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April 3, 2001

BY HAND

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Ms. Jerrily R. Kress, FAIA
Director
Board of Zoning Adjustment
441 Fourth Street, N.W., Room 201
Washington, D.C. 20001

Re: BZA Application No. 16702

Dear Ms. Kress:

I have enclosed for consideration by the Board of Zoning Adjustment an original and five (5) copies of the prehearing statement of the applicant in the above-referenced matter. With a copy of this letter, we are sending a copy of the prehearing statement to the Office of Planning and ANC 2E.

Sincerely,

ROBINS, KAPLAN, MILLER & CIRESI L.L.P.

Richard B. Nettler

cc: Office of Planning
Advisory Neighborhood Commission 2E

Enclosures

BZA
Case No. 16702
Exhibit No. 27

Board of Zoning Adjustment
District of Columbia
CASE NO.16702
EXHIBIT NO.27A1

PRE-HEARING STATEMENT ON APPLICATION

for

AREA VARIANCES

On Behalf of

MILLENNIUM GEORGETOWN PARTNERS LLC

3100 SOUTH STREET, NW
WASHINGTON, DC

BEFORE THE BOARD OF ZONING ADJUSTMENT
OF THE DISTRICT OF COLUMBIA

Application of:
Millennium Georgetown Partners LLC

BZA Application No.: 16702
Hearing Date: April 17, 2001

STATEMENT OF THE APPLICANT

I.

Introduction

This is an application pursuant to 11 D.C.M.R. § 3103.2. Millennium Georgetown Partners LLC ("Millenium"), is the owner of the property at Square 1189, Lot 88, which property has a premises address of 3100 South Street, N.W. (the "Property"). Millennium seeks two area variances pursuant to Sections 930.1 and 931.1 of the Zoning Regulations from the height and floor area ratio ("FAR") requirements, respectively, so as to permit the construction of a mid-rise, mixed-use development consisting of residential condominium, theater, hotel and retail uses. Millennium submits that it meets the criteria for both area variances.

II.

Jurisdiction of the Board

The Board has jurisdiction to grant the relief requested pursuant to 11 D.C.M.R. § 3103.2.

III.

Background Information

The Property and Surrounding Neighborhood. The site is located within the midst of the waterfront area of the Old Georgetown Historic District and is bounded by Wisconsin Avenue, N.W. to the west, K (Water) Street, N.W. and the Whitehurst Freeway to the south, 31st Street, N.W. to

the east and South Street, N.W. to the north. The Property overlooks the Potomac River. The Property contains 99,661 square feet (2.10 acres) of land and is the site of the former Bayou club, Copperthwaite Lane houses, the Brickyard Hill House and the Georgetown Incinerator. There is a steep slope of twenty (20) to thirty (30) feet between South and K Streets, N.W.

The area to the north of the Property is predominantly characterized by low-scale, federal-style residential townhouses. Also located to the north of the Property is the Grace Church. In contrast, the waterfront, located to the south, east and west of the Property, is characterized with modern, large-scaled commercial structures. The Whitehurst Freeway and a waterfront park is located along the southern edge of the Property.

Historic Structures. Until recently, the Property consisted of nine (9) building on the western portion of the Property, which buildings spanned two (2) centuries. Included in these buildings was the Brickyard Hill House, an historic landmark. Robert Peter, a member of an early prominent Georgetown family, constructed the Brickyard Hill House circa 1800. The Brickyard Hill House is a freestanding, two-story, wood frame and brick nogging double house. The Peters family owned much of the property within the block, as well as much of the land around Rock Creek. The Peters were active in Georgetown from the time of its founding, and Robert Peter was one of the first Georgetown Commissioners when Georgetown was incorporated in 1789. Additionally, Mr. Peter was Georgetown's first mayor. In addition to its importance in relation to the history of Georgetown, the Brickyard Hill House is a rare, intact example of a modest dwelling in Georgetown. Because of the importance of the Brickyard Hill House, Millennium has undertaken to preserve the House, as well as two structures associated with the House, and has included these structures in its proposed development. To this end, the Brickyard Hill House and associated structures have been moved, in

fact, off-site across the street during the construction of the project, and will be returned to the site upon completion of construction.

