

MCMILLAN
REDEVELOPMENT OF
THE MCMILLAN RESERVOIR
SLOW SAND FILTRATION SITE

APPLICATION TO THE D.C. ZONING COMMISSION
FOR A PLANNED UNIT DEVELOPMENT
AND RELATED MAP AMENDMENT

STATEMENT OF THE APPLICANT

November 22, 2013

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PREFACE

This statement and the attached documents are submitted to the District of Columbia Zoning Commission in support of an application for a major redevelopment project at the McMillan Reservoir Slow Sand Filtration Site ("McMillan") in Washington, D.C. The project site is bounded by North Capitol Street to the east, Michigan Avenue to the north, First Street to the west, and Channing Street to the south, all in the northwest quadrant of Washington, D.C.

The District of Columbia through the Deputy Mayor for Planning and Economic Development (the "District"), the owner of the property, and Vision McMillan Partners, LLC ("VMP"), as the master developer selected by the District to implement the project (collectively, the "Applicant") seeks preliminary and consolidated approval of a Planned Unit Development ("PUD") and a related map amendment in order to construct a major new mixed-use urban development for the adaptive re-use of the historic McMillan Reservoir Slow Sand Filtration site. VMP is a team comprised of the Trammell Crow Company, EYA and JAIR LYNCH Development Partners, three of Washington's premier developers. The property that is the subject of this application is located at 2501 First Street, N.W., Washington, D.C., and consists of Lot 800 in Square 3128. The site has approximately 1,075,356 square feet (24.69 acres) of land, including previously established streets, and is presently un-zoned.

The project will include approximately 2,058,600 square feet of gross floor area, or an aggregate floor area ratio ("FAR") of approximately 1.91. Proposed uses will include approximately 1,030,000 square feet of gross floor area devoted to a health care facility; approximately 94,170 square feet of gross floor area devoted to retail uses; approximately 566,930 square feet of gross floor area devoted to multi-family residential units and 350,000 square feet devoted to row houses; and approximately 17,500 square feet of gross floor area devoted to a community center. A major feature of the site is an extensive amount of open space: approximately 444,056 square feet of land

area is devoted to parks, landscaping and open areas, or approximately 41 percent of the total area of the site.

The project will be an architecturally distinct, vibrant, mixed-use development that will provide housing, employment, retail, cultural, healthcare, and recreational opportunities for District residents. The proposed redevelopment will retain significant portions of the historic McMillan Slow Sand Filtration Plant and incorporate them into the design of the site's new built and landscaped elements. VMP is in the process of entering into a Certified Business Enterprise ("CBE") Agreement and a First Source Employment Agreement with the city. These agreements will be completed by the end of November for inclusion with the Land Disposition Agreement ("LDA") to be submitted to the District of Columbia Council.

The Applicant will seek an amendment to the Zoning Map to rezone the site to the C-3-C and CR Districts. This request is consistent with the Comprehensive Plan of the National Capital and the District of Columbia Future Land Use Map, which designates the site for moderate density commercial, medium density residential, and parks, recreation, and open space. See Exhibit D.

As set forth below, this statement and the attached Exhibits meet the filing requirements for a PUD application under Chapter 24 of the District of Columbia Zoning Regulations.

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LIST OF EXHIBITS

<u>Description</u>	<u>Exhibit</u>
Architectural Plans and Drawings, including Detailed Landscaping and Grading Plan Circulation Plan	A (submitted separately)
Zoning Map	B
Generalized Policy Map and Future Land Use Map	C
Building Plat	D
Statement of Consistency with the Comprehensive Plan	E
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I.
INTRODUCTION

A. Overview

The Applicant submits this statement and the attached documents to the District of Columbia Zoning Commission in support of its application for a major new adaptive re-use and development project at McMillan in Washington, D.C. The McMillan project is a public-private partnership between the District of Columbia and VMP, a development team comprised of Trammell Crow Company, EYA and JAIR LYNCH Development Partners. The Applicant seeks preliminary approval of a First-Stage and Consolidated Planned Unit Development and a related map amendment in order to fulfill the revitalization plan envisioned by the city for the McMillan site. The property is comprised of Lot 800 in Square 3128 and is generally bounded by North Capitol Street to the east, Michigan Avenue to the north, First Street to the west, and Channing Street to the south, all located in the northwest quadrant of Washington, D.C.

The project, which has been reviewed and approved by the Historic Preservation Review Board ("HPRB") will include approximately 2,058,600 square feet of gross floor area, or an aggregate floor area ratio ("FAR") of approximately 1.91. Proposed uses will include approximately 1,030,000 square feet of gross floor area devoted to healthcare facilities; approximately 94,170 square feet of gross floor area devoted to retail uses, including 52,920 square feet intended to be a grocery store; approximately 566,930 square feet of gross floor area devoted to multi-family residential units and 350,000 square feet devoted to residential row houses; and approximately 17,500 square feet of gross floor area devoted to a community center. A major feature of the site is an extensive amount of open space: approximately 444,056 square feet of land area devoted to parks, landscaping and open areas.

Proposed building heights will range from 26 feet to 110 feet across the majority of the site. The proposed healthcare facility at the northwest corner of the site on Michigan Avenue will rise to

a height of 130 feet in relation to the medical hospitals and facilities located immediately across the street to the north. The project will be an architecturally distinct, vibrant, mixed-use development that provides housing, employment, retail, cultural, and recreation opportunities for District residents. It will retain significant portions of the historic McMillan Slow Sand Filtration Plant and incorporate them into its overall design and concept plan.

The PUD site has approximately 1,075,356 square feet (24.69 acres) of land area and is presently unzoned. In conjunction with its PUD application, the Applicant is requesting an amendment to the Zoning Map to rezone the site to the C-3-C and CR Districts. This request is consistent with the Comprehensive Plan and Future Land Use designations for the site.

The PUD site is organized into three land areas: north, central and south segments that are separated by two historic "service courts" running in an east-west direction. Within these service courts, which provide access across the site, are the historic regulator houses, silos and access bays to the underground sand filtration cells associated with the landmark. The Stage 1 PUD application encompasses the Master Plan for the McMillan site. The Applicant also seeks consolidated PUD approval for four of seven separate development parcels. Parcel 1 at the north end of the site, with frontage on Michigan Avenue, North Capitol Street, and First Street, N.W., will be comprised of an 875,000 square-foot healthcare facility with ground level retail. Parcel 4, in the central portion of the site fronting on North Capitol Street, will be developed with a mixed-use building that can accommodate a grocery store at the ground level and approximately 280 residential units above. Parcel 5, located below Parcel 4 in the central portion of the site and spanning its full width, will be developed with 146 row houses. Parcel 6, comprising the entire southern portion of the site, will house a community center and the South Service Court (defined in Section IIA below) in the midst of a 6.2 acre park. Parcel 7 is the North Service Court (defined in Section IIA below), which provides the principle entrance to the healthcare facilities to the north. The North and South

Service Court's historic structures will be preserved, rehabilitated, and incorporated into project as part of the consolidated PUD approval. Future Stage 2 applications will include development at Parcel 3 as a mixed-use building consisting of approximately 173,000 square feet as a healthcare facility with ground floor retail uses, and Parcel 2 as an approximately 334,950 square-foot residential building with ground floor retail uses.

