors agree with DDOT to reflect the multiple transportation mode choice that will be available to retail patrons, in keeping with TDM package to the Applicant.
- Upon build-out and occupancy of the PUD site, future Levels of Service within the study area would be acceptable and within the City's planning standards.

The Applicant has also proposed significant physical and operational transportation-related improvements for the area. These will include signalization, pavement markings, pedestrian

amenities, and improved coordination of traffic flow appropriate for the land use densities proposed for the site, as well as considering other potential developments and transportation infrastructure changes planned for the immediate impact area.

In addition to mitigating potential impacts, these improvements would result in significant public benefits accruing to the local area. The measures proposed are also consistent with the City's policies and guidelines regarding the environment and sustainability.

Finally, the Applicant will implement Transportation Demand Management measures to reduce vehicle trip generation related to the proposed project especially targeting a reduction in single-occupant vehicle trips generated by the project during weekday peak periods. The Applicant's TDM program will include transit subsidies/Smart benefits, bike racks and ZipCar parking.

XII. PUD EVALUATION STANDARDS

The Zoning Regulations dictate that the “overall goal” of the PUD process is to “permit flexibility of development and other incentives such as increased building height and density; provided, that the project offers a commendable number or quality of public benefits and that it protects and advances the public health, safety, welfare, and convenience.” (Section 2400.2). The Regulations further provide that evaluating in a PUD application, the Zoning Commission is required to “judge, balance, and reconcile the relative value of the project amenities and public benefits offered, the degree of development incentives requested, and any potential adverse effects according to the specific circumstances of the case.” (Section 2403.8)

In the case of the proposed PUD, the required balancing act is straightforward. First, no additional density incentives are requested with the PUD application - only minor flexibility from the single lot of record and roof structure standards. Further, as indicated above, the proposed rezoning to the C-2-A zone is essentially a zoning consistency entitlement. And the

proposed PUD development density is less than the matter-of-right C-2-A allowances. On the other hand, the public benefit of providing a broad array of desirable, convenient, retail goods and services in a community which is sorely lacking in even basic retail uses is a substantial benefit offered with the PUD. In addition, the proposed PUD promises to transform the subject, vacant and blighted blocks of East Capitol Street into an inviting gateway into the District featuring pedestrian friendly sidewalks and plazas along the Project frontage. Finally, the PUD offers a number of additional benefits and amenities including a public art component and financial support for a number of community educational and social programs.

Section 2403 of the Zoning Regulations which establishes the evaluation standards for PUDs also provides that the Zoning Commission must find that the proposed PUD is “not inconsistent” with the Comprehensive Plan and with other adopted public policies and active programs related to the subject site (Section 2403.4); that the proposed development includes public benefits and project amenities in the categories as set forth in Section 2403.9; and that the proposed project's impacts on the surrounding area and on public facilities and services shall be acceptable commensurate or are capable of mitigation (Section 2403.3). These factors are discussed in detail as follows.

A. The Proposed PUD Furthers Public Plans and Policies

The proposed PUD Project is part of a major policy initiative and commitment of resources by DCHA in partnership with A&R Development to rehabilitate and revitalize a large, blighted, former public housing complex and the surrounding area. The proposed PUD is a critical component of this effort designed to provide needed retail goods and services to the newly developed, Capitol Gateway Estates community and the surrounding neighborhood.

Convenient access to grocery shopping has long been a desired goal of the community, stakeholders and leaders of Ward 7. The proposed PUD, which includes a grocery component in

the Wal-Mart store, culminates over 10 years of effort by the Housing Authority and other public agencies to transform the area into a desirable mixed-income community. The Far Northeast and Southeast Area Element of the Comprehensive Plan documents that convenient, new retail development is a key community objective. The Plan notes that community input was critical to establishing area planning and development priorities including the following priority for the subject area:

The neighborhood is underserved by retail stores and services including the basics such as sit-down restaurants, banks, hardware stores, drug stores and movie theatres. These uses should be accommodated by encouraging both public and private reinvestment in established commercial areas. The upgrading of Skyland and development of Capitol Gateway should go a long way towards meeting these needs. (2006 Comprehensive Plan, Far Northeast and Southeast Area Element, page 17-7).

The Far Northeast and Southeast Element also emphasizes the need to provide better shopping areas for neighborhoods East of the Anacosta River, reduce the loss of retail dollars to the suburbs, and make East of the River area more attractive to retailers. The Project furthers all of these objectives.

Consistency with Comprehensive Plan Guiding Principles. The proposed PUD is also consistent with many guiding principles in the Comprehensive Plan for managing growth and change, creating successful neighborhoods, and building green and healthy communities, as follows:

1. *Managing Growth and Change.* The guiding principles of this element are focused on ensuring that the benefits and opportunities of living in the *District* are equally available to everyone in the city. The project is fully consistent with a number of the goals set forth in this element. The Applicant's proposal to develop a significant amount of retail use is consistent with the Comprehensive Plan's acknowledgement that the growth of both residential and non-residential uses is critical, particularly since non-residential growth benefits residents by creating jobs and opportunities for less affluent households to increase their income. (§ 217.4.) In addition, the proposed development also helps connect the Site

Property to the rest of the neighborhood and the overall urban fabric by developing a mixed-use development on a highly visible, vacant site located on a major arterial roadway. (2006 Comprehensive Plan, §§ 217.5 and 217.6.)

