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RiverFront on the anacostia



Planned Unit Development

APPLICATION FOR REVIEW AND APPROVAL OF MODIFICATIONS TO
SECOND-STAGE APPROVAL FOR FIRST PHASE OF DEVELOPMENT AND REVIEW
AND APPROVAL OF REVERSION TO AND MODIFICATIONS TO FIRST-STAGE
APPROVAL FOR SECOND, THIRD, AND FOURTH PHASES OF DEVELOPMENT

Square 708, Lot 14

December 1, 2011

ZONING COMMISSION
District of Columbia

CASE NO. 04-14B
EXHIBIT NO. 4

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PREFACE

This statement is submitted by Florida Rock Properties, Inc. (“Florida Rock”), the owner of the property located in Square 708, Lot 14, (“Property”), and MRP Realty (“MRP”), a partner in the development of the Property (collectively with Florida Rock, “Applicant”). In 2008, Florida Rock secured Second Stage approval of a Planned Unit Development (“PUD”) and related Map Amendment for the Property pursuant to Zoning Commission Order No. 04-14 (“2008 Approval”). That PUD was extended until June 27, 2012. Since the approval of the extension, Florida Rock and MRP have established a joint venture in order to effectuate the development of the PUD. A copy of the site plan approved in Case No. 04-14 is attached as Exhibit A.

This PUD has a lengthy history. A First Stage PUD was first approved in 1998 for an office and retail project consisting of 1.5 million square feet of gross floor area in two buildings (6.0 FAR), with a maximum height of 130 feet. A Second Stage PUD was approved the following year in 1999. The market for commercial development subsequently collapsed and Florida Rock could not secure the necessary financing in order to go forward with the project within the approved timeframe so it filed an application to extend the PUD. At that same time, however, plans were underway to establish the Capital Gateway Overlay as well as construct the ballpark, thus creating a new context for the proposed development. The Commission ultimately approved an extension of the First Stage PUD in 2003 subject to specific guidelines provided by the Office of Planning. Florida Rock promptly filed a Second Stage PUD for the Property in 2004, which coincided with the release of the plans for the ballpark. The PUD was set down for a public hearing in 2007 and approved in 2008. The final approval was for four separate buildings: two office buildings, one apartment building and a hotel. Each building was a

separate phase of development, with the easternmost office building proposed for construction first. More specifically, the first phase of development included the east office building, the second phase was for the construction of the residential building, the third phase was for the west office building and finally, the hotel was proposed to be constructed in the fourth phase of development. In all, the PUD consisted of 1.1 million square feet of development (4.4 FAR) and a maximum height of 130 feet. The Zoning Commission subsequently approved an extension of the Second Stage approval until June 27, 2012.

Over the past few months, the Applicant has held numerous meetings with stakeholders to discuss the future development of the Property. In fact, it has met with the Office of Planning on seven different occasions, with the District Department of Transportation on three occasions, and has reached out to the Advisory Neighborhood Commission, Councilmember Tommy Wells, and the District Department of the Environment to ensure the project achieves the city's, the community's and the Applicant's goals. The Applicant believes this proposal accomplishes this objective.

The Applicant now submits the instant application to modify the consolidated approval for the first phase of development, including approval of converting the approved use from a commercial office building to a residential building. It simultaneously seeks approval to revert to a modified First Stage approval for the remaining three phases of development. The current proposal builds upon and enhances the previous project by providing twice the amount of residential use, affordable housing, and green space, all while reducing the number of curbcuts from Potomac Avenue. The proposed project incorporates a series of "green techniques" such as bioswales to capture and treat stormwater runoff and to establish a contemporary, sophisticated, and unique environment. This project also focuses on the need for successful retail uses and

provides a coherent plan for establishing the site as a retail destination. The project includes a high level of architectural design for the first residential building (Phase I), which furthers the site's urban attitude and creates a sense of place by stitching together the Anacostia Riverside setting and open space with its building's industrial vernacular.

Finally, another strength of the development will be its landscaping. The landscape plan is inspired by the idea of the "ecotone," an ecological term referring to the transitional zone between two ecologies. As such, the landscape design celebrates the rich riverfront zone where river ecology meets the urban cultural "ecology." A diverse set of landscape spaces create conditions where both urban culture and river ecology may thrive. Many spaces are truly urban spaces made for the movement, interaction and recreation of the local community and visitors alike. A new plaza and esplanade connect seamlessly to the adjacent Diamond Teague Park, the new pedestrian bridge, and The Yards Park, establishing the next piece in the Anacostia Riverwalk Trail. Materials and forms are carefully chosen and designed to both evoke the natural and industrial heritage of the site and to advance the spirit of vibrant, contemporary urban life. While this new landscape will have its own identity, the design deploys key design elements and materials borrowed from the newly constructed adjacent parks, such as boardwalk and metal railings. This continuity will help create a unified thread through this series of new public spaces. The green spaces provide both gardens for human occupation and gardens dedicated to natural processes. A large bio-filter garden at the river's edge, populated with native riparian plant species, will cleanse run-off from the site and evoke the site's natural history as a riparian ecology. Another riverfront space, the "River Garden," provides a space where the river environment and the urban environment intersect, with stairs and seating intermingling with native trees, shrubs, and perennials. Brought together in this landscape, the urban hardscape and

the native river landscape form a rich edge zone that celebrates the energy of the urban scene, the beauty of the river, and the intersection of the urban and natural environments. As summarized above and detailed herein, the proposed PUD achieves the City's goals for this important site.

Submitted in support of this application is a completed application form, a Notice of Intent to File a PUD, architectural drawings, and other required materials. As set forth below, this statement and the attached documents meet the filing requirements for a PUD application under Chapter 24 of the Zoning Regulations.

I. INTRODUCTION

This statement and the attached documents are submitted in support of the application of Florida Rock and MRP, pursuant to Chapter 24 of the Zoning Regulations, for approval of a modification of the Second Stage approval of the first phase of development and approval of a modification and reversion to a First Stage approval for the remaining phases of development. The Applicant also seeks to maintain the previously approved PUD-related Map Amendment to the C-3-C Zone District.

The PUD Site consists of Record Lot 14 in Square 708.¹ Three Assessment and Taxation Lots have also been established on the Property, Lots 810, 811, and 812. The entire PUD site consists of approximately 253,500 square feet of land and is currently used as a concrete plant. On-site operations have ceased and demolition of the concrete plant has commenced; Florida Rock expects to complete demolition of the plant by the end of the year.

In place of the concrete plant, the Applicant proposes to construct a mixed-use project in four phases. The first two phases will consist of residential buildings and the final two phases will consist of an office building and a hotel. As outlined in the Preface, a Second Stage PUD approval currently applies to the entirety of the Property. The Applicant, however, is proposing to modify the project and in doing so would like to revert Phases II, III, and IV to First Stage Approvals with modifications as detailed herein. The Applicant, however, is prepared to move forward immediately with Phase I of the project. Accordingly, the Applicant is simultaneously proposing modifications to the Second Stage Approval for Phase I.

¹ The PUD anticipates a land swap with the District Department of Transportation in order to effectuate the construction of the South Capitol Street oval and the new Frederick Douglass Bridge. This swap will modify Lot 14 but will not alter the size of the Property. The land swap must occur before the construction of Phases III and IV, as the existing Frederick Douglass bridge traverses the site where those buildings will be constructed.

II. PLANNED UNIT DEVELOPMENT

A. PUD Site

The PUD Site is located at 25 Potomac Avenue, SE (Square 708, Lot 14). It is bound by Potomac Avenue on the north, the Anacostia River on the south and it is between South Capitol Street and First Street on the west and east, respectively. It is located at the southernmost point of the Capital Gateway Overlay, between Nationals Park and the Anacostia River. It is well-positioned to serve as a gateway to the ballpark district and as a groundbreaking waterfront project with its 900 linear feet along the shoreline of the Anacostia River. A copy of the proposed site plan is attached as Exhibit A and detailed plans of the project are filed simultaneously herewith in a separate booklet for ease of review.

The Property, like those surrounding it, was initially zoned for industrial uses. A PUD-related Map Amendment to the C-3-C Zone District was approved for the Property in connection with Case No. 04-14. Subsequently, the Zoning Commission approved a rezoning of the underlying designation to the W-2 Zone District of the Capital Gateway Overlay (“CG”) pursuant to Order No. 971. For the most part, the properties east of South Capitol Street were rezoned in connection with the CG Overlay from industrial uses to those use categories that encourage mixed-use developments, such as the CR Zone District. Consequently, several mixed-use projects have been approved for east of South Capitol Street along with the approval and construction of Nationals Park. The area west of South Capitol Street tends to be more industrial closer to the Anacostia River; however, it transitions into residential uses further north along South Capitol Street. The existing residential is a mix of single family and multi-family structures.

Despite the deep industrial roots of the site, the rezoning of the Property confirms that it is a prime location for a mixed-use development to complement the existing ballpark and other investments that have been made in the CG neighborhood. It also marks the entry onto the grand boulevard of South Capitol Street which is marked with grand vistas of the Capitol from as far away as the Anacostia River.