The proposed PUD is subject to Inclusionary Zoning ("IZ"). Under the proposed CR District, the Applicant is required to devote eight percent of the residential gross floor area to households earning up to 80 percent of the Area Median Income ("AMI"). For the row houses on Parcel 5, however, the Applicant proposes to exceed that requirement and devote a minimum of ten percent of the residential gross floor area to affordable units for eligible households earning up to 80 percent of the AMI. For the multi-family residential units, as an alternative to IZ, the Applicant proposes to exceed the IZ requirement and devote a minimum of 20 percent of the residential gross floor area to affordable units for eligible households earning up to 80 percent of the AMI (the "Multifamily Affordable Housing Program"). The Applicant may elect to incorporate a senior affordable component for low income-eligible households as a portion of the Multifamily Affordable Housing Program. If elected, the senior affordable component would be dedicated to seniors 55 years and older, earning between 50 and 60 percent of the AMI.

B. Background

The McMillan site is part of the larger McMillan Reservoir and Filtration complex, a 92-acre facility comprised of a reservoir, the slow sand filtration facility, and a pumping station, which were constructed at the turn of the twentieth century by the U.S. Army Corps of Engineers. The entire facility is listed in the D.C. Inventory of Historic Sites. The slow sand water filtration plant ceased operations in the 1980s and, in 1987, the federal government sold a portion of the facility to the District, while retaining the reservoir, the pumping station, and a small section of the original filtration plant located across First Street to the west of the site. The District acquired the property "to create a controlled community development that could include commercial mixed-use development, residential development, recreational/community development, and open space." (PR 13-0033). The District requested and received two proposals for redevelopment in the early 1990s, but those plans were interrupted when community groups brought suit to enjoin the District from implementing any development plan on the site. More than fifteen years later, the District again sought proposals to redevelop the site.

In 2007, VMP was selected among five bidders by the National Capital Revitalization Corporation, which was merged into the Deputy Mayor's Office for Planning and Economic Development ("DMPED"), and awarded the right to develop and implement a master plan for the adaptive re-use of the McMillan site in partnership with the District. Under the Exclusive Rights Agreement ("ERA") with the city, VMP is required to produce a mix of uses, including housing, affordable housing, home ownership opportunities, new neighborhood serving retail, and open spaces and parks that respect this historic landmark. Throughout the past several years, VMP and DMPED, in coordination with the Office of Planning, have participated in almost 200 community events, including hosting numerous meetings, presentations, and design charrettes to solicit community input on the types of uses and scope of redevelopment that are appropriate and

desirable for the site. VMP has met with the surrounding civic associations, ANCs, community stakeholders, and District and Federal government agencies, including the staff at the Historic Preservation Office and the state Historic Preservation Officer, to introduce them to the PUD plan.

The PUD and map amendment applications submitted herewith are a direct result of the agreement with the District, input from the community, and review by the HPRB. The VMP master plan will produce an active, vibrant urban mixed use development in the historic setting of the McMillan Reservoir. The vision of this new master plan is to resurrect an underutilized site and bring it back to productive use with a diverse array of office, retail, service, residential, cultural, and recreational uses, including over 444,056 square feet of parks and open space.

C. The Applicant

The Applicant is the District of Columbia, through the Deputy Mayor for Planning and Economic Development, the owner of the property, and VMP, as the master developer selected by the District to implement the project. VMP brings together the talents and energy of the Trammell Crow Company, EYA and JAIR LYNCH Development Partners, three of Washington's premier developers.

**II.
PROJECT DESCRIPTION**

A. Site Description and Vicinity

The McMillan site is one of several large underutilized parcels owned by the District targeted for transformation into a new urban community. The site's historic use as a slow sand water filtration plant, however, presents unique challenges and opportunities for redevelopment. The property is a constructed system of 20 underground cells of sand filterbeds on a level platform, or plinth, inserted into the rising slope of North Capitol Street. The south end of the site is situated as

high as 16 feet above the north side of Channing Street; as North Capitol Street rises, the site remains level, so that the site sits as much as ten feet below Michigan Avenue at its northern end.

The surface of the facility is generally flat, rectangular in shape, and its shallow dirt-bed is covered with grass and weeds. This plane is punctuated by 2,100 manholes to the filter bed chambers below. Two recessed service corridors of chimney-like structures, known as the sand storage bins, traverse the site laterally with pathways that lead to the underground cells. These lateral corridors, referred to as the North Service Court and the South Service Court, are lined with other elements of the water filtration process, including regulator houses, stationary sand washers, and portals and ramps to the underground chambers of sand filter beds. Overall, the site is approximately three city blocks long along North Capitol Street and one block wide along Channing Street.

The site's location and unique topography yield several remarkable views into the city and of the property itself. Iconic buildings of Catholic University, Howard University, and the Washington Monument are visible from the plinth. The sand storage bins and other historic elements of the sand filtration facility are trademark features of the site, and will be incorporated into the proposed redevelopment.

The site buffers the residential neighborhoods of Bloomingdale to the south and Stronghold to the east, from the institutional uses to the north. The adjacent residential communities are characterized by small-scale row houses with flat façades, porches, and front gardens. The Glenwood Cemetery and Trinity College are located across North Capitol Street, adjacent to the residential communities. Across Michigan Avenue to the north are the Veterans Affairs Medical Center, Washington Hospital Center, and Children's National Medical Center, which have building heights ranging from 90 to 130 feet. To the west across First Street is the functioning reservoir of the McMillan Reservoir and Filtration Complex operated by the U.S. Army Corps of Engineers.

Further to the west is Howard University. The site's redevelopment plan and design are considerate of these existing communities and institutional programs: the plan maintains low-density residential development and open space on the south and east portions of the site, and provides for higher density development with commercial and institutional uses to the north.

B. Proposed Redevelopment

1. Background

Under the ERA between the District and VMP, the two parties will jointly develop the McMillan site. The District will be responsible for the land development, which includes the provision of ready-to build pad sites serviced by common infrastructure including streets, utilities, and lighting. The city will also be responsible for the provision of public amenities, such as the 6.2 acre park, community center, and the historic preservation of built resources on site.

VMP will execute the vertical development of the site. Phase I of vertical development will include a high-rise healthcare facility (Parcel 1); a mixed-use building that can accommodate a ground level grocery store and approximately 280 residential units above (Parcel 4); 146 moderate density row houses (Parcel 5). This Preliminary and Consolidated PUD application reflects the requirements of the ERA.