2. *Creating Successful Neighborhoods.* The guiding principles for creating successful neighborhoods include both improving the residential character of neighborhoods and encouraging commercial uses that contribute to the neighborhood's character and make communities more livable. (§§ 218.1 and 218.2.) Another guiding principle for creating successful neighborhoods is obtaining public input in decisions about land use and development. (§ 218.8.) The proposed development furthers these principles with the construction of commercial uses that will create additional retail and employment opportunities. As part of the PUD process, the Applicant has worked with the ANC and local community groups to ensure that the development provides a positive impact to the immediate neighborhood.
3. *Increasing Access to Education and Employment.* The Increasing Access to Education and Employment element includes a number of policy goals focused on increasing economic activity in the District, including increasing access to jobs by District residents (§ 219.1); encouraging a broad spectrum of private and public growth (§ 219.2); supporting land development policies that create job opportunities for District residents with varied job skills (§ 219.6); and increasing the amount of shopping and services for many District neighborhoods. (§ 219.9.) The Project is fully consistent with these goals since the proposed retail area will help to attract new jobs to the District, as well as to the adjacent neighborhood.
4. *Connecting the City.* The Project will help to implement a number of the guiding principles of this element. The Project includes streetscape improvements to provide improved pedestrian mobility and circulation through the project, as well as the overall neighborhood. (§ 220.2.) In addition, the access points for the required parking and loading facilities have been designed to appropriately balance the needs of pedestrians, bicyclists, transit users, autos, and delivery trucks as well as the needs of residents and others to move around and through the city. Moreover, the proposed redevelopment and streetscape improvements along East Capitol Street will also help to reinforce and improve a prominent gateway street in the City. (§ 220.3.)
5. *Building Green and Healthy Communities.* The Project is fully consistent with the guiding principles of the building green and healthy communities element since the Project's proposed landscaping plan will help to minimize the use of non-renewable resources, promote energy and water conservation, and reduce harmful effects on the natural environment. (§§ 221.2 and 221.3.) In addition, the Project, which includes LEED elements, will also help to facilitate pedestrian and bicycle travel.

Compliance with Comprehensive Plan Generalized Policy and Future Land Use Maps.

The proposed PUD is consistent with both the Generalized Policy and Future Land Use Maps.

The PUD Site is identified in the Generalized Policy Map as within an “Enhanced/New Neighborhood Center” and directly adjacent to a “Neighborhood Enhancement Area.”

According to the Generalized Policy Map:

Neighborhood Commercial Centers meet the day to day needs of residents and workers in the adjacent neighborhoods. Typical uses in neighbor centers include: convenience stores, supermarkets, branch banks, restaurants and basic services such as dry cleaners, hair cutting and child care.

The PUD is further designated on the Future Land Use Map for low-density commercial use, which is consistent with the proposed PUD. Low-density commercial is defined in the Plan to include “low-density shopping and service areas containing one- to three-story commercial buildings”.

Finally, the Office of Planning has historically determined the C-2-A zone as being “not inconsistent” with the low-density commercial designation.

Furtherance of Comprehensive Plan Objectives and Policies. Numerous policies in the elements of the Comprehensive Plan can be cited in support of the proposed PUD. In the interest of brevity, only some of the major policies will be cited in this application as follows:

1. *Comprehensive Plan: Land Use Element Policies.* The proposed PUD addresses and furthers a number of the City’s land use policies, including furthering the District’s transit-oriented development policies and bringing new shopping, restaurants and basic services to a community which does not have such amenities today.
2. *Comprehensive Plan: Economic Development Policies.* The proposed Project will further DC economic development goals by providing new jobs for District residents. Such jobs include not only new construction jobs but permanent jobs in the retail establishments provided in the PUD. The Project will also generate substantial new tax revenues for the District which would otherwise flow to neighboring jurisdictions. The First Source Hiring and Certified Business

Enterprise agreements required in the PUD process will help ensure that these benefits especially include District of Columbia residents and small, local and minority businesses.

3. *Comprehensive Plan: Environmental Protection Policies.* As indicated in Exhibit “_”, the proposed Project offers numerous sustainability features which further the District’s environmental protection policies. These include vegetated swales, bioretention basins and filterra bioretention systems, minimization of turf areas, drought tolerant landscape plantings and drip irrigation, energy management systems, white roofs and water conservation fixtures.
4. *Comprehensive Plan: Urban Design Policies.* The proposed Project furthers a number of the District’s urban design policies including respecting natural topography and landform, strengthening gateways, providing boulevards and quality design for successful neighborhoods, and improving the appearance and vitality of street and sidewalk space.