The Georgetown Incinerator is located on the eastern portion of Square 1189. Erected in 1932, the Georgetown Incinerator is an Art Deco-style building, which was in operation until 1971. Since 1971, the Incinerator has remained unoccupied and, prior to commencement of construction, it remained unattended, overgrown, and in poor condition. The Incinerator has been declared a contributing building to the Old Georgetown Historic District. The Old Georgetown Historic District was created by statute in 1950 when Congress enacted the Old Georgetown Act, 64 Stat. 903, codified at D.C. Code §§ 5-1101 *et seq.*

In 1996, after numerous failed attempts to re-use the Incinerator and its site, the Department of Housing & Community Development ("DHCD") issued a request for proposals seeking a private developer for the Incinerator site. The proposal submitted by Millennium was selected by DHCD in early 1997 because of its housing, theater, retail and parking components. During the summer of 1997, the sale of the surplus Incinerator site was reviewed by the District of Columbia Financial Responsibility and Management Assistance Authority, the Council of the District of Columbia and the National Capitol Planning Commission ("NCPC"). Because the sale involved a contributing building to the Old Georgetown Historic District, the NCPC referred the matter to the Advisory Council on Historic Preservation for review under § 106 of the National Historic Preservation Act of 1966. That review resulted in the imposition of an historic preservation covenant on the rehabilitation of the Incinerator and redevelopment of the site.

In addition, since the District of Columbia had decided to close its parking facilities adjacent to the Potomac River along K Street, N.W., and turn the area into a park, DHCD asked Millennium

to take on further parking development responsibilities for the site. Since preservation of the Incinerator and the underground construction of new parking was not feasible, Millennium purchased the remaining portion of the Square from private property owners for the principal purpose of constructing the underground parking and meeting other programmatic requirements of DHCD.

On February 19, 1998, Millennium filed for conceptual design review of its proposed development project and the demolition of certain buildings necessary for construction of that project. The proposal was supported by, *inter alia*, the DHCD, the Office of Planning, the affected Advisory Neighborhood Commission, the Citizens Association of Georgetown, the Georgetown Business and Professional Association and neighboring property owners, such as Grace Episcopal Church. On May 7, 1998, the Old Georgetown Board ("OGB") gave conceptual approval to the proposed development and on June 22, 1998, the Commission on Fine Arts ("CFA") did as well, including recommending the approval of the demolition of the subject buildings, after a site visit, as non-contributing to the historic district. Preliminary permits for the demolition of the subject buildings were filed in June 1998, on behalf of their current owners, and the demolitions were formally approved by the OGB on July 9, 1998.

The project was then reviewed by the DHCD Architectural Review Panel, the Mayor's Agent for D.C. Law 2-144, and the Historic Preservation Review Board. An alley that bisected the project was closed by the Council, and, because of the size of the site, the project was also reviewed by the Office of Planning under its Large Track Review regulations.

As outlined in greater detail below, Millennium is preserving four (4) historic structures, including the Incinerator, the landmark Brickyard Hill House and two alley structures, and incorporating them into the design of the new development (hereinafter referred to as the "Incinerator

project").

Zoning. Section 900 of the Zoning Regulations explains that the waterfront districts apply to areas which have one or more of the following characteristics:

(a) Geographically, historically, or locationally unique;
(b) Adjacent to well-established residential areas;
(c) Are undergoing transition from light and heavy industrial uses to office and commercial uses; and
(d) Where the public health, safety, general welfare, and amenity would be promoted and protected by the encouragement of mixed uses.

The Regulations divide the Waterfront District into three districts, W-1, W-2 and W-3, with W-1 having the lowest density. The Regulations go on to explain:

> 900.4 The purpose of the Waterfront districts shall be to encourage diverse compatible land uses at various densities; including combinations of residential, offices, retail, recreational, and other miscellaneous uses.
>
> 900.5 Waterfront districts shall also be intended to be relatively self-contained by supplying a variety of housing, service, employment, and recreational opportunities in one (1) location. This characteristic allows one (1) area to serve many different needs of a single population and to thereby reduce the amount of vehicular traffic generated by the uses in the districts.

