

October 19, 2021

VIA IZIS

Anthony Hood, Chairman
Zoning Commission
441 4th Street NW
Suite 200
Washington, DC 20001

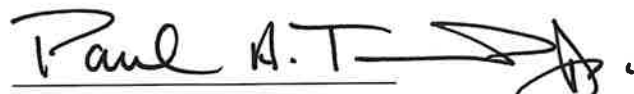
Re: Modification of Significance Application - Art Place at Fort Totten Block B

Dear Chairman Hood and Members of the Commission:

The Morris & Gwendolyn Cafritz Foundation ("Applicant") filed a Modification of Consequence Application (ZC Case No. 06-10F) on August 26, 2021 seeking certain modifications of the plans that were approved for the Second Stage PUD Application in ZC Case Nos. 06-10D and 06-10E (the "Block B PUD Project") which is located at Square 3765, Lot 10 and Square 3767, Lot 1 (the "Property"). At the Zoning Commission's October 14, 2021 Public Meeting, the Commission determined that this application should be processed as a Modification of Significance, rather than a Modification of Consequence. The materials attached to this letter consist of a complete Modification of Significance application.

Pursuant to Subtitle Z, Section 704.2, the Applicant requests that the application fee paid in ZC Case No. 06-10F be credited against the fee required of this Modification of Significance application. Please feel free to contact the undersigned with any questions or comments regarding this application.

Respectfully Submitted,


Paul A. Tummonds, Jr.

October 19, 2021

Via IZIS

Anthony Hood, Chairperson
District of Columbia Zoning Commission
441 4th Street, NW, Suite 200-S
Washington, DC 20001

**Re: Modification of Significance Application for the Approved Second Stage
Planned Unit Development (“PUD”) for Block B of the Art Place at Fort
Totten Project in Zoning Commission Order Nos. 06-10D and 06-10E**

Dear Chairperson Hood:

The Morris & Gwendolyn Cafritz Foundation (the “Applicant”) hereby requests a Modification of Significance related to the plans that were approved for the Second Stage PUD Application in ZC Case Nos. 06-10D and 06-10E (the “Block B PUD Project”), which is located at Square 3765, Lot 10, and Square 3767 Lot 1 (the “Property”)¹. The agent authorization letter is attached as Exhibit A. This modification request is made pursuant to Subtitle Z § 704 of the Zoning Regulations.

A. Background

In ZC Order No. 06-10, effective as of January 15, 2010, the Zoning Commission approved the consolidated and first-stage PUD application for Art Place at Fort Totten (“APFT”). The APFT project included development of four blocks, Blocks A-D, with Consolidated PUD approval for Block A, and First-Stage PUD approval for Blocks B, C, D. That approval was subsequently modified in Order 06-10A (which was a modification to shift the grocery store use from Building A to Building B) and 06-10C (which reduced the amount of parking provided in Building A), (collectively, the “First Stage Order”). The First Stage Order also granted a PUD-related map amendment for the Property to a combination of the C-2-B and FT/C-2-B zone, which became the MU-5-A zone effective September 2016.

¹ The Property is identified in Order No. 06-10E as Square 3765, Lots 1-4 and 7-9 and Square 3767, Lots 2-4. These Lots, and the Street and Alley Areas that were closed pursuant to DC Act 23-214, were consolidated into a single record lot, Lot 10 in Square 3765. As described below, the Applicant seeks to add Lot 1 in Square 3767 to the Block B PUD approval as part of this Modification of Significance application.

The Block B PUD Project, which was approved by ZC Order No. 06-10D (effective March 20, 2020), consists of a mixed-use building with two primary components – the Family Entertainment Zone (“FEZ”) and a residential component. The FEZ fronts on South Dakota Avenue and included the following uses: retail space/food hall; theatre/interactive space; gala/events space; Meow Wolf (an innovative-arts collective); Explore! Children’s Museum; and an Aldi grocery store. The residential component of the Block B PUD Project, with frontage along the former 4th Street, NE (which was closed pursuant to DC Act 23-214), included approximately 271 units (30 reserved as artist affordable units) with ground floor retail spaces and ground floor artist maker spaces.

