Market Plaza Mixed-Use Development
Charlottesville, VA
Volume I: RFP Response

City Market, Civic Plaza, Retail, Office, Residential & Parking Complex
March 27, 2014

Office of Economic Development
City of Charlottesville, Virginia
P.O. Box 911, 610 East Market Street
Charlottesville, VA 22902

Re: Proposal for City Market/Mixed-use Development

Dear Office of Economic Development Office and City Council,

Woodard Properties and Powe Studio Architects PC are very pleased to submit the enclosed development concept and financial proposal for the development of “Market Plaza”, an exciting urban mixed-use building and civic plaza. Market Plaza proposes to accommodate the City Market and an urban park, a vibrant mix of retail, office, parking, and residential uses on the City owned property (and adjacent outparcel) in south downtown. Market Plaza stands to enhance the economic and social vitality of downtown Charlottesville.

Our proposal submission is in two volumes. Volume 1 responds to each of the submission requirements of the City Market/Mixed-use Development Request for Proposals (RFP), describing our design concept, and it also includes financial information and extends an offer to purchase the property in a confidential attachment. Volume II is a larger presentation that provides a series of perspectives and floor plans illustrating the urban mixed-use plaza, retail, office, and residential building with landscaping and important connections to downtown.

We look forward to an opportunity to meet with City officials to finalize a development agreement which is of meaningful benefit to the City and its residents. The submission outlines one approach to structuring this public/private undertaking, and we are open to refining our approach and proposal though a collaborative dialog with the City.

Please contact our development team leader Keith O. Woodard at Woodard Properties, or design team leader Gregory Powe, AIA at Powe Studio Architects PC: 434-316-2525 with any required development or design information or clarifications. We look forward to an opportunity to present our development concept and proposal if selected for your further consideration. Thank you for this opportunity.

Respectfully Submitted:
Market Plaza LLC, a joint venture led by Woodard Properties

Keith O. Woodard, Managing Member
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RFP Response Organization

Our RFP response is organized, per the RFP, to respond to the eight RFP submission requirements. The RFP guiding principles are addressed in the section 4 and the four RFP selection criteria are addressed in the closing Summary section. Volume II provides a series of perspective images and floor plans of the concept for the proposed urban mixed-use building. Financially sensitive portions of the RFP deemed CONFIDENTIAL are in Volume I Attachment.
**Market Plaza**: an Urban Mixed-Use Development Proposal for Charlottesville, VA
City Market, Civic Plaza, Retail, Office, Residential & Parking Urban Mixed-Use Complex

Market Plaza on City Market days

Market Plaza vendor stalls layout on City Market days: 115 stalls on the plaza (49 with vehicles)
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Introduction

Our Team: Our total development, design and construction team is Charlottesville based, offering strong local talent capable of undertaking an important project of this magnitude and complexity.

Our development team is led by developer and architect Keith Woodard of Woodard Properties. Keith has focused his entire distinguished career on designing and developing residential units and commercial complexes here in Charlottesville, VA. His properties now comprise almost 1000 residential student units in multiple developments and his growing commercial properties include more than 150 commercial tenants in developments McIntire Plaza currently undergoing a major renovation and expansion.

Our design team is led by Gregory Powe, AIA of Powe Studio Architects PC’s Charlottesville, VA studio, in association with local architect Keith O. Woodard, RA and prominent local colleague Henry J. (Hank) Browne whose distinguished architectural career spans more than 5 decades of architectural leadership in Charlottesville, VA. Greg brings 40 years of experience designing and managing major projects nationally and internationally, many of them vertical urban mixed-use complexes. Greg’s architectural design and management portfolio includes more than 1,200 built high-rise residential condominium units throughout North America, and more than 5 million square feet of office space. Greg has led such major urban mixed-use projects as: the 3.5 million SF Reagan Building & International Trade Center, Washington, DC; San Jacinto Center in Austin Texas which includes a 350,000 SF office building and luxury business hotel; and the 2 million SF Les Terrasses project in Canada’s Capitol including three federal agency headquarters buildings and a business hotel with retail and underground parking.

Our local design team also includes Charlottesville’s most qualified engineering offices:

- structural engineers: Dunbar Milby, Williams Pittman & Vaughan (DMWPV)
- mechanical, electrical, plumbing and fire protection engineers: 2rw
- civil engineers: Timmons
- geotechnical engineering: Froehling & Robertson,
- landscape architecture: Waterstreet Studio
- Specialty technical experts in exterior enclosure design, vertical transportation and fountain design.

Our construction management will be performed by KBS, Inc. Their Charlottesville office has about to commence construction of 1000 West Market which is very similar to our proposed building, apartments over ground floor retail over underground parking, all concrete frame construction. They have extensive experience in constructing projects of this magnitude and complexity, including restricted urban sites. Their experience includes many urban mid- and high-rise apartment buildings throughout Virginia, and numerous corporate and commercial office buildings and mixed-use complexes.

Brief bios of Keith O. Woodard and Gregory Powe, AIA follow the development description.
Our Development Concept: This submission describes in detail our concept for creating a vibrant vertical mixed-use complex overlooking a new civic plaza to become the City Market’s permanent home during market days and a venue for Charlottesville to host festivals and other events. It will also serve as an urban park for south downtown’s residents, workers and visitors.

Our development concept includes the following vertically integrated dynamic mix of live, work and play functions:

- **Civic Plaza:** the proposed “Market Plaza” will provide a half acre focal point for downtown Charlottesville. The brick and stone paved plaza with focal water fountain, will serve as the permanent home to the City Market, accommodate festivals, and become an urban park for neighborhood recreation.

- **City Market:** the plaza will accommodate all 115 City Market vendors, with expansion available in the level below the plaza for another 32 vendors. (Our Second Street streetscape is designed to accommodate an additional 23 vendors, should the City opt to close Second Street on market days.)

- **Retail:** fronting all of Water and Second Streets and also open onto the plaza, are numerous retail/cafe spaces totaling more than 9,000 LSF.

- **Office:** the building includes workspace for more than 250 office workers in more than 55,000 LSF of class “A” office space.

- **Residential:** 67 luxury condominium apartment units terracing up the top five floors of the complex, offer a selection of one, two and three bedroom units, many with dens, and large terraces, all designed for “empty nesters” and “young urban professionals” alike.

- **Parking:** 102 public parking spaces and an additional 159 spaces for onsite office workers and residents all provided in three underground levels below the plaza (5 half levels).

Concept Details: Volume II of this submission provides perspective images and floor plans of this vertical mixed-use development concept, illustrating the plaza during both City Market days and weekdays. A more detailed description of the concept is contained in narratives in Volume 1, Section 3. Urban Design and Section 4. Concept.
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Market Plaza and retail fronting Water & Second Streets
City Market vendor layout: 155 stalls on plaza

Office Level 3
Office Level 4

Level 5 Residential (levels 6 to 9 terrace)  Upper parking Level (2 lower levels park over full footprint)
Bio: Keith O. Woodard, RA, President, Woodard Properties

After graduating from the College of Architecture at the University of Kentucky in 1976, Keith O. Woodard moved to Charlottesville, making a new home here for his family. His first endeavors were designing and building custom homes, but when interest rates rose to 21% in 1981, it was evident that Woodard Properties needed a new direction and focus.

Keith recognized the need for quality student housing near UVA and designed and built Woodard Properties’ first buildings, Cherry Suites, which are still owned and managed by Woodard Properties. Recognizing the importance of design and location, additional properties were developed on Wertland Street, Arlington Boulevard, Montebello Circle, Jefferson Park Avenue, King Street, John Street, and 13th and 14th Streets. Woodard Properties now provides housing for almost 750 students attending UVA.