2. Design Constraints and Concept Themes

The existing conditions and historic nature of the McMillan site present several challenges and unique opportunities for redevelopment that are financially attainable and marketable. Foremost is preservation of the most salient features of this engineering landmark. The majority of the most character-defining elements of the historic sand filtration site will be restored and/or adapted, and incorporated and reused into the proposed redevelopment. All 20 of the cylindrical sand bins, four rectangular regulator houses, at least one sand washer, and much of the historic walls and portals will be retained and incorporated into the North and South Service Courts to tell the

story of this unique site and its place in the community. Of the 20 underground sand bed cells located throughout the site, few are structurally salvageable. Two of the cells that can be stabilized will be preserved and reconstructed for future reuse. Filtration Cell 14, located at the northwest corner of the site, will become, on its surface, a new park permitting views to the cylindrical sand bins from the north, while its underground structure will be reserved for future adaptive reuse to compliment the public and retail activities in that area of the site. In the interim, it will be used by D.C. Water as a stormwater storage tank. Filtration Cell 28, located in the south portion of the site will also be preserved as-is and incorporated into the 6.2 acre park as part of the interpretive program. The vision is a "walking museum" that tells the history of the site and its significance to the city via a self-guided walking tour of the site's preserved and restored historic assets including the service courts, sand bins, a regulator house, sand washers, portals, underground filter beds, the Olmsted Walk, and views from the site. In total, approximately 1.5 acres of underground cells will be preserved and slated for future use. Furthermore, the unusual topography of the plinth lends itself well to the creation of vast swaths of open space. Pedestrian pathways are positioned throughout the site, including the elevated perimeter walkway designed by Fredrick Law Olmsted, Jr. and three historic corner stairs, which will be recreated along the site's edges.

3. Proposed Land Development Pattern

The McMillan master plan provides a consistent setback around all edges of the site, retaining the existing topography and recreating the elevated hawthorn-lined perimeter walkway laid out by Frederick Law Olmsted, Jr. This perimeter walkway is a publically accessible, recreational path set inside and parallel to the public sidewalk. The site plan orients construction around a new, two-way internal street grid, which will disperse traffic and provide cross-site connectivity. Evarts Street will run laterally across the site from First Street to North Capitol Street. Quarter Street and Three-Quarters Street will run north-south, in between the North Service Court and the South

Service Court, while Half Street will be located at the mid-point of the site, connecting Michigan Avenue down to the South Service Court. The North and South Service Courts will be converted into two-way streets and will similarly be integrated into the proposed grid system. On-street parking will be dispersed throughout the site, with some spaces reserved for car-sharing. Space for at least two new Capital Bikeshare stations will be available near the healthcare facility in Parcel 1, in the North Service Court, and/or in the South Service Court.

The North and South Service Courts divide the site into three distinct development blocks. The northern block is bounded by First Street to the west, Michigan Avenue to the north, North Capitol Street to the east, and the historic North Service Court to the south. This northern block will be developed with high-rise healthcare and retail uses. This 214,555 square foot area will contain a 10-story healthcare facility, which will rise in two halves and be separated above grade by Half Street. The two halves will be connected at the main floor of the building. The building extends to its full 130-foot height at the corner of Michigan Avenue and First Street, and steps down in height from west to east, having a maximum height of 115 feet on Half Street, and a maximum height of 100 feet at the far east and northeast extensions. The building is setback from North Capitol Street by approximately 150 feet, with the preserved Cell 14 acting as a buffer between the healthcare facility and the adjacent residential community. Although appearing to be two distinct structures, the healthcare facility is considered a single building for zoning purposes.

With the healthcare facility's footprint occupying just slightly more than half of the total area in the northern block, a substantial amount of open space is proposed, preserving important sightlines across the historic site. In addition to the retention of the 41,141 square foot Filtration Cell 14, a new 23,374 square foot Healing Garden is proposed along Michigan Avenue. The reconstruction of the Olmsted Walk along the site's perimeter will provide a pedestrian link between the healthcare facility and the site's primary open space at the southern end of the property. This

northern block will be rezoned to the C-3-C District, with a maximum building height of 130 feet and a FAR of 4.08.

South of the North Service Court is the central block of the site, which will be developed with a 308,150 square foot mixed-use building that can accommodate a ground-level grocery store and apartments above (Parcel 4), and 146 moderate density row houses (Parcel 5). A future phase of development will also include an approximately 173,000 square foot healthcare facility with retail on the ground floor (Parcel 3) and an approximately 334,950 square foot mixed-use building with retail on the ground floor and residential units above (Parcel 2). This central portion of the site has a land area of 447,565 square feet. The central portion will be bisected by the newly created Evarts Street, N.W., which will run laterally in between the Service Courts, and will be further divided by Three-Quarters Street, Half Street, and Quarter Street, which will run longitudinally between the North and South Service Courts. The proposed zoning for this component of the project is the CR District.

The mixed-use residential building will be located along North Capitol Street. The building can accommodate a 52,920 square foot, full service grocery store on the ground floor, with an E-shaped residential tower above rising to a maximum height of 80 feet. The building will contain approximately 280 apartments.

The row houses within the central block of the site make up the residential fabric of the site corresponding to the existing residential community of Bloomingdale to the south and Stronghold to the east. The row houses will range in height from approximately 32 feet to 43 feet, and will be three to four stories above ground. The massing of the row houses provides a transition from the surrounding community to the larger buildings on the site, and is designed so that the individual houses form part of a larger compositional block or terrace.

The southern block of the site, located between Parcel 5 and Channing Street, will be a 6.2 acre park, which will include a community center building with an indoor pool, outdoor

"sprayground" and playgrounds, natural amphitheater, stormwater pond, and a "walking museum" that tells the history of the site. The park will provide convenient pedestrian and vehicular access, bicycle parking, and direct access to the elevated Olmsted Walk. Parcel 6 will also accommodate a construction and staging area for D.C. Water during their construction of a portion of their Long Term Control Project, a major infrastructure project by D.C. Water to improve stormwater management in the area. As a result, the timing of the District's construction on the park and community center on Parcel 6 will need to be coordinated with D.C. Water.

Finally, the North and South Service Courts will be preserved, with all 20 of the historic sand storage bins and four regulator houses incorporated into the new design and development. The North Service Court will provide two-way vehicular access, connecting First Street through to North Capitol Street, with separated pedestrian sidewalks that are activated by ground floor retail uses of the healthcare facility to the north and the mixed-use buildings to the south. In contrast, the South Service Court will only provide external access from First Street, and is designed to be a shared corridor, with pedestrian access, open space, street parking, and vehicle zones for convenient drop-off and pick-up at the community center. The North and South Service corridors are part of the consolidated PUD application.