The area surrounding the ballpark has undergone a significant transformation over the past few years. To the east of the Property, Forest City is developing a 42-acre site with a mixed-use project. Included in that site is the Yards Park, which is a beautifully landscaped waterfront park that has attracted thousands of visitors since its opening and garnered attention from District residents and visitors alike. The project expects to include a Harris Teeter, which is indicative of the resurgence this community is currently experiencing. Also to the east of the Property, is Diamond Teague Park, which was recently completed with the help of a \$800,000 contribution made by Florida Rock. The District just completed the bridge connecting the Yard Park and Diamond Teague Park, making the Anacostia Riverwalk Trail Plans one step closer to completion. Whereas the Florida Rock PUD was intended to be the initial step in establishing the waterfront, it is now the missing puzzle piece needed to strengthen the community that is now evolving. The project will extend the Anacostia Riverwalk Trail and form an important and significant gateway into Southeast DC.

B. Existing Zoning and Proposed Zoning

The Zoning Commission approved a PUD-related Map Amendment for the Property in Case No. 04-14 for the C-3-C Zone District. The underlying zoning of the Property is the CG/W-2 Zone District. The property to the north of the site is located in the CG/CR Zone

District and the immediately adjacent properties to the west and east are located in the CG/W-2 Zone District.

The C-3 Zone District is designed to accommodate major business and employment centers supplementary to the Central Business District and they provide substantial amounts of employment, housing and mixed uses. The C-3-C Zone District permits medium-high density development, including office, retail, housing and mixed-use development in a compact area. A PUD in the C-3-C Zone District is permitted a maximum height of 130 feet and a maximum floor area ratio (“FAR”) of 8.0, with no distinction between commercial and residential uses.

By contrast, the Waterfront Districts were established to encourage a diversity of compatible land uses at various densities, including combinations of residential, offices, retail, recreational, arts and cultural and other miscellaneous uses. The W-2 Zone District is intended to be relatively self-contained by supplying a variety of housing, service, employment, and recreational opportunities in one location.

The Capital Gateway Overlay was established to assure that development of the area would include a mixture of residential and commercial uses at a suitable height, bulk and design of buildings, as generally indicated by the Comprehensive Plan and that it would encourage a variety of support and visitor-related uses, such as retail, service, entertainment, cultural and hotel or inn uses. The CG/W-2 also provides a number of opportunities to gain bonus density by providing superior design for the waterfront properties. In the CG/W-2 Zone District, a residential project could potentially be constructed to a maximum height of 130 feet and a 7.8 FAR; a mixed-use commercial and residential building can be constructed with a maximum height of 130 feet and a maximum FAR of 7.8 (with a maximum commercial density of 5.0). A

completely commercial development is limited to a maximum height of 60 feet and a potential maximum FAR of 4.0, provided bonus density pursuant to Section 1603.5 is approved.

Combined lot development rights are also permitted in the CG Overlay.

The Applicant is not modifying the PUD-related Map Amendment to the C-3-C Zone District, which was approved in Case No. 04-14. The C-3-C Zone District is appropriate for the Property because a critical level of density is necessary at this site in order to punctuate the entry to the ballpark district and to frame the entry along South Capitol Street. Further, the Property is, in a sense, isolated by the imposing nature of the ballpark as well as the Anacostia River.

Density will be necessary to make the development successful and to give it a presence. As noted in the preceding paragraph, the C-3-C Zone District only allows a modest amount of density above what would be permitted as a matter of right, but it provides greater flexibility with respect to use and required setbacks. Further, given the importance of the Property and its prominence along the Anacostia River and South Capitol Street, the PUD process is the appropriate vehicle for reviewing and evaluating the proposed plans.

C. Previous Zoning Commission Approvals

Pursuant to Zoning Commission Order No. 850, a First Stage PUD was first approved in 1998 for the Property for an office and retail project consisting of 1.5 million square feet of gross floor area in two buildings (6.0 FAR), with a maximum height of 130 feet. A Second Stage PUD was approved in connection with Order No. 910 the following year in 1999. The Second Stage PUD was consistent with the First Stage approval. It provided amenity spaces along the waterfront, as well as proposed neighborhood serving retail and exhibition space. The PUD included a significant amount of “amenity property” that would be dedicated to maritime

programs, residential use (when market appropriate) and park land. Nevertheless, the PUD continued to focus on solely commercial uses.

Prior to the expiration of the PUD approved by Order No. 910, the Applicant filed an application to extend the Second Stage PUD. The Zoning Commission denied the request (Order No. 910-A) but ultimately granted a conditional extension of the project as a First Stage PUD. Since the approval of the Second Stage PUD in 1999, planning efforts were underway to establish the Capital Gateway Overlay and to construct a stadium for the Nationals baseball team. In light of the changed conditions of the surrounding area, the Zoning Commission wanted the opportunity to review the proposed development for the Property. The Office of Planning had suggested a series of conditions for the approval of the extension of the First Stage PUD, which were adopted by the Zoning Commission in Order No. 910-B.

In 2004, the Applicant filed an application for Second Stage PUD approval for the Property. Plans for the ballpark were released prior to the hearing, forcing the Applicant to reconsider some aspects of the project. The PUD was ultimately approved in 2008 pursuant to Order No. 04-14. The approval contemplated four phases of development as follows:

Phase One: Phase One included an office building with ground floor retail, at the east end of the site with a maximum height of 92 feet. The office building was sited to emphasize the view corridors and access points through the project. It also included “Anacostia Place”, which provided for the free flow of pedestrians from First Street, SE through and to the Esplanade and Diamond Teague Park. The space was to feature a monumental art feature to celebrate the heritage of the Anacostia River. Finally, the First Phase provided for the construction of the adjacent portion of the Esplanade along the Anacostia River.

Phase Two: Phase Two included the residential building with ground floor retail. The residential building was approved with a maximum height of 130 feet. This phase also included the construction of “Potomac Quay”, a glass enclosed retail galleria extending from Potomac Avenue to the waterfront. It also served to link the east office building and the residential building. Finally, Phase Two included the construction of the adjacent portion of the Esplanade.

Phase Three: Phase Three included an office building at the western end of the site, the Cascade Plaza and the remainder of the Esplanade. The office building was approved with a maximum height of 112 feet and was to include ground floor retail. The Cascade Plaza was an open civic space at the western end of the Property.

Phase Four: The final phase of development included a hotel building of 130 feet that would include hotel-related retail uses on the ground floor and residential uses on the top two floors. A glass enclosed “Capitol Quay” linked the office building to the hotel.

In all, the project approved in connection with Case No. 04-14 included a total of 1,115,400 square feet of gross floor area (4.4 FAR), with 569,623 square feet dedicated to residential and hotel uses and 545,777 square feet dedicated to commercial office buildings and retail.²

The Applicant could not, however, secure the financing necessary to move forward with the first phase of development given the dire economic climate in October 2009. It filed a request to extend the entire PUD with the Zoning Commission; the extension was granted and the PUD approval granted by Case No. 04-14 was extended until June 27, 2012 pursuant to

² The hotel use was often referred to as “residential” use in Case No. 04-14. In an effort to remain consistent with the interpretation of hotel use in the C-3-C Zone District, hotel use is categorized as commercial use in this application. Whereas the original PUD included only one residential building and one hotel, the project proposed in this application includes two residential buildings and one hotel.

Order No. 04-14A. Despite not moving forward with the development immediately, the Applicant made a payment of \$800,000 to the District for the construction, installation, and/or on-going maintenance of the Diamond Teague Park, to demonstrate its commitment to the development and the neighboring community. Diamond Teague Park has since been completed and will complement the landscaping proposed in Phase I of the PUD.

D. Proposed Application

The Applicant is retaining the basic phasing of the project but is modifying the site plan, building uses and design of the PUD to place more of a focus on residential use. The Applicant is proposing to convert one of the approved office buildings to a residential building; the final PUD will have a total of two residential buildings, one hotel and one office building. Residential uses will comprise approximately 50% of the PUD density, whereas residential use only comprised about 29% of the original PUD. The proposed residential uses will also be the first to be constructed as they make up Phases I and II of the PUD.

Included in this application are plans for the review and approval of a Second Stage application for a PUD for one residential building (the first phase of the Florida Rock project). Also included are conceptual plans for the review and approval of a First Stage application for the second, third and fourth phases of the Florida Rock project, or the residential, office and hotel buildings.

III. THE APPLICANT

A. Florida Rock

Florida Rock Properties, Inc. is a full-service Maryland real estate development management company specializing in commercial and industrial real estate. The company is a wholly-owned subsidiary of Patriot Transportation Holding, Inc., a Florida-based holding company engaged in the transportation and real estate business. Patriot Transportation Holding is publicly-traded on the NASDAQ ("PATR"). Florida Rock has demonstrated ongoing growth and success with its developments in the Baltimore metropolitan area. Started in 1989, Florida Rock, through its Developed Buildings/Land Division, has since grown to include 29 buildings totaling approximately three million square feet of warehouse and office space, and over 250 acres of land in various stages of development.