In the mid-1980’s, the historic renovation of The Exchange Center on the downtown mall was completed as Woodard Properties’ first substantial entry into commercial property development. Additional endeavors included the design and reconstruction of a bed and breakfast inn, the Independence Resource Center, and several custom homes.

The acquisition and revitalization of Market Square in 2005 and McIntire Plaza in 2007 solidified the commercial interests of Woodard Properties. Together, with Class “A” office space at 400 Preston, Woodard Properties provides space for more than 150 retail, office, service, and industrial businesses and non-profit entities in Charlottesville.

In an effort to help with our community’s affordable housing needs, in 2007 Woodard Properties purchased Dogwood Properties, a long-time endeavor of Eugene Williams. These properties are now being revitalized so that Mr. Williams’ vision can continue to serve Charlottesville residents and honor his legacy.

Woodard Properties has supported several local organizations by providing space for the Charlottesville Community Design Center, UVA dance clubs, a police department sub-station, and others in addition to financial, hands-on, and in-kind support for a variety of non-profit organizations, both cultural and housing related.

In 2008 Woodard Properties adapted an open book management philosophy utilizing the ‘Great Game of Business’, giving all employees a stake in the success of the business. They provide the commitment, pride, and energy needed to manage, maintain, and develop the properties.

Newer projects include historic renovations of retail and apartments on the Downtown Mall, apartments on Park Street at Comyn Hall, and on-going additions and improvements at McIntire Plaza. Woodard Properties has several properties for future development – multi-family, mixed-use, and commercial. With the continued growth of Charlottesville, Woodard Properties will continue to strive to provide pleasant environments for residents and businesses to call home.

Keith’s civic activities currently include serving as Chair of the Charlottesville Housing Authority, bringing his considerable residential architectural and development expertise to this organization’s affordable housing mission.
Bio: Gregory Powe, AIA, Managing Principal, Powe Studio Architects

Gregory Powe, AIA, NCARB, has more than 40 years of diverse professional architectural design and project management experience. After graduation from McGill University School of Architecture (with Distinction) in his home town of Montreal, Canada, Greg served as design director of an international developer and as a senior design architect and project director with architecture firms in Texas before becoming Managing Principal of a number of regional offices of major national architecture and A/E firms in his 25 years in Washington, DC. Greg opened his own office focused on urban architecture in the early 2000’s in DC. Now residing in the Charlottesville area, Greg opened a Charlottesville studio to focus primarily on urban mixed-use opportunities in his new home town and on historic adaptive reuse facilities.

Greg is a strong advocate for urban architecture which he defines as buildings with a mix of live, work and play activities which not only creatively resolve their internal uses, but also contribute to the vitality of their urban neighborhoods. He has led many successful public/private ventures, bringing private expertise to public real estate needs. His design expertise includes multifamily residential (more than 1,200 built units), office (5+ MSF), hotel, and retail, often in urban mixed-use complexes, and cultural and institutional facilities, in both new urban infill buildings and in adaptive reuse projects within significant older buildings, often historic.

Greg’s experience of relevance to the Market Plaza urban mixed use complex includes:

**Ronald Reagan Building & International Trade Center**, Washington, DC; Project Director for the 3.5 million SF mixed-use complex including 2 million SF office component, international trade center, retail, and 2400 car parking complex, for General Services Administration, a public/private venture

**San Jacinto Center on Town Lake**, Austin, Texas, an urban mixed-use complex including a 300 room Four Seasons hotel plus twin 350,000 SF office towers, for Southland Realty

**Harbour Square Waterfront Mixed-Use Complex**, Toronto, Ontario: 1000 room luxury hotel and conference center, 3 phases of high-rise condominium residential towers, each 600 units.

**Les Terrasses de la Chaudière Complexe**, Hull, Québec, Canada, a 2.0 million SF three government headquarters office buildings plus hotel complex, with retail and underground parking, for Campeau Corporation, a public/private venture

**Republic Plaza Office Building**, Austin, Texas, 120,000 SF urban office tower with garage

**TeleCommunication Systems Headquarters**, Annapolis, MD, 150,000 SF corporate headquarters office campus complex for TCS and Mesirow Stein, a BRAC public/private venture

**Bayou Bend Towers Condominium**, Houston, Texas, a 110 unit luxury high-rise condominium, for Campeau Corporation

**Calvary Place Permanent Supportive Housing**, Washington, DC, an 80 studio apartment complex for formerly homeless persons, with supportive social services, for United Methodist Church

**La Tour Condominium**, Dallas, Texas, 160 unit high-rise condominium for Campeau Corporation

**Spires Condominium**, Houston, Texas, 40 story 320 unit high-rise condominium tower
Section 1: Programming Needs

Market Plaza is designed to accommodate all of the current 115 City Market vendors and to include a minimum of 102 public parking spaces in an under-plaza parking garage, capitalizing on this key downtown property to with the development of a vertical mix of retail, office, residential and parking components which will help to strengthen the entire downtown area (and provide significant new tax revenue to the City.)

City Market: The proposed Market Plaza mixed-use development will provide a permanent home for the Charlottesville City Market, accommodating all of the existing 115 market vendors on a new civic plaza. There is an option to accommodate a further 32 vendors within the Water Street level of the parking garage on weekends. Our vendor plaza plan also illustrates another possible market expansion, should the City consider closing Second Street during market days to accommodate an additional 23 vendors.

A portion of the plaza market space can be enclosed to accommodate up to 40 of the market vendors in an indoor/outdoor space. This “Market Pavilion” could become an urban market open daily year round, should some vendors choose to organize as a cooperative and lease this space from the developer. The pavilion space can be accessed from the plaza and also through a Second Street entrance and stairway down to this plaza level, large glass roll-up doors fronting both the plaza and Second Street can open this 22 feet high pavilion space on market days and other days, depending on the weather.

<table>
<thead>
<tr>
<th>Market Stalls</th>
<th>w/ truck</th>
<th>w/o truck</th>
<th>Total Vendors</th>
</tr>
</thead>
<tbody>
<tr>
<td>Plaza</td>
<td>48</td>
<td>25</td>
<td>73</td>
</tr>
<tr>
<td>Pavilion</td>
<td>42</td>
<td></td>
<td>42</td>
</tr>
<tr>
<td><strong>Total Plaza Vendors</strong></td>
<td>48</td>
<td>67</td>
<td><strong>115</strong></td>
</tr>
<tr>
<td>Water St Lower Level</td>
<td>20</td>
<td>12</td>
<td>32</td>
</tr>
<tr>
<td><strong>Total on-site Vendors</strong></td>
<td>68</td>
<td>79</td>
<td><strong>147</strong></td>
</tr>
<tr>
<td>Second St Option</td>
<td>17</td>
<td>6</td>
<td>23</td>
</tr>
<tr>
<td><strong>Total w/ Optional Expansion</strong></td>
<td><strong>85</strong></td>
<td><strong>85</strong></td>
<td><strong>170</strong></td>
</tr>
</tbody>
</table>

Our team invited representative market vendors and members of the Board of Market Central to meet with us in a focus group session to solicit initial feedback on the concept for City Market, the plaza layout, the indoor/outdoor market pavilion potential for a daily year round cooperative, possible expansion in the upper garage level, and the possibility of expanding into Second Street on market days. Initial excellent feedback identified some operational issues we shall resolve. The group seemed not to favor expanding beyond the plaza, the permanent daily year round Market Pavilion was interesting but requiring further vendor consideration. We shall work further with the wider vendor group once the proposals are made public.
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Plaza vendor plan = 115 vendor stalls
Second St expansion option adds 23 stalls
Upper parking level option adds 32 vendor stalls

Public Parking: Market Plaza will include a three level (5 half level) parking garage below grade under the new civic plaza. Our plans currently include approximately **261 total parking spaces** with a minimum of **102 public parking spaces**, one reserved space for each of the 67 planned residential condominium units (including possibly some tandem spaces). 90+ spaces will be reserved for office workers who lease space within the complex during the workweek (available to the public on evenings and weekends). One option being considered if for up to 28 of the reserved resident spaces to be tandem spaces.