Matter of right uses in the W-1 district includes multiple dwelling, hotel, retail and theater uses. 11 D.C.M.R. §901.1. The W-1 district permits a maximum height of 40 feet, and a maximum density of 2.5 FAR, of which no more than 1.0 FAR may be in other than residential uses.

Subject Property. Millennium currently has under construction a mid-rise, mixed-use development for residential, retail, hotel and commercial uses, including a movie theater. The massing of the proposed project is designed to provide an architectural transition from the church and town house properties on the north side of the Property to the contemporary, large-scaled commercial structures on the waterfront. The project, as proposed, will consist of a 91-suite Ritz Carlton hotel,

a multi-theater cinema, retail, 28 residential condominiums and an underground garage which contains 355 parking spaces and is designed to accommodate valet parking for 600 cars.[1] The development will consist of several mid-rise residential and hotel buildings grouped around a plaza, with the Incinerator and smokestack in the center. The retail portion will be built on the corners of 31st and K Streets, and Wisconsin Avenue and K Streets, with the theater fronting mid-block along K Street, with parking in the inner core. The residential buildings will overlook the Whitehurst Freeway and offer views of the Potomac River.

The plaza is designed to maintain the three-dimensional sense of the Incinerator and to provide maximum visual access from several directions, all focusing on the smokestack of the Incinerator. Like a church tower in a medieval town, the smokestack constantly orients the pedestrian locally, while also providing strong visual identity for the development on a larger scale. The exterior of the Incinerator will be carefully restored to its original condition and will be renovated and adapted for hotel common areas. A five-story glass atrium will enclose and surround the smokestack and acts as the entrance to the theater below along K Street.

The new buildings will bear a close relation to the architectural design of the Incinerator, while also maintaining their own clear and distinct identity. The new buildings will architecturally bridge the Incinerator's deco styling and the more prevalent federal style of Georgetown by combining elements of both styles.

The plans of the buildings have been organized to take advantage of the steep sloping nature of the site. The lower subterranean levels step up the hill around the Incinerator. Careful attention has been given to the heights of the new buildings and they are consistent with the heights of the roofs

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[1] Because of the existence of the historic structures, Millennium could have obtained a waiver from any or most

of the buildings surrounding the Property.

The cinemas and retail space will occupy the southern part of the development below the Whitehurst Freeway, with the residences above. The hotel portions of the project, which are accessed through the Incinerator, are on South Street, Wisconsin Avenue and 31st Street, N.W. The entrances to the cinemas, commercial parking and loading docks will be from K Street, N.W. The project has been developed to create major pedestrian access to the south side along K Street, N.W.

In addition to replicating the Cooperwaithe Alley viewshed, preserving the Incinerator and its accompanying smokestack in their entirety, the historic Brickyard Hill house and two alley dwellings will be restored and relocated along South Street, N.W. Pedestrian and automobile access to the hotel and condominiums will also be from South Street, N.W.

Comprehensive Plan. The Incinerator project is consistent with the Comprehensive Plan's *Generalized Land Use Map* designation of "mixed-use moderate density residential and commercial land use" for the Property. The Incinerator project contributes substantially to the objectives of the Comprehensive Plan in a variety of elements, including housing, transportation, public facilities, urban design and preservation and historic features, as well as economic development. The proposed development is also supported by the following Comprehensive Plan major theme (objective):

> ". . . ensuring good quality neighborhoods is of utmost importance to the District. The district elements of the Plan's policies and strategies on increasing housing opportunities, neighborhood commercial facilities, and improving transportation in some neighborhoods will be combined with other District policies on historic preservation, environmental quality, and public facilities to conserve functioning, stable neighborhoods and to improve those which need redirection." [Subsection 102.4]

South of M Street has seen very little residential revitalization, since most new construction

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of the parking requirements. However, instead, Millennium will be providing up to 600 valet parked spaces.

has been overwhelmingly office or other commercial. The residential uses that do exist in this area have not achieved the critical mass necessary to be perceived as a stable and attractive residential neighborhood. The Incinerator project will significantly enhance the area of Wisconsin Avenue and K Street, N.W. adjacent to the freeway by substantially contributing to the residential character of the area. Additionally, the Incinerator project, with its residential units, hotel/restaurant use and retail spaces, will infuse life into an area that has been somewhat foreboding, because of the elevated freeway and derelict environment. The Incinerator project will also preserve and adaptively reuse historic structures on the site and help connect the rest of Georgetown with the new waterfront park to be built along the Potomac River directly south of the Property.

