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**Statement of Justification
The Collection
Limited Site Plan Amendment
Site Plan Nos. 82001021E and 82001013C**

I. Introduction

On behalf of the Chevy Chase Land Company (the "Applicant"), the owner of properties located in the northeast quadrant of the intersection of Wisconsin Avenue and Wisconsin Circle in Friendship Heights, Maryland (collectively, the "Property"), we are submitting this application for a Limited Amendment to the previously approved Site Plans (Nos. 82001021D and 82001013B) (collectively, the "Amendment") for consideration by the Montgomery County Planning Board (the "Planning Board"). Through this Amendment, the Applicant proposes various modifications to the public use space, building architecture and on-site circulation, in an effort to rebrand the Property and create a more vibrant retail experience for all of its users. The Applicant also is seeking to amend the parking requirements for the Property, in a manner that satisfies the standards of the 2014 Zoning Ordinance, and to eliminate Condition #3 of Site Plan approval No. 820010130 (collectively, the "Project"). Currently, the Property comprises two distinct developments known as the Collection and Chevy Chase Center. As part of the rebranding efforts, to unify the Property under a common name, the Property and two Site Plans will be collectively referred to hereinafter as "The Collection."¹

II. Background

A. Site Location, Characteristics and Existing Conditions

The Property is prominently located along Wisconsin Avenue and confronts the Friendship Heights Metro station. The Property is bounded by Montgomery Street to the north, the R-60 Zoned residential community of Chevy Chase Village and the un-built road rights-of-way of Belmont Avenue and Grove Street to the east, Western Avenue and Wisconsin Circle to the south, and Wisconsin Avenue to the west. The Property has a site (net lot) area of 8.22 acres (or 358,202 square feet), a tract area of 10.35 acres (or 451,166 square feet), and is more particularly known as Parcel C in the "Chevy Chase Section 1-A" Subdivision as recorded in the Land Records of Montgomery County, Plat number 22714.

¹ For regulatory purposes of identifying the plans, the Site Plan for the Chevy Chase Center/Collection (No. 82001021D) will be referred to as the "Collection I" and the Chevy Chase Center Site Plan (No. 82001013B) will be referred to as the "Collection II."

The Property is currently improved with approximately 412,000 square feet of retail, restaurant, and office uses and associated structured and surface parking. The Collection provides a variety of retail uses at this prominent and convenient location. The Property has been serving the needs of the surrounding communities for over 60 years.

The Property is subject to the 1998 Approved and Adopted Friendship Heights Sector Plan (the "Sector Plan").

B. Zoning and Permitted Uses

The Property was previously zoned CBD-1 ("Central Business District, 1.0") and TS-M ("Transit Station, Mixed"), but was recently rezoned CR-0.75, C-0.75, R-0.25, H-55T and CR-2.0, C-2.0, R-1.5, H-90T in connection with District Map Amendment G-956 (adopted July 15, 2014 and effective October 30, 2014). The CR-2.0, C-2.0, R-1.5, H-90T portion of the Property is also located within the Chevy Chase Neighborhood Retail Overlay Zone. Pursuant to Section 7.7.1.B.3 of the current Zoning Ordinance, the Applicant is submitting this Amendment for review under the standards and procedures of the Montgomery County Zoning Ordinance in effect on October 29, 2014 (the "Zoning Ordinance") (*i.e.* under the standards of the previous CBD-1 and TS-M Zones), with the exception of parking as will be discussed in Section V below.

Pursuant to Sections 59-C-6.22 and 59-C-8.3 of the Zoning Ordinance, various retail sales and service uses, office and eating and drinking establishments are permitted uses in the CBD-1 and TS-M Zones.

C. Surrounding Zoning and Land Uses

The Property is surrounded by various CR and R-60 zoned properties. The surrounding zoning and land uses are as follows:

North: Immediately north of the Property, across Montgomery Street, is a three-story retail building (currently operated by Saks Fifth Avenue) and expansive surface parking, split-zoned CR-3.0, C-2.0, R-2.75, H-90T and R-60.