On April 21, 2020, the Applicant filed Modification of Consequence Application No. 06-10E which sought approval of modifications of the exterior architectural elements of the residential and FEZ components and to the open space along Kennedy Street, NE. In addition, that application sought modifications of the internal square footages of the various FEZ components. The Zoning Commission approved the Modification of Consequence application in Order No. 06-10E, which became effective on September 4, 2020. Copies of ZC Order No. 06-10, as well as ZC Order Nos. 06-10A, 06-10C, 06-10D, and 06-10E are attached as Exhibit B. (ZC Case No. 06-10B was withdrawn.)

On August 26, 2021, the Applicant filed Modification of Consequence Application No. 06-10F which sought approval of modifications to both the residential and FEZ components of the Block B PUD Project (described in detail below). On October 14, 2021, the Zoning Commission determined that the proposed modifications needed to be reviewed in a public hearing and determined that the Applicant needed to file a Modification of Significance application. As a result, the Modification of Consequence application in Order No. 06-10F was withdrawn and the Applicant is now filing this Modification of Significance application.

B. Modification of Significance Application

As a result of the unprecedented impacts of the COVID pandemic, Meow Wolf determined that it was no longer able to move forward with the ratified lease for space at the Arts Place at Fort Totten Phase B. While no longer pursuing the original plans, Meow Wolf and the Applicant remain excited about the vibrant creative community of Washington DC and the vision for the Arts Place at Fort Totten. Both parties agreed to keep open the option to work together in the coming years in order to find ways to honor each other’s social impact mission for the benefit of the metropolitan area.

The loss of the Meow Wolf lease required the Applicant to rethink the use of the immersive arts collective space and its impact on the internal spaces within the FEZ. The Applicant is thrilled that the modified Block B project that is presented in this application has been able to retain all of the previously approved uses in the FEZ, with minimal impact on the exterior appearance of the project. In fact, the Applicant believes that the design, architecture and appearance of the entire project has significantly improved as a result of these modifications.

Specific revisions to the Block B PUD Project, as shown in the plans and materials attached as Exhibit C, are discussed in detail below.

Residential Component – (See pages 8, 15-16, 18-19, 22, 29- 32, 34-37 of Exhibit C)

- The north residential tower has been extended (to include Lot 1 in Square 3767) to allow 23 additional residential units to be added to the building.
- The proposed dog park has been relocated to the corner of former 4th Street and Kennedy Street.
- The color palette on the residential towers has been revised for a more neutral set of colors.

The proposed development of Block B has anticipated the need for a seamless relocation of all residents from the former Riggs Plaza Apartment buildings to either the Block A residential building or to other locations at the discretion of those residents. As shown on pages 8 and 16 of Exhibit C, during the Block B PUD approval process the north residential tower has been extended along 4th Street as the demand for the remaining apartments in the former Riggs Plaza Apartment buildings lessened. By the time that construction activity is scheduled to commence, there will no longer be any demand for these apartments from the former tenants. Therefore, the Applicant proposes to include this last lot (Lot 1 in Square 3767) in the Block B approval. The Applicant believes that it is appropriate to include this lot in the Block B PUD approval as the proposed use is entirely consistent with the adjacent residential/maker space use, and the façade treatment of the extended north residential tower is entirely consistent with the rest of the residential tower.

The creation of 23 additional residential units in Block B is an additional benefit to the project. These additional units will provide more housing opportunities near the Ft. Totten Metro Station and will provide more potential customers and visitors to the arts, retail and entertainment uses in the FEZ. As noted in Conclusion of Law No. 13 and Condition No. F.1.² in ZC Order No. 06-10D, the Applicant is not required to provide any additional affordable housing in the PUD project until the total number of units in the overall PUD project exceeds 929. The addition of the 23 residential units will result in a total of 814 residential units in Blocks A and B. Therefore, consistent with the Zoning Commission's previous approval, there should not be any additional affordable housing requirement as a result of the 23 additional residential units being constructed on Block B.

The relocated dog park is necessary as a result of the extended north residential tower. The proposed new location is shown on page 8 of Exhibit C. The proposed color palette for the

² See Condition No. F. Benefits and Amenities 1. *Affordable Housing*. "The Overall PUD Order's 929 maximum residential units (up to 520 in Block A and 409 in Block C, location modified by this Order) are vested and so not subject to the IZ regulations applicable at the time of the second-stage PUD application proposing the additional residential units."

residential building is shown on pages 32 and 37 of Exhibit C. As discussed below, the Applicant has agreed to re-examine the proposed color palette for the Block B residential building.