C. Description of Project Components in Consolidated PUD Application

1. Healthcare Facility (Parcel 1)

Designed by the architectural firm of Shalom Baranes Associates and developed by Trammell Crow Company, the healthcare facility in the northern portion of the site will serve the office needs of physicians and medical service providers affiliated with many of the leading healthcare systems in the area including Children's National Medical Center and the Washington Hospital Center. The greatest height of the redevelopment is 130 feet, located at the northwest corner of the site where the building will fit comfortably with the high-rise buildings of the medical

centers across Michigan Avenue. The height of the building then diminishes, first to 110 feet and then to 90 feet, as the building moves east, respecting the lower density residential neighborhoods across North Capitol Street. The farthest northeast corner of the site is left open to provide views into and across the historic site and to preserve Filtration Cell 14 and reserve its underground structure for future use.

The healthcare facility will have approximately 860,000 square feet devoted to healthcare uses and 15,000 square feet of space devoted to retail uses. The building will occupy 54 percent of the northern block, with an overall density of 4.08 FAR.

The primary pedestrian entrances to the healthcare facility are located from on North Service Court on the southern side of the building at the main floor level. The primary vehicular parking entrance, intended for employees of the building, is proposed from First Street on the eastern side of the building. Public vehicular access points are located along Michigan Avenue, oriented toward the adjacent hospitals. A vehicular driveway loop off of Michigan Avenue will also provide visitors, particularly patients, with convenient, covered access to the patient lobby spaces, and facilitate the use of high occupancy vehicles as staff shuttles from nearby transit stations and satellite parking. Direct access points to retail uses and retail parking are provided from the North Service Court as well.

The healthcare facility's main floor will be on its south side, opening onto the historic court, and will be activated by pedestrian-oriented retail and the primary parking garage entrance for retail patrons. To the north of the building along Michigan Avenue, a terraced medicinal/healing garden will create a welcoming space for patients, visitors, and employees of the building. The Olmsted Walk will gracefully connect the healthcare facility and its healing gardens with the rest of the site's public amenities to the south.

The proposed building will provide ample on-site vehicle parking. An underground garage will be provided for a maximum of 1,732 vehicles, which will meet the zoning requirements for the building and should help relieve the parking shortage for the medical centers north of the site. Ample loading facilities will also be provided to meet the needs of the building and comply with the Zoning Regulations.

2. Multi-family Building (Parcel 4)

Designed by MV+A Architects and David Jameson Architect, Inc., and developed by JAIR LYNCH Development Partners, the mixed-use multi-family residential building is conceived to evoke the concept of water filtration within the fabric of the new design. The proposed building will be constructed to a height of 80 feet with a total of six stories. The building can accommodate a 52,920 square foot grocery store on the ground floor and 255,230 square feet of residential units above.

The residential area of the building is articulated as three simple bars along North Capitol Street, recalling the rhythm of the sand bins and providing open courtyards in the building's interior. This open-ended massing strategy reduces the building's scale as it relates to and is viewed by the existing town houses across North Capitol Street. The façade responds to the rhythm of the placement of the historic sand bins and regulator houses with large corresponding frames containing balconies for the residences. Three portals reflect the placement of the three sand bins located in front of the building, while a fourth balcony wraps the building corner, acknowledging the sand bin at the intersection of the North Service Court and Quarter Street. An abstracted plinth containing the retail program features a canted wall facing the North Service Court, embodying the original service court walls on the site.

Under the proposed CR District, the Applicant is required to devote eight percent of the residential gross floor area to households earning up to 80 percent of the AMI. For the multi-

family residential units, as an alternative to IZ, the Applicant proposes to exceed the IZ requirement and devote a minimum of 20 percent of the residential gross floor area to affordable units for eligible households earning up to 80 percent of the AMI (the "Multifamily Affordable Housing Program"). The Applicant may elect to incorporate a senior affordable component for low income-eligible households as a portion of the Multifamily Affordable Housing Program. If elected, the senior affordable component would be dedicated to seniors 55 years and older, earning between 50 and 60 percent AMI.

3. Row House Development (Parcel 5)

Designed by the Lessard Group and developed by EYA, the row house development in the central block of the site will include 146 row houses, with approximately 350,000 square feet of gross floor area. The row houses will be constructed in groups of eight to ten houses, with heights ranging from 32 feet to 43 feet, and with three to four stories above ground. A minimum of ten percent of the gross floor area of the row houses will be utilized for inclusionary units; in this case, approximately 35,000 square feet. These units will be set aside for eligible moderate-income households earning up to 80 percent of the AMI. This exceeds the IZ requirements by two percent.

The row houses are simple, well-proportioned, and intended to be fully compatible and complementary to the Bloomingdale and Stronghold neighborhoods. Their simplistic massing and detailing provides a subordinate background to the historic resources, and the smaller scale typology offers smaller block patterns that ensures the interconnection of the park to the northern portions of the site at a human scale. The massing in a three-story street wall provides a seamless transition from the surrounding residential community to the larger buildings on the northern portion of the site. The facades are composed as singular buildings, not as individual units, which connects them visually to the larger buildings to create a sense of cohesion among the overall project.

Architecturally, the row houses are designed to blend with the other new McMillan buildings in their design and material reference to the site's historic resources. The row house facades have both whitestone and manganese ironspot smooth brick exteriors accented by traditional charcoal grey (zinc) metal siding with concealed fasteners and grey dormer panels. Pedestrian-friendly streets are defined by elements such as buildings close to the street, large outward-facing windows, pedestrian-scaled lighting, and street trees and landscaping. These design schemes place a high value on the quality of the public realm and reinforce the natural characteristics of the surrounding area.

4. Parks and Open Space

In addition to the preservation features, the proposed redevelopment will provide over 444,056 square feet of park space, or roughly 41 percent of the site. These predominantly green, open areas will be comprised of the park, Olmsted Walk, the healing gardens, and the preserved Filtration Cell 14.

The primary open space on the site is the park in the southern block of the site, which includes the central park and the South Service Court, and totals approximately eight acres. The park's program includes convenient pedestrian and vehicle access, bicycle parking, large informal play areas, the Olmsted Walk, terraced seating, a stormwater wetland, and the 17,500 square foot community center. The community center will house circulation and gallery spaces with exhibits on the history of the McMillan site, a 25-yard swimming pool, a multipurpose community meeting room with a catering kitchen, outdoor gathering spaces, fitness studio, and locker and shower facilities. The building will have a glass façade made of high-performance glazing that will welcome ample daylight into the pool and other public spaces. The building will incorporate a lightweight metal exterior trellis shading system to condition the exterior spaces and shade the building. Reinforced concrete groin vaults will recreate the experience of the historic below-grade filter beds,

while wood boards, likely with reclaimed wood from the site, will envelope the building's entrance vestibule.