<table>
<thead>
<tr>
<th>Parking Spaces</th>
<th>Single</th>
<th>Optional Tandem</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Level P-0</td>
<td>31</td>
<td></td>
<td>31</td>
</tr>
<tr>
<td>Level P-1</td>
<td>29</td>
<td></td>
<td>29</td>
</tr>
<tr>
<td>Level P-2</td>
<td>33</td>
<td></td>
<td>33</td>
</tr>
<tr>
<td>Level P-3</td>
<td>65</td>
<td>14</td>
<td>79</td>
</tr>
<tr>
<td>Level P-4</td>
<td>35</td>
<td></td>
<td>35</td>
</tr>
<tr>
<td>Level P-5</td>
<td>68</td>
<td>14</td>
<td>82</td>
</tr>
<tr>
<td><strong>Total Spaces</strong></td>
<td><strong>261</strong></td>
<td><strong>28</strong></td>
<td><strong>289</strong></td>
</tr>
</tbody>
</table>

Water Street parking level
Two levels below: park the entire footprint
**Vertical Mixed-Use Development:** In addition to providing a new civic plaza focus for downtown Charlottesville to accommodate the City Market and other civic and recreational functions, our development proposal recognizes the significant value of this property to further enliven downtown Charlottesville. We therefore propose a nine story “L” shaped vertical mixed-use building fronting the plaza and along Water and Second Streets, to bring more than 250 new office workers and more than 100 new residents to this downtown neighborhood, provide new retail space fronting all of Water Street and Second Street and accessible from the plaza, and replace all of the public parking, with additional spaces for onsite tenants and residents. This added activity will not only enliven the downtown area south of the Mall, but these new workers and residents will provide added activity for existing downtown businesses.

Our vertical mix of uses is layered as follows:

**Civic Plaza:** the focus of the complex, the new permanent home for the City Market and also accommodating other civic and recreational events, more than half an acre, +/- 32,000 GSF

**Retail:** retail and café spaces stepping up the entire length of Water Street, also fronting Second Street, most being through spaces which also front the civic plaza, +/- 9,800 GSF, +/- 9,800 LSF

**Office:** two levels (and a partial 3rd) providing new Class “A” office space to accommodate more than 250 new downtown office workers, +/- 58,000 GSF, 51,500 LSF

**Residential:** 67 luxurious condominium apartment units in a mix of one, two and three bedroom units, many with added dens, all with balconies or terraces, some of which are spectacular outdoor living areas, +/- 89,000 GSF, +/- 82,000 LSF

**Parking:** as described above, 102 public spaces, 67 spaces reserved for residents and more than 90 spaces reserved for onsite office workers during business hours (public on evenings and weekends), 261 total spaces (plus possible additional tandem spaces), +/- 84,000 GSF
Market Plaza: an Urban Mixed-Use Development Proposal for Charlottesville, VA
City Market, Civic Plaza, Retail, Office, Residential & Parking Urban Mixed-Use Complex

Current conceptual plans illustrate gross building floor areas by function and by level summarized as follows:

<table>
<thead>
<tr>
<th>Building Function</th>
<th>Resident</th>
<th>Office</th>
<th>Retail</th>
<th>Plaza</th>
<th>Parking</th>
<th>Total GSF</th>
</tr>
</thead>
<tbody>
<tr>
<td>Level 9 Apartment</td>
<td>13805</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>13805</td>
</tr>
<tr>
<td>Level 8 Apartment</td>
<td>15760</td>
<td></td>
<td></td>
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<tr>
<td>Level 7 Apartment</td>
<td>18480</td>
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<td></td>
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<td></td>
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</tr>
<tr>
<td>Level 6 Apartment</td>
<td>19320</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>19320</td>
</tr>
<tr>
<td>Level 5 Apartment</td>
<td>20160</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>20160</td>
</tr>
<tr>
<td>Level 4 Office</td>
<td></td>
<td>23750</td>
<td></td>
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<tr>
<td>Level 3 Office</td>
<td></td>
<td>22200</td>
<td></td>
<td></td>
<td></td>
<td>22200</td>
</tr>
<tr>
<td>Level 2 Retail</td>
<td></td>
<td>9450</td>
<td></td>
<td></td>
<td></td>
<td>9450</td>
</tr>
<tr>
<td>Plaza Level</td>
<td>1300</td>
<td>1300</td>
<td>6350</td>
<td>32700</td>
<td></td>
<td>41650</td>
</tr>
<tr>
<td>Ground Level</td>
<td>960</td>
<td>1400</td>
<td>3450</td>
<td></td>
<td></td>
<td>29600</td>
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<tr>
<td>Parking Basements</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>54600</td>
<td>54600</td>
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<tr>
<td><strong>Total GSF</strong></td>
<td><strong>89785</strong></td>
<td><strong>58100</strong></td>
<td><strong>9800</strong></td>
<td><strong>32700</strong></td>
<td><strong>84200</strong></td>
<td><strong>274585</strong></td>
</tr>
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</table>

Current conceptual plans illustrate the following mix of leasable (or saleable) building floor areas per function per level:

<table>
<thead>
<tr>
<th>Building Function</th>
<th>Resident</th>
<th>Office</th>
<th>Retail</th>
<th>Total NSF</th>
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</thead>
<tbody>
<tr>
<td>Level 9 Apartment</td>
<td>12540</td>
<td></td>
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<tr>
<td>Level 8 Apartment</td>
<td>16290</td>
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<td>Level 7 Apartment</td>
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<tr>
<td>Level 6 Apartment</td>
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<tr>
<td>Level 5 Apartment</td>
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<td></td>
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</tr>
<tr>
<td>Level 4 Office</td>
<td></td>
<td>22450</td>
<td></td>
<td>22450</td>
</tr>
<tr>
<td>Level 3 Office</td>
<td></td>
<td>20900</td>
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<td>20900</td>
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<tr>
<td>Level 2 Retail</td>
<td></td>
<td>8200</td>
<td></td>
<td>8200</td>
</tr>
<tr>
<td>Plaza Level</td>
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<td>Ground Level</td>
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<tr>
<td>Parking Basements</td>
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<td><strong>Total GSF</strong></td>
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<td><strong>51550</strong></td>
<td><strong>9800</strong></td>
<td><strong>151530</strong></td>
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</table>
Section 2. Environmental Issues: Sustainability

As designers and developers of the built environment, we must be responsible stewards of the environment. The following considerations are important to our concept. Should we be selected to develop and design this major project, we shall focus on a detailed analysis of these and other crucial environmental approaches.

**Storm Water:** The entire existing site is completely impervious, so all rain water currently must be removed via the City’s storm water (sewer) system. Our goal will be to retain and/or detain all storm water on site to reduce the existing load on City storm water sewer system. Our proposed concept has three site coverage conditions, each of which will be engineered to retain and/or detain storm water:

1. **Civic plaza:** more than a half acre of brick and stone pavers accommodate the City Market activity. We intend to collect all rain water and store it on site for reuse for our irrigation system. We are investigating whether it is practical for some of this plaza surface to be a lawn area and still accommodate market stalls and vehicles on market days, so our current plaza design shows a broad border of lawn with stone pavers on the two perimeter sides of the plaza.