East: The un-built road rights-of-way of Belmont Avenue and Grove Street are located immediately to the east of the Property and have been improved with paths and landscaping. Beyond the road rights-of-way, are single-family residential homes located in the Village of Chevy Chase, zoned R-60.

South: To the south of the property, on the opposite side of Wisconsin Circle, the Chevy Chase Metro Building – a 143' foot tall high-rise office building – is located above the Friendship Heights Metro Station and WMATA bus facility.

Across Western Avenue, within the District of Columbia, is an eight-story residential condominium and elderly housing complex.

West: To the west of the Property, across Wisconsin Avenue, are various retail, residential and office uses zoned CR-3.0, C-2.0, R-2.75, H-90T, including a 14-story office building and the Highland House Apartments, a 15-story multi-family residential building, with ground floor retail below.

III. Prior Approvals

The Property was originally developed in 1952. On May 31, 2001, the Planning Board approved Preliminary Plan 11999083 and Site Plans 820010210 and 820010130 for the redevelopment of the Property (with the exception of the approximately 8,992 square foot Clyde's restaurant) for up to 232,628 gross square feet of office development, 153,380 gross square feet of retail, and 25,992 square feet of restaurant space. Various subsequent amendments to the Site Plans were approved in 2005, 2010, and 2013. Most recently, Site Plan Amendment No. 82001021D was approved for the conversion of approximately 223 square feet of private dining area into public use space and the addition of a 110 square foot vestibule (collectively the "Prior Approvals").

IV. Proposed Modifications

The Applicant is proposing several modifications to the building architecture, public use space, and on-site circulation in an effort to rebrand the Property. The Amendment will allow the Applicant to create a vibrant retail environment, which is unified under a common brand and visually connected and accessible to the surrounding community, known as "The Collection." As described in detail in this Statement, the proposed modifications are intended to attract and maintain a desirable mix of tenants, improve internal site circulation, and activate the pedestrian environment.

A. Outdoor Restaurant Seating

As part of its rebranding efforts, the Applicant is seeking to attract additional restaurant tenants to the Collection. However, a viable level of street activity is essential to attract and retain quality restaurant tenants. Outdoor seating is necessary for restaurant tenants and is also recognized to be an effective way to activate the street. As such, the Applicant requests the ability to convert approximately 7,000 square feet of public use space and previous vehicular and parking area into private outdoor seating for particular restaurant users, if and when a restaurant occupies the adjacent ground floor space. Importantly, because the other site modifications (discussed below) will create additional public use space, the proposed Amendment will result in a net increase in the public use space on-site.

B. Modifications to the Building Architecture

In an effort to diversify the tenant mix, the Applicant is proposing to re-demise the existing retail/restaurant spaces along Wisconsin Avenue to allow for some smaller spaces that appeal to a broader retail/restaurant market. The retail/restaurant spaces will be designed to have frontage along both Wisconsin Avenue and the internal private drive, to further activate the total pedestrian environment. No additional floor area is proposed by this modification.

Additionally, to activate the buildings' frontages and attract desirable retail/restaurant tenants, the Applicant proposes architectural modifications to the building façades along Wisconsin Avenue, Wisconsin Circle and the internal private drive. Diverse storefronts and retail expressions are essential to improving and updating the architectural character of the site and creating a more vibrant retail environment. As such, the Applicant is requesting the ability to modify the existing building façades to express the individual brand identity of existing and future tenants. Design Guidelines establishing a set of parameters for quality design and materials for all retail tenants, while still providing sufficient flexibility to promote individual tenant identity, will determine final construction detailing. The façade changes will include the introduction of warmer and textured materials at the base of building columns, between and around retail storefronts, to create a more human-scale design. The existing steel and glass awnings will be removed and may be replaced if future tenants so choose; livelier awnings that incorporate a mix of colors, materials, and styles will be encouraged. The punctuation of windows and other architectural articulations will be an option for second floor retail tenants in the building directly north of Farr Park. The introduction of retail fronts will be encouraged along Farr Park to stimulate outdoor dining in those areas and add to the overall vibrancy of the Collection. This Amendment would permit individual tenants to establish their unique storefronts without the need for additional Site Plan approvals/modifications (tenants will be required to conform to the Design Guidelines referenced above).