FEZ Component – (See pages 12-14, 16-19, 25- 27 of Exhibit C)

- Internal modifications that result in modified square footage for the various uses are proposed, with the overall square footage of commercial use reduced by 33,500 sf (approximately 13%).
- Reduction in the number of parking spaces from 717 to 494, and related reduction in the area needed for excavation.
- Reduction in height of the drum by approximately 22 feet, 6 inches and removal of the “fort” at the corner of Ingraham Street and 4th Street.
- Addition of a terrace level above the retail uses along South Dakota Avenue.
- Addition of another loading berth accessed from the former 4th Street, NW to enhance the loading flexibility for commercial tenants.

As discussed above, the COVID pandemic required the Applicant to rethink the internal spaces used by the entertainment and cultural, retail, grocery and parking elements of the FEZ portion of the project. As noted above, all of the uses that were previously approved for the FEZ are still included in this modified project. The Applicant proposes to continue to group the internal square footage of the FEZ component in a manner that is consistent with the Zoning Commission’s approval in ZC Order No. 06-10E, as follows:

- Entertainment and Cultural – which includes arts-based uses³, theater and entertainment space – to be managed by the Venue Group, and children’s museum space;
- Retail – which includes retail and food hall uses;
- Parking;
- Grocery; and
- Residential.

Page 3 of Exhibit C provide more detailed information on the square footage of each of the proposed uses in the FEZ.

The proposed reduction in the number of parking spaces provided in the PUD Project is directly related to the removal of the Meow Wolf use, which was a significant generator of

³ The Applicant is in discussions with Artechouse (<https://www.artechouse.com/mission/>), Super Blue (<https://www.superblue.com/about/>), and Illuminarium (<https://www.illuminarium.com/faq>) regarding their interest in being tenants at the FEZ. More detailed information regarding these potential arts-based tenants are provided in the links above and the attached Exhibit D.

vehicular traffic, and the proposed updated mix of entertainment and cultural uses, as well as the Aldi grocery store, and the food hall and retail uses. The Applicant's traffic engineering expert, Wells & Associates, has prepared an updated Trip Generation Analysis (attached as Exhibit E) which provides an analysis of the expected parking demand from the proposed uses and the ability of the reduced number of parking spaces to satisfy that expected parking demand.

The Applicant will continue to satisfy all of the Transportation and Mobility Impact Mitigations outlined in Condition No. C. of ZC Order No. 06-10D. The updated Trip Generation Analysis⁴ determined that the proposed modified project is estimated to generate 52 fewer AM peak hour vehicle trips, 128 fewer PM peak hour vehicle trips, and 173 fewer Saturday peak hour vehicle trips. The updated Trip Generation Analysis concludes:

Based on the reduction in peak hour trips during each studied peak period, with previously proposed mitigation measures, the project will have no adverse effect on the surrounding transportation network. The mitigation measures included in the prior Zoning Order would continue to mitigate the impacts of the proposed development. The significant decrease in parking supply will benefit the vehicle traffic conditions on both the access locations and the surrounding roadways. (Emphasis added, p. 6.)

Access to the loading berths for the north residential tower will continue to occur from the adjacent alley. Pages 9-11 of Exhibit C depict the internal circulation patterns showing how residential tenants of the north tower will access their units from the parking garage below the FEZ building (which is very similar to the manner in which numerous residents of Block A travel from the below-grade parking spaces to their residential units on the northern edge of Block A) as well as to the Ft. Totten Metro Station.

The proposed reduction in the height of the signature drum element of the FEZ component (by 22 feet, 6 inches), is directly related to Meow Wolf no longer being a part of the project. The Applicant's design team believes that the reduced height of the drum is actually an improvement to the FEZ building. While the form and the expression of the fins maintains the drum's visual impact as a distinct, iconic destination building, the scale and proportion of the building is more in tune with the surrounding residential neighborhood. Similarly, the modifications to the height of the drum made the previous dimensions of the "Fort" out of proportion with the overall composition of the project at the intersection of 4th Street and Ingraham Street. Therefore, the Fort element of the original design was removed. In addition, a terrace level is added above the retail uses along South Dakota Avenue to further refine the scale

⁴ The updated Trip Generation Analysis noted that "For Trip generation purposes, a portion of the cultural uses were previously identified as a 250-seat theater and flexible entertainment space. The updated plans show seating for up to 1,200 persons for a peak event. . . ." "To estimate traffic based on the updated building design, the trip generation methodology used previously in the CTR was used for the modification." "Further it was assumed that the seating/flexible entertainment space would operate as a 600-seat performance space (compared with 250 seats in the previous CTR) with the remainder of the space being used for performance set-up or other cultural exhibits and experiences." (See p. 3 of the Updated Trip Generation Analysis.)

and proportions of the building. The reduced scale of the ground floor and the outdoor activity made possible by the terrace help invigorate the pedestrian experience along this important block of South Dakota Avenue.