2. **Building Roofs:** we step the building back in multiple places to scale back the massing, particularly off of South Street, also off of Water and Second Streets. These terraces will all be accessible for residential unit exterior use. The roof of the building will also have paved areas, some shaded with trellises, for resident recreational use. We shall evaluate using a green roof planting system for the remaining roof, to provide a storm water detention system and to cool the habitable space below, irrigated during dry times by a water retention and recycling system.

3. **Water and Second Street Pedestrian Spaces:** We are proposing a generous 15 feet landscaped space from face of building to edge of curb on both Water Street and Second Street (10 feet setback from property lines) provide generous sidewalks, and introduce large landscaped areas and trees. On Water Street we propose a double row of Gingko trees between which the pedestrian sidewalk will climb Water Street. Outboard of the sidewalk, we propose a 5 feet wide green border which will capture rain water from the street to serve as a bio-filter for this water, filtering it through the planting beds (with stepped water weirs during heavy rains). This bio-filter system will clean the water which will be collected and retained in onsite cisterns for reuse as irrigation water. On Second Street we propose a wide sidewalk immediately adjacent the curb (to provide the option for the City to increase market vendor capacity by utilizing a closed Second Street on City Market days for an additional 23 stalls). Inboard of this sidewalk, we propose general planting beds against the buildings with a row of Maple trees to provide a softening and greening of Second Street, all irrigated through our rainwater recycling system.
Energy Reduction: We are currently illustrating a number of energy reducing methods for this mixed-use complex, including:

- **Energy efficient systems:** one of the advantages of combining various uses within a single complex is to take advantage of different energy demands at different times of the day by various uses. Our mechanical system will consider using central heating and cooling sources to take advantage of differential heat gain and loss between uses and between the different building exterior exposure orientations.

- **Solar Shading:** Our concept currently includes solar shading (brise-soleils) over the floor-to-ceiling glass wall on the plaza-oriented sides of the residential building, to reduce solar gain during hot summer months while permitting more sun during the cooler seasons. We will also evaluate using low emissivity (“low-E”) glass, with properties that dramatically reduce the solar rays which produce solar heat gain, while still providing a clear un-tinted view and appearance.

- **Materials Sourcing:** Our selections of building systems components, and natural and man-made materials will be made ever conscious of priority sourcing locally and regionally to reduce environmental impacts due to transportation of these products to the site.

- **Pedestrian Orientation:** one of the values of urban mixed-use downtowns is the ability to live, work and play in a totally walkable pedestrian environment, thus reducing the use of fossil fuels to power our vehicles. We will provide automobile recharging stations in our garage for electric vehicles and bike racks to help facilitate bicycle use in lieu of cars.

- **Other “Green” Measures:** as we develop our building systems we shall look at a multiplicity of other energy saving measures, from low flow plumbing fixtures to solar tubes and other natural lighting devises to keep our energy demands low.

**Subsurface Environmental Considerations:** The City requirement to replace 102 surface parking spaces plus our onsite use demands will require an underground parking structure descending two full levels below the low street point at Water and First Streets.

No geotechnical, utility or water table information has been provided in the RFP package, so this proposal makes educated assumptions on subsurface conditions based on nearby projects. Once selected, our team will immediately undertake geotechnical and environmental subsurface exploration (soils borings) to identify any possible soils contamination, soils challenges for building foundations, high water table issues (Water Street is aptly named) and underground utility conditions and locations.

With these subsurface unknowns, our proforma and resulting calculated land value assume minimal issues requiring costly resolution, and our team is prepared to remediate unknown conditions, but the costs related to these kinds of unforeseen conditions may impact the resulting final land value.
Section 3. Urban Design Guidelines

As in any key urban site, there are many influences on and surrounding a property which help to shape great urban places. Some of the influences which guided our proposed vertical mixed-use building are described herein. These address each of the bullet points listed in the RFP.

The entire development is designed around a civic plaza centerpiece, the building massed to maximize the plaza area and to assure that the south (and east) facing plaza is in sunshine, particularly on market mornings.

The urban design of the proposed complex recognizes the principals of urban design excellence as articulated by such City documents as the Comprehensive Plan and Corridor Study referenced in the RFP.

**Required street relationships and connections:** The Mall, which is correctly viewed as the center axis of Charlottesville’s downtown brings retail focus to our downtown, tying the downtown together in its east-west orientation.

**First Street:** The property assembly of this project fronts on First Street, the north-south axis where west and east downtown come together. With this project providing a major anchor to the south side of downtown through its centerpiece civic plaza and its critical mass of live, work and play spaces, it suggests that First Street become an effective north-south cross axis to the east-west Mall axis, linking this site and its neighborhood to the Mall activity. This more effectively connects the north and south downtown neighborhoods, with the prospect for extending the First Street pedestrian mall further southward to stimulate further growth of this “strategic investment area”.

We therefore accept the option to acquire the development rights of the First Street right-of-way to facilitate this north-south pedestrian “mall” perpendicular to the existing east-west “Mall”, to expand the civic plaza beyond the property (and parking beneath), ready to be further extended into the full block future development site to the east (existing private surface CPC parking lot block).

**Water Street** fulfills the same east-west connectivity arterial role as Market Street does just north of the plaza. The street is lined along most of its north side by 3 story historic masonry buildings, mostly commercial at street level, beginning the potential for Water Street as an effective commercial street, but currently with large gaps due to the open lots (and modest commercial activity along the two block long garage to the property’s east). Our concept provides a three story urban street wall, brick with punched windows similar in scale and detail to the historic neighbors across the street, articulated as individual 30 feet wide building “retail” elements, animated at ground level with transparent storefronts along its block long frontage (which climbs a challenging 16 feet in grade across this block). The main building above this three story base steps back from this base to reduce its impact on the street, further stepping back on each of
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the top two floors which recede beyond view from street level. The landscape character we propose along this frontage includes a dramatic double row of Gingko trees between which the sidewalk is aligned, with generous plantings either side of the sidewalk, introducing another pedestrian scaled series of “softscape” elements to further modulate the scale of the building.

**Second Street** is of a notably different scale than Water Street, having a narrower public street right-of-way, with much of the other side of this street being two stories, sometimes historic, formerly single family residences. Our response to this scale and character is to reduce the scale of the projected base of the building to a two story brick base, articulated in 20 feet wide separate building facades, with ground floor retail storefronts, a generously wide pedestrian sidewalk (helping facilitate using Second Street for possible expansion market vendor activity) and wide heavily planted building front yard, with beautiful vertical maple trees helping further modulate building scale, with the top two floors stepping back to not be visible from the street.

**South Street** is lined on its south side by historic warehouses. Our building massing steps back as it rises from its three story base on South Street, with a series of stair-step south-facing terraces (wonderful 12 feet wide residential patios), reducing the scale of the building in line with the 3 story buildings across this narrow street. Our plaza deliberately orients southward to maximize sun in the plaza, with its south edge along South Street being framed by vertical columns to accommodate lighting, sound, security, banners and the solar sail sculptural elements which shade portions of the plaza.

**Building Frontage:** As discussed above, the “L” shaped building fronts primarily on Water and Second Streets, with the building mass expressed as a three story brick base on Water Street expressed in 30 feet wide building fronts, and then further reduces its scale on the narrower quieter Second Street as a two story brick base with 20 feet wide building elements. Then the main building steps back for the six upper stories, with each of the top two stories further receding creating terraces, with both facades echoing similarly scaled buildings across the streets. The ground floor facades on both streets are inviting transparent glass storefronts, with each module architecturally detailed individually for visual variety, identity and richness. Landscaped areas in front of the building facades and generously planted rows of trees further modulate and soften this urban façade.