With respect to the Comprehensive Plan's goal of preserving the historic character of the District, the historic Georgetown Incinerator, a major landmark because of its distinctive smokestack, will undergo a creative adaptive reuse, which will abide by the strict standards of historic preservation in terms of retaining the character of the site, while making better use of an incomparable asset to the city and the neighborhood. The plan will also preserve two of the oldest houses in Georgetown, including the Brickyard House. Finally, the project is designed to be complementary of the historic buildings, while upholding high standards of urban design.

IV.

Area Variance Considerations

The standard for obtaining an area variance is well settled. In the leading case of *Palmer v. Board of Zoning Adjustment*, 287 A.2d 535 (D.C. 1972), the Court interpreted D.C. Code, §§ 5-420, 5-424(g)(3) and the corresponding provision of the Zoning Regulations, 11 D.C.M.R. § 3103.2, which permits the Board to grant variances, pursuant to the following:

> Where, by reason of exceptional narrowness, shallowness or shape of a specific piece of property at the time of the original adoption of the regulations or by reason of exceptional topographical conditions or other extraordinary or exceptional situation or condition of a specific piece of property, the strict application of any regulation adopted under this Act would result in peculiar and exceptional practical difficulties to or exceptional and undue hardship upon the owner of such property, to authorize, upon an appeal relating to such property, a variance from such strict application so as to relieve such difficulties or hardship, provided such relief can be granted without substantial determent to the public good and without substantially impairing the intent, purpose, and integrity of the zoning plan as embodied in the zoning regulations and map.

The above regulation sets up separate statutory requisites to the granting of variances, i.e., a showing of "practical difficulties" or "undue hardship". The court adopted the dichotomy recognized in other jurisdictions between area variances and use variances, applying the statutory requisite of "practical difficulties" to a showing of the former, and applying the separate statutory requisite of "undue hardship" to a showing of the latter. *Id.* at 541. Because "an area variance, relating to restrictions such as side yard, rear yard, frontage, set-back or minimum lot requirements, does not alter the character of the zoned district, whereas a use variance seeks a use ordinarily prohibited in the particular district", the court held that a "more stringent showing is warranted with respect to the more drastic relief inherent in a use variance". *Id.* at 541. In short, the Board is empowered to grant an area variance where it finds three conditions:

(1) The property is unique because, *inter alia*, of its size, shape or topography;

(2) The owner would encounter practical difficulties if the zoning regulations were strictly applied;

(3) The variance would not cause substantial detriment to the public good and would not substantially impair the intent, purpose and integrity of the zoning plan.

Roumel v. District of Columbia Bd. of Zoning, 417 A.2d 405, 408 (D.C. 1980); *see also Association For The Preservation Of 1700 Block Of N Street, N.W. v. Board of Zoning Adjustment*, 384 A.2d 674, 678 (D.C. 1978)(the applicant must demonstrate that compliance with the area restriction is unduly burdensome and the practical difficulties are unique to the property).

Reviewing the criteria for an area variance recently, the Court, in *Capital Hill Restoration Society, Inc. v. District of Columbia Bd. of Zoning Adjustment*, 534 A.2d 939, 941-942 (D.C. 1987), stated that the

> threshold requirement to show that the property is unique with respect to the hardship or difficulty asserted as grounds for the variance means the property owner must present proof that "the circumstances which create the hardship *uniquely* affect the *petitioner's property* * * * ." *Taylor, supra* note 6, 308 A.2d at 234 (emphasis in original).

Id.; see also Russell v. Board of Zoning Adjustment, supra, 402 A.2d at 1235 (the requirement that the practical difficulty be caused by the uniqueness of the property "insures relief for problems peculiarly related to the * * * land or structure, and not shared by other property in the neighborhood, thus avoiding a de facto amendment of zoning laws.").