The mission of Florida Rock is to be a premier real estate development company specializing in the construction, ownership, and management of commercial and residential type facilities that will provide long term positive cash flows and capital appreciation. Florida Rock's full service capabilities include land acquisition, engineering, construction, and expert property management. The company has the capabilities and experience to provide a turn-key operation of the highest quality at competitive rates. To Florida Rock, full service means not only the capacity for high quality performance, but also a dedication to satisfying tenant requirements for the long term. The company offers hands-on management approach, a strong local presence, and a sound financial and capital base.

B. MRP Realty

MRP Realty offers exceptional experience combined with a creative, entrepreneurial approach to the business of real estate. Its integrated skills and knowledge of the Washington metropolitan market enable MRP to identify opportunities and guide the development process effectively, yielding consistent value and superior results. MRP works closely with its investment partners and project teams to deliver properties that set new standards in this dynamic market. Its professionals embrace bold opportunities with a discerning eye—exploring true potential to realize optimal investment value for our partners.

MRP knows that great ideas in real estate require careful thought and a meticulous course of action. Its strategies are built around critical benchmarks throughout the life of a project—from the earliest acquisition and pre-development phases through final marketing and leasing. At every key step, it assesses and refines its approach—ensuring that it takes advantage of the most resourceful and productive strategies from start to finish.

MRP is recognized for the superior quality of its residential work. MRP is currently moving forward with its Washington Gateway project, which will include nearly 360,000 square feet of residential use. MRP owns several other prominent sites in the District, including Washington Harbor and the former YWCA site at 624 9th Street.

IV. PROJECT DESIGN AND DESCRIPTION

A. Project Description

The Applicant is proposing a multi-phased, mixed-use project. The development will consist of four distinct buildings that will be constructed in four separate phases: two residential

buildings, one office building and one hotel building. Phases I, II, and IV will include ground floor retail. The phases are more specifically described below:

Phase One: The Phase One building is located on the eastern end of the site and immediately adjacent to the Earth Conservation Corps pump house. Whereas the initial PUD proposed a commercial building for the First Phase of development, the Applicant is submitting a Second-Stage PUD application for a residential building. The Applicant believes that the context of the Southeast waterfront has evolved significantly over the years and that the current market is prime for residential development. Further, residential development will provide the critical mass of people necessary in order to support future office and retail uses. This phase will also include ground-floor retail facing the plaza on the east side of the Property and the Esplanade along the Anacostia Riverfront. The Applicant hopes to attract cafes that will utilize outdoor seating, as well as sitdown restaurants to provide dining options for residents and those enjoying a leisurely dinner before a baseball game. Until the retail market south of the ballpark strengthens, however, the Applicant seeks the flexibility to use a portion of the ground floor space as residential amenity space.

The Phase I residential building will be approximately 94.85 feet tall (9 stories), with ground floor retail, and consist of approximately 300-350 residential units, 286 below grade parking spaces, and approximately 300,000 square feet of gross floor area. Approximately 23,000 or 8% of the residential gross floor area, will be dedicated to affordable housing for households with an annual income no greater than 80% of the Annual Median Income. Approximately 7,000 square feet of the 12,500 square feet of retail space in Phase I will be “Flex Space” that may alternatively be dedicated to residential amenity space until a retail market is established at the site.

Recognizing the importance of the river views, the massing composition is based on a U-shape that is oriented toward the water. The façade facing the River incorporates more glass in order to provide an open feel to those on the ground, as well as residents in the units. Those units will also have large balconies, which will afford expansive views of the Anacostia River and the Esplanade below. Units on the northern side, of course, will have views of the ballpark and will capitalize on the excitement of the stadium to animate some of the unit interiors. On the east, north, and west facades, the facade consists primarily of masonry and fenestration planes with metal panel and balcony accents. Varying materials will be introduced along the façade to provide depth, definition and texture. To anchor the building into the nascent urban fabric, the northeast and northwest corners are emphasized through the use of richer materials and more glass. In addition, stoops along Potomac Avenue will help add to the energy of the ballpark and activate the streetscape.

There will be a private courtyard in the center of the building that will provide green space and an outdoor amenity space for building residents. There will be a terrace on top of the flex/retail space that will overlook the Esplanade and open onto the Anacostia River waterfront; the activities of the terrace, though one story up, will help to activate the street level below by expanding the realm of activity on a separate plane. The development will also include units with direct access onto Potomac Avenue that will further activate the street level. Some residential units will include their own outdoor space, which will not only enhance the residential experience but also help create a sense of community and establish an active presence along the waterfront.

The building will be surrounded by significant green/open spaces, including an Esplanade and Anacostia Plaza. In fact, approximately 20,000 square feet of land to its east is being

reserved as green space and will support the development. Exclusive of the reserved green space, Phase One still maintains a lot occupancy as low as 46%. The proposed Esplanade will wind along the Anacostia waterfront as well as along the retail store fronts. It incorporates seating along the pathway to encourage individuals to sit, relax, and take in the views of all of the activity along the water. The Esplanade will consist of hardscape and plant materials that speak to the site's history, both natural and industrial, while looking to the site's future as a vibrant urban community set in a beautiful natural environment. A boardwalk forms the river-side edge of the Esplanade along its length, relating this new construction to the design vernacular of the adjacent built projects at Diamond Teague Park and The Yards. The railings that are needed at the water's edge will have a unique design but will fall into the same family of materials and forms as those of the adjacent parks and foot bridge, providing a sense of continuity across the Anacostia Waterfront. Concrete blocks and Gabion walls are among the options for site walls and seating and will lend the Esplanade a note of rugged industrial design—a nod to the site's industrial history.

Along the Esplanade will be various “green” spaces that will have dual roles – they will serve as a part of the stormwater management system and filter the water draining from the site, and will provide lush green spaces to accent the beautiful landscaping of the Esplanade. The large green space just to the west of the plaza between the Esplanade and the River will be a large bio-filter garden, treating stormwater runoff from the site paving and building roof. The bio-filter garden will be filled with native perennials, shrubs and trees typical of a Mid-Atlantic riparian environment. Just to the west of the biofilter garden, the “River Garden” will be a space where the community can reach the river's edge and inhabit an area with seating, stairs and lush planting evocative of the river environment.

To the east, the Esplanade will connect with the pier leading to the Earth Conservation Corps. East of the pier, is a stretch of the Anacostia waterfront where the District has just completed a portion of the Anacostia Riverfront Trail that will link the Project to The Yards. Once complete, there will be a continuous pedestrian pathway along the Anacostia River. This will provide access to the waterfront, but also create a fluidity among the developments that will allow pedestrians to move between developments with ease. To the west, the Esplanade will provide for future extension toward South Capitol Street. The Esplanade will be constructed in phases corresponding to the construction of each of the four buildings.

At the very eastern end of the site, just north of the Esplanade, is the Anacostia Plaza. The Plaza has several different functions: a purely pedestrian walkway providing access and views between the ballpark and the river; a passive recreation space for residents and visitors; an area that preserves the First Street viewshed and provides an elevated vantage point of the River; or an area for retail patrons to picnic with food purchased at one of the stores. The plaza design conveys a contemporary urban attitude in concert with the Phase I building architecture and in tune with the site's surroundings. A strong, linear paving design emphasizes the connection between the ballpark, Potomac Avenue, and the Anacostia. Two bars of special paving, set at slightly different angles help to break down the area spatially. Along the joint between these two bars of paving a linear water feature enlivens the space and points to the Anacostia. The large opened paved area provides clear views from the Ball Park Grand Stair to the River and will allow for potential café or restaurant seating. On the east side of the plaza a grove of shade trees with seating and stone dust paving will provide relief from summer sun. A wide gap in the trees, aligned with First Street, provides an open view down First Street to the Anacostia River. No matter what function the Plaza serves, it is a beautifully landscaped and hardscaped area that

keeps the site line open between the Grand Stair of the ballpark and the Anacostia River and it incorporates trees to gently guide pedestrian traffic between the two sites.

Finally, to the west of the residential building is the “Mews,” which will be an attractive pedestrian boulevard that separates the residential building in Phase One from the residential building to be constructed in Phase Two. The Mews also provides pedestrian access from Potomac Avenue to the River. Again, it provides views of the waterfront as well as the stadium. Vehicles will be permitted on the Mews, but only in areas specifically marked for the vehicles; there will be no conflict between the vehicular and pedestrian traffic. A dynamic paving design that associates this space with the site’s other paved public spaces will help distinguish this area as an urban space that privileges pedestrians over vehicles. Strategically placed tree planters and seating will further the goal of establishing a pedestrian friendly connection between Potomac Avenue and the Anacostia Waterfront. The Mews will provide access to parking and loading for the first two phases of the development.

Phases Two, Three and Four: The remaining phases of development are being submitted for First Stage PUD approval. The site plan for these phases has been thoughtfully designed so that the buildings integrate with their surroundings but also relate to each other. As depicted on the attached Pedestrian Circulation Sheet, the network of pathways allows pedestrians to traverse each property with ease and encourages pedestrian flow between the properties. The site plan also includes an efficient plan for loading and parking by providing access to all four buildings from only two curbcuts. The proposed vehicular circulation will utilize two main drives that will branch off and provide separate access to each building. By minimizing the number of curb cuts and proposing an efficient loading and parking plan, the site plan emphasizes the pedestrian and maintains important points of access for the general public to

the waterfront, the retail, and the ballpark. The height and density that is proposed for the remaining phases is appropriate given the context of the Property between the ballpark and the River. The height will give the project a sense of place and establish it prominently along South Capitol Street while the density will attract a critical mass of people to a site that has not traditionally attracted visitors, much less residents or employees.