The proposed façade modifications will provide a contemporary presence along this major thoroughfare and avoid a monotonous expression. These architectural modifications will enhance the buildings' presence along all street frontages and will help attract and retain quality retail/restaurant tenants.

C. Creation of Amphitheater Plaza

As previously mentioned, one of the main goals of this Amendment is to create a vibrant retail environment. To accomplish this, in addition to expanded outdoor restaurant seating, the Applicant is proposing to create a new amphitheater plaza behind the Collection. The plaza will include a contemporary lawn amphitheater: two curved

outdoor steps bookended by flexible multi-use structures (these open-air, unconditioned kiosks are intended to house temporary uses including, but not limited to: sheltered seating areas, pop-up retail/food, farmer's market stalls, craft stalls, seasonal activities, and special event programming), an upper and lower plaza, decorative paving and ornamental landscaping. The amphitheater is intended to draw patrons into the site and provide community gathering space that can serve as a platform for programmed events. Vehicular access to the internal drive aisle, which is located adjacent to the proposed amphitheater along the rear of the Collection, will be controlled to allow the street to be closed to traffic for special events like concerts, markets, festivals, and performances. The area also will be designed with a flexible core that when programmed, will overlap with the lower amphitheater plaza, internal drive aisle, and entrance drive. The flexible core will provide additional space necessary to accommodate larger events and activities on-site. The plaza and flexible core will have year-round event programming associated with it, which may include festivals, tastings, farmers markets, performances, exhibitions, movie nights and ice skating. These strategic programmed events will add to the appeal of the Collection as a unique destination in Montgomery County and, more importantly, a neighborhood gem for the surrounding community.

D. Modifications to Improve On-Site Circulation

The Project will capitalize on its prominent location and Metro proximity by creating a walkable and pedestrian friendly experience. To accomplish this, the Amendment proposes several modifications that are intended to improve the pedestrian environment, as well as modifications to the vehicular access and design.

To create a vibrant and active retail experience, the Amendment proposes to transform the internal private drive aisle, located along the rear of the Collection, into a retail promenade that blends vehicular, bicycle and pedestrian circulation. Specifically, the existing drive aisle and perpendicular parking spaces will be reconfigured into a two-way travel lane with parallel parking and wider sidewalks. Special paving treatments will be used to signal drivers that they have entered a pedestrian realm. The retail promenade will promote retail exposure and activity, but at a pace that is calmed by street trees and on-street parking to ensure pedestrian safety. Improved signage also will be introduced to enhance wayfinding and branding, and improve pedestrian and vehicular circulation.

The Amendment also proposes improvements along the perimeter and internal streetscapes in order to create inviting pedestrian streets. The streetscapes will feature new landscaping and inviting site furniture to provide additional seating opportunities for patrons. Parallel parking spaces will be provided along Wisconsin Circle and Wisconsin Avenue as a buffer and traffic-calming mechanism, with a new midblock crosswalk connecting the Chevy Chase Metro Building (located above the Metro Station and WMATA bus facility) to the Collection. Additionally, the existing vehicular access point along Wisconsin Avenue will be narrowed to improve pedestrian access and

accommodate additional outdoor public/private seating opportunities on the north side of the street. These streetscape and pedestrian improvements are intended to create a cohesive, inviting, pedestrian friendly retail environment.

Currently, visitors arriving to the Property by vehicle are confronted with ticket dispensers and barrier arm gates before they can enter the site. In order to provide a more welcoming feel and improve the center's presence along the street, the Applicant proposes to relocate these parking ticket dispensers and barrier gates to the parking garage entrances, deeper within the site. This modification will promote more efficient (and less confusing) circulation, decrease the potential for vehicular queuing onto the adjacent rights-of-way, and eliminate barriers in highly visible locations.