B. The Proposed PUD will Provide Important Public Benefits and Amenities

The proposed PUD is a component of the larger Capitol Gateway Estates PUD, which the Zoning Commission has already determined provides superior features that will benefit the surrounding neighborhood and the public to a significantly greater extent than would likely result from matter-of-right development. As indicated above, the primary benefit of the Capitol Gateway PUD is to uplift the area, acknowledged as one of the most impoverished in the City, with new, mixed-income housing along with commercial services that are currently unavailable in this part of Ward 7. In addition to the widely recognized benefits of the already completed components of the Capitol Gateway PUD, the proposed commercial component will provide the following additional public benefits as mandated by Section 24 (“PUD”) of the Zoning Regulations:

1. *“Urban Design, Architecture, Landscaping, Creation or Preservation of Open Spaces” - (2403.9(a)). “Site Planning, Efficient and Economical Land Utilization” (2403.9(b)).* The design of the proposed PUD contributes a significant amount of public benefit to the surrounding Capitol View neighborhood and Ward 7. The PUD site plan takes advantage of its steep slope by integrating the design of the large format building into the change in grade. The site plan also dramatically improves the pedestrian experience along East

Capitol Street by providing well designed retail development oriented to the street as well as an attractive streetscape and plaza areas.

2. *"Uses of Special Value" (2403.9(i)).* According to the Zoning Regulations "uses of special value to the neighborhood or the District of Columbia as a whole" are deemed to be public benefits and project amenities. The proposed PUD project brings much needed, convenient retail goods and services to Ward 7 and East of the River. The proposed Wal-Mart store will offer convenient one-stop shopping for groceries, clothing and a variety of household goods that many nearby residents now have to travel to Prince Georges County to buy. The proposed wellness center will also provide needed fitness and __ facilities and services. Given the current dearth of such uses in the area currently, these are significant uses of special value to the neighborhood.
3. *"Employment and Training Opportunities" (2403.9(e)).* The proposed retail and service uses will create a substantial number of new jobs. As part of this Planned Unit Development, the Applicant will enter into a First Source Employment Agreement with the Department of Employment Services (DOES) to give District of Columbia residents the opportunity to secure both construction and permanent jobs at the Project. The Applicant will also enter into a Certified Business Enterprise Utilization Agreement with the D.C. Department of Small and Local Business Development ("DSLBD") to assure that a fair share of contracting opportunities go to local, small and disadvantaged businesses.
4. *"Environmental Benefits, such as storm water runoff controls and preservation of open space or trees".* Given the hilly nature of the PUD Site and challenging soil conditions, the Project plans will carefully address storm water runoff and slope stability. The stormwater control plans use bio-retention methods as well as traditional connections to existing underground sewers. Stormwater management quality control will be met by utilizing vegetated sales and filterra bioretention systems. The Project will incorporate the use of energy-efficient and water-saving appliances and fixtures.

C. The Proposed PUD Will Have a Positive Impact on the Surrounding Area and Will Not Burden Public Facilities and Services

The surrounding neighborhoods are expected to benefit from the development of the proposed Project in several ways including the provision of much needed retail and wellness services; improved public safety; attractive building and site aesthetics; favorable impact on property values; and enjoyment of neighborhood life. Existing public services and facilities are adequate to meet the Project requirements:

1. *Water Demand.* Preliminary estimate for the average daily demand for water is 250 gallons per minute. This demand can be met by the existing District water system. The proposed connection for fire water supply will be made within the existing distribution system and will be coordinated with DC Water.
2. *Sanitary Sewer Demand.* The average daily demand on the sanitary sewer system for the building is preliminarily estimated to be 1,500 drainage fixture units. The proposed connection for the sanitary sewer line will be made with the existing distribution system and will be coordinated with DC Water.
3. *Storm Water Management.* The Project's storm water run-off will be accommodated by a storm water management system in compliance with standards set by the District Department of the Environment ("DDOE"). The proposed systems will be designed, constructed and maintained in accordance with standards set by the DDOE.
4. *Electrical Services.* Electricity for the Project will be provided in accordance with the usual terms and conditions of service. All electrical systems will be designed to comply with the DC Energy Code. Transformers will be installed on the Project Site in accordance with PEPCO's design guidelines.
5. *Solid Waste Services.* Solid waste and recycling materials will be collected from covered receptacles for appropriate disposal by a private trash collection contractor.

In conclusion, the Applicant believes that the impact of the built PUD on surrounding neighborhoods and city facilities will be entirely positive.

XIII. COMMUNITY OUTREACH AND INVOLVEMENT

Community outreach and involvement with respect to the Capitol Gateway PUD has been ongoing since DCHA initially convened the resident leadership of the former public housing projects located on the Site. ANCs 7C and 7E have supported the initial phases of the PUD and DCHA & A&R have continued outreach with quarterly meetings of the resident leadership.

More recently, the Applicant and Wal-Mart have initiated consultations about the proposed PUD with community representatives, including Advisory Neighborhood Commissions 7C and 7E, the Capitol View Civic Association, and the Ward 7 Councilmember. A schedule of

these meetings is attached hereto as Exhibit C. Further, as indicated previously, the Applicant is currently negotiating a community benefits agreement with ANC 7C.

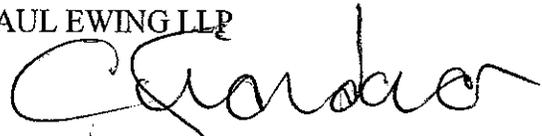
XIV. CONCLUSION

For the foregoing reasons, the Applicant submits that the proposed PUD meets the standards of Chapter 24 of the Zoning Regulations. It is consistent with the purpose and intent of the Zoning Regulations and Map; will enhance the health, welfare, safety and convenience of the citizens of the District of Columbia; is not inconsistent with the Comprehensive Plan; satisfies the requirements for approval of a consolidated PUD; provides significant public benefits; and advances important goals and policies of the District of Columbia.