The second phase will consist of a residential building with 262,645 square feet of gross floor area, including 5,850 square feet of retail gross floor area. Approximately 20,550 square feet, or 8% of residential gross floor area, will be reserved as affordable housing for households with an annual income no greater than 80% of the Area Median Income. The building will be a height of 130 feet, include approximately 178 below-grade parking spaces and have a lot occupancy of 45%.

The third phase of the project will be a commercial office building with approximately 326,675 square feet of office area. The building will be approximately 130 feet tall and have a lot occupancy of 49% and include approximately 341 below-grade parking spaces.

Finally, the fourth phase of the project will be a hotel consisting of approximately 275,760 square feet of gross floor area, including approximately 5,000 square feet of ground floor retail. The building will be approximately 130 feet tall and have a lot occupancy of 45% and include approximately 339 below-grade parking spaces.

The Frederick Douglass Bridge currently bisects the Property where the third and fourth phases will be constructed. The District Department of Transportation and the National Capital Planning Commission are currently planning improvements to South Capitol Street, which include a traffic oval on the northern side of the River and a new Frederick Douglass Bridge west

of its current location. A plan of the new improvements is attached as Exhibit B. The construction of both the traffic oval and new bridge must be completed prior to the third and fourth phases of the development going forward. Funding for the engineering of the improvements and land acquisition for the oval, as well as the bridge replacement, has been allocated and is currently pending final approval. Construction funding for the improvements has not yet been allocated. Florida Rock has been, and continues to be, heavily engaged in collaborating with DDOT in developing both the vertical and horizontal design of the improvements, which has been no small commitment in terms of time or finances.

The Applicant would like the flexibility to provide interim uses on Phases II, III, IV so that the site will not simply lay dormant pending construction. Some of the uses that it is considering include a park, farmers market or other simple, temporary retail uses to help establish the site as a retail destination.

B. Development Parameters Under Existing and Proposed Zoning

Below is a chart outlining the technical zoning aspects of the project. Filed herewith are plans that depict the new proposal.

| | Proposed |
|-------------------------------|----------------------|
| Floor Area Ratio (Entire PUD) | 4.6 (1,164,640 s.f.) |
| Phase One | 4.2 (299,560 s.f.) |
| Maximum Height | 130' |
| Phase One | 94.85' |
| Lot Occupancy | 44.42% |
| Phase One | 45.57% |

| | |
|-----------|---|
| Rear Yard | 29'10" – 60'5" |
| Phase One | 29'10" – 51'6" |
| Side Yard | 0' (west) – 178'6" (east) |
| Phase One | 0' (east) - 42 feet (west) |
| Parking | 1,144 spaces |
| Phase One | 286 spaces |
| Loading | 4 – 40' berths, 2 – 40' service and delivery spaces, 2- 20' service and delivery spaces |
| Phase One | 1 – 40' berth, 1 -20' service and delivery space |

C. Flexibility From PUD Guidelines

Pursuant to Section 2405 of the Zoning Regulations, the Commission is authorized to grant flexibility from the parameters of the zoning requirements. The Applicant seeks flexibility from the following requirements:

Penthouse Relief: The Applicant seeks relief from Section 411 of the Zoning Regulations as it is providing more than one penthouse and they will be of varying heights and will not be set back the requisite distance from the exterior walls of the building. The penthouses are reflected on the attached roof plan.

Section 2517: The project provides for four separate buildings on a single record lot, thus the Applicant requests relief from the requirements of Section 2517. Each building will have street frontage.

D. Conditions of Approved PUD as Compared to Proposed PUD

As discussed herein, the Applicant is proposing to modify the approved PUD; nevertheless, the Applicant will incorporate the conditions of the approved PUD as follows:

- 1) Approved PUD: The PUD shall be developed in accordance with the plans prepared by Davis Buckley Architects and Planners, dated February 28, 2008, in the record at Exhibit 83, as supplemented by the plans dated May 1, 2008, in the record at Exhibit 100 (collectively, the "Plans") as modified by the guidelines, conditions and standards herein.

Proposed PUD: The Applicant is retaining the concept of providing four separate and distinct buildings; however, it is modifying the use of the buildings as well as their design. The initial proposal included two office buildings, one hotel and one residential building. The Applicant is proposing two residential buildings, one office building and one hotel. The design of the first phase of the Project is filed simultaneously herewith. The concept plans for the remaining three phases of development are also included.

- 2) Approved PUD: The PUD shall be a mixed-use project, containing a maximum of 1,115,400 square feet of gross floor area, or 4.4 FAR. The PUD shall include at least 569,623 square feet of gross floor area devoted to residential and hotel uses, or 2.25 FAR, including at least 29,000 square feet devoted to housing affordable to households earning a maximum of 80% of Area Median Income. The PUD shall include a maximum of 545,777 square feet of gross floor area, or 2.15 FAR, devoted

to commercial uses, including office and retail and service uses. A minimum of 80,000 square feet of gross floor area shall be devoted to retail and service uses.

Proposed PUD: The proposed PUD shall be a mixed-use project, containing a maximum of 1,164,640 square feet of gross floor area, or 4.6 FAR. The PUD shall include at least 814,595 square feet of gross floor area, or 3.2 FAR, devoted to residential and hotel uses, with at least 543,835 square feet dedicated exclusively to residential use (2.14 FAR). At least 43,507 square feet shall be devoted to housing affordable to households earning a maximum of 80% of the Area Median Income. The PUD shall reserve a maximum of 326,675 square feet of gross floor area to office use and a minimum of 16,370 square feet to retail use, allowing 7,000 square feet of the retail gross floor area to be used as residential amenity space until a retail market is established.

- 3) Approved PUD: The East Office Building [Phase One] shall have a maximum height of 92 feet. The Residential Building [Phase Two] shall have a maximum height of 130 feet. The West Office Building [Phase Three] shall have a maximum height of 112 feet. The Hotel Building [Phase Four] shall have a maximum height of 130 feet.

Proposed PUD: Phase One shall be a maximum of 95 feet. Phases Two, Three and Four shall have a maximum height of 130 feet.

- 4) Approved PUD: The Applicant shall construct and landscape the open spaces, including the Esplanade, the Cascade Plaza and Anacostia Place, generally as shown on the Plans.

Proposed PUD: The Applicant is constructing a first-rate Esplanade to showcase the primary resource of the area – the frontage along the Anacostia River. The Esplanade will provide passive recreation for residents and visitors and provide access to the waterfront, to the retail shops, and to plazas that will serve as a quiet respite for those wanting to take in the views of the water, as well as those of the ballpark. One such plaza, Anacostia Plaza, will provide passive recreation space for residents and retail patrons while preserving the viewshed between the ballpark and the Anacostia River. Detailed plans of the Esplanade and Anacostia Plaza are attached and further explanation of the function and design of both are provided herein.

- 5) Approved PUD: The project shall include a minimum of 1,010 parking spaces in the below-grade parking garage.

Proposed PUD: The project shall include a minimum of 1,144 parking spaces in below grade parking garages.

- 6) Approved PUD: The project shall provide loading as shown on the Plans. Use of the loading facilities shall be subject to the truck management program set forth in Tab 3 to the Summary of Amenities and Benefits.

Proposed PUD: The Applicant is modifying the loading plan for the project. All parking and loading for the entire PUD will be accessed from one of two curb cuts from Potomac Avenue.³ The loading will not be located below grade, but its presence will be minimized in the proposed site plan due to the grade difference of the site.

³ The previous PUD included four curbcuts. This proposal is proposing only two curbcuts.

- 7) Approved PUD: The Applicant shall implement a transportation management plan that shall integrate strategies to reduce single-occupant vehicular trips and promote alternative modes of travel. The transportation management program shall be as set forth in Tab 3 to the Summary of Amenities and Benefits.

Proposed PUD: The Applicant is developing a transportation management plan with input from the District Department of Transportation and will provide additional details on the plan in future filings.

- 8) Approved PUD: The Applicant shall make a payment in the total amount of \$800,000 to the District for construction, installation, and/or on-going maintenance of the adjacent Diamond Teague Park. The Applicant's contribution shall be made in one payment to the District no later than 60 days after the date this Order is published in the D.C. Register, or at a later date as determined by the Deputy Mayor for Planning and Economic Development, or his designee.

Proposed PUD: The Applicant has made the payment of \$800,000 to the District for the construction, installation, and/or on-going maintenance of the adjacent Diamond Teague Park. The Park has been constructed and is accessible to the public today.

- 9) Approved PUD: The Applicant shall reserve a minimum of 29,000 square feet of gross floor area in the Residential Building devoted to workforce housing implemented in accordance with the Workforce Housing Program, attached as Tab 1 to the Summary of Amenities and Benefits (Exhibit 94).

