

**BEFORE THE ZONING COMMISSION
FOR THE
DISTRICT OF COLUMBIA**

**STATEMENT OF THE APPLICANT
IN SUPPORT OF AN
APPLICATION
TO MODIFY A PLANNED UNIT DEVELOPMENT
APPROVED PURSUANT TO ZONING COMMISSION
CASE/ORDER NOS. 05-38 & 05-38A**

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HOLLAND & KNIGHT LLP
800 17th Street, N.W., Suite 1100
Washington, D.C. 20006
(202) 955-3000
Norman M. Glasgow, Jr.
Kyrus L. Freeman, Esq.
Jessica R. Bloomfield*

DEVELOPMENT TEAM

Owner/Applicant

Mill Creek Residential Trust, LLC
6110 Executive Boulevard
Suite 315
Rockville, MD 20852

Architecture

SK+I Architecture
4600 East-West Highway
Suite 700
Bethesda, MD 20814

Civil Engineering

Bowman Consulting
2121 Eisenhower Avenue
Suite 302
Alexandria, VA 22314

Landscape Architecture

Land Design
200 S. Peyton Street
Alexandria, VA 22314

Transportation Engineering

Gorove/Slade Associates, Inc.
1140 Connecticut Avenue, N.W.
Suite 600
Washington, DC 20036

Land Use Counsel

Holland & Knight, LLP
800 17th Street, N.W.
Suite 1100
Washington, D.C. 20006

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LIST OF EXHIBITS

Exhibit	Description
A	Zoning Commission Order No. 05-38
B	Zoning Commission Order No. 05-38A
C	Approved Plans
D	Revised Plans
E	Surveyor's Plat
F	Portion of the Future Land Use Map
G	Portion of the Generalized Policy Map
H	Comprehensive Plan Analysis
I	Certificate of Notice, Notice of Intent, and Property Owner List

I. INTRODUCTION

This Statement of the Applicant and the attached documents are submitted by Mill Creek Residential Trust, LLC (the "Applicant"), on behalf of John Hancock Life Insurance Company, USA, the owner of Lots 855, 856, 857, 858 and 859 in Square 499 (the "PUD Site"), in support of its application to the Zoning Commission of the District of Columbia (the "Zoning Commission") for modifications to an approved Planned Unit Development ("PUD") at the PUD Site.

Pursuant to Zoning Commission Order No. 05-38 attached hereto as Exhibit A, dated May 14, 2007, and effective October 26, 2007, the Zoning Commission approved a PUD and related Zoning Map amendment to rezone the PUD Site from the R-5-D District to the C-3-C District (the "Initial PUD Approval"). The Initial PUD Approval authorized up to 570 residential units spread across four residential buildings, including two existing buildings on Lots 856 and 858 designed by the noted architect I.M. Pei (the "Pei Towers"). The two new mixed-use buildings on Lots 855 and 859 were approved at a maximum height of 112 feet with approximately 569 vehicle parking spaces located in below-grade structures. The overall density approved as part of the Initial PUD Approval was 4.38 floor area ratio ("FAR"), or 592,471 square feet of gross floor area, with approximately 8,900 square feet of gross floor area devoted to ground floor retail and residential amenities.

Pursuant to Zoning Commission Order No. 05-38A attached hereto as Exhibit B, dated December 8, 2008, and effective January 2, 2009, the Zoning Commission approved a number of modifications to the approved PUD (the "Modified PUD Approval"). The Modified PUD Approval authorized the following amendments to the initial PUD: (i) refinements to the approved facades and roof structures of the various buildings; (ii) removal of the for-sale

residential component that was originally approved; (iii) relocation of a pool; (iv) an increase in the maximum number of units to 580 (256 existing units plus 324 new units); and (v) modifications to the community amenities package (Z.C. Order No. 05-38, Finding of Fact No. 2). The architectural plans and elevations approved pursuant to Z.C. Order No. 05-38A (the “Approved Plans”) are attached hereto as Exhibit C.