Accordingly, the Applicant respectfully requests that the Zoning Commission schedule a public hearing to consider the proposed PUD.

Respectfully Submitted,

SAUL EWING LLP



Cynthia A. Giordano

Attachments

EXHIBIT A

Compliance with Chapter 24 of the District of Columbia Zoning Regulations

The Project complies with the process and requirements set forth in Chapter 24 of the Zoning Regulations for the review of a Planned Unit Development ("PUD") in the District of Columbia.

1. **Area Requirement:** The Project encompasses approximately 521,734 square feet (11.9 acres) of land. This area is more than the 15,000 square feet minimum requirement for a PUD in the C-2-A Zone District (11 DCMR § 2401.1(c)).
2. **Notice:** The Certificate of Notice herein states that a Notice of Intent to File a PUD Application was mailed to Advisory Neighborhood Commission 7C and 7E and to the owners of all property within 200 feet of the perimeter of the Property, as required by the Zoning Regulations (11 DCMR §§ 2406.7 – 2406.10.) See **Exhibits D and E**.
3. **Sections 2406.11(a) and 2406.12(a):** The completed application forms for the consolidated PUD are attached as **Exhibit B**.
4. **Section 2406.11(b):** A map showing the location of the proposed project, the existing zoning for the Property and zoning of adjacent properties is included in the architectural plans attached as **Exhibit F**.
5. **Sections 2406.11(c) and 2406.12(b) (g) and (h):** The preceding Statement provides a narrative description of the Project and its features and impacts. It outlines the purposes and objectives of the Project and their consistency with the Zoning Regulations and the PUD process.
6. **Sections 2406.11(d) and 2406.12(c):** A general site plan, showing the location and external dimensions of all buildings and structures, utilities and other easements, walkways, driveways, plaza, arcades and any other open spaces is included in **Exhibit F**.
7. **Section 2406.12(d):** A landscaping and grading plan is provided in **Exhibit F**.
8. **Sections 2406.12(e):** Typical floor plans and architectural elevations for each building, sections for each building and the project as a whole are included in **Exhibit F**.
9. **Section 2406.12(f):** A general circulation plan showing all driveways and walkways, including width, grades and curb cuts, as well as parking and loading plans are included in **Exhibit F**.
10. **Sections 2403.11 and 2406.11(e):** A tabulation of development data for the proposed Project is included in the Project Plans in **Exhibit F**.

EXHIBIT B

**Application Form 101, to Amend the Zoning Map; Application Form 104 for a
Consolidated Approval of a PUD**



BEFORE THE ZONING COMMISSION
OF THE DISTRICT OF COLUMBIA



FORM 101 - APPLICATION/PETITION* TO AMEND THE ZONING MAP

* The Zoning Commission (ZC) will determine at the time of set down whether this is a contested (Application) or rulemaking (Petition) case.

Before completing this form, please review the instructions on the reverse side.
Print or type all information unless otherwise indicated.

In accordance with the provisions of §102 of Title 11 DCMR – Zoning Regulations, request is hereby made for an amendment to the Zoning Map, details of which are as follows:

Square No.	Lot No.	Square Feet	Existing Zoning	Requested Zoning
5246	110	61,817	R-2	C-2-A
5272	51	25,692	R-5-A	C-2-A
5273	67	56,068	R-5-A	C-2-A
Please	See	Additional	Lots	On Attached List.

Previous zoning (ZC and/or BZA) actions, including Order No(s), affecting the above properties:

ZC 03-03/02-5, 03-03A and 03-03B

Address or boundary description of the premises:

In the East Capitol neighborhood fronting East Capitol Street, NE and 58th Street, NE

Total Area of the Site in Square Feet:	514,145	Total Area of the Site in Acres:	11.8
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Single-Member Advisory Neighborhood Commission District(s): ANC 7C and ANC 7E

If applicable, Historic District(s) in which site is located:

I/We certify that the above information is true and correct to the best of my/our knowledge, information and belief. Any person(s) using a fictitious name or address and/or knowingly making any false statement on this application/petition is in violation of D.C. Law and subject to a fine of not more than \$1,000 or 180 days imprisonment or both.

(D.C. Official Code § 22 2405)

Signature:		Date:	3/26/12
Name:	Adrienne Todman	Owner:	<input type="checkbox"/>
		Applicant/Petitioner:	<input type="checkbox"/>

Person(s) to be notified of all actions:

Name:	Cynthia A. Giordano		
Address:	Saul Ewing LLP, 1919 Pennsylvania Avenue, NW, Ste. 550, Washington, DC		
Zip Code:	20006	Phone No(s):	202-295-6612
		E-Mail:	cgiordano@saul.com

ANY APPLICATION/PETITION THAT IS NOT COMPLETED IN ACCORDANCE WITH THE INSTRUCTIONS ON THE BACK OF THIS FORM WILL NOT BE ACCEPTED.