Another design feature intended to promote a more pedestrian friendly and welcoming retail environment is the conversion of Montgomery Street into a more significant boulevard with a traffic circle at its terminus. To create a more inviting pedestrian entrance to the Property, the proposed design of Montgomery Street will incorporate additional landscaping and decorative hardscaping. The proposed traffic circle is intended to improve vehicular turning movements at the end of Montgomery Street and provide more efficient internal circulation.² Additional directional signage is proposed to improve pedestrian and vehicular wayfinding. To facilitate these proposed changes, the Applicant is seeking approval from the Town of Chevy Chase to abandon the Montgomery Street public right-of-way. In the event the abandonment is not approved, the Applicant has prepared an alternative design that incorporates streetscape improvements intended to achieve the look and feel of a boulevard entrance, but which does not include the traffic circle. This Amendment is seeking approval of both design options.

E. Relocation of Taxi Stand

An existing taxi stand, located along Wisconsin Circle near the intersection with Western Avenue, will be relocated to a more pronounced location near the intersection of Wisconsin Avenue and Wisconsin Circle. Specifically, the taxi stand spaces will be relocated further west along the north side of Wisconsin Circle, directly in front of Johnston Park Plaza, and on the south side of Wisconsin Circle (near the intersection of Wisconsin Circle and Western Avenue). This location will help direct visitors to the Collection's gateway entrance and will provide better access and improved visibility from the Metro station.

² The Applicant recognizes that the Special Exception for the adjacent Saks parking parcel (Case No. S-161) will likely need to be modified to accommodate the proposed traffic circle.

F. Modifications to Farr Park and Johnston Park Plaza

Both Johnston Park Plaza and Farr Park will be redesigned to provide more vibrant and inviting outdoor amenity areas.

i. Johnston Park Plaza

Johnston Park Plaza (the "Plaza"), at the corner of Wisconsin Avenue and Wisconsin Circle, serves as a gateway entrance to the Collection and is the first impression of many visitors. Accordingly, the Amendment seeks to redesign Johnston Park Plaza to create a more inviting public space that serves as both a gateway entrance and an icon for the Collection. To accomplish this, the existing sculptures and fountain will be removed to allow for more public and private outdoor seating and dining areas. Moveable seating will be added to encourage visitors to interact within the Plaza, creating a more flexible and dynamic space.

Currently, a low wall separates the upper Plaza and streetscape. While this separation is needed because of the grade change between the Plaza and the sidewalk, the Applicant is proposing to replace the existing wall with a water wall and tiered landscaping in order to open up views to and from the Plaza. The water wall will also serve as an icon for the Collection, as it will become the backdrop for illuminated lettering announcing "The Collection." The water wall will transition into tiered seating walls with lawn panels between each tier, providing visitors with various seating options and serving to break up the expansive paving along the Plaza edge. Trees and shade structures also will be incorporated into the Plaza to provide comfortable seating areas during all seasons.

The adjoining paseo, adjacent to Clyde's restaurant, continues the design of Johnston Park Plaza, providing an important connection between Wisconsin Avenue and the new amphitheater plaza and retail promenade. The paseo will include outdoor seating areas, lighting and new landscaping. The various design elements proposed in both the Plaza and paseo will create a dynamic experience that draws visitors into the site and encourages patrons to either sit and relax or shop and dine.

ii. Farr Park

Farr Park (the "Park") is an underutilized space. The existing sculptures, water fountain, and screen wall are situated in a manner that impedes fluid and comfortable pedestrian movement. The programming, colors, materials, and lack of landscaping make the Park cold, stark, and somewhat uninviting. To revitalize the Park, the Application proposes a significant redesign of the space into a series of outdoor rooms, which will include seasonal landscaping, decorative hardscaping, water features, lighting and site furniture to create a more inviting outdoor experience. This redesign also will include eliminating the rear screen wall in an effort to extend the views beyond the Park to create a sense of openness and will provide views to a flexible multi-use structure

abutting the garage beyond (this open-air, unconditioned kiosk is intended to house temporary uses including, but not limited to: sheltered seating areas, pop-up retail/food, farmer's market stalls, craft stalls, seasonal activities, and special event programming). Water features will be located at either end of the Park to tie the space together and help diffuse the noise of Wisconsin Avenue. Outdoor restaurant seating is proposed along the perimeter of the linear Park to help activate the public space. Communal seating will be used to reinforce the edges and separate the public spaces from the private dining areas. Lighting also will be integrated in the Park through over-head fixtures and lighting incorporated into the landscaping and hardscape to draw visitors through the space, create ambiance, and provide a ceiling to the outdoor rooms.