In other words, Millennium must demonstrate that compliance with the area restrictions is unduly burdensome and the practical difficulties are unique to the site. In finding an extraordinary or exceptional condition, the Board may rely upon a confluence of factors. Thus, a condition inherent in the structures built, rather than in the land itself, may also serve to satisfy an applicant's burden of demonstrating uniqueness.

In this case, the site is indeed unique, as that term has been applied for area variances, and a practical difficulty does result from the strict application of the Zoning Regulations. Moreover, given the fact that the requested relief affects only twenty-five percent (25%) of the site area of the Incinerator project and has little visual impact, the departure can accurately be described as minimal.

Uniqueness and Practical Difficulty. The difficulty in complying with the Zoning Regulations are due to unique circumstances peculiar to the Incinerator site.

1. The topography and construction conditions inherent in the Property create a practical difficulty for development consistent with the dictates of DHCD. The slope of the site between South and K Streets, N.W. is between twenty (20) and thirty (30) feet. There are few other developable sites in the city with this condition. Further complicating matters is the nature of the site, which is predominantly rock, as well as the need to construct under the water table. Lastly, the Property is located adjacent to the elevated Whitehurst Freeway.

2. The Property is improved by the landmark Brickyard Hill Houses and the Incinerator, a contributing building within the Old Georgetown Historic District. In total, four (4) historic buildings are required to be preserved and incorporated into the development. These factors are unique to the site. In a similar context involving the Corcoran, the court, affirming a decision of the Board, made it clear that, while historic buildings within a historic district may have characteristics which are shared by all buildings within that district, "the landmark status of a single building is legally predicated on the unique attributes of that building." *United Unions v. Board of Zoning Adjustment*, 554 A.2d 313, 317 (D.C. 1989). For that reason, the court and the Board further recognized that the "designation as an historic landmark reflects characteristics of exceptional design requiring special treatment in the planning of contiguous structures and additions." *Id.* That situation equally applies

to Millennium's property. Furthermore, there is no other structure in the historic district that has the qualities of the Incinerator and presents the challenges of developing adjacent to it. The Georgetown Incinerator, which was previously abandoned and has suffered severe deterioration, is being preserved and the project designed so as to respect it. For example, buildings have been designed so that no roofline is higher than the Incinerator smokestack. The requirement that it be preserved precludes construction of any portion of the project underneath it. Similarly, the preservation of the Brickyard Hill Houses requires Millennium to forego development of the available FAR that is utilized by those buildings.

3. In addition, when the Property was transferred from the District to Millennium, the Deed restrictions require Millennium to provide in the Incinerator project at least 100,000 square feet of residential space, 30,000 square feet of retail uses and parking for 250 cars, plus one parking space per additional 500 square feet of additional land area. Because the Incinerator is an historic building, the Zoning Regulations provide a waiver from the parking requirements. Notwithstanding that relief, Millennium agreed, in order to protect the Incinerator and provide the parking, to acquire the adjacent sites to fulfill DHCD's development requirements. Additional restrictions on the development of the Property includes the requirement of the preservation of the former Copperthwaite Alley view shed.¶

4. Integral to Millennium's proposed project is the inclusion of the theater use. The Department of Housing and Community Development sought this use when it awarded Millennium the right to develop the Property. However, because the cinema industry has recently suffered financial hardship, it has become increasingly difficult to preserve the theater use. Thus, the variances sought, and the additional residential units that will be provided through the variances, are necessary

to subsidize the theater use on the site.

Clearly, the development of the Property offered many challenges from the outset, both from the nature of the Property, as well as the requirements imposed by the District. Thus, practical difficulties to Millennium arise from the uniqueness of the Property. That is, the topography of the Property, the historic landmark buildings required to be included in the project, the preservation of the Copperthwaite Alley view shed, the additional parking requirements mandated by DHCD and the deed use restrictions. As a consequence, when the theater component to the project floundered upon economic shoals, Millennium developed practical difficulties in complying with the Zoning Regulations in order to comply with its obligations to the City because the unique factors present at the site precluded utilization of non-variance methods for subsidizing the theater use and development.