**Application for Consolidated Approval of a Planned Unit Development (PUD) &
Application/Petition to Amend the Zoning Map – ZC No. _____**

Affected Squares and Lots (Continued from Application Forms 101 & 104):

Square No.	Lot No.	Square Feet	Existing Zoning	Requested Zoning
5276	23	3,421	R-5-A	C-2-A
5276	24	2,056	R-5-A	C-2-A
5276	25	2,750	R-5-A	C-2-A
5276	26	2,396	R-5-A	C-2-A
5276	27	1,702	R-5-A	C-2-A
5276	28	2,449	R-5-A	C-2-A
5276	29	2,449	R-5-A	C-2-A
5276	30	1,702	R-5-A	C-2-A
5276	31	2,449	R-5-A	C-2-A
5276	32	2,449	R-5-A	C-2-A
5276	33	1,702	R-5-A	C-2-A
5276	34	3,165	R-5-A	C-2-A
5276	35	3,347	R-5-A	C-2-A
5276	36	1,763	R-5-A	C-2-A
5276	37	2,538	R-5-A	C-2-A
5276	38	2,538	R-5-A	C-2-A
5276	39	1,763	R-5-A	C-2-A
5276	40	3,345	R-5-A	C-2-A
5276	41	3,541	R-5-A	C-2-A
5276	42	1,595	R-5-A	C-2-A
5276	43	2,455	R-5-A	C-2-A
5276	44	2,455	R-5-A	C-2-A
5276	45	1,595	R-5-A	C-2-A
5276	46	2,455	R-5-A	C-2-A
5276	47	2,455	R-5-A	C-2-A
5276	48	1,595	R-5-A	C-2-A
5276	49	2,407	R-5-A	C-2-A
5276	50	2,667	R-5-A	C-2-A
5276	51	1,881	R-5-A	C-2-A
5276	52	3,813	R-5-A	C-2-A
5276	53	1,842	R-5-A	C-2-A
5276	54	1,335	R-5-A	C-2-A
5276	55	1,921	R-5-A	C-2-A
5276	56	1,921	R-5-A	C-2-A
5276	57	1,335	R-5-A	C-2-A
5276	58	1,921	R-5-A	C-2-A
5276	59	1,921	R-5-A	C-2-A
5276	60	1,335	R-5-A	C-2-A
5276	61	1,921	R-5-A	C-2-A

Square No.	Lot No.	Square Feet	Existing Zoning	Requested Zoning
5276	62	1,938	R-5-A	C-2-A
5276	63	1,278	R-5-A	C-2-A
5276	64	1,905	R-5-A	C-2-A
5276	65	1,938	R-5-A	C-2-A
5276	66	1,273	R-5-A	C-2-A
5276	67	1,910	R-5-A	C-2-A
5276	68	2,917	R-5-A	C-2-A
5276	69	1,645	R-5-A	C-2-A
5276	70	2,854	R-5-A	C-2-A
5276	71	2,774	R-5-A	C-2-A
5276	72	1,278	R-5-A	C-2-A
5276	73	1,839	R-5-A	C-2-A
5276	74	1,862	R-5-A	C-2-A
5276	75	1,248	R-5-A	C-2-A
5276	76	2,471	R-5-A	C-2-A
5276	77	1,853	R-5-A	C-2-A
5276	78	1,392	R-5-A	C-2-A
5276	79	2,003	R-5-A	C-2-A
5276	80	2,382	R-5-A	C-2-A
5276	81	1,566	R-5-A	C-2-A
5276	82	2,900	R-5-A	C-2-A
5276	83	2,139	R-5-A	C-2-A
5276	84	1,153	R-5-A	C-2-A
5276	85	2,655	R-5-A	C-2-A
5276	86	3,990	R-5-A	C-2-A
5276	87	1,524	R-5-A	C-2-A
5276	88	3,658	R-5-A	C-2-A
5276	89	2,963	R-5-A	C-2-A
5276	90	1,279	R-5-A	C-2-A
5276	91	2,262	R-5-A	C-2-A
5276	92	2,639	R-5-A	C-2-A
5276	93	1,641	R-5-A	C-2-A
5276	94	2,362	R-5-A	C-2-A
5276	95	2,021	R-5-A	C-2-A
5276	96	1,334	R-5-A	C-2-A
5276	97	1,870	R-5-A	C-2-A
5276	98	2,544	R-5-A	C-2-A
5276	99	1,189	R-5-A	C-2-A
5276	100	1,875	R-5-A	C-2-A
5276	101	1,784	R-5-A	C-2-A
5276	102	1,214	R-5-A	C-2-A
5276	103	2,646	R-5-A	C-2-A
5276	104	3,181	R-5-A	C-2-A
5276	105	1,431	R-5-A	C-2-A