The western portion of the park will include the reconstructed elevated plinth, which will be preserved with views to the reservoir and city landmarks beyond. A portion of Filtration Cell 28, an underground filter bed, will also be preserved for future use. A storm water pond on the eastern-most edge of the park will reference the site's subterranean natural hydrology, and will draw visitors from the community center. Hawthorn trees will line the edge of the park, lining both sides of the Olmsted Walk, and a tree grove in a quincunx pattern will be located in the center of the park, referencing the historic pattern of manholes atop the plinth.

Parcel 6 will also accommodate a construction and staging area for D.C. Water during their construction of a portion of their Long Term Control Project, a major infrastructure project by D.C. Water to improve stormwater management in the area. As a result, the timing of the District's construction on the park, community center on Parcel 6 will need to be coordinated with D.C. Water.

5. Historic Preservation

The McMillan project incorporates major historic preservation elements into the proposed redevelopment, which are consistent with the historic preservation covenants dedicated on the property when it was transferred from federal ownership to the District. VMP retained EHT Tracerics, Inc., as historic preservation consultant, to evaluate the McMillan site to ensure an appropriate and sensitive approach to this engineering landmark. EHT Tracerics prepared an Historic Preservation Report that: (i) provides a guide to the extensive documentation on the historic site; (ii) evaluates the historic significance of the McMillan site; (iii) evaluates the historic integrity of the landmark; (iv) provides recommendations for preservation based on the Secretary of the Interior's Guidelines for the Treatment of Historic Properties; and (v) guides the preservation-

related approval processes for the McMillan redevelopment project. The Historic Preservation Report was critical in the planning of the PUD and is attached as Exhibit H.

First and foremost, the project will preserve the North and South Service Courts and their sand filtration process structures, including all 20 sand storage bins, four regulator houses, at least one sand washer, plus many of the filter bed portals and much of the service court walls. Retention and rehabilitation of these iconic features will retain the historic identity of the McMillan site and help create unique, place-making settings for the new community. Two Underground Filter Beds, Cell 14, located at the northeast corner of the site, and Cell 28, located off of the South Service Court will also be retained and preserved for adaptive use.

The preservation component also includes a restoration of the perimeter path, known as the Olmsted Walk, and three of its corner stairs. This recreated and adapted walk will be lined by two rows of thornless Hawthorn trees, which is true to Olmsted's original plan, and include ramps in addition to the restored stairways. The Hawthorn species is historically accurate, native to America, adapted to urban environments, and has pleasant aesthetic qualities year-around. The path itself will be made of recycled and reclaimed concrete paving to the greatest extent possible, with a steel edge and a sand or DG setting. While the slope of the topography will be slightly and compatibly modified to improve the width of the public sidewalks and sightlines into the site, the distinctive edge condition of the property will be retained, preserving an important visual characteristic of the McMillan landmark.

While much of the service court walls along the north maintenance corridor will be eliminated, the 20 foot high masonry base on buildings fronting the corridor will evoke this lost element, and the setbacks for additional floors above will provide space and relief to ensure the corridor is not overwhelmed by the new construction. The location of the original walls will be memorialized in the sidewalk paving pattern. Finally, substantial open spaces and the constructed

topography will be retained at the southern portion of the site. Hence the significant external views to the Washington Monument, Howard University and Catholic University will be visible from this southern portion of the site.

Each of the preserved historic elements will be sensitively integrated into the PUD master plan, and will continue to convey their significance in a new setting of buildings that respect the history of the site. The overall development will retain significant character-defining features of the landmark sufficient to convey its historic character. In its staff report, the Historic Preservation Office found that the concept designs represent an architecturally coordinated and cohesive approach that specifically relate to the character of the McMillan site. See Exhibit H.

The project was reviewed by HPRB through several hearings during 2012 and 2013 and received approval of the Master Plan included in the Stage 1 PUD as well as approval of the conceptual building designs included in each of the parcels submitted with the consolidated PUD.

6. Pedestrian and Vehicular Circulation

a. *Proposed roadways*

The Master Plan proposes the introduction of several new access points to the site and three new traffic lights: two will be located on North Capitol Street where it intersects with the North Service Court and Evarts Street, and one will be located at the intersection of Michigan Avenue and Half Street. The redevelopment introduces a system of internal streets and blocks that connect the VA/Washington Hospital Center to the north to the Bloomingdale neighborhood to the south, and provides multi-modal connectivity within and to the entire site.

In the central portion of the site, where higher-density residential and commercial uses are contemplated, a new interior roadway system will provide circulation in all directions around the new facilities. East-west connections are achieved by repurposing the North and South Service Courts as part of the street system, as well as introducing Evarts Street, which will run laterally

across the site from First Street to North Capitol Street. There will also be three new north-south streets: Half Street will be located at the mid-point of the site, and will connect from the South Service Court to Michigan Avenue. Quarter Street and Three Quarters Street will run north-south between the North Service Court and the South Service Court. Space for at least two new Capital Bikeshare stations will be available near the healthcare facility in Parcel 1, in the North Service Court, and/or in the South Service Court.

The site is intended to serve as a transit hub that can accommodate premium transit options, such as the Circulator Bus or Streetcar, and provides simple connections to Capital Bikeshare stations, bicycle storage and changing facilities, privately run shuttles, and long-term parking. Upon completion, the PUD project will create a new destination that will complement the adjacent institutional and residential uses and will be easily accessible from all areas of the city.

b. *Pedestrian Circulation*

Pedestrians will have access to the property from all four corners of the site, as well as from First Street (at the North and South Service Courts and at Evarts Street), North Capitol Street (at the North Service Court and Evarts Street), and at Half Street along Michigan Avenue. Numerous interior walkways and paths will provide active and passive pedestrian circulation and sidewalks will be designed to encourage foot traffic and activity on the street. The historic Olmsted Walk, which runs around the perimeter of the site parallel to yet often well above the public sidewalk, will be refurbished including restoring three sets of the corner stairs and adding accessible ramps, providing an idyllic pedestrian experience.

D. Matter of Right Development Under Existing Zoning

The PUD site is presently unzoned, thereby preventing any development on the site until the Zoning Commission designates a particular zone district for the site.

E. PUD Development Permitted Under Proposed Zoning

The PUD requests a related zoning map amendment to the C-3-C and CR Districts. The C-3-C District will be located along the northern portion of the site and will encompass the primary healthcare facility in the site's northern block. The CR District will encompass the remainder of the site, including the North and South Service Courts, the residential mixed-use buildings and row houses, and the park.

The C-3 Districts are major business and employment centers supplementary to the Central Business (C-4) District. The C-3-C District permits medium-high density development, including office, retail, housing and mixed-use development. The maximum height permitted under the PUD standards in a C-3-C District is 130 feet, with a maximum density of 8.0 FAR for residential and nonresidential uses.