The current PUD modification application seeks approval to make further modifications to the project. As shown on the proposed revised architectural plans and elevations (the “Revised Plans”) attached hereto as Exhibit D, the revised project will reduce the height of the new residential buildings from 112 feet to 85 feet each and will reduce the PUD's overall density from 4.38 FAR to 3.40 FAR. The new building on the north side of the PUD Site (the “North Tower”) will have six stories, including a mezzanine on the ground floor; the new building on the south side of the PUD Site (the “South Tower”) will have seven stories, including mezzanines on the ground and top floors. The Applicant will also modify the facades of the new buildings to improve their relation to the context of the surrounding neighborhood.

The new residential towers will contain a combined total of approximately 231,605 square feet of gross floor area, with approximately 220,540 square feet of gross floor area devoted to residential and residential amenity uses, approximately 5,220 square feet of gross floor area devoted to retail use, and approximately 5,845 square feet of gross floor area devoted to service space. The overall gross floor area for the new building and the Pei Towers combined is 449,045 square feet. The number of residential units for the overall project will be reduced from 580 to 516 (256 existing units plus 260 new units, plus or minus ten percent). Consistent with the prior Zoning Commission approval, the project is required to provide 16,000 square feet of affordable housing (*see* Z.C. Order No. 05-38, Decision No. 12). To date, 9,500 square feet of affordable

housing has been delivered in the Pei Towers, and the remaining 6,500 square feet will be equally distributed between the North Tower and South Tower as part of this application. Each new building would include approximately 3,250 square feet of the affordable housing, and the affordable units will be located on floors 2-5.

The number of parking spaces will be reduced from 569 spaces to 290 spaces, located in three levels of below grade parking in each new residential building. The proposed parking spaces in the new buildings are intended to serve residents of all four buildings. The parking garages will be accessed from 6th Street and will meet the off-street parking requirements for the overall project.

The proposed PUD public benefits and project amenities will remain largely the same as those approved in Z.C. Order Nos. 05-38 and 05-38A, except that the Applicant will retain and renovate the existing lawn and landscaped area between the two Pei Towers (the “Great Lawn”) to maintain its current design and condition, instead of removing and redesigning the Great Lawn as previously approved. In addition, although not proffered as a benefit or amenity, the Applicant will also not construct the previously-approved amenities building (“Amenities Building”), which was to be located on the east end of the Great Lawn and was originally approved to include fitness facilities, recreation space, and a large swimming pool for use by all residents of the PUD Site. These changes were specifically requested by existing residents of the Pei Towers.

The scope of the modifications requested in this application is consistent with the scope of modifications approved by the Zoning Commission in other recent cases. *See* Zoning Commission Order Nos. 03-12F/03-13F, 05-23A, 06-01B, 07-02B, and 07-21B. As set forth

below, this statement and the attachments meet the filing requirements for a PUD modification application under Chapter 24 of the District of Columbia Zoning Regulations.

II. PROJECT DESCRIPTION

1. Site Location and Description

The PUD Site is located in the southwest quadrant of the District and is bounded by K Street to the north, Square 542 to the east, M Street to the south, and 6th Street to the west. The PUD Site is rectangular in shape, consists of approximately 135,263 square feet of land area, and is located in Ward 6. As shown on the surveyor's plat, attached hereto as Exhibit E, the PUD Site has approximately 220 linear feet of frontage along K Street and M Street and approximately 614.83 linear feet of frontage along 6th Street. Lots 856 and 858 are each presently improved with a recently-renovated nine-story apartment house designed by I.M. Pei, which exemplify Pei's modernist style and design typical of southwest Washington, D.C. during the 1960s. Surface parking lots occupy the northern and southern ends of the PUD Site. The PUD Site is located approximately 0.1 miles from the entrance to the Waterfront Metrorail Station, which services the Green Line, and is in close proximity to multiple Metrobus lines.

The area surrounding the PUD Site has experienced substantial and diverse mixed-use redevelopment since the PUD was initially approved, including the following recent projects: (i) approval of development of The Wharf, located on 27 acres of the southwest waterfront and incorporating major new residential, office, hotel, entertainment, and retail uses; (ii) development of Waterside Towers, a multi-family residential building located just north of the PUD Site on 6th Street, S.W. and incorporating high-scale amenities including multiple pools, a coffee bar, and a resident lounge; (iii) Arena Stage located across 6th Street, S.W. from the PUD Site and hosting diverse and innovative theater productions as well as workshops, presentations,

and education programs that engage community members, artists, and students; and (iv) Waterfront Station, located at 1100 and 1101 4th Street, S.W., one block from the PUD Site at the Waterfront Metrorail Station, and incorporating two eight-story office buildings with public parking and ground floor retail including a full-service grocery store.