G. Summary of Changes

The notable revisions and modifications proposed by this Amendment include:

- Additional outdoor restaurant seating;
- Exterior façade improvements;
- Creation of an amphitheater plaza and flexible core for programmed events;
- Creation of a more pedestrian friendly retail environment through various streetscape improvements, introduction of parallel parking, and the proposed retail promenade;
- Improvements to vehicular circulation and design;
- Redesign and proposed abandonment of Montgomery Street;
- Relocation of the taxi stand; and
- Redesign of Johnston Park Plaza and Farr Park.

V. **Parking**

The Project accommodates parking through an on-site parking garage and surface parking. Pursuant to Section 7.7.1.B.3.b of the Zoning Ordinance that went into effect on October 30, 2014 (the "New Zoning Ordinance") the Applicant proposes to provide a sufficient number of on-site parking spaces, in accordance with applicable requirements for Commercial/Residential properties in a Reduced Parking Area.³ Section 6.2.3.B of the New Zoning Ordinance requires a minimum of 839 parking spaces and a maximum of 1829 parking spaces for the overall development. In total, after completion of the Project, the Property will provide a total of 1,293 parking spaces on-site, which exceeds minimum parking requirements but remains within the maximum amount permitted. The parking is more than sufficient to accommodate the existing and proposed users of the site, given then Property's close proximity to transit.

³ Section 7.7.1.B.3.b provides an opportunity to amend the parking requirements of a previously approved application in accordance with the parking requirements of Sections 6.2.3 and 6.2.4 of the New Zoning Ordinance.

Additionally, to accommodate non-automobile users of the site (*i.e.* employees and visitors), both short term and long term bicycle spaces will be provided. In accordance with Section 6.2.4.C of the Zoning Ordinance, a total of 74 bicycle parking spaces will be provided on the Property, of which 50 will be available for long term use in a secured area with a controlled point of access.

VI. Modification of Conditions of Approval for Site Plan No. 820010130

The Planning Board Resolution approving Site Plan No. 820010130 (the "Resolution") included a condition requiring "a minimum 30,000 square foot grocery store..." At the time of approval in 2001, residents had expressed concern that the Giant was the only grocery store in the vicinity and its closure would be a hardship. However, since that time, a Whole Foods has opened in the Wisconsin Place development on the western side of Wisconsin Avenue, barely one-tenth of a mile from the Giant located on the Property.

While the Applicant has no intentions of removing the existing grocery store, the Applicant is seeking to eliminate Condition #3 of the Resolution in order to provide additional flexibility to respond to changing market conditions over time and ensure that the tenant mix at the Collection can be adjusted, if and when it becomes necessary, to better meet the needs of the surrounding community. While the condition certainly served a useful purpose when originally approved, with the passing of time and with other nearby shopping alternatives in place, the condition is no longer needed. Furthermore, through this Amendment, the Applicant is providing additional public use space and amenities that will substantially benefit the surrounding community.

VII. Zoning Ordinance Conformance

A. Amendments to Applications Approved Before October 30, 2014

Pursuant to Section 7.7.1.B.3 of the New Zoning Ordinance, the Applicant is seeking to amend the previously approved Site Plans under the development standards and procedures of the Property's zoning on October 29, 2014. The Amendment does not (1) increase the approved density or building height and (2) will retain at least the approved setback from the adjacent single-family homes in the R-60 Zone. After completion of the proposed Amendment, the Project will continue to comply with the allowed/required height, density, and development standards of the CBD-1 and TS-M zones. Accordingly, this Amendment is being submitted under the standards and procedures of the Property's zoning in effect on October 29, 2014, with the exception of parking.