Square No.	Lot No.	Square Feet	Existing Zoning	Requested Zoning
5276	106	2,388	R-5-A	C-2-A
5276	107	1,827	R-5-A	C-2-A
5276	108	1,226	R-5-A	C-2-A
5276	109	1,860	R-5-A	C-2-A
5276	110	1,828	R-5-A	C-2-A
5276	111	1,224	R-5-A	C-2-A
5276	112	1,860	R-5-A	C-2-A
5276	113	1,860	R-5-A	C-2-A
5276	114	1,226	R-5-A	C-2-A
5276	115	1,827	R-5-A	C-2-A
5276	116	1,860	R-5-A	C-2-A
5276	117	1,226	R-5-A	C-2-A
5276	118	1,827	R-5-A	C-2-A
5276	119	1,827	R-5-A	C-2-A
5276	120	1,226	R-5-A	C-2-A
5276	121	1,778	R-5-A	C-2-A
5276	812	108,790	R-5-A	C-2-A
5276	813	25,780	R-5-A	C-2-A
5277	22	3,974	R-5-A	C-2-A
5277	23	1,364	R-5-A	C-2-A
5277	24	2,065	R-5-A	C-2-A
5277	25	1,799	R-5-A	C-2-A
5277	26	1,206	R-5-A	C-2-A
5277	27	1,831	R-5-A	C-2-A
5277	28	1,799	R-5-A	C-2-A
5277	29	1,206	R-5-A	C-2-A
5277	30	1,831	R-5-A	C-2-A
5277	31	1,799	R-5-A	C-2-A
5277	32	1,206	R-5-A	C-2-A
5277	33	3,235	R-5-A	C-2-A
5277	805	6,892	R-5-A	C-2-A



BEFORE THE ZONING COMMISSION
OF THE DISTRICT OF COLUMBIA



FORM 104 - APPLICATION FOR CONSOLIDATED APPROVAL OF A
PLANNED UNIT DEVELOPMENT (PUD)

Before completing this form, please review the instructions on the reverse side.
Print or type all information unless otherwise indicated.

In accordance with the provisions of Chapter 24 of 11 DCMR – Zoning Regulations, request is hereby made for Consolidated Approval of a PUD, details of which are as follows:

Square No.	Lot No.	Square Feet	Existing Zoning	Requested Zoning
5246	110	61,817	R-2	C-2-A
5272	51	25,692	R-5-A	C-2-A
5273	67	56,068	R-5-A	C-2-A
Please	See	Additional	Lots	On Attached List.

Previous zoning (ZC and/or BZA) actions, including Order No(s), affecting the above properties:

ZC 03-03/02-5, 03-03A and 03-03B

Address or boundary description of the premises:

In the East Capitol Neighborhood fronting East Capitol Street, NE and 58th Street, NE

Total Area of the Site in Square Feet:	514,145	Total Area of the Site in Acres:	11.8
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Certification of Minimum Area: I hereby certify that the land area involved in this application is a minimum of 2 acres or 15,000 square feet, pursuant to Title 11 DCMR – Zoning §2401.

Brief description of proposal: Review and approval of rezoning from R-2 / R-5-A to C-2-A and a Consolidated PUD for new retail to replace two vacant DHCA

sites with a retail component to service and complement the recently-completed residential community.

Concurrent change of zoning (circle one): Yes (If yes, please complete a Form 101 Application/Petition to Amend the Zoning Map)

Single-Member Advisory Neighborhood Commission District(s): ANC 7C and ANC 7E

If applicable, Historic District(s) in which site is located:

I/We certify that the above information is true and correct to the best of my/our knowledge, information and belief. Any person(s) using a fictitious name or address and/or knowingly making any false statement on this application is in violation of D.C. Law and subject to a fine of not more than \$1,000 or 180 days imprisonment or both. (D.C. Official Code § 22 2405)

Owner's Signature:		Date:	3/26/12
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Owner's Name: Adrienne Todman

Person(s) to be notified of all actions:

Name: Cynthia A. Giordano, Esq.

Address: Saul Ewing LLP, 1919 Pennsylvania Avenue, N.W., Ste. 550, Washington, DC

Zip Code:	<u>20036</u>	Phone No(s):	<u>202-295-6612</u>	E-Mail:	<u>cgjordano@saul.com</u>
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ANY APPLICATION THAT IS NOT COMPLETED IN ACCORDANCE WITH THE INSTRUCTIONS ON THE BACK OF THIS FORM WILL NOT BE ACCEPTED.

**Application for Consolidated Approval of a Planned Unit Development (PUD) &
Application/Petition to Amend the Zoning Map – ZC No. _____**

Affected Squares and Lots (Continued from Application Forms 101 & 104):

Square No.	Lot No.	Square Feet	Existing Zoning	Requested Zoning
5276	23	3,421	R-5-A	C-2-A
5276	24	2,056	R-5-A	C-2-A
5276	25	2,750	R-5-A	C-2-A
5276	26	2,396	R-5-A	C-2-A
5276	27	1,702	R-5-A	C-2-A
5276	28	2,449	R-5-A	C-2-A
5276	29	2,449	R-5-A	C-2-A
5276	30	1,702	R-5-A	C-2-A
5276	31	2,449	R-5-A	C-2-A
5276	32	2,449	R-5-A	C-2-A
5276	33	1,702	R-5-A	C-2-A
5276	34	3,165	R-5-A	C-2-A
5276	35	3,347	R-5-A	C-2-A
5276	36	1,763	R-5-A	C-2-A
5276	37	2,538	R-5-A	C-2-A
5276	38	2,538	R-5-A	C-2-A
5276	39	1,763	R-5-A	C-2-A
5276	40	3,345	R-5-A	C-2-A
5276	41	3,541	R-5-A	C-2-A
5276	42	1,595	R-5-A	C-2-A
5276	43	2,455	R-5-A	C-2-A
5276	44	2,455	R-5-A	C-2-A
5276	45	1,595	R-5-A	C-2-A
5276	46	2,455	R-5-A	C-2-A
5276	47	2,455	R-5-A	C-2-A
5276	48	1,595	R-5-A	C-2-A
5276	49	2,407	R-5-A	C-2-A
5276	50	2,667	R-5-A	C-2-A
5276	51	1,881	R-5-A	C-2-A
5276	52	3,813	R-5-A	C-2-A
5276	53	1,842	R-5-A	C-2-A
5276	54	1,335	R-5-A	C-2-A
5276	55	1,921	R-5-A	C-2-A
5276	56	1,921	R-5-A	C-2-A
5276	57	1,335	R-5-A	C-2-A
5276	58	1,921	R-5-A	C-2-A
5276	59	1,921	R-5-A	C-2-A
5276	60	1,335	R-5-A	C-2-A
5276	61	1,921	R-5-A	C-2-A