The Future Land Use Map of the Comprehensive Plan designates the PUD Site as High Density Residential (*see Exhibit F*). The Generalized Policy Map designates the PUD Site as a Neighborhood Conservation Area (*see Exhibit G*). As described in the Comprehensive Plan Analysis attached hereto as *Exhibit H*, the modified PUD advances the purposes of the Comprehensive Plan, is consistent with the Future Land Use Map and the Generalized Policy Map, complies with the guiding principles in the Comprehensive Plan, and furthers a number of the major elements of the Comprehensive Plan.

2. Modified Project Design

The proposed design concept creates two volumes on each vacant lot, which is appropriate for the scale and character of the neighborhood. Each new building is comprised of two volumes. The first is a taller, lighter box that is supported by a tall recessed ground floor with exposed columns along the primary streets and corners; the second is a more subdued, lower mass that meets the ground plane and also is pulled back and tapered from the corners between the proposed and existing buildings along the street edge. This simple design achieves important goals for the overall site: first, it emphasizes the importance of the streets and corners in an urban manner; second, by deemphasizing the supporting volumes, it reinforces the importance of the architecture of the existing apartment towers; finally, by lowering the height and shaping the corner for the supporting volume, it achieves a sense of openness in both a vertical and horizontal plane for the green spaces between the proposed and existing buildings.

The materials of the proposed buildings will be of a contemporary palette with light and dark contrasting elements to create depth and hierarchy. The facades along M and K Streets will be of a lighter color frame with the fenestration reading as two-story elements that occasionally stagger to add to the vibrancy of the streetscape. There will be retail within the two story space at the corner of M and 6th Streets, across from the Arena Stage, and there will be either two-story residential amenity spaces on both sides of the building or loft style dwellings with mezzanines for the remaining ground floor level of the south building. The north building will have a two-story lobby and amenity space that will visually connect from the street to the improved vest pocket parks in between the proposed and existing buildings. The intent of the project's site plan is to visually connect the buildings through the aesthetic treatment of the facades, the sequence of residents entering from the street and proceeding through common space within the buildings, and entering into the improved landscape between the existing and proposed buildings.

3. Tabulation of Development Data

Pursuant to Z.C. Order No. 05-38, the Zoning Commission rezoned the PUD Site from the R-5-D District to the C-3-C District. A tabulation of development data proposed for the modified PUD is included as Sheet A-35 of the Revised Plans attached hereto as Exhibit D.

4. Flexibility under PUD Guidelines

The PUD process was created to allow greater flexibility in planning and design than might otherwise not be possible under conventional zoning procedures. Thus, the Applicant seeks flexibility with respect to the following provisions of the Zoning Regulations. As permitted under Section 2403, the Commission may grant such flexibility in its discretion.

a. Flexibility from the Loading Requirements

The Applicant requests flexibility from the loading requirements. Together, the two new buildings and the existing Pei Towers will include approximately 5,220 square feet of retail use and 506 residential units (plus or minus ten percent), with approximately 138 units in the new north tower and approximately 112 units in the new south tower. Pursuant to section 2201.1 of the Zoning Regulations, an apartment house or multiple dwelling with 50 or more dwelling units is required to provide one loading berth at 55 feet in depth, one loading platform at 200 square feet, and one service/delivery loading space at 20 feet in depth. Therefore, both of the new buildings are required to provide the residential loading requirements set forth in section 2201.1.

Pursuant to Section 2201.2 of the Zoning Regulations, for any use that occupies 90 percent or more of the gross floor area and cellar the floor area of a building or structure, loading berths shall be calculated based on the entire gross floor area and cellar floor area of the building or structure as if the greater use occupies the entire building or structure. In this case, the southern building will include a total of approximately 107,457 square feet of gross floor area, with approximately 97,407 square feet of gross floor area devoted to residential and residential amenity uses (94 percent) and 5,220 square feet of gross floor area devoted to retail uses. Thus, separate loading is not required for the retail uses. The northern building does not include any retail.