The CR District is intended to encourage a diversity of compatible land uses that may include a mixture of residential, office, retail, recreational, light industrial, and other miscellaneous uses. The maximum height permitted under the PUD standards in a CR District is 110 feet, with a maximum density of 8.0 FAR.

F. Tabulation of Development Data

The Tabulation of Development Data is included as Exhibit B to this statement.

G. Flexibility Under PUD Guidelines

The PUD process was created to allow greater flexibility in planning and design than may be possible under conventional matter-of-right development. Given the constraints of the site, including the retention of the historic portions of the slow sand filtration facilities, the Applicant will seek flexibility from the roof structure height and setback requirements, rear yard setback requirements, and lot dimension requirements. The Applicant will also seek flexibility from the IZ

requirements, as it may elect to incorporate a senior affordable component to the project, for low income-eligible households, as an alternative to IZ.

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

D. PUD Process is Appropriate Mechanism for the Project

The PUD process is the appropriate mechanism for guiding the development of the McMillan site. It allows the Applicant to replace in a coordinated fashion outmoded uses on an underutilized site with an exceptional planned community. The proposed density and mix of uses included in the PUD project directly fulfill the goals of the Comprehensive Plan. The project will include approximately 2,058,600 square feet of gross floor area, or an aggregate floor area ratio (“FAR”) of approximately 1.91. Proposed uses will include approximately 1,030,000 square feet of gross floor area devoted to healthcare facilities; approximately 94,170 square feet of gross floor area devoted to retail uses; approximately 566,930 square feet of gross floor area devoted to residential multi-family apartment units and 350,000 square feet devoted to residential row houses; and approximately 17,500 square feet of gross floor area devoted to a community center. A major feature of the site is an extensive amount of open space-- approximately 444,056 square feet of land area devoted to parks and open space.

The PUD review and approval process guides the uses, heights and density of a proposed development while also assuring the participation and input in the process of community stakeholders and relevant District agencies. To that end, the Applicant began hosting community meetings in 2007. Since then, the Applicant has participated in almost 200 community meetings and informational presentations to surrounding civic associations, ANCs, community stakeholders, and District and Federal government agencies to introduce them to the PUD plan. The Applicant also hosted formal planning sessions with ANC commissioners, civic association leaders, and

representatives from key community stakeholders whose role was to participate, give input, and share the progress of the group with their respective networks. These meetings have occurred since 2008, and include topics such as the shape and scope of the plan, density, park size, retail, stormwater management, and transportation. On November 19, 2013, ANC 5E voted 5-2 to support the PUD redevelopment.

The District has been closely involved in discussions with VMP regarding salient points of development, including public open space, historic preservation, design guidelines, and community amenities. As these discussions indicate, the PUD process gives adjacent residents, the community at-large, and District agencies ample opportunities to work with the Applicant to ensure an exceptionally well-planned development.

E. PUD Requirements Under Chapter 24 of the Zoning Regulations

1. Area Requirements Under Section 2402.1(c)

The minimum land area requirement for a PUD in the C-3-C or CR District requires 15,000 square feet. At approximately 25 acres of land area, the PUD site more than satisfies land area requirement.

2. Height and FAR Requirements Under Section 2405.1 and 2405.2

The PUD Project meets the building height and density requirements under §§ 2405.1 and 2405.2 of the Zoning Regulations. The healthcare facility building to be zoned C-3-C will have a maximum height of 130 feet, which is consistent with the maximum permitted height of 130 feet under the PUD guidelines. The mixed use multi-family residential building and the residential row houses to be zoned CR will have maximum heights of 80 feet and 43 feet, respectively, which comply with the maximum permitted building height of 110 feet under the PUD guidelines. The community center located in the park will have a maximum height of 26 feet, which is also consistent with the maximum permitted height of 110 feet under the PUD guidelines.

The total density to be developed on the PUD site is approximately 1.91 FAR, and falls well below the PUD standards of section 2405.3 of the Zoning Regulations.

3. Impacts of Project Under Section 2403.3

The proposed PUD will have a positive effect on the surrounding area and the operation of city services and facilities. The development of a mixed-use project at this site will complement the surrounding area and return an underutilized asset of the District to productive use. The PUD is designed to reintegrate this unique site into the community with a broad mix of uses while maintaining a sense of open space and celebrating the historic qualities of the property.

The PUD will greatly enhance the operation of city services and facilities by providing new transportation and utility infrastructures to support the development, including storm water management features consistent with the Chesapeake Bay Watershed Initiatives. Certain neighborhoods surrounding the McMillan site have experienced localized flooding in recent years, a fact emphasized in many of the community meetings held by the Applicant. In response, a storm water management strategy was crafted for the McMillan development that, in complying with DDOE and DC Water requirements and suggestions, will “over-detain” the anticipated runoff generated by the planned development. This will ensure that the amount of runoff leaving the site will be at lower levels than the conditions existing on the site today, thereby directly addressing the flooding issue and providing a positive impact on the surrounding neighborhoods.

The overall McMillan site will achieve a LEED ND certification on the Masterplan, and each project will be LEED Silver or Green Communities compliant, depending on its commercial or residential designation. The overall site will eventually achieve, at minimum, the applicable provisions of the Green Construction Code of the 2013 Construction Code of the District of Columbia.

The Applicant retained Green Door Advisors ("GDA") to conduct a fiscal and economic impact analysis of the proposed redevelopment, attached as Exhibit I. This analysis demonstrated that the redevelopment of the McMillan site would have a total net positive fiscal impact of \$513 million for the District of Columbia for the 30-year period of 2012 to 2041. GDA also estimated that at project build-out, approximately 1,584 new permanent jobs would be created as a consequence of the on-site commercial development, as well as 1,812 construction jobs created during the construction phase of the project.

Furthermore, the redevelopment will have an acceptable impact on traffic. Gorove Slade Associates, Inc. has developed a scope of work through collaborations with DDOT, other city agencies, and neighboring institutions. Over the last six months, Gorove/Slade's efforts have revolved around three major tasks: 1) meeting with the McMillan design team to review transportation elements of the site plan and provide feedback, 2) scoping the Transportation Impact Study ("TIS") with DDOT, and 3) initiating the base TIS analyses. A memo from Gorove/Slade summarizing the transportation analysis to date is attached as Exhibit G. A full TIS will be submitted to the Zoning Commission with the PUD prehearing submission, as well as to DDOT 45 days in advance of the PUD hearing.

4. Consistency with the Comprehensive Plan under Section 2403.4

The proposed PUD advances the purposes of the Comprehensive Plan, is consistent with the Future Land Use Map, complies with the guiding principles in the Comprehensive Plan, and furthers a number of the major elements of the Comprehensive Plan. The proposed PUD significantly promotes the social, economic, and physical development of District through the creation of an extraordinary, high-quality mixed-use development that adaptively re-uses one of the city's most treasured historic engineering resources. The project achieves the goal of housing and

affordable housing, and provides unparalleled cultural activities and new parks and open space in the city.