**Parking:** Our concept turns the blight of an open city parking lot, (awkwardly graded to accommodate the significant topography across the block), into a wonderful civic plaza to house both weekend City Market days and weekday civic and recreation functions. We replace these parking spaces by constructing a three level (actually 5 half level) underground parking garage under the plaza and building, replacing all 102 current surface public parking spaces plus adding another +/-160 spaces for our new building users. With all four street frontages important, and challenging street grades, we cross the pedestrian sidewalk at only one location to enter the garage. This entrance is from the primary arterial Water Street at its lowest elevation near First Street.
Loading and Service: Because of the high visibility of all four of the streets surrounding, there is no obvious “back” of the building for service and loading access. The current concept anticipates vertical transportation channel from the residential, office and retail/plaza levels down into the first parking level with trash chutes and service elevators. We are maintaining a high ceiling height in this upper garage level, accessible at grade off Water Street, with the intent to remove trash through the garage during off hours. Similarly we shall study the feasibility of providing daily deliveries and infrequent building move-ins through this garage, and if this is insufficient, we shall need to define a designated loading dock, ideally near the interior corner of the “L” Shaped building where elevator cores are located to handle loading. (Since this would place loading on Water or Second Street which are envisioned as pedestrian spaces, it would be preferable to try to make the garage location feasible.)

Street hierarchies: We address the relationship of Market Plaza and building to its four surrounding streets and their differing hierarchies and characters and functions, in the detailed narrative “Required street relationships and connections” above. The building functions, massing, and architectural and landscape character of each of these four streets are described.

Required open space for development: The centerpiece of this development is a new civic plaza (we have named it “Market Plaza”) which not only will house all existing 115 market vendors on City Market days, but which will serve as a gathering place for downtown outdoor festivals and other programmed events, and as an urban park for quiet family, office worker and resident recreation. A water fountain with a series of water jets, with water pooled in a very shallow plaza recess (a couple of inches depth maximum), is able to be turned off on market days. The plaza is oriented southward to catch the sun, with the “L” shaped building surrounding the plaza to the north and west, fronting on Water and Second Streets. Two canvas sculptural “sail” elements will soar over portions of the plaza, providing shade for market customers and vendors and plaza recreational visitors.

The City Market requires about a half-acre of flat unobstructed plaza onto which to set up 115 stalls (many with vendor vehicles which serve as their inventory storage). We propose to utilize the Charlottesville Mall 4” by 12” brick paver, laid in a 10 feet square herringbone grid (the market stall module), with a second complimentary brick color to differentiate between circulation and stalls on market days, and to provide and interesting plaza geometry for visual interest year round. The central fountain feature will utilize a stone paver pattern to form the very shallow ponding area, sufficiently flat (recessed jets) to allow total vendor and vehicle accessibility on market days. We are studying ways to structure lawn areas which can withstand the occasional market vendor truck access, to soften the plaza with natural planting, none of which will obstruct the necessary flat plaza expanse which the market requires.

Our decision to close the First Street right-of-way both accommodates a sufficiently large plaza area for the City Market and facilitates a new cross axis north-south pedestrian “mall” to better tie north and south downtown neighborhoods.
Building character: There are three primary building-to-surroundings relationships, each of which is expressed differently in response to these varying conditions:

Water Street and Second Street frontage: As discussed in “Required street relationships” narrative above, the building fronts retail space on both of its street-oriented facades, with the building base being of brick expression with “punched windows” reminiscent of typical “Charlottesville Mall” facades, articulated in three story thirty foot wide “facades” of differing architectural expression, brick detailing and color along Water Street and in a two story 20 feet wide module on narrower secondary Second Street, with ground floor animated transparent storefronts.

Water and Second Street Residential Component: above the three and two story projected brick commercial base of the building along Water and Second Streets, the building steps back so that the projecting base maintains the appropriate street scale, with the upper building expressed in detailed brick and glass facades, a clean modern expression but respectful of the scale and character of the historic downtown, with vertical brick pilaster rhythm, projecting balconies, different fenestration patterns expressing floor-to-ceiling glazed living room walls and punched bedroom windows, and the entire building stepping back a further five feet at each of its upper two floors, (receding from view from the streets)..

Plaza Elevations: the “L” shaped building overlooks the west and south sides of the plaza, removed from the historic city streets. Here our concept proposes very clean contemporary transparent floor-to-ceiling glass curtainwall expression, capitalizing on the great plaza and horizon views, articulated with solar shades projecting at each floor line, projecting balcony rhythm, and slab and column cover gridded pattern across each façade. The brick base extends around the plaza, providing a more pedestrian scaled brick detailing richness and reducing the scale of the overall building as it relates to and reinforces the centerpiece civic plaza.

Structure height: One of the three key requirements of the City’s development RFP correctly requires that the vertical mixed-use development “recognizes the value of the Site as one of the few remaining undeveloped sites in the downtown area”. We concur that this key property, in addition to accommodating the City Market, should maximize the asset by creating a significant “critical mass” of uses to bring further vitality to our downtown.

The most successful downtowns are a vibrant mix of live, work and play activities, integrated to complement one another in “synergistic” ways, to increase the (commercial) viability of the City by providing more customers for the downtown retail, eating and entertainment venues by bringing more office workers and residents downtown. In turn this enhances the quality of the urban environment of residents and workers though an active walkable urban neighborhood. The proposed “L” shaped nine story building framing the south facing half-acre plaza, tiers uses with ground floor retail and plaza, two stories (and one inserted partial level) of office space for
250 workers above, with five terracing levels of 67 condominium apartments bringing more than 100 new residents to live downtown. We propose articulating the tower with commercial brick base projecting out from the building to reduce street scale to reflect the scale of the existing neighborhood buildings. The concept recesses the main building facades and articulates the façades to the city’s detailed scale on its street fronting facades, further stepping back to top two floors to recede from street level view, all to modulate the scale of the major complex to appropriately integrate into the downtown “brick scaled” buildings.

**Site requirements, maximum grades:** the property which accommodates a full city block plus First Street right-of-way, (including acquiring development rights to the outparcel) has a dramatic change in grade, rising 16 feet along Water Street from First to Second Streets, then an additional 4 feet rise up Second Street to the corner of South Street, then dropping down 8 feet to the corner of First and South, then back down 12 feet to the corner of First and Water Streets. The civic plaza required to accommodate the City Market is more than a half acre and should best be “flat” to provide full flexibility and accessibility to vendors, vendor vehicles and customers, including accessibility for all. We have set the plaza at the Second and South Street corner to average the relationship to Second Street (8 feet above the plaza) and Water at First Street (12 feet below the plaza) our concept proposing a grand stairway aligned with the centerline of First Street to bring pedestrians up from Water Street onto the plaza (the plaza elevation being similar to that of the Mall at First Street). There is also a conveniently located pedestrian elevator at this corner for ADA access for families with strollers and all of those who cannot negotiate the stairs up to the plaza. We step the retail facades up Water Street so that each space is entered at grade, similarly stepping up along Second Street. We access the garage at the low point of the site, off Water Street near First Street, tucking the upper garage level under the plaza level (including into the First Street right-of-way). These design decisions overcome the grade challenges and provide an accessible horizontal unobstructed plaza, interesting streetscape, and functional building.