Due to the anticipated needs of the residents, the Applicant is seeking flexibility to provide one loading berth at 30 feet in depth for each new building (flexibility required), one loading platform at 200 square feet, and no service/delivery space (flexibility required). This requested flexibility is directly in accordance with the Comprehensive Plan's recommendations to consolidate loading areas within new developments and minimize curb cuts on streets to the

greatest extent possible, and wherever possible to provide shared loading spaces in mixed-use buildings. Moreover, given the nature and size of the residential units, it is unlikely that the building will ever be served by 55 foot tractor-trailer trucks. In addition, the loading areas will be used by the residents when they move in or out of the building, and any other use by residents will be infrequent and can be restricted to times which pose the least potential conflicts with retail users.

b. Flexibility from the Compact Parking Space Requirements

The Applicant requests flexibility from the compact parking space requirements of section 2115.4 of the Zoning Regulations, which requires that all compact parking spaces shall be placed in groups of at least five contiguous spaces with access from the same aisle. The Applicant proposes to provide 145 parking spaces in each of the new buildings, approximately 50 of which will be compact in size (290 total parking spaces, 100 of which are compact). Some of the compact spaces will not be in groups of five and the Applicant therefore requests flexibility from this provision of the Zoning Regulations. Providing the compact spaces will permit the Applicant to maximize the garage space and provide as many parking spaces as possible, including handicapped and van spaces. The compact spaces are also necessary to permit adequate drive aisle widths and to fit the rows of parking spaces within the column structure of the building. Providing the compact spaces in groups of less than five will not result in any negative impacts to the garage or its use by building residents.

c. Additional Areas of Flexibility

The Applicant has made every effort to provide the highest level of detail in the drawings to convey the quality and appropriateness of the project's design and uses for this location.

Nonetheless, some flexibility is necessary with respect to certain details. Thus, the Applicant requests modest flexibility in the following areas:

- i. To be able to provide a range in the number of residential units of plus or minus ten percent from the 516 depicted on the Plans.
- ii. To vary the location and design of all interior components, including partitions, structural slabs, doors, hallways, columns, stairways, and mechanical rooms, provided that the variations do not change the exterior configuration of the building.
- iii. To vary the number, location and arrangement of parking (vehicular and bicycle) spaces, provided that the total is not reduced below the number required under the Zoning Regulations.
- iv. To vary the final selection of the exterior materials within the color ranges and material types as proposed, based on availability at the time of construction without reducing the quality of the materials; and to make minor refinements to exterior details, locations, and dimensions, including: curtain wall mullions and spandrels, window frames, doorways, glass types, belt courses, sills, bases, cornices, railings and trim; and any other changes in order to comply with all applicable District of Columbia laws and regulations that are otherwise necessary to obtain a final building permit.
- v. In any retail and service areas, flexibility to vary the location and design of the ground floor components of the building in order to comply with any applicable District of Columbia laws and regulations, including the D.C. Department of Health, that are otherwise necessary for licensing and operation of any retail use and to accommodate any specific tenant requirements.

III. THE PROJECT MEETS THE STANDARDS OF THE ZONING REGULATIONS AND PUD REQUIREMENTS

The PUD process continues to be the appropriate mechanism for review of the proposed modifications to the approved PUD. Through the PUD modification process, the Office of Planning, other District agencies, and area residents will have the opportunity to provide input regarding the Applicant's proposed modifications to the approved PUD.

The PUD, as modified, will continue to meet the minimum area requirement under 11 DCMR § 2401.1(c), and the height and FAR provisions of 11 DCMR §§ 2405.1 and 2405.2. Moreover, none of the proposed changes to the PUD impact the Zoning Commission's prior findings that:

- Development of the PUD Site will result in a number of benefits and amenities (*see* Z.C. Order No. 05-38, Finding of Fact No. 35, and Z.C. Order No. 05-38A, Conclusions of Law Nos. 1-6).
- The PUD is consistent with many of the Comprehensive Plan's major themes (*see* Z.C. Order No. 05-38, Finding of Fact No. 36).
- The project will further the specific objectives and policies of many of the Comprehensive Plan's major elements, and fulfills and furthers specific objectives for Ward 6 and other District plans (*see* Z.C. Order No. 05-38, Finding of Fact Nos. 37 and 38).