The additional loading berth along former 4th Street is necessary to provide greater flexibility to the commercial tenants in the FEZ building. Previously, it was anticipated that Meow Wolf would need access to the loading dock very infrequently, for occasional maintenance of otherwise permanent exhibits. The additional berth anticipates a greater variety of exhibitions and uses in the cultural and entertainment spaces in the FEZ building and the need for more loading and service capacity.

C. Dialogue with Parties

Since the filing of the Modification of Consequence application on August 26, 2021 (ZC Case No. 060-10F), the Applicant has been working with the surrounding community and the affected ANCs to make all interested stakeholders aware of the proposed modifications to the Block B PUD Project. Detailed below are the results of that community outreach.

- **ANC 5A** - The Applicant made a presentation at an ANC5A08 Single Member District virtual meeting on September 21, 2021. On the following evening, the Applicant made a similar presentation at the regularly scheduled monthly ANC 5A public meeting. At their September 22, 2021 Public Meeting, ANC 5A adopted a resolution in support of the proposed changes to the Block B PUD Project, with a condition that the Applicant provide a protected bike lane in the portion of 3rd Street, NE that the Applicant has committed to construct.
- **Lamond-Riggs Citizens Association (“LRCA”)** - The Applicant made a presentation at the Lamond-Riggs Citizens Association’s regularly scheduled public meeting on October 4, 2021. LRCA submitted a letter into the record of ZC Case No. 06-10F which noted that “LRCA does not object to the Applicant’s proposed modifications, but does express some concerns outlined below.” (The LRCA concerns are discussed in detail in Section E below.)
- **ANC 4B** - ANC 4B is an affected ANC, with its boundaries located across the street from a portion of the Property. In an e-mail dated October 14, 2021, ANC 4B noted that it did not plan on participating in this case. Similarly, ANC 4B did not formally participate in ZC Case Nos. 06-10D or 06-10E.

D. Office of Planning Report

The Office of Planning (OP) submitted a report in ZC Case No. 06-10F which did not object to the proposed modifications to the Block B PUD Project, but did strongly encourage the applicant to provide dedicated affordable units among the 23 additional units being proposed.

OP also requested additional information from the Applicant regarding the proposed Block B façade color changes, and the relationship between the façade colors on Blocks A and B. The OP report also noted that staff from the District Department of Transportation (DDOT) informed OP that it has no objection to the revised trip generation analysis, the additional loading berth, or the proposed reduction in parking.

E. Responses to Additional Information Requested by the Office of Planning and the Parties

During presentations to ANC 5A and LRCA, representatives of the Applicant discussed the proposed modifications that the Applicant agreed to make in the unimproved portion of 3rd Street, NE. ZC Order No. 06-10D (Condition No. C.3.e) required the Applicant to “improve pedestrian infrastructure of 3rd Street, NE, by providing a new concrete 6-foot wide standard sidewalk, as well as an 8-foot wide asphalt bicycle lane, as shown on Ex. 44E of the record.” Over the past year the Applicant has been meeting/working with DDOT representatives about this unimproved stretch of 3rd Street. During those meetings a request was made to have the Applicant undertake the completion of the missing stretch of 3rd Street, NE so that it would allow for a vehicular and pedestrian connection to Kennedy Street, NE. The Applicant agreed to that request. The Applicant assumed that having two 6-foot sidewalks and a connected 3rd Street, NE (which can be used for both bikes and cars) was entirely in keeping with the intent of the prior condition regarding improving the pedestrian infrastructure of 3rd Street, NE.

As noted above, ANC 5A’s support for the proposed modifications to the Block B PUD Project is conditioned on the inclusion of a protected bike lane in 3rd Street, NE. LRCA requested that the Applicant address the following aspects of the new 3rd Street, NE.