After studying the project, the solution was to insert an additional floor plate into the two (2) residential condominium buildings and utilize existing interior open space in those buildings so as to allow for the provision of additional residential units, as well as additional parking. The additional residential units will allow for the subsidization of the theater use of the site by significantly reducing construction costs, thus making the project viable.

The economic considerations that have forced Millennium to seek relief are relevant to the practical difficulty aspect of the area variance issue. In *Tyler v. District of Columbia Board of Zoning Adjustment*, 606 A.2d 1362, 1367 (D.C. 1992), the court held that the Board could rely on economic factors to evaluate this issue, even if it was not relevant to the uniqueness issue. *Id.* at 1365-1366. In *Tyler*, the court held that the Board had failed to demonstrate how the admittedly unique factors applicable to the property in that case also created practical difficulties. Rejecting

petitioners' claim that the Board could not rely on economic factors, the court merely stated that it could not determine whether the decision was based on non-economic or economic factors where, in its decision, the Board had rejected the economic justification. *Id.* at p. 1365-1366. With regard to economic considerations, the court said that it eliminated, in its decision in *Gilmartin v. Board of Zoning Adjustment*, 579 A.2d 1164, 1170 (D.C. 1990), "any doubt that '[e]conomic use of property' may properly be 'considered as a factor in deciding the question of what constitutes an unnecessary burden or practical difficulty in [area] variance cases . . . '". *Id.* at 1367. *See also Wolf v. Board of Zoning Adjustment*, 397 A.2d 936, 943 (D.C. 1979) (Board properly granted area variance to permit conversion to three-unit apartment where "marketability" of property would otherwise be "unfeasible" and investment would yield loss rather than profit). *See generally* Arden H. Rathkopf & Darren A. Rathkopf, The Law of Zoning & Planning § 38.04, at 38-48 to 38-53 (1991) (discussing need to prove "significant economic injury" in order to show practical difficulty).

This is not a situation where the applicant has sought to manufacture unique conditions. Those conditions existed prior to the time the property was purchased and are the primary reason why the project cannot be constructed without resort to the Board.

The Incinerator Project Will Not Have an Adverse Impact on the Surrounding Neighborhood. The Incinerator project will have no adverse impact on the surrounding neighborhood and will not substantially impair the intent, purpose and integrity of the zone plan.

The effect of the proposed changes to the project is to minimally increase the building height of the two (2) residential buildings by ten percent (10%), as well as the allowable gross floor area for the project from 2.5 FAR to 2.9 FAR. The variance for the extra floor covers only twenty-five percent (25%) of the site area of the Incinerator project. Most of the proposed changes are internal

and any visible changes are significantly set back from South Street and will be minimally visible from the Waterfront and invisible from K Street, N.W. Only approximately six (6) more residential units will be added to the project.

In addition to having minimal visual impact on the surrounding neighborhood, the Incinerator project's type and intensity of use, scale and parking / traffic impact are all compatible with the area.

The uses proposed for the site -- retail, hotel, theater and residential -- are matter-of-right uses within the Waterfront zone district. Moreover, the combination of uses in the Incinerator project furthers the goals of the Zoning Regulations to provide a variety of housing, service, employment and recreational opportunities in one (1) location. In addition to furthering these goals of the Zoning Regulations, as illustrated above, the Incinerator project is compatible with the Generalized Land Use Map of the Comprehensive Plan.

With regard to the scale of the project, the proposed massing of the project has been designed so as to blend with the surrounding structures and to provide a transition between the residential townhouses to the north and the modern, large-scale commercial development to the south. The buildings have also been designed so as to respect the Incinerator smokestack.

As to parking and traffic, according to a Georgetown parking study conducted for the Department of Public Works ("DPW") in conjunction with the Georgetown Waterfront Commission in 1998, contrary to popular belief, the peak demand for parking occurs during the weekdays between the hours of 1:30 p.m. and 3:00 p.m. During the early evening hours, the demand for off-street parking drops significantly, and parking lots in the surrounding area have a forty percent (40%) to sixty percent (60%) vacancy rate. Consequently, the project's parking, along with other parking facilities within the area, should satisfy nighttime demands generated by the development of the

theater amenities, while contributing significant extra daytime parking capacity for the area.