Square No.	Lot No.	Square Feet	Existing Zoning	Requested Zoning
5276	62	1,938	R-5-A	C-2-A
5276	63	1,278	R-5-A	C-2-A
5276	64	1,905	R-5-A	C-2-A
5276	65	1,938	R-5-A	C-2-A
5276	66	1,273	R-5-A	C-2-A
5276	67	1,910	R-5-A	C-2-A
5276	68	2,917	R-5-A	C-2-A
5276	69	1,645	R-5-A	C-2-A
5276	70	2,854	R-5-A	C-2-A
5276	71	2,774	R-5-A	C-2-A
5276	72	1,278	R-5-A	C-2-A
5276	73	1,839	R-5-A	C-2-A
5276	74	1,862	R-5-A	C-2-A
5276	75	1,248	R-5-A	C-2-A
5276	76	2,471	R-5-A	C-2-A
5276	77	1,853	R-5-A	C-2-A
5276	78	1,392	R-5-A	C-2-A
5276	79	2,003	R-5-A	C-2-A
5276	80	2,382	R-5-A	C-2-A
5276	81	1,566	R-5-A	C-2-A
5276	82	2,900	R-5-A	C-2-A
5276	83	2,139	R-5-A	C-2-A
5276	84	1,153	R-5-A	C-2-A
5276	85	2,655	R-5-A	C-2-A
5276	86	3,990	R-5-A	C-2-A
5276	87	1,524	R-5-A	C-2-A
5276	88	3,658	R-5-A	C-2-A
5276	89	2,963	R-5-A	C-2-A
5276	90	1,279	R-5-A	C-2-A
5276	91	2,262	R-5-A	C-2-A
5276	92	2,639	R-5-A	C-2-A
5276	93	1,641	R-5-A	C-2-A
5276	94	2,362	R-5-A	C-2-A
5276	95	2,021	R-5-A	C-2-A
5276	96	1,334	R-5-A	C-2-A
5276	97	1,870	R-5-A	C-2-A
5276	98	2,544	R-5-A	C-2-A
5276	99	1,189	R-5-A	C-2-A
5276	100	1,875	R-5-A	C-2-A
5276	101	1,784	R-5-A	C-2-A
5276	102	1,214	R-5-A	C-2-A
5276	103	2,646	R-5-A	C-2-A
5276	104	3,181	R-5-A	C-2-A
5276	105	1,431	R-5-A	C-2-A

Square No.	Lot No.	Square Feet	Existing Zoning	Requested Zoning
5276	106	2,388	R-5-A	C-2-A
5276	107	1,827	R-5-A	C-2-A
5276	108	1,226	R-5-A	C-2-A
5276	109	1,860	R-5-A	C-2-A
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5276	813	25,780	R-5-A	C-2-A
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5277	28	1,799	R-5-A	C-2-A
5277	29	1,206	R-5-A	C-2-A
5277	30	1,831	R-5-A	C-2-A
5277	31	1,799	R-5-A	C-2-A
5277	32	1,206	R-5-A	C-2-A
5277	33	3,235	R-5-A	C-2-A
5277	805	6,892	R-5-A	C-2-A

EXHIBIT C

NOTICE OF INTENT TO FILE A ZONING APPLICATION

Application to the District of Columbia Zoning Commission
for a Planned Unit Development and Rezoning

February 29, 2012

CG Marketplace LLC, a single purpose entity controlled by principals of A&R Development Corp., and The D.C. Housing Authority (DCHA) (the owner of the subject property) (the "Development Team"), hereby give notice to their intent to file an application for review and approval of a consolidated Planned Unit Development ("PUD") and rezoning with the D.C. Zoning Commission under Chapter 24 of the D.C. Zoning Regulations. The PUD application will be filed with the Zoning Commission not less than ten (10) days from the date of this notice, which is given pursuant to Section 2406.7 of the Zoning Regulations.

The property that is the subject of this application is located in the East Capitol neighborhood of Northeast, Washington on two vacant DCHA sites located along the north frontage of East Capitol Street to the west and east of 58th Street, N.E. The property is legally identified as Square 5276, Lots 812, 813, and 23-121; Square 5272, Lot 51; Square 5273, Lot 67; Square 5277, Lots 22-33 and 805; and Square 5246, Lot 110 (the "PUD Site"). The PUD Site has a total area of approximately 514,145 square feet or 11.8 acres. It is located in Ward 7 and within the boundaries of Advisory Neighborhood Commission ("ANC") 7C and across East Capitol Street from ANC 7E. The proposed project, known as Capitol Gateway Marketplace, is the commercial component of the previously approved Capitol Gateway Estates PUD.