Proposed PUD: The Applicant is reserving 43,507 square feet of gross floor area in the

residential buildings as affordable housing to be available to households with an annual income no greater than 80% of the Average Median Income.

- 10) Approved PUD: The project shall obtain LEED certification for each phase of the project. In the event that the Applicant is unable to achieve LEED certification prior to the issuance of a certificate of occupancy for each phase of the project, the Applicant shall post a bond, letter of credit, escrow account, or other similar security ("Security") prior to the issuance of a certificate of occupancy for that phase, in an amount equal to one percent (1%) of the construction cost for that phase of the project shown on the building permit application. When the applicable phase of the project achieves LEED certification, the Security shall be released to the Applicant. In the event that the Applicant does not achieve LEED certification for that phase of the project at the later of 30 months after the date of a certificate of occupancy for that phase or the date that the US Green Building Council determines the building will not obtain certification for that phase, the Security shall be released to the District, in accordance with then applicable laws of the District.

Proposed PUD: The Project will be LEED certifiable for each phase of the project.

- 11) Approved PUD: The Applicant shall abide by the terms of the executed Memorandum of Understanding with the D.C. Department of Small and Local Business Development attached as Tab 5 to the Summary of Amenities and Benefits (Exhibit 94) to achieve the target goal of 35% participation by Certified Business Enterprises in the contracted development costs in connection with the design, development, construction, maintenance and security for the project to be created as a result of the

PUD project.

Proposed PUD: The Applicant will abide by the terms of the executed Memorandum of Understanding in the record for Case No. 04-14.

- 12) Approved PUD: The Applicant shall abide by the terms of the executed First Source Employment Agreement with the Department of Employment Services, attached as Tab 4 to the Summary of Amenities and Benefits (Exhibit 94), to achieve the goal of utilizing District of Columbia residents for at least 51% of the new jobs created by the PUD project. The Applicant shall also abide by the Employment and Skills Training Plan made part of that agreement, also attached as Tab 4 to the Summary of Amenities and Benefits (Exhibit 94).

Proposed PUD: The Applicant shall abide by the terms of the executed First Source Employment Agreement in the record for Case No. 04-14.

- 13) Approved PUD: The Applicant shall have flexibility with the design of the PUD in the following areas:
- a. To vary the location and design of all interior components, including partitions, structural slabs, doors, hallways, columns, stairways, atrium and mechanical rooms, elevators, escalators, and toilet rooms, provided that the variations do not change the exterior configuration of the building;
 - b. To vary the final selection of the exterior materials within the color ranges and material types as proposed, without a reduction in quality, based on availability at the time of construction;
 - c. To vary the location of storefront entrances to the retail spaces as determined by leasing considerations and needs of individual tenants;
 - d. To vary the landscaping and bike paths of the Esplanade to coordinate with development of adjacent parcels;

- e. To refine the sculptural centerpiece of Anacostia Place and make adjustments to its size and design so long as it maintains the same general character as shown in the Plans;
- f. To make refinements to exterior materials, details and dimensions, including belt courses, sills, bases, cornices, railings, roof, skylights, architectural embellishments and trim, or any other changes to comply with the District of Columbia Construction Codes or that are otherwise necessary to obtain a final building permit or any other applicable approvals;
- g. To make refinements to the garage configuration, including layout, number of parking spaces and/or other elements, as long as the project includes a minimum of 1,010 parking spaces; and
- h. To incorporate such items of final engineering design into the final design of the streetscape, such as, but not limited to, code and/or utility required sidewalk gratings, and access manholes and other similar cover plates for utility meters.

Proposed PUD: The Applicant will seek similar flexibility as it refines the plans for the development.

- 14) Approved PUD: No building permit shall be issued for any building in the approved PUD until the Applicant has recorded a covenant in the land records of the District of Columbia, between the owners(s) and the District of Columbia, that is satisfactory to the Office of the Attorney General for the District of Columbia and the Zoning Division of the Department of Consumer and Regulatory Affairs ("DCRA"). The covenant shall bind the Applicant and all successors in title to construct on and use the PUD Site in accordance with this Order or amendment thereof by the Zoning Commission.

Proposed PUD: The same condition shall apply to the proposed PUD.

- 15) Approved PUD: The PUD approved by the Zoning Commission shall be valid for a period of two years from the effective date of this order. Within such time, an application must be filed for a building permit for Phase One as specified in 11 DCMR §

2409.1. Construction of Phase One shall begin within three years of the effective date of this order. Within two years of the issuance of a certificate of occupancy for Phase One, an application must be filed for a building permit for Phase Two, and construction of Phase Two shall begin within three years of the issuance of a certificate of occupancy for Phase One. An application for a building permit for Phase Three shall be filed within one year after the later of the completion of the reconstruction of the Frederick Douglass Bridge or the completion of the construction of the South Capitol Street Oval. Construction of Phase Three must begin within one year of the issuance of a building permit for Phase Three. Within two years of the issuance of a certificate of occupancy for Phase Three, an application must be filed for a building permit for Phase Four, and construction of Phase Four shall begin within three years of the issuance of a certificate of occupancy for Phase Three.

Proposed PUD: The Second Stage PUD approved by the Zoning Commission shall be valid for a period of two years from the effective date of this order. Within such time an application must be filed for a building permit for the residential building as specified in 11 DCMR Section 2409.1. Construction of the residential building approved herein must begin within three years of the effective date of this order. Within two years of the issuance of a building permit for Phase One, an application for a Second Stage approval must be filed for Phase Two. An application for Second Stage approval for Phase Three shall be filed within two years after the later of the completion of the reconstruction of the Frederick Douglass Bridge, the completion of the construction of the South Capitol Street Oval, or issuance of a certificate

of occupancy for Phase Two. Within two years of the issuance of a certificate of occupancy for Phase Three, an application for Second Stage approval must be filed for Phase Four.

- 16) Approved PUD: The Applicant is required to comply fully with the provisions the D.C. Human Rights Act of 1977, D.C. Law 2-38, as amended, D.C. Official Code § 2-1401.01 et seq, ("Act"). This Order is conditioned upon full compliance with those provisions, hi accordance with the Act, the District of Columbia does not discriminate on the basis of actual or perceived: race, color, religion, national origin, sex, age, marital status, personal appearance, sexual orientation, gender identity or expression, familial status, family responsibilities, matriculation, political affiliation, genetic information, disability, source of income, or place of residence or business. Sexual harassment is a form of sex discrimination that is prohibited by the Act. In addition, harassment based on any of the above protected categories is prohibited by the Act. Discrimination in violation of the Act will not be tolerated. Violators will be subject to disciplinary action. The failure or refusal of the Applicant to comply shall furnish grounds for denial or, if issued, revocation of any building permits or certificates of occupancy issued pursuant to this Order.

Proposed PUD: The same condition shall apply to the proposed PUD.

E. Project Goals and Objectives and Benefits of Using PUD Process

The PUD process is the appropriate means for realizing this development because it provides the community and the District the tools to ensure that the Project is well-designed and

best meets the needs of the community. It further allows the public to provide its input on whether the proposed uses, density, height and design are complementary to the existing community. The Property is a critical site in the District as it is adjacent to the Anacostia River, Nationals Park, and has views of the Capitol; it is appropriate that its development be a part of a community process and a public dialogue. The Applicant believes that through the PUD process, it will create a first class mixed-use development that enables additional height and density on the Property that will mark the arrival onto South Capitol Street and provide a sense of presence adjacent to the ballpark. The PUD process also allows the flexibility to create a beautiful Esplanade and other pleasing waterfront environments that will be open to the public for use and enjoyment. In all, the PUD process provides the framework for realizing the potential of this site.

F. Development Timeline

Development of Phase I will start in the second quarter of 2013 with units first becoming available in early 2015. The Applicant anticipates Phase I will be completed by Summer 2015.

V. PLANNING ANALYSIS

A. Land Use Impact

The proposed development will be located between the Anacostia River and Nationals Park on the site of a concrete plant that will cease all operations in December 2011. The site is pivotal for setting the stage for entering the South Capitol Street corridor. A mixed-use development will harness the enthusiasm for the ballpark and encourage attendees of the baseball games to patronize the other service and retail options in the vicinity of the stadium. Most

importantly, it will showcase one of the prized resources of the neighborhood -- the waterfront along the Anacostia River. The project site is the optimal location for residential use – it maximizes views of the waterfront, of the baseball stadium and of the monumental sites of the District. The mixed-use nature of the Ballpark neighborhood enables residents to meet their day to day and social needs in close proximity of their homes. In all, the context of the Property provides the opportunity to revitalize an underutilized property that is strategically located as a Gateway to the Capital.

B. Zoning Impact

The Applicant is not proposing to modify the previously approved PUD-related Map Amendment to the C-3-C Zone District. Maintaining this zoning classification is consistent with the Comprehensive Plan, as discussed in more detail below.