The Future Land Use Map of the Comprehensive Plan designates the subject property for medium-density residential uses, moderate -density commercial uses, and parks, recreation and open space. The proposed rezoning of the property to the C-3-C and CR Districts, as well as the proposed mixed-use redevelopment, are consistent with this designation.

The proposed project is also consistent with the site's designation as part of the "Land Use Change Areas" on the Generalized Policy Map, which are areas where current land uses will likely be replaced with different ones. 10 DCMR § 223.9. The purpose of Land Use Change Areas is “to encourage and facilitate new development and promote the adaptive reuse of existing structures. Many of these areas have the capacity to become mixed-use communities containing housing, retail shops, services, workplaces, parks and civic facilities.” 10 DCMR § 223.11. Here, the McMillan project will fulfill exactly the types of changes envisioned under the Generalized Policy Map. It will create a new, high-quality environment encompassing exemplary site and architectural designs that are compatible with and do not negatively impact adjacent neighborhoods. 10 DCMR § 223.11 -.12.

A detailed discussion of the project’s compliance with the Comprehensive Plan, including the most recent 2010 amendments, can be found in the summary attached as Exhibit E.

F. Goals and Objectives of the Proposed PUD

The design approach for the project reflects the duality of McMillan's significance as an engineering landmark and the urban residential and institutional communities that developed around the reservoir during the 20th century. The McMillan Reservoir and Sand Filtration Complex was part of the extended boundaries of the city as envisioned by the McMillan Commission’s Plan of 1901 and its concomitant demonstration of the influence of the City Beautiful Movement on civic works. The facility played a vital role in the technological advancement of the District's public

health, helping to eradicate the widespread outbreaks of typhoid that plagued the city in the previous century.

The architecture of this engineering system is characterized by the repetition of simple geometric forms above and below grade, contrasted against the two soldier-like rows of cylindrical concrete forms of the sand washing bins that march laterally across the site. The surface of the site itself makes only the most minimal accommodation with the grades of the adjacent streets, emphasizing its vastness and separation from the city.

The design goals and objectives of the McMillan project are to reconnect the site with the surrounding community while preserving iconic elements of character-defining historic imagery. The development will provide a new system of streets that include sidewalks and generous pedestrian accommodations, as well as restoring the site's historic interior perimeter walk. Preservation of open space is also critical to the success of the project; to that end, a system of parks is woven into the design, and emphasis is placed on open green spaces and gardens. A language of architecture of heights and massing has been developed to relate to the adjacent areas. To the south and east, the buildings are designed to weave the new development into a smooth relationship with the surrounding neighborhoods of Stronghold and Bloomingdale. Building heights increase from the south/southeast to the northwest of the site. The overall massing of the blocks from the center portion of the site to the north provides a varied skyline with the tallest buildings at the extreme northwest corner, and larger blocks articulated in massing to avoid large expanses of wall that would otherwise dominate the historic setting. Moreover, the project uses sustainable design principles and low-impact development tactics throughout, inspiring the design and use concepts for the buildings, landscape, and modal flow.

When completed, McMillan will be a unique, mixed-use, mixed-income community where city residents may work, live, shop, and enjoy its many and diverse public spaces. The

redevelopment will make a physical connection possible to the VA/Washington Hospital Center complex, reduce the isolation of the Bloomingdale and Stronghold neighborhoods, and provide an active façade to Channing Street residents, who for decades have looked out to a rusting chain-link fence around the historic site. The design will help make the area safer by putting more "eyes on the street," which is not possible today on the vacant space. Retail opportunities will be supported by the employees and visitors of the new healthcare facilities during the week, and by resident activity during the evenings and weekends. Furthermore, the design will revive an important part of the District's shared history and memorialize the important role that McMillan played in the history of the city through preservation, adaptive re-use, interpretive programming, and the strategic location of open spaces.

G. Public Benefits and Project Amenities

1. Overview

The PUD provisions of the Zoning Regulations require the Zoning Commission to evaluate specific public benefits and project amenities of a proposed project. Public benefits are defined as “superior features of a proposed planned unit development that benefit the surrounding neighborhood or the public in general to a significantly greater extent than would likely result from development on the site under the matter of right provisions of this title.” 11 DCMR § 2403.6. A project amenity is defined as “one type of public benefit, specifically a functional or aesthetic feature of the proposed development that adds to the attractiveness, convenience or comfort of the project for occupants and immediate neighbors.” 11 DCMR § 2403.7. Furthermore, in evaluating a PUD application, the Zoning Commission is required to “judge, balance and reconcile the relative value of amenities and public benefits offered, the degree of development incentives requested, and any potential adverse effects according to the specific circumstances of the case.” 11 DCMR § 2403.8.

Public benefits and project amenities may be exhibited in a variety of ways and may overlap with furthering the policies and goals of the Comprehensive Plan. In the present case, the project and its exceptional features of land planning, architecture, design, infrastructure, and place-making discussed below provide significant and exceptional public benefits to the area and the District as a whole, thus satisfying the requirements of Chapter 24.

Pursuant to section 2403.8 of the Zoning Regulations, the Commission shall judge, balance and reconcile the relative value of the project amenities and public benefits offered with the degree of development incentives requested and any potential adverse effects according to specific circumstances of the case. In this case, the proposed PUD is in accordance with the Comprehensive Plan and the development envisioned by various agencies within the District government. As set forth in section 2403.5 of the Zoning Regulations, the Commission's judgment and balancing is to be done in the context of the Comprehensive Plan. The Applicant submits that, as set forth in this statement and the attached documents, this proposal readily meets the PUD evaluation standards.

2. Urban Design, Architecture, Site Planning, Landscaping, and Open Space (Sections 2403.9(a) and (b))

The single largest benefit to the area and to the city as a whole is the creation of a new, visionary mixed-use, mixed-income community that incorporates the historic features of the McMillan site and incorporates large swaths of open space. The master plan for the PUD is intended to provide a well-planned development that adds retail diversity, mixed-income urban living, commercial office space, expanses of public parks and green space, and superior pedestrian and vehicular circulation.

The architectural firm of EEK, a Perkins Eastman Company designed the overall Master Plan for the site, which includes an outstanding collection of mixed-use buildings in a new community that adaptively reuses the historic McMillan landmark. The project complements the surrounding neighborhoods while providing a new urban space in the mid-city sector. The overall

composition reinforces the broad and lively elements of the city and creates a new livable community for downtown that responds to the institutional and residential uses that surround it.