The site is currently zoned R-2 and R-5-A. A rezoning to C-2-A is being proposed with the PUD. The PUD and rezoning application will include plans for an approximately 120,000

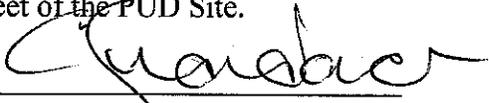
square foot large format retail building on the site that intends to be devoted to a Walmart Store, as well as five smaller buildings to be occupied by a wellness center, additional retail uses and a restaurant. The large format building, wellness center (7,250 square feet) and three smaller retail buildings (15,900 square feet total) will be located to the east of 58th Street, N.E. ("East Parcel"). Another building designed for restaurant use is located to the west of 58th Street, N.E. ("West Parcel"). The project will include inviting public plaza areas, wide sidewalks, and landscaped areas.

The proposed Walmart store retail building will have a maximum height of approximately 42 feet and the remaining buildings on the East Parcel will range from approximately 22 to 33 feet in height. The buildings on the East Parcel will have a total FAR of approximately 0.33 and a total lot coverage of approximately 33%. The West Parcel building will have a maximum height of approximately 23 feet, an FAR of approximately 0.14 and a lot occupancy of 14%. A total of approximately five hundred seventy-one (571) parking spaces will also be provided on the East parcel, the majority of which (326 spaces) will be located in a garage underneath the proposed Walmart store retail building. Approximately nine-five (95) additional parking spaces will be located on the West parcel.

If you desire further information about the proposed PUD project, please contact Kerry Smyser at the Housing Authority: ksmyser@dchousing.org; 202-727-4097.

Certification of Ten Day Notice to File

I hereby certify that the foregoing notice was mailed on February 29, 2012 via first-class postage to the owners of all property located within 200 feet of the PUD Site.



Cynthia Giordano

Attachments

EXHIBIT D

List of Owners of Property Within 200 Feet of the Subject Site

Supreme Council of the
House of Jacob USA
P.O. Box 310
25645 Township Road 39
Coshocton, OH 43812-0310

Cynthia J. Forrest
7535 Little River Turnpike
Suite 208
Annandale, VA 22003-2937

Janet L. Sledge
6806 Garth St.
Bowie, MD 20715-1749

Aliou Kargbo
206 58th St., NE
Washington, DC 20019-6824

Maxime Charles
5755 Blaine St., NE
Washington, DC 20019-6770

Patricia B. Smallwood
5761 E. Capitol St., SE
Washington, DC 20019-6830

Jeanine C. Hunter
204 58th St., NE
Washington, DC 20019-6824

Constance Lee
5757 Blaine St., NE
Washington, DC 20019-6770

Neta M. Price
5763 E. Capitol St., SE
Washington, DC 20019-6830

Robin A. Stevenson
1227 Wylie St., NW
Washington, DC 20002-4456

Ayodele D. Seals
5759 Blaine St., NE
Washington, DC 20019-6770

Edward M. Pearson
5767 E. Capitol St., SE
Washington, DC 20019-6830

Tonya O. Neequaye
200 58th St., NE
Washington, DC 20019-6824

Sanabel Al Kheer, Inc.
3713 S George Mason Dr.
Falls Church, VA 22041-3761

Faraz Ardekani
5769 East Capitol St., SE
Washington, DC 20019-6830

Eleni T. Wodaje
5754 Blaine St., NE
Washington, DC 20019-6769

Gary Investment Corporation
No. 128 South
5225 Pooks Hill Rd.
Bethesda, MD 20814-2052

Jacob Scott
902 Newhall, St.
Silver Spring, MD 20901-3755

Michael James
5752 Blaine St., NE
Washington, DC 20019-6769

Nancy I. Thomas
239 60th St., NE
Washington, DC 20019-7919

Reginald R. Hamlin
13 58th St., SE
Washington, DC 20019-6500

Jermie Cozart
5751 Blaine St., NE
Washington, DC 20019-6770

Ethelyn R. Redd
3811 25th Ave.
Temple Hills, MD 20748-3007

Andre Little
17 58th St., SE
Washington, DC 20019-6500

Brenda Prince
5743 E. Capitol St., SE
Washington, DC 20019-6830

ANC 7C
4651 Nannie Helen Burroughs
Ave., NE Unit 2
Washington, DC 20019

ANC 7E
5001 Hanna Place, SE
Washington, DC 20019

Maria O'Brien
5741 E. Capitol St., SE
Washington, DC 20019-6830

Marchelle P. Ward
5739 E. Capitol St., SE
Washington, DC 20019-6830

Arelle Anderson
5737 E. Capitol St., SE
Washington, DC 20019-6830

Francis Miller
5735 E. Capitol St., SE
Washington, DC 20019-6830

Denise Hall
5733 E. Capitol St., SE
Washington, DC 20019-6830

Beverly Payne
8 57th St., SE
Washington, DC 20019-6579

U.S. General Services Administration
Real Estate Services
1800 F Street, NW
Washington, DC 20405

EXHIBIT E

Project Plans and Drawings