C. Environmental Impact

There will be no adverse environmental impacts resulting from the construction of this Project. In addition, the increased use in water and sanitary services that will occur as a result of the Project will have an inconsequential effect on the District's delivery systems. The site is currently served by all major utilities. The Project's proposed stormwater management and erosion control plans will minimize impact on the adjacent property, including the Anacostia River, and existing stormwater systems. The Applicant is implementing an environmentally sensitive landscaping plan that will include rain gardens and bioswales. The Overall PUD will utilize a rain garden to treat runoff from impervious surfaces as well as multiple vegetative bioswales. The bioswales will help manage the stormwater in an environmentally superior

method. The requisite erosion control procedures stipulated by the District will be implemented during construction of the Project.

D. Facilities Impact

The Project will not have an adverse impact on the public facilities on which it will rely for service.

VI. ENVIRONMENTAL ANALYSIS FOR SECOND STAGE APPLICATION

A. Water Demand

The First Phase of the PUD will contain approximately 300,000 square feet of development and the average daily demand for water for this phase is estimated to be 35,000 gallons per day. 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 WASA.

B. Sanitary Sewer Demand

The average daily demand on the sanitary sewer system for the First Phase of the PUD is estimated to be 40,000 gallons per day. The proposed connection for the sanitary sewer line will be made with the existing distribution system and will be coordinated with WASA.

C. Stormwater Management

The First Phase of the PUD will accommodate its storm water run-off with a stormwater management system in compliance with standards set by the Department of Health. The

proposed systems will be designed, constructed, and maintained in accordance with standards set by the Department of Health.

D. Solid Waste Services

Solid waste will be collected by the District of Columbia from covered receptacles for appropriate disposal.

E. Electrical Service

Electricity for the First Phase of the PUD will be provided by the Potomac Electric Power Company in accordance with its general terms and conditions of service. All electrical systems will be designed to comply with the District of Columbia Energy Code.

F. Energy Consumption

The project will be constructed in full compliance with Article 24 (Energy Conservation) of the District of Columbia Building Code. Conformance to code standards will minimize the amounts of energy needed for the heat, ventilation, hot water, electrical distribution and lighting systems contained in the buildings. Indeed, the Applicant is incorporating Energy Star rated appliances, energy efficient lighting, and low VOC paints and adhesives into the residential units.

G. Erosion Control

During excavation and construction, erosion on the project site will be controlled in accordance with District of Columbia law.

VII. EVALUATION STANDARDS

Section 2403 of the Zoning Regulations provides the standards for evaluating PUD applications. Section 2403.9 provides categories of public benefits and project amenities for review by the Zoning Commission.

The objective of the PUD process is to encourage high quality development that provides public benefits and project amenities by allowing applicants greater flexibility in planning and design than may be possible under matter-of-right zoning. The instant application will achieve the goals of the PUD process by creating a high quality mixed-use project that will include a significant amount of housing, including affordable, and retail. As demonstrated below, the Project provides superior benefits in several of the categories listed in Section 2403.9.

A. Comprehensive Plan

The proposed zoning and the PUD are consistent with, and further, many of the District's goals and objectives. The PUD's compliance with the Comprehensive Plan is described in greater detail herein.

B. Urban Design, Architecture, and Landscaping

This PUD occupies a significant piece of real estate in Southeast Washington. The Property is located along the Anacostia Waterfront, adjacent to the Nationals Stadium and is within a birdseye view of the great monuments in the District of Columbia. It is also located within a few short blocks of the Navy Yard Metrorail Station on the Green Line, making it easily accessible. Finally, it is a primary entrance to Downtown DC and it sets the tone for the gateway along the grand boulevard of South Capitol Street. The Applicant acknowledges that it bears a

great burden in ensuring that this site lives up to its potential both in terms of planning and design. To that end, the Applicant is proposing a mixed-use project with an emphasis on residential uses. The site will convert an area that was previously dominated by industrial uses and make it accessible to new residents, and hotel guests, who will be the first to enjoy the views the property has to offer. It will also provide retail to serve the new residents as a convenience as well as providing retail uses to attract visitors to the site to introduce the waterfront and accompanying resources to a wider audience.

The location of the Property along a major thoroughfare and next to the baseball stadium, as well as a transit station, makes it a prime location for height and density. The Property is first seen when crossing the Anacostia River on the Frederick Douglass Bridge. Providing height on the site will frame the boulevard as it leads to the Capitol, with little to no risk of blocking views for other properties. Density is appropriate on the Property not only because of its proximity to a Metrorail Station but also because without a sufficient amount of density, there is a risk that the site will be disconnected from the rest of the community. The resources that make the location a great place to live can also cut it off from the other services and conveniences of the area (ie. the Anacostia River and the baseball stadium). This site needs enough density to enable it to integrate with the community out of strength rather than necessity.

In the end, the proposed PUD is more than just a mixed-use development. It is a development on an underutilized site in an underutilized part of the District. This development provides an opportunity to transform a former concrete plant into a liveable, environmentally sustainable, and exciting destination that maximizes some of the District's greatest resources.

C. Site Planning

The Project takes advantage of its location next to the Anacostia River, its entry to South Capitol Street, its adjacency to the ballpark and its proximity to the Metro. Every aspect of the design considers and responds to this context – including the grand stairway leading to the ballpark, the winding Esplanade taking in the sites of the water and introducing pedestrians to the retail, and the residential courtyard providing views that are not available elsewhere in the District. The site plan was developed to establish a landmark project in and of itself but one that respects its context and does not overwhelm the very resources that make the site attractive.

The site circulation also responds to this context. The site plan minimizes the number of curbcuts in order to promote the pedestrian nature of the project. It also incorporates pedestrian alleys and easy, obvious connections to the ballpark to make the project easily accessible by foot. Vehicular traffic is removed from the pedestrian routes, for the most part, by minimizing the driveable area of the project.

D. Effective and Safe Vehicular and Pedestrian Access

As mentioned above, the project design pays close attention to vehicular and pedestrian needs and concerns. All of the parking and loading for the entire PUD can be accessed from one of two curb cuts. This minimizes the potential for vehicular and pedestrian conflicts and makes for an extremely efficient site plan.

The site focuses on the pedestrian and its goal is to make an attractive destination for the pedestrian – it provides an Esplanade along the waterfront, strolls in front of the ground floor retail, walkable alleyways, and respites in plazas connecting the ballpark to the riverfront. The

Applicant is striving to make this a site that the residents of its buildings want to passively enjoy or that will attract those meandering to the waterfront before or after a baseball game. The site's proximity to the Metrorail also makes it a destination in its own right that will attract additional pedestrian traffic without any accompanying increase in vehicular traffic.

E. Economic Impact/Benefits

The District will benefit significantly from additional tax revenues in the form of recordation, transfer, property, income, sales, use and employment taxes. The additional residential units will attract those currently living in the suburbs and make them contributing members to the District tax base. It will also garner revenues from the retail, hotel and office uses that will be provided onsite.

F. Additional Public Benefits of the Project

1. Special Value for the Neighborhood

The development will convert an underutilized, industrial site into a mixed-use residential project. It will make it a contributing part of the District and the Capital Gateway community. It will also provide a key connection between the Anacostia River and the Nationals Ballpark and complete the fabric of the overall plan for the Capital Gateway. It will also bridge a gap between the east and the west, which is largely divided by South Capitol Street. In all, this project will unite this part of Ward 6 in a way that the concrete plant divided it. It will further connect the resources of Ward 6 to the greater DC area and to guests and visitors.

2. Affordable Housing

Under the inclusionary zoning regulations, a project in the C-3-C Zone District is required to dedicate 8% of its residential gross floor area to units that are affordable to families with an annual income that is 80% of the Area Median Income. The project is dedicating 43,507 square feet, or 8% of the residential gross floor area to households with an annual income that is no greater than 80% of the Area Median Income.

The type of unit will be proportionate to the market-rate units and will include studio, one-bedroom and two-bedroom units. This will enable families, as well as single individuals and couples, to live in the development. The affordable units will be dispersed throughout the project and will not be concentrated in a single area.

3. First Source Employment Plan

According to Section 2403.9(e), “employment and training opportunities” are representative public benefits and project amenities. To further this goal, the Applicant has already executed a First Source Agreement with the Department of Employment Services, which promotes and encourages the hiring of District of Columbia residents.

4. Superior Landscaping and Public Spaces

The PUD incorporates a number of public spaces throughout the Property. The primary focus of the public space is the Esplanade along the waterfront. The Esplanade winds along the waterfront providing pedestrians with access to magnificent views of the Anacostia River, including all boating activities, nearby marinas, and local fishermen. Along the path are sitting areas that take advantage of the views and provide a respite for families and friends. The

Esplanade meanders from the water to the retail stores that are further inland. Guiding the pedestrian traffic along the retail will help vitalize the storefronts in an area where retail uses do not currently exist.

A variety of “green” techniques will be incorporated into the landscaping along the Esplanade, including vegetative bioswales and rain gardens. These environmentally friendly devices will not be readily evident to the passers-by, but the green and natural spaces that they create will be. All water from the site will drain through the rain gardens for filtration and will be recaptured for use in the development. The Esplanade design will also incorporate some of the concrete blocks that were created at the former concrete plant and will use them as seating to take advantage of the sites at the Property.