3. Housing and Affordable Housing (Section 2403.9(f))

The proposed PUD will create new housing and home ownership opportunities consistent with the goals of the Zoning Regulations, the Comprehensive Plan, and the ERA between VMP and the city. The proposed PUD is subject to IZ. For the row houses, the Applicant proposes to devote a minimum of ten percent of the gross floor area being devoted to residential use to eligible moderate income-households earning up to 80 percent of AMI, which exceeds the eight percent requirement under the CR District. For the multi-family residential units, as an alternative to IZ, the Applicant proposes to again exceed the IZ requirement and devote a minimum of 20 percent of the residential gross floor area to affordable units for eligible households earning up to 80 percent of the of the AMI (the "Multifamily Affordable Housing Program"). The Applicant may elect to incorporate a senior affordable component for low income-eligible households as a portion of the Multifamily Affordable Housing Program. If elected, the senior affordable component would be dedicated to seniors 55 years and older, earning between 50 and 60 percent of the AMI. The addition of such a substantial amount of market rate and affordable housing to a site that presently does not have any is significant in reinforcing the residential uses of the surrounding communities and meeting the city's goal of affordable housing for all of its residents.

4. Transportation Features (Section 2403.9(c))

The PUD will feature a multi-modal transportation system that accommodates automobile travel and encourages increased reliance on public transit, bicycles, and foot travel. Access points are sensitively designed along the rear of buildings to minimize vehicular impacts and enhance the pedestrian experience. The site is intended to serve as a transit hub that can accommodate premium transit services, such as the Circulator Bus or Streetcar, and provides simple connections to Capital

Bikeshare stations, bicycle storage and changing facilities, privately run shuttles, and long-term parking. Upon completion, the PUD project will create a new destination that will complement the adjacent institutional and residential uses and will be easily accessible from all areas of the city.

5. Environmental Benefits (Section 2403.9(h))

The PUD project will incorporate numerous sustainable design features, such as smart location and linkage; neighborhood pattern and design; green infrastructure and buildings; innovation in design process; and regional priority credits. The project stands out for its location, compact development, and walkable streets. The overall McMillan site will achieve a LEED ND certification on the Masterplan, and each project will be LEED Silver or Green Communities compliant, depending on its commercial or residential designation. The LEED scorecard is included with the architectural drawings, attached as Exhibit A. The overall site will eventually achieve, at minimum, the applicable provisions of the Green Construction Code of the 2013 Construction Code of the District of Columbia.

6. Employment Opportunities

The PUD project will generate a significant amount of new employment opportunities for District residents. It is estimated that 1,812 new jobs will be created during construction, as well as 264 service jobs and 1,320 professional jobs, most of which will be in the high paying medical fields, in the future development. An additional 520 indirect jobs are also expected to be created through the McMillan redevelopment. In furtherance of Mayor's Order No. 83-265 and D.C. Law 5-93, the Applicant will execute a First Source Employment Agreement with the Department of Employment Services ("DOES") to achieve the goal of utilizing District residents for construction jobs created by the PUD project. The Applicant will use DOES as its first source for recruitment, referral, and placement of new hires for construction employees whose jobs are created by the PUD.

7. Business Opportunities for D.C. Certified Business Enterprises

The Applicant will enter into a CBE Agreement with the D.C. Department of Small and Local Business Development (“DSLBD”) in order to achieve participation by small, local, and disadvantaged businesses in the contracted development costs for the design, development, construction, maintenance, and security for the project to be created as a result of the PUD. The Applicant is currently working closely with the DSLBD to maximize opportunities for CBEs during the pre-development period. Business opportunities will be posted on the DSLBD website, and the Applicant will give opportunities to CBE businesses for smaller contracts, such as catering, trash collection, and delivery service. The Applicant will continue to work cooperatively with DSLBD, its contractors and with the Business Development Councils and other local community organizations to maximize opportunities for CBE firms throughout the process.

This joint venture makes history for the District of Columbia with regard to the role of the CBE/LSDBE development partner. In this case, the partner, JAIR LYNCH Development Partners is a full partner both in financial participation and in execution. JLDP will lead the purchase and development of the two multi-family parcels (2 and 4) versus simply participating with a minor equity stake in buildings financed and executed by lead partners. Again, no other District-sponsored project has been executed with this kind of CBE equity participation and influence.

8. Uses of Special Value to the Neighborhood or the District of Columbia as a Whole

The proposed PUD will also include several exceptional benefits of particular value to the Bloomingdale and Stronghold communities and the District of Columbia as a whole. Foremost is the provision of affordable housing that will far exceed the amount required under the Zoning Regulations. The affordable units will meet the same high-quality architectural standards provided for the market-rate housing and will be interspersed throughout the site.

Second is the introduction of extensive parks and open space that are open to the public and easily accessible through all transportation modes. The open space will include 444,056 square feet comprised of the park, Olmsted Walk, the healing gardens, and the preserved Filtration Cell 14.

Third is the provision of a two-story, 17,500 square foot community center that will include gallery space with exhibits on the history of the McMillan site, a 25-yard swimming pool, a multipurpose community meeting room with a catering kitchen, outdoor gathering space, fitness studio, and locker and shower facilities. This amenity will be open to the public and will provide a user-friendly and convenient space for public gatherings and community events.

Fourth, the site will be able to accommodate and provide space for significant and essential transit facilities. The site is intended to be a multi-modal transit hub that accommodates premium transit services, such as the Circulator bus or Streetcar, and provides simple connections to Capital Bikeshare stations, bicycle storage and changing facilities, privately run shuttles, and long-term parking facilities.

Fifth is the introduction of neighborhood-serving retail. The surrounding neighborhoods are particularly devoid of pedestrian-friendly retail shopping locations, particularly a neighborhood grocery store. The proposed project will provide approximately 94,170 square feet of retail space, and will be able to accommodate a major anchor grocery store.

Finally, the project will carefully incorporate and highlight the historic elements of the McMillan site to maintain the unique character and identity of the site and showcase its worth to the public at large. The project will restore all of McMillan's primary above-ground elements in a manner that is compatible with the original McMillan plan, and will incorporate and adaptively reuse two of the underground filtration cells so that they can be adaptively reused in the future. The project will create an accessible interpretive program that tells the story of this landmark to visitors

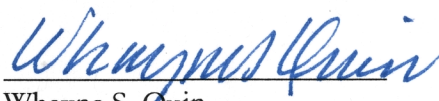
for years to come. The Applicant understands the importance of preserving the cultural significance of the site and of highlighting its importance to the history of the city.

IV.
CONCLUSION

For the foregoing reasons, the Applicant submits that the application meets the standards of Chapter 24 of the Zoning Regulations; is consistent with the purposes and intent of the Zoning Regulations and Zoning Map; is consistent with the land use objectives of the District of Columbia; will enhance the health, welfare, safety and convenience of the citizens of the District of Columbia; satisfies the requirements for approval of a first-stage PUD and related map amendment; 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 approve the First Stage and Consolidated PUD application and related map amendment to the C-3-C and CR Districts for the site.

Respectfully submitted,

HOLLAND & KNIGHT LLP

By: 
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