As outlined in the Comprehensive Plan Analysis attached hereto as Exhibit H, the PUD as modified is also consistent with a number of the elements of the current Comprehensive Plan.

As part of the PUD process, the Applicant worked with the Advisory Neighborhood Group ("ANC") 6D and existing residents of the Pei Towers to establish appropriate public benefits and project amenities. As part of the benefits and amenities package, the original PUD included a number of items, including the following, which were not modified in Z.C. Order No. 05-38A (*see* Z.C. Order No. 05-38A, Decision Nos. 1-6 and 13): (i) development of the Great Lawn, which would be gated but visually open to the public to view (Z.C. Order No. 05-38, Finding of Fact No. 35(d)(iv)); (ii) two new "vest pocket" parks located between the Pei Towers and the new residential buildings, which were intended to serve as communal space for building

residents and the public (Z.C. Order No. 05-38, Finding of Fact No. 35(d)(v)); and (iii) a linear garden flanking 6th Street between the Pei Towers that would be open to the public during the day (Z.C. Order No. 05-38, Finding of Fact Nos. 31 and 35(f)(x)). Although not specified as a public benefit or project amenity, the project also included the Amenities Building, which would include fitness facilities, recreation space, and a large swimming pool, for use by all residents of the PUD Site (Z.C. Order No. 05-38, Finding of Fact No. 34).

Since the PUD was initially approved, residents of the Pei Towers expressed a strong desire to maintain the PUD Site's original landscape plan rather than redevelop this area with the new Great Lawn. Residents also asserted that they no longer need or want the Amenities Building, since a variety of new amenities have recently been built in the area that offer similar recreational facilities as those initially proposed for the Amenities Building. Furthermore, the new residential buildings on the PUD Site will themselves incorporate facilities similar to those proposed for the Amenities Building, thus eliminating the need for a separate building. Therefore, as shown on the landscape plans of the Revised Plans, the Applicant will preserve the original landscape design on the PUD Site. Moreover, as shown on Sheet A-26 of the Revised Plans, the Applicant will replace the Amenities Building with similar residential amenities and facilities located within the new residential structures.

As shown on the landscape plans included with the Revised Plans, the Applicant proposes several passive amenities to be located within the vest pocket parks. The specific uses and design for the parks will serve as a compliment to the more active amenities currently offered within the centrally located lawn and landscape area located between the Pei Towers. The proposed vest pocket parks are intended to be visually interesting, contain amenities that can be used year round from morning to night, and can be used by multiple residents or groups of

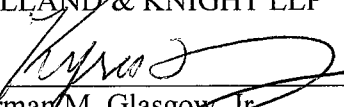
residents concurrently. As a result, each of the pocket parks is organized or subdivided into a series of outdoor “rooms.” The amenities within the “rooms” are related to the specific uses within the adjoining building (e.g. more active elements adjoining club areas within the building). The intent is to create greater permeability from indoor uses to outdoor where appropriate. In addition to the relationship with the interior of the building, the Applicant’s design team considered microclimate factors and solar orientation to ensure that there is maximum usability of the space year-round. The proposed amenities include lawn panels for informal gatherings, flexible seating arrangements, intimate areas for grilling, and larger gathering spaces centered on outdoor fireplaces or water elements. The courtyards are intended to be heavily landscaped to help define the “rooms” and create seasonal interest for both residents and passersby. This slightly revised amenities package is a comparable substitute for the previously approved PUD and has the support of the existing residents.

IV. CONCLUSION

For the reasons stated above, the Applicant submits that the proposed modifications to the approved PUD meet the standards of Chapter 24 of the Zoning Regulations and the standards for approval. Accordingly, the Applicant requests that the Zoning Commission approve the proposed PUD, as modified, and as described herein.

Respectfully submitted:

HOLLAND & KNIGHT LLP

By: 
Norman M. Glasgow, Jr.
Kyrus L. Freeman, Esq.
Jessica R. Bloomfield*
800 17th Street, N.W.
Suite 1100
Washington, D.C. 20006
(202) 955-3000