**Building elevations:** as described above in both the “Building Character” and “Street Relationships” sections, the building architecture responds to the varying conditions around the site and presents a respectfully modern building, appropriate and compatible with the scale and predominantly brick character of historic downtown Charlottesville, respectful of the buildings across Water, Second and South Streets. The base mass of the building as it fronts Water and Second Streets, projects the retail/commercial base out and the main building above recedes, to provide a pedestrian scaled base of brick and glass of similar expression to downtown Mall architecture, three stories and in 30 feet wide building components on Water Streets, with varying fenestration, brick and cornice detailing and brick color for each building façade. A 20 feet wide and two story base on Second Street to acknowledge the reduced scale and character of Second Street, with the building dramatically terracing back off of South Street so that it is only 3 stories on South Street to correspond to the warehouse architecture across the street. The main building facades above the commercial projecting building base on Water and Second Streets are expressed in clean modern brick and glass façades, detailed and articulated to an appropriate scale for the downtown, with vertical pilaster rhythm, differing fenestration patterns.
for living rooms and bedrooms, with projecting balconies to further break down the scale of the facades. On the plaza side, above the articulated brick base, the building wall is a floor-to-ceiling glass curtainwall, with grid of column and slab covers, providing spectacular sunny residential spaces within, the facades articulated further with solar shades at each level and projecting balcony pattern.

**Sustainability:** In addition to the urban design principles listed in the RFP we value sustainability goals at an urban design scale (as addressed in the environmental section of this submission) which also describes the “hardscape” and “softscape” approaches to make this a more sustainable, pedestrian-scaled and warm welcoming “place”.

Water Street design includes two rows of Gingko trees with sidewalk between, outer planting bed serves as bio-filter collecting, cleaning and storing storm water, with inner planting bed adjacent the building base with retail entrances, 3 story commercial base with 30 feet wide retail fronts (office building entrance in foreground)
Second Street places wide sidewalk adjacent the curb for potential market expansion stalls in closed Second Street, with wide planting bed with row of maple trees adjacent the building, 2 story retail base with 20 feet wide retail fronts.

Three story projected brick commercial base with individually detailed brick and glass storefronts main building receding above. Grand stairway aligned with First Street leading up to the market plaza.
Section 4: Building Concept

View of building from plaza side from corner of First and South Streets. Brick retail/office base with glass curtainwall residence facades above, residential terraces stepping back from South Street.

View of complex from Water and Second Streets, 3 story commercial base on Water (to left) and 2 story base on Second Street, main building recedes from retail/office base, further terracing back on each of upper two levels; a modern brick expression of the building, highly articulated, with similar scale to downtown Charlottesville brick architecture.
Market Plaza is a proposed vertical urban mixed-use building with residential, office, retail and parking, focused around a dramatic half acre civic plaza which will be home to the weekend City Market, City festivals and other civic events, and an urban park for weekday recreational activities. The mixed-use functions will be vertically layered as follows:

- **Market Plaza**: the focus of this destination complex is a half acre civic plaza designed to be the home of the City Market on market days, and used for festivals and family recreational activities during the other days of the week, oriented southward and eastward to capture the morning sun, and accessed by a grand stairway directly aligned with First Street which will be closed to extend the plaza. Above the brick and stone plaza will be two canvas “sail” sculptural elements providing partial shade for market goers and vendors and weekday visitors alike. The weekday focus of the plaza is a water fountain with several programmable vertical water jets contained in a very shallow pool flush with the plaza, able to be turned off for full plaza access to market vendors on market days.

- **City Market**: On weekends, the civic plaza is designed to accommodate 115 market vendors (49 with vehicles), 40 of which are located in an indoor/outdoor “market pavilion” at the west end of the plaza. An additional 32 vendors (20 with vehicles) can be accommodated in a Water Street level area by converting the upper level public parking spaces each weekend, (with additional parking spaces available within the garage for all vendors without vehicle spaces,) for a total on site market of 144 vendors (69 with adjacent vehicle spaces, with garage parking available for other vehicles). The Second Street landscaped setback is designed in anticipation of closing the street on market days to accommodate an additional 23 vendor expansion (17 with vehicles).

- **Retail**: Stepping up Water Street are four retail/café spaces which also open out onto the plaza. The Market Pavilion, accessed off the plaza and from a Second Street retail building entrance, provides the opportunity for up to 40 of the market vendors to operate a permanent year round indoor/outdoor market space, able to be opened up on warm sunny days and on market days.

- **Office**: above the retail on levels 3 and 4 (and a partial level 2), accessed off a Water Street lobby, is 50,000 SF of Class A office space, bringing as many as 250 office workers downtown.

- **Residential**: 67 luxury condominium apartment units terrace up from level 5 through level 9, with green rooftop terrace above. The residences will be a mix of contemporary one, two and three bedroom apartments, many with dens, some with large terraces, all with spacious balconies, designed with both “empty nesters” and “young urban professionals” in mind.
• **Parking:** accessed from Water Street near First Street (at the site’s lowest street elevation) is a parking garage directly under the plaza which extends into the First Street right-of-way, extending down another two full levels (5 half levels) below Water Street, providing a minimum of 102 public parking spaces, with an additional 67 reserved spaces for residents (some of which may be tandem spaces) and approximately 90 spaces reserved for office workers during regular office hours (current total parking count is 261 parking spaces).

• **Streetscape:** The building is set back a generous 15 feet from both the Water Street and Second Street curbs, with the sidewalk climbing Water Street between two rows of Princeton Sentry Gingko trees, with a planting row outboard of the sidewalk functioning as a bio filter and capture storm by channeling street rainwater through green planting beds, with further plantings and entrances inboard of the sidewalk. (Storm water will also be captured and recycled from the plaza and used for on-site planting irrigation). The Second Street sidewalk is wide and curbside to accommodate additional market shoppers, should the city opt to close the street to expand the market to 22 more vendors on weekends, with wide planting beds and a row of Bowhall Red Maple trees adjacent the building.

**Guiding Principles**
The following summarizes the concept, addressing each of the “Guiding Principles” contained in the RFP.

**Vision & Financial Resources:**
Our vision for “Market Plaza” is to create a new public focal point for downtown Charlottesville, a wonderful civic plaza to both house the City Market on market days, and to be available to festivals and other citywide events, and providing an urban park in the center of the south downtown neighborhood for recreations. Surrounding this plaza on two sides, we envision an exciting vertical mixed-use development to accommodate more than 100 new downtown residents in 67 apartment units, more than 250 new office workers in 55,000 SF of Class “A” office space, and new retail and café spaces lining Water and Second Streets, also opening onto the plaza. We propose creating a north-south mall extension extending south from the Mall to the plaza and beyond, linking north and south downtown neighborhoods and helping stimulate further growth south of the site in this “strategic investment area”.

Woodard Properties has a proven track record in developing significant residential and commercial properties throughout its home town, Charlottesville. The financial section of this proposal (Section 7 Proforma) presents our proforma for this project, documenting its financial viability. The company has a strong track record in obtaining financing for all of its work though local banking sources and occasionally with joint venture investment partners. Keith Woodard may bring in a joint venture partner(s) to further strengthen the financial strength of this local team.
Competitive Price Purchase Offer: The proforma generates the property value our development can support. The value we offer the City goes beyond the initial purchase price of the property, the proposed development generating significant new property tax income as well as retail sales taxes. Also significant are the economic benefits and positive social impacts of bringing more than 100+ new residents and more than 250+ office workers downtown, providing new customers to further enliven the existing downtown businesses, and stimulating further downtown movement as the city enhances the downtown as an exciting a place to live, work and play.

Project Schedule: Beyond the selection and negotiation process schedule to designate our team as project developer, we shall need to refine our schematic design, proceed through both Board of Zoning Adjustment and Building Architectural Review processes, (assume 3 months) then our design team will require an additional 6 or 7 months to produce construction documents, two months for our contractor to permit and bid the project, and 18 to 20 months to construct the building, for a total of approximately 28 to 30 month period from selection to completion (assuming reasonable approval times and minimal unforeseen subsurface conditions).