5. Contribution to Diamond Teague Park

The Applicant has made a contribution in the amount of \$800,000 to the construction of the Diamond Teague Park. The Park has already been constructed at the southeast edge of the Property and will complement the open spaces included in this application.

6. Comprehensive Plan

The proposed PUD is consistent with and fosters numerous goals and policies enumerated in the Comprehensive Plan adopted in 2006 (the “Plan”).

The purposes of the Comprehensive Plan are to a) define the requirements and aspirations of District residents, and accordingly influence social, economic and physical development; b) guide executive and legislative decisions and matters affecting the District and its citizens; c) promote economic growth in jobs for District residents; d) guide private and public development

in order to achieve District and community goals; e) maintain and enhance the natural and architectural assets of the District; and f) assist in conservation, stabilization and improvement of each neighborhood and community in the District (DC Code Section 1-245(b)).

The Project advances these purposes by furthering the social and economic development of the District through the construction of new residential units on underutilized land, providing new retail destinations in the ballpark district, and providing office and hotel opportunities where none existed previously. The development will also provide a number of beautifully landscaped spaces that will be privately owned but open to the general public.

7. Compliance with Citywide Elements

The Project serves the goals of several of the citywide elements of the Comprehensive Plan, as follows:

a. Land Use Map

The Future Land Use Map designates the Property as appropriate for medium density residential and medium density commercial uses. The proposed development, with an overall FAR of 4.4 for the mixed-use project is consistent with this designation.

b. Land Use Element

The Plan cites the importance of transit-oriented developments and the importance of mixed-use development on large sites. The Project is consistent with the following:

Policy LU-1.1.5: Urban Mixed Use Neighborhoods: Encourage new central city mixed use neighborhoods combining high-density residential, office, retail, cultural, and open space uses in the following areas:

- Mount Vernon Triangle
- North of Massachusetts Avenue (NoMA)
- Downtown East
- South Capitol Street corridor/Stadium area
- Near Southeast/Navy Yard

The location of these areas is shown in the Central Washington and Lower Anacostia Waterfront/Near Southwest Area Elements. Land use regulations and design standards for these areas should ensure that they are developed as attractive pedestrian-oriented neighborhoods, with high-quality architecture and public spaces. Housing, including affordable housing, is particularly encouraged and should be a vital component of the future land use mix.

Policy LU-1.2.8: Large Sites and the Waterfront: Use the redevelopment of large sites to achieve related urban design, open space, environmental, and economic development objectives along the Anacostia Waterfront. Large waterfront sites should be used for water-focused recreation, housing, commercial, and cultural development, with activities that are accessible to both sides of the river. Large sites should further be used to enhance the physical and environmental quality of the river.

Policy LU-1.3.2: Development Around Metrorail Stations: Concentrate redevelopment efforts on those Metrorail station areas which offer the greatest opportunities for infill development and growth, particularly stations in areas with weak market demand, or with large amounts of vacant or poorly utilized land in the vicinity of the station entrance. Ensure that development above and around such stations emphasizes land uses and building forms which minimize the necessity of automobile use and maximize transit ridership while reflecting the design capacity of each station and respecting the character and needs of the surrounding areas.

Policy LU-2.4.5: Encouraging Nodal Development: Discourage auto-oriented commercial “strip” development and instead encourage pedestrian-oriented “nodes” of commercial development at key locations along major corridors. Zoning and design standards should ensure that the height, mass, and scale of development within nodes respects the integrity and character of surrounding residential areas and does not unreasonably impact them.

Policy LU-2.4.10: Use of Public Space within Commercial Centers: Carefully manage the use of sidewalks and other public spaces within commercial districts to avoid pedestrian obstructions and to provide an attractive and accessible environment for shoppers. Where feasible, the development of outdoor sidewalks cafes, flower stands, and similar uses which “animate” the street should be encouraged. Conversely, the enclosure of outdoor sidewalk space with permanent structures should generally be discouraged.

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The Project will vitalize an underutilized parcel of land along the Anacostia Avenue waterfront and make it accessible to the general public through a mixed-use project incorporating hotel, residential, and office uses. The Project also maximizes its location near a Metrorail Station to bolster the rationale for providing increased density on the site and it is designed to serve and promote the pedestrian. The site circulation and project design promote and enable pedestrians' ability to appreciate the natural beauty of the Property.

c. Transportation Element

The proposed development is consistent with several transportation policies:

Policy T-1.1.4: Transit-Oriented Development: Support transit-oriented development by investing in pedestrian-oriented transportation improvements at or around transit stations, major bus corridors, and transfer points.

Policy T-1.2.3: Discouraging Auto-Oriented Uses: Discourage certain uses, like “drive-through” businesses or stores with large surface parking lots, along key boulevards and pedestrian streets, and minimize the number of curb cuts in new developments. Curb cuts and multiple vehicle access points break-up the sidewalk, reduce pedestrian safety, and detract from pedestrian-oriented retail and residential areas.

Policy T-2.3.1: Better Integration of Bicycle and Pedestrian Planning: Integrate bicycle and pedestrian planning and safety considerations more fully into the planning and design of District roads, transit facilities, public buildings, and parks.

Policy T-2.3.2: Bicycle Network: Provide and maintain a safe, direct, and comprehensive bicycle network connecting neighborhoods, employment locations, public facilities, transit stations, parks and other key destinations. Eliminate system gaps to provide continuous bicycle facilities.

Policy T-2.4.1: Pedestrian Network: Develop, maintain, and improve pedestrian facilities. Improve the city's sidewalk system to form a network that links residents across the city.

Policy T-2.4.2: Pedestrian Safety: Improve safety and security at key pedestrian nodes throughout the city. Use a variety of techniques to improve pedestrian safety, including textured or clearly marked and raised pedestrian crossings, pedestrian-actuated signal push buttons, and pedestrian count-down signals.

The Plan strengthens the link between land use and transportation as new development occurs and that is precisely what this project does. The Project is strategically located near the Navy Yard Metrorail Station, as well as along a major transportation and bus corridor. The Project's proximity to public transportation makes it a prime location for additional density and residential uses. The Project design also encourages bicycling and walking, as it incorporates an elaborate network of pedestrian pathways throughout the grounds. It also includes a bicycle pathway that is separate from the pedestrian path in an effort to avoid pedestrian and bicycle conflicts. Altogether, the Project encourages modes of transportation by providing the infrastructure for walking, biking and using public transportation. The reduced curb cuts along the property also minimize the presence of vehicles in the project design and remove the potential for conflicts between cars and people.

d. Environmental Protection Element

The PUD promotes several goals of the Environmental Protection Element:

Policy E-1.1.3: Landscaping: Encourage the use of landscaping to beautify the city, enhance streets and public spaces, reduce stormwater runoff, and create a stronger sense of character and identity.

Policy E-1.2.1: River Conservation: Improve environmental conditions along the Anacostia River and other water bodies, including shorelines, wetlands, islands, tributaries, and the rivers themselves. Particular attention should be given to eliminating toxic sediments, improving river edges to restore vegetation and reduce erosion, enhancing wetlands and wildlife habitat, creating new wetlands, and reducing litter.

Policy E-3.1.1: Maximizing Permeable Surfaces: Encourage the use of permeable materials for parking lots, driveways, walkways, and other paved surfaces as a way to absorb stormwater and reduce urban runoff.

Policy E-4.2.3: Control of Urban Runoff: Continue to implement water pollution control and "best management practice" measures aimed at slowing urban runoff and reducing pollution, including the flow of sediment and nutrients into streams, rivers, and wetlands.

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The PUD’s location next to the Anacostia River makes it attractive as a destination for residential living as well as outdoor recreation; however, it also imposes a burden on the Applicant to ensure that the project does not have any negative effects on the adjacent resources and it creates an obligation to improve the current quality of the River. The Project incorporates elaborate landscaping that not only provides aesthetic benefits, but it provides environmental benefits as well, namely in the form of stormwater management. The project includes a stormwater management program that captures all excess water and reuses it on-site. The project also utilizes permeable pavers, where practical to reduce the amount of run-off and increase the amount of water absorbed by the soil. Finally, a major feature of the development will be the biofiltration zones that run along the shore of the Anacostia River that will treat stormwater run-off.

e. Urban Design Element

The Project furthers several of the goals of the urban design element:

Policy UD-1.2.1: Respecting Natural Features in Development: Respect and perpetuate the natural features of Washington’s landscape. In low-density, wooded or hilly areas, new construction should preserve natural features rather than altering them to accommodate development. Density in such areas should be limited and setbacks should be provided as needed to protect natural features such as streams and wetlands. Where appropriate, clustering of development should be considered as a way to protect natural resources.

Policy UD-1.2.4: View Protection: Recognize and protect major views in the city, particularly characteristic views of city landmarks, and views from important vantage points. Recognize the importance of views to the quality of life in the city and the identity of Washington and its neighborhoods.

Policy UD-1.3.1: DC as a Waterfront City: Strengthen Washington’s civic identity as a waterfront city by promoting investment along the Anacostia River, creating new water-related

parks, improving public access to and along the shoreline, and improving the physical and visual connections between the waterfront and adjacent neighborhoods.