- Any work done by the Applicant on 3rd Street should prioritize pedestrian/bike safety, accessibility, and mobility. Specifically, the Applicant should seek to minimize conflicts between pedestrians, bikes, and vehicles and to slow down cars.
- The Applicant should update the transportation analysis to account for 3rd Street, NE being available for continuous vehicular travel and address any potential impacts on operations of the adjacent charter schools.
- The Applicant should provide a rendering of 3rd Street, NE showing the proposed changes and any safety features.

In response to questions regarding pedestrian safety in and near the Property, the Applicant presented (at the September 22, 2021 ANC 5A Meeting and the October 4, 2021 LRCA Meeting) an updated plan which shows proposed pedestrian improvements in the adjacent public space. These improvements, depicted in the attached Exhibit F, include a raised crosswalk across Ingraham Street, NE and striped curb extensions at the intersection of Kennedy Street, NE and 4th Street, NE. The Applicant noted that these improvements are subject to DDOT approval.

In regard to the proposed extension of 3rd Street, NE, the Applicant will continue to work with representatives of ANC 5A, LRCA, and DDOT in order to address the concerns raised by ANC 5A and LRCA. The Applicant will submit additional information on these issues well in advance of the public hearing in this case.

LRCA also requested that the Applicant:

- Work to provide free or discounted admission for community residents to venues within Block B (consistent with Order Nos. 06-10D and 06-10E);
- Work with the community to provide opportunities for local hiring in the project; and
- Pursue parking accommodation for the Lamond-Riggs library in the project.

The Applicant will continue to work with LRCA on all of these issues.

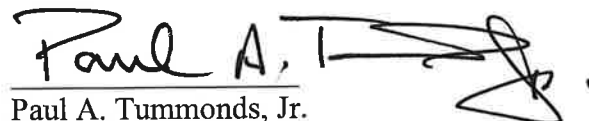
In regard to OP's requests, the Applicant will thoughtfully review OP's request that it provide some IZ units in the Block B PUD Project even though the Applicant is "within its legal rights not to build IZ units until the 930th unit is constructed". The Applicant will also re-examine the proposed color scheme for the Block B façade. Responses to each of these issues will be provided to the Zoning Commission well in advance of the public hearing in this case.

F. Conclusion

The proposed modifications are entirely consistent with the Zoning Commission's previous approvals of the Block B PUD Project. The Applicant believes that these proposed modifications are entirely consistent with the Commission's intent of approving a high-quality mixed-use project. The Applicant looks forward to the Zoning Commission scheduling this application for a public hearing at the earliest possible date.

Please feel free to contact the undersigned if you have any questions or comments regarding this application.

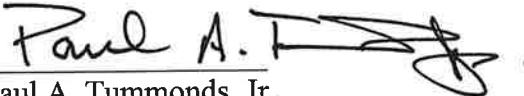
Respectfully Submitted,


Paul A. Tummonds, Jr.

- Ex. A - Agent Authorization Letter
- Ex. B - Previous ZC Orders
- Ex. C - Updated Plans/Materials
- Ex. D - Information on Potential Arts-Based Tenants
- Ex. E - Updated Trip Generation Analysis
- Ex. F - Proposed Pedestrian Safety Improvements in Public Space
- Ex. G - Surveyor's Plat of the Property
- Ex. H - Certificate of Compliance with Filing Requirements
- Ex. I - Property Owner List

Certificate of Service

I hereby certify that I sent the foregoing Modification of Significance materials to the addresses below on October 19, 2021 by e-mail.


Paul A. Tummonds, Jr.

Stephen Cochran/Jennifer Steingasser
Office of Planning
Stephen.Cochran@dc.gov
Jennifer.Steingasser@dc.gov

Theodore Van Houten/Aaron Zimmerman
Department of Transportation
Theodore.VanHouten@dc.gov
Aaron.Zimmerman@dc.gov

Commissioner Gordon-Andrew Fletcher
ANC 5A08
5A08@anc.dc.gov

ANC 5A
Chairperson, Ronnie Edwards ANC5A05
5A05@anc.dc.gov

ANC 4B
Allison Brooks, Chairperson
4B08@anc.dc.gov

Commissioner LaRoya Huff
ANC 4B09
4B09@anc.dc.gov

Lamond-Riggs Citizens Association
Barbara Rogers, President
Barbara@lrcadc.org