First Street ROW: Our proposal intends to include acquiring the development rights for the First Street right-of-way to accomplish a number of project goals including:
- Creating a north-south pedestrian “mall” more strongly linking the north and south neighborhoods of downtown, with the prospect of further extending this north-south linkage to help stimulate further development in the Strategic Investment Area
- Increasing the area of the civic plaza to accommodate all 115 market vendors on this new civic plaza on market days
- Extend the underground parking structure into this right of way proving more parking spaces without further levels to be excavated (into unknown geotechnical and water conditions)
- Provide the ability to extend the plaza and the parking garage eastward if/when the adjacent full city block is developed, and to link our parking to the adjacent parking to permit entrance off of Second Street SE at the two block lowest point in this sloping site.

Note we intend to not obstruct the vista down First Street with any building component.

Neighboring Properties: We have entered into an agreement with the owners of the outparcel in the southeast quadrant of this city block to acquire development rights of this parcel to permit a full block development of this valuable underdeveloped block. (See confirmation from 100 East South LLC in the proforma section of this proposal.)

We have been in constructive dialog with the owners of the adjacent full city block directly east of our development site for some time now, (the open parking lot owned by CPC Inc.), having presented a concept to them last year to develop their block (in a joint venture, a land lease or a property purchase agreement) into a vertical mixed-use complex concurrent with developing the City’s City Market block (should we be selected by the City for their site).
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A copy of one of the plans of this two block integrated complex concept follows. We envision the benefit of extending the plaza into this second block and to connecting the parking to provide garage access for all off of Second Street SE. We anticipated a complimentary mix of residential, office, retail (and a possible hotel, depending on the outcome of the Landmark Hotel property) on these two blocks, with underground parking for all.

Two Block Vertical Urban Mixed-Use Complex Concept
(as presented to adjacent parking lot block property owners)

Two Block Mixed-Use Complex Typical Floor: City Market block to left (west), CPC parking lot block to right (east)

West-East Building Section looking north

West block South-North Section looking west

East Block North-South Section looking east
This dialog continues with the property owners of this adjacent full block. They have indicated that their Board is not prepared at this time to develop the property but we continue to explore the development opportunity. We have designed the Market Plaza concept so that it can be readily expanded into a second phase development of this second full block, with plaza and parking conceived to be easily extended eastward. We have shared our concept with CPC prior to submitting this RFP response and shall continue to work cooperatively to be in position to work with CPC at some later date when they are prepared to joint venture, lease or sell this property.

Site As Is: The RFP provides no information on the subsurface geotechnical conditions, and environmental issues which may be present, any water table issues or any location information on underground utilities. Our development team is prepared to manage any unforeseen site conditions (geotechnical, water table, environmental contamination, utilities relocation) which may be encountered, but since no information has been provided, we have made assumptions on these issues and have based out proforma on these assumptions, which in turn lead to the land value offered for the City’s property assembly. We shall immediately perform a geotechnical investigation of the property as soon as we are selected and also perform some further utilities investigation work to determine all utilities which may need relocation and/or upsizing. The cost of any significant unforeseen conditions may have an impact on the ultimate land value, and hence our property value offered may require an appropriate adjustment to fund unforeseen remedial actions.

Water Street Mixed-Use Corridor: We have reviewed the Water Street current zoning, the comprehensive plan, the corridor study for this area, and the strategic investment area plan, and we have applied urban design best practices to our concept to respectfully and thoughtfully integrate our proposed major development into the south downtown neighborhood in a way to provide a centerpiece for the neighborhood and to provide a catalyst for further positive growth of and vitality for downtown Charlottesville.

Urban Design: In Section 3 of this RFP response we outline our urban design approach in detail, addressing all urban design issues highlighted in this RFP.

The following pages provide perspective views of the building and plaza, including the plaza on City Market Days and weekdays. Some of the primary floor plans follow.

Volume 2 of this submission is a large format book of perspectives of the building, illustrating the massing and architectural expression of the building and plaza, and including plaza illustrations on both City Market days and as an urban park on weekdays, also including building floor plans of the principle levels of the building complex.
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View of plaza on weekdays: urban “park” with water fountain focus and sculptural “sails” providing partial shading

View of the plaza on market days: (fountains turned off for complete plaza vendor and customer plaza access)
Section 5: Zoning & Design Review

We have designed this vertical mixed-use complex to be generally compliant with the property’s current Water Street District (WD) zoning, with height and residential density within SUP requirements.

Our building height and total residential unit density (DUA) both comply with Special Use Permit guidelines, SUP height maximum 101 feet with our building at 100 feet, and SUP maximum 240 DUA with our concept at 58 DUA. The plaza fronts along South Street and along First Street which may require a variance of the street wall zoning provision, although our concept does comply with street wall requirements where the building does meet these streets.

The following is a brief summary of the zoning requirements and the status of our concept with respect to each requirement.

<table>
<thead>
<tr>
<th>Zoning Summary</th>
<th>Water Street District: WSD</th>
<th>Market Plaza Concept</th>
</tr>
</thead>
<tbody>
<tr>
<td>As-of Right Uses</td>
<td>Mixed-use: multifamily, retail, office...</td>
<td>All proposed uses compliant: retail, office, residential, parking</td>
</tr>
<tr>
<td>Height max.</td>
<td>min 40 ft, max 70 feet: SUP up to 101 Ft</td>
<td>Building height less than 100 ft, complaint with SUP</td>
</tr>
<tr>
<td>South St. Stepback</td>
<td>45 ft, step back 45 ft</td>
<td>Not applicable to this block, but we do step back building per regs.</td>
</tr>
<tr>
<td>Water St Setback</td>
<td>5 feet</td>
<td>10 ft setback for wider streetscape</td>
</tr>
<tr>
<td>Street Wall</td>
<td>First, Second &amp; South St: zero 75% frontage, 5 ft 25% frontage</td>
<td>We comply, continuous street walls (with architectural detail articulation) except for edge of plaza along South and First Streets</td>
</tr>
<tr>
<td>Residential Density</td>
<td>multifamily mixed-use: min 21 DUA</td>
<td>n/a</td>
</tr>
<tr>
<td></td>
<td>multifamily = 43 DUA</td>
<td>complies with SUP</td>
</tr>
<tr>
<td></td>
<td>multifamily SUP: up to 240 DUA</td>
<td>proposed 67 units = 58 DUA, complies with SUP requirements</td>
</tr>
<tr>
<td>Add'l requirements</td>
<td>no residential on ground floor</td>
<td>compliant</td>
</tr>
<tr>
<td></td>
<td>loading off street</td>
<td>current concept: loading through garage entrance to minimize curb cuts</td>
</tr>
<tr>
<td>Parking Requirements</td>
<td>In Parking Exempt Overlay District</td>
<td>102 public spaces and 159 private spaces = 261 spaces provided</td>
</tr>
</tbody>
</table>

In addition to the requirement to file for Special Use Permit (SUP) for our height and residential density, we understand that this property falls within the jurisdiction of the Board of Architectural Review. We look forward to further enhancing our design as we proceed through this public process, should the City select us to develop this valuable asset.
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Section 6: Purchase Offer

Please see Volume I Attachment for this confidential RFP response section.

Section 7: Pro Forma

Please see Volume I Attachment for this confidential RFP response section.