VIII. Findings Required for Site Plan Approval

Section 59-D-3.4 establishes the findings required for approval of a site plan application. As set forth below, the Amendment satisfies each of these requirements:

1. *The site plan conforms to all non-illustrative elements of a development plan or diagrammatic plan, and all binding elements of a schematic development plan, certified by the Hearing Examiner under Section 59-D-1.64, or is consistent with an approved project plan for the optional method of development, if required, unless the Planning Board expressly modifies any element of the project plan.*

The proposed Amendment conforms to all non-illustrative binding elements that were approved as part of Local Map Amendment No. G-775 for the Collection portion of the Property (the TS-M Zone). Additionally, the proposed Amendment is consistent with the Project Plan, originally approved by the Planning Board on July 29, 1999 and subsequently amended on May 13, 2010 (Project Plan No. 91999002A). The Amendment seeks approval of minor modifications intended to rebrand and revitalize the retail environment – something that will benefit the entire area as a whole. The proposed Amendment will not increase the square footage or building height on site and will result in a net increase in public use space. Additionally, the existing uses on-site will remain unchanged.

2. *The site plan meets all of the requirements of the zone in which it is located, and where applicable conforms to an urban renewal plan approved under Chapter 56.*

As illustrated on the Site Plan submitted with this Amendment, the proposed Project continues to satisfy all of the requirements of the CBD-1 and TS-M Zones and the Chevy Chase Neighborhood Retail Overlay Zone that were previously approved. Pursuant to Section 7.7.1.B.3.b of the New Zoning Ordinance, a sufficient number of on-site parking will be provided in accordance with applicable requirements for Commercial/Residential zoned properties in a Reduced Parking Area (*i.e.* Sections 6.2.3 and 6.2.4). This Property is not located within an urban renewal area.

3. *The locations of buildings and structures, open spaces, landscaping, recreation facilities, and pedestrian and vehicular circulation systems are adequate, safe, and efficient.*

The Amendment is designed to improve and ensure the adequacy, safety, and efficiency of the overall development. As thoroughly discussed above, the Amendment will result in significant improvements to the pedestrian environment and vehicular circulation. The redesign and reconfiguration of Johnston Park Plaza and Farr Park are intended to eliminate existing barriers and create more open and inviting public spaces.

4. *Each structure and use is compatible with other uses and other site plans, and with existing and proposed adjacent development.*

The Project is physically compatible with, and not detrimental to, existing and future development surrounding the Property. The proposed Amendment will enhance the Collection's presence along this major thoroughfare and create a more vibrant shopping center that is reflective of the Property's location within close proximity to Metro. Because there are no changes in use, the proposed Amendment remains compatible with the uses surrounding the Property.

5. *The site plan meets all applicable requirements of Chapter 22A regarding forest conservation, Chapter 19 regarding water resource protection, and any other applicable law.*

The Project is subject to the Forest Conservation Ordinance and required Forest Conservation Plan. An amended Forest Conservation Plan will be submitted in connection with this Amendment.

The Project will comply with the requirements of Chapter 19 of the Montgomery County Code. Applicable requirements under Chapter 19 are addressed in the amended Stormwater Management Concept Plan, submitted to the Montgomery County Department of Permitting Services ("DPS") for review on March 15, 2016. In connection with the Project, the Applicant will utilize environmental site design (ESD) to the maximum extent practicable toward meeting the required water quality treatment and water quantity control needs for the redeveloped improvements. These facilities will be designed per the 2009 MDE SWM Design Manual, Chapter 5. The Property is not in a Special Protection Area, so no separate water quality monitoring plan is required. A Sediment and Erosion Control Plan will be submitted to DPS for its approval prior to commencement of construction.

IX. Conclusion

The Project will result in the creation of a vibrant retail experience for all users of the site. The Amendment will strengthen the pedestrian environment, improve vehicular circulation, create more inviting public spaces, improve the buildings' presence on the street, and introduce more uses and programmed activities that are intended to appeal to the surrounding community. As such, the Project will make a significant contribution to the overall vibrancy and continued success of Friendship Heights. Additionally, this Amendment will promote the creation of a unified brand identity for the Property. As demonstrated by this Statement, the Amendment complies with all applicable requirements of the Zoning Ordinance that govern development under the CBD-1 and TS-M Zones. For all of the reasons discussed above, the Applicant respectfully requests approval of this Amendment to the various Site Plans.