Policy UD-1.3.2: Waterfront Public Space and Access: Develop public gathering spaces along the waterfronts, including promenades, viewpoints, boating and swimming facilities, and parks. Such space should be designed to promote continuous public access along the rivers, and to take full advantage of site topography and waterfront views. Design treatments should vary from “hardscape” plazas in urban settings to softer, more passive open spaces that are more natural in character.

Policy UD-1.3.3: Excellence in Waterfront Design: Require a high standard of design for all waterfront projects, with an emphasis on shoreline access, integration of historic features and structures, an orientation toward the water, and the creation of new water-oriented public amenities.

Policy UD-1.3.4: Design Character of Waterfront Sites: Ensure that the design of each waterfront site responds to its unique natural qualities. A range of building forms should be created, responding to the range of physical conditions present. New buildings should be carefully designed to consider their appearance from multiple vantage points, both in the site vicinity and at various points on the horizon.

Policy UD-1.3.6: “Activating” Waterfront Spaces: Encourage design approaches, densities, and mixes of land uses that enliven waterfront sites. Architectural and public space design should be conducive to pedestrian activity, provide a sense of safety, create visual interest, and draw people to the water.

Policy UD-1.3.7: Neighborhood Connectivity: Improve the physical connections between neighborhoods and nearby waterfronts. Where feasible, extend the existing city grid into large waterfront sites to better connect nearby developed areas to the shoreline

Policy UD-1.4.1: Avenues/Boulevards and Urban Form: Use Washington’s major avenues/boulevards as a way to reinforce the form and identity of the city, connect its neighborhoods, and improve its aesthetic and visual character. Focus improvement efforts on avenues/ boulevards in emerging neighborhoods, particularly those that provide important gateways or view corridors within the city.

Policy UD-1.4.2: City Gateways: Create more distinctive and memorable gateways at points of entry to the city, and points of entry to individual neighborhoods and neighborhood centers. Gateways should provide a sense of transition and arrival, and should be designed to make a strong and positive visual impact.

Policy UD-1.4.3: Avenue/Boulevard Vistas and View Corridors: Protect views and view corridors along avenues/boulevards, particularly along streets that terminate at important civic monuments or that frame distant landmarks. Vistas along such streets should be accentuated by

creating more well-defined street walls, improving landscaping, and requiring the highest architectural quality as development takes place.

Policy UD-1.4.5: Priority Avenues/Boulevards: Focus the city’s avenue/boulevard design improvements on historically important or symbolic streets that suffer from poor aesthetic conditions. Examples include North and South Capitol Streets, Pennsylvania Avenue SE, and Georgia Avenue and the avenues designated by the “Great Streets” program.

Policy UD-3.1.8: Neighborhood Public Space: Provide urban squares, public plazas, and similar areas that stimulate vibrant pedestrian street life and provide a focus for community activities. Encourage the “activation” of such spaces through the design of adjacent structures; for example, through the location of shop entrances, window displays, awnings, and outdoor dining areas.

The PUD maximizes the views from every perspective: it focuses attention on the waterfront with a 75 foot setback from the River, guides pedestrians through passive controls to the ballpark, and frames views of the Capitol with the siting of its buildings along South Capitol Street. The PUD design acknowledges and accepts the importance of site location. The building design must relate to a number of competing landmarks – the historic grandeur of the Capitol building, the prominence of the new ballpark, and the natural beauty of the Anacostia River. The PUD design successfully creates a sense of place for the development, while incorporating the neighboring resources. For instance, the 75 foot setback from the Anacostia River provides ample area for passive recreation for visitors and residents, as well as sufficient space for landscaping and a network for pedestrian pathways; the building’s height and profile along South Capitol Street frame views of the Capitol the minute vehicles cross over the Anacostia River; and the landscaping of one of the public plazas, gently guides pedestrians from the ballpark to the PUD Site and encourages them to view and enjoy the Anacostia waterfront.

f. Housing Element

The PUD is providing residential housing and is consistent with the Housing Element.

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

Policy H-1.1.4: Mixed Use Development: Promote mixed use development, including housing, on commercially zoned land, particularly in neighborhood commercial centers, along Main Street mixed use corridors, and around appropriate Metrorail stations.

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

The PUD is providing 543,835 square feet of residential housing and approximately 606 residential units. This will include approximately 43,507 square feet of housing dedicated to households with an annual income no greater than 80% of the average median income. The residential buildings will be of a high quality design and will incorporate high quality materials. The provision of residential units at this site is significant given its history and the desire and District objective of introducing new residents to the ballpark community.

g. Area Element

The Comprehensive Plan also contains ten area elements. The PUD Site is located in the “Lower Anacostia Waterfront and Near Southwest” Area Element. The PUD is consistent with the following goals of the Area Element:

Policy AW-1.1.2: New Waterfront Neighborhoods: Create new mixed use neighborhoods on vacant or underutilized waterfront lands, particularly on large contiguous publicly-owned waterfront sites. Within the Lower Anacostia Waterfront/Near Southwest Planning Area, new neighborhoods should be developed at the Southwest Waterfront, Buzzard Point, Poplar Point, Southeast Federal Center and Carrollsburg areas. These neighborhoods should be linked to new neighborhoods upriver at Reservation 13, Poplar Point, and Kenilworth-Parkside. A substantial

amount of new housing and commercial space should be developed in these areas, reaching households of all incomes, types, sizes, and needs.

Policy AW-1.1.4: Waterfront Development Amenities: Leverage new development in the Waterfront Planning area to create amenities and benefits that serve existing and new residents. These amenities should include parks, job training and educational opportunities, new community services, and transportation and infrastructure improvements.

Policy AW-1.1.6: Pedestrian Orientation of Waterfront Uses: Provide a high level of pedestrian amenities along the shoreline, including informational and interpretive signs, benches and street furniture, and public art.

Policy AW-2.1.1: Mixed Use Development: Support the redevelopment of the Southwest Waterfront with medium to high-density housing, commercial and cultural uses, and improved open space and parking. The development should be designed to make the most of the waterfront location, preserving views and enhancing access to and along the shoreline.

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

Policy AW-2.2.2: Ballpark Entertainment District: Leverage the construction of the Washington Nationals Ballpark to catalyze development of the South Capitol Street corridor with retail, high density residential, entertainment, and commercial uses.

Policy AW-2.3.3: Near Southeast Housing Opportunities: Significantly increase residential land uses in the Near Southeast, particularly in the Southeast Federal Center, Capper Carrollsburg, Canal Blocks, and South Capitol Gateway areas. Consistent with the existing zoning for these areas, mixed use development that includes housing as well as commercial uses should be strongly encouraged. The mix of housing should accommodate residents of all incomes and household types.

The PUD is converting an underutilized, industrial site, into a mixed-use development with 543,835 square feet of residential development. The project will introduce new residents to the District and existing residents to a new part of town. Altogether, the project will highlight many of the City’s resources that have not been accessible to the public until recently. The project will leverage the beauty of the natural environment and the entertainment provided by the ballpark in attracting individuals to the PUD site and the lower Anacostia River area. The retail

uses and outdoor plazas and Esplanade will complement the existing uses in the vicinity of the site and connect the PUD to those uses. In all, the PUD harnesses and promotes the attributes of the waterfront community.

VIII. CONCLUSION

The proposed First and Second Stage PUD is the result of in-depth planning that has involved careful consideration by both Florida Rock and MRP, as well as input from the Office of Planning and the community. The four phases of development complement each other in terms of building use, height, and density. The PUD maximizes its location between the Anacostia River and Nationals Park and it will bring the District one step closer to having a complete pedestrian promenade along the Anacostia River. The project will bring additional residents and retail uses to Southeast and it will ultimately bring office and hotel uses; this project is the missing piece in attracting a critical mass of people south of the ballpark. It will integrate with the mixed-use projects to its east and provide the connection to South Capitol Street, giving it presence to all of those crossing the Anacostia River. The development furthers many of the District's objectives for the site and it promises to transform a piece of property that has long been underutilized.

For the foregoing reasons, the Applicant submits that the PUD plan, as set forth in this PUD Submission, meets the standards of Chapter 24 of the Zoning Regulations; is consistent with the purposes and intent of the Zoning Regulations and Zoning Map; is in substantial compliance with the approval in Order No. 04-14; is consistent with the land use objectives of the District of Columbia and is not inconsistent with the Comprehensive Plan of 2006; will enhance the health, welfare, safety and convenience of the citizens of the District of Columbia; satisfies the requirements for approval of a PUD; provides significant public benefits and project

amenities; advances important goals and policies of the District of Columbia; and, therefore, should be adopted by the Zoning Commission.

Accordingly, the Applicant requests that the Zoning Commission set the application down for a public hearing at its earliest convenience.

Respectfully submitted,

By: Allison Prince
Allison Prince

By: Christine
Christine Roddy

Certificate of Service

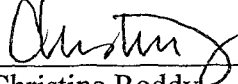
I hereby certify that a copy of the foregoing document and a copy of the proposed plans for the project have been sent by first-class mail or hand delivery to the addresses below on December 1, 2011:

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