Outparcel Acquisition LOI

Letter of Intent for the Acquisition of the privately owned outparcel on the development block.
Section 8: References

Woodard Properties has business relations with a variety of people in business, in government, and non-profits. These include individuals, lending institutions, insurance companies, attorneys, material supply vendors, non-profit organizations, and others. We offer the following references:

**Eugene Williams**  
620 Ridge Street, Charlottesville, VA  
Phone 293 5628  
Enterprise and provider of affordable housing (retired)

**Marshall Pryor**  
1496 Riding Club Road  
Keene, VA  
Phone 286-4990  
Long time Charlottesville businessman

**Susan Payne**  
Payne, Ross and Associates  
206 East Jefferson Street, Charlottesville  
Phone 977 7607  
Chairperson of Virginia Department of Tourism

**W. McIlwaine (Mac) Thompson**  
Woods Rogers, Attorneys at Law  
123 East Main Street  
PO Box 2496  
Charlottesville, VA 22902  
Attorney and active in civic organizations
Summary: (addressing the four RFP selection criteria)

- High Quality Mixed-Use Development
- Financial Benefit
- Team Qualifications & Experience
- Financial Ability
High Quality Mixed-Use Development

Our team concurs with the assertion in the RFP that the vertical mixed-use development should “recognize the value of the Site as one of the few remaining undeveloped sites in the downtown area”. Our concept has as its focal point, a great new amenity to enhance downtown Charlottesville’s quality of life, a new civic plaza and urban park as the centerpiece of the complex and for the entire south downtown neighborhood. This plaza which we have named “Market Plaza”, accommodates all 115 City Market Vendors, with the added benefit of having some of the vendors in an indoor/outdoor space at the west end of the plaza which could be used as a permanent daily market year round, should vendors choose to form a cooperative.

We propose to bring an exciting mix of commercial and residential uses to the project, to accommodate more than 100 new downtown residents and more than 250 new downtown office workers, with added amenities of retail/café spaces and parking for their use (159 spaces), in addition to the 102 public parking spaces to be accommodated below grade.

The massing and architectural expression of the building is modern in design, respectful of its historic surroundings, compatible with the scale and detail of the historic downtown mall, as it relates to Water, Second and South Streets, with dramatic floor-to-ceiling clear glass articulated curtainwall expression above the detailed brick base on the plaza side capitalizing on the extraordinary plaza, neighborhood and horizon views.

We accommodate all existing City Market vendors, replace all 102 existing public parking spaces, and add parking for our residents and workers, while bringing 100+ new residents and 250+ office workers downtown to add vitality to the south side of downtown and to support the entire downtown’s retail, restaurant and entertainment businesses, increasing the City’s tax base with 67 new residences, 55,000+ SF of new office space, and 17,000+ SF of new retail space, plus 261 parking spaces.
Financial Benefit

The proposed Market Plaza mixed-use development brings significant financial and social benefit to the City of Charlottesville and its residents far beyond the land purchase price offered. The increased ongoing significant tax base increase from 67 new residences, more than 50,000 SF of new office space, several new retail/café spaces and increased parking will continue to add revenue to the city long after this property is completed.

With the addition of more than 100 new residents and more than 250 new office and retail workers living and/or working downtown, this increased activity will stimulate meaningful increased revenues to existing downtown retail, service and entertainment businesses.

The economic development stimulus of this substantial investment to the south neighborhood of downtown should accelerate further build-out of this downtown neighborhood and the “Strategic Investment Area” beyond.

With our team’s development, design and construction firms having local offices through which the design and construction will be performed/managed, this development will further contribute to the financial health of the City and its residents.

The Farmer’s Market is a key element in the success of downtown Charlottesville, especially on Saturdays when it attacks hundreds of visitors to the mall and downtown. Furthermore, the marketers will benefit greatly from increased visitors and sales, better access and parking, and new excitement to an already diversified and vibrant event.

We propose to deed a multi-million dollar civic plaza to the City of Charlottesville to accommodate the permanent home for the City Market, which brings in direct revenue to the City and increases the economic activity of other retail and entertainment businesses downtown. This wonderful new downtown urban park and civic plaza, which can accommodate other planned festivals and activities, will greatly enhance the downtown Charlottesville quality of life.
Team Qualifications & Experience

We are pleased to be able to build our entire expert team from the best of our local developer, design and construction firms, with all work to be performed in the Charlottesville area offices of our highly capable and experienced team members.

Woodard Properties’ Keith Woodard brings a lifetime of distinguished development and design experience to lead our team, drawing on his experience developing hundreds of residential units and shaping commercial spaces for more than 150 commercial tenants. Keith will be managing principal of a joint venture which brings the proven depth and financial capabilities to reliably deliver a high quality project here in Charlottesville.

Greg Powe of Powe Studio Architects has opened a Charlottesville studio to bring his 40 years of experience and passion in urban mixed-use architecture design and management to his adopted new home, associating with Keith O. Woodard, RA and Henry J. (Hank Browne) who together have more than eight distinguished decades practicing architecture bringing our team this depth of local experience to augment Greg’s national and international urban architecture perspective, and his experience in the design of more than 1,200 built luxury high-rise apartment units and more than 5 million square feet of workspace, and many significant urban mixed-use complexes. Our local team of engineering subconsultants are the most qualified Charlottesville offices in the engineering of buildings of this large scale and multiuse complexity: structural engineers DMWPV, MEP engineers r2w and civil engineers Timmons, whose Charlottesville offices all have decades of relevant local experience, and Waterstreet Studio’s sustainable approach to landscape design augments our architectural and engineering sensibilities to this important sustainable design focus.

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<td>Developer</td>
<td>Woodard Properties</td>
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<td>Architect-of-Record</td>
<td>Powe Studio Architects PC</td>
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<tr>
<td>Associate Architect</td>
<td>Keith Woodard, RA</td>
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<tr>
<td>Design Associate</td>
<td>Henry J. (Hank) Browne</td>
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<td>Landscape Architect</td>
<td>Waterstreet Studio</td>
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<td>Structural Engineer</td>
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<td>Civil Engineer</td>
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<td>Geotechnical Engineer</td>
<td>Froehling &amp; Robertson</td>
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Financial Ability

(Please note: a more detailed Financial Ability response is included in the Volume I financial attachment containing sensitive financial information deemed to be confidential. Please refer to this more detailed summary of Woodard Properties’ financial capabilities.)

Woodard Properties has approximately $80 Million in properties in Charlottesville, Albemarle County, and Harrisonburg, Virginia. We own and manage 285,000 SF of commercial space and 400 apartments and houses including student, traditional, and affordable housing in Charlottesville. We have experience in managing paid public parking as well as monthly and long-term parking.

Woodard Properties has several conduit, non-recourse loans, along with loans with local banks, as well as conventional mortgages on several smaller properties. We have a commitment to fund the expansion of McIntire Plaza. We have excellent relations with lenders who seek to make additional loans on new construction as well as performing properties.

Given the size of this project, the funding required, and level of risk involved, we anticipate that lenders will expect a minimum of 30% equity into the project prior to providing additional funds. By leasing a) the out parcel and b) the City lot this will lessen the need for initial capital expenditures. Additional equity will be provided by Woodard Properties, and with other equity partners. This total initial equity including a land value total will leave a funding need of approximately 68% of the project value, to be provided by one or more lending institutions.

Woodard Properties has also partnered with individuals and companies on several projects when the team effort and/or funding required working with others. This has been accomplished by establishing limited partnerships. These have included a large student housing project in Harrisonburg, an acquisition and renovation of 400 Preston Avenue, a proposed project at 925 Market, and with a few smaller properties and subdivisions. We have several investors anxious to invest in projects in Charlottesville. Upon preliminary approval of this proposal, and formalization of the offering, we will solicit funding as needed.

Please see Volume I attachment for a more detailed financial capabilities summary, including specific details on current financing, equity contributions to be by the developer, etc.

In conclusion, we thank the City of Charlottesville for this opportunity to submit our proposal to develop an exciting new vertical urban mixed-use complex with civic plaza to provide a permanent home for City Market. We look forward to engaging cooperatively and collaboratively with the City in finalizing how best to develop this valuable City asset.

City Market/Mixed Use Development Proposal respectfully submitted by:

Keith O. Woodard, Market Plaza LLC, a joint venture led by Woodard Properties
Gregory Powe, AIA, Managing Principal, Powe Studio Architects PC