Given the foregoing factors and the fact that the proposed variances are minimal, the requested variances should be granted.

V.

Exhibits In Support of the Application

Exhibit A: Self -Certification Form

Exhibit B: Site Map

Exhibit C: Architectural Plans

Exhibit D: Approval from the Old Georgetown Board

Exhibit E: Approval from the Commission of Fine Arts

Exhibit F: Resolution of ANC 2E

Exhibit G: Historic Preservation Covenant

Exhibit H: Large Track Review Order

Exhibit I: Mayor's Agent decision

Exhibit J: Parking and Traffic Impact Analysis

VI.

Witnesses

A. Anthony Lanier, EastBanc, Inc.

B. Mary Mottershead, EastBanc, Inc.

C. Shalom Baranes

D. Carrie Johnson, Gary Edwards Handel & Associates, Architects

E. Lou Slade, Gorove-Slade Associates

F. Emily Hotaling Eig

VII.

Conclusion

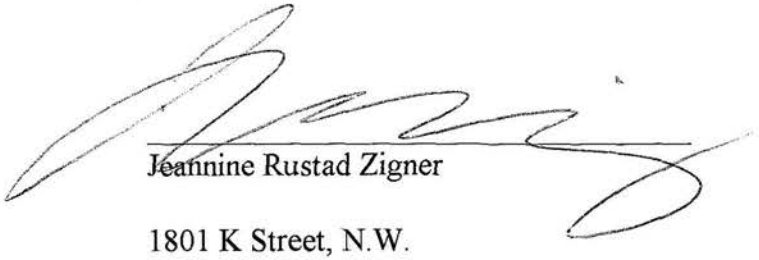
For the above reasons, Millennium Georgetown Partners LLC respectfully requests that the Board grant the relief sought. Given the high level of support from the community, and the lack of adverse impact on the surrounding area, Millennium Georgetown Partners LLC requests a bench decision, if the Board feels such a decision is justified.

Respectfully submitted,

ROBINS, KAPLAN, MILLER & CIRESI, L.L.P.



Richard B. Nettler



Jeannine Rustad Zigner

1801 K Street, N.W.
Suite 1200
Washington, D.C. 20006
(202) 775-0725

OUTLINE OF TESTIMONY OF ARCHITECTS

I. Introduction

A. Qualifications
B. Summary

II. Consistency with requirements for area variances

A. Uniqueness / Practical Difficulty
   1. Location of site
   2. Architectural constraints
   3. Market constraints
   4. Need to retain historic buildings
   5. Constraints re: historic district
B. Zone Plan

III. Lack of Adverse Impact on Neighborhood

STATEMENT OF QULAIFICATIONS

SHALOM BARANES, FAIA
Managing Principal
Shalom Baranes Associates, PC

As founding principal of Shalom Baranes Associates, PC, Mr. Baranes has established a firm nationally recognized for its work on significant buildings in the nation's capital and surrounding regions. As director of all design work within the firm, he has won over forty design awards for projects primarily involving new construction and renovation of office buildings. He has an exceptionally strong background in commercial and institutional work, as well as an intimate familiarity with local and federal regulatory review processes.

Mr. Baranes has distinguished himself through his success in working through complicated reviews, and is highly regarded by members of local and federal review boards. His twenty-four years of experience in architecture have included serving as an expert witness before boards and commissions in the areas of preservation, zoning, and commercial development. He has served four terms on the Redevelopment Land Agency's Architectural Review Panel, and is currently serving as its Chairman as well as co-authoring the Board of Realtors' leasing standards and several articles on development issues.

Mr. Baranes has also served as juror for BOMA's International Office Building Awards and the Northern Virginia N.A.I.O.P Awards. He has taught and been a guest lecturer at several Washington area universities, as well as at Yale University where he received both his B.A. and M.Arch. degrees. Mr. Baranes is N.C.A.R.B. certified and licensed in the District of Columbia, Virginia, Maryland, and Pennsylvania.

Among Mr. Baranes' notable recent projects are the following:

American Red Cross Headquarters, Washington, DC
A new, 805,000 sf project to house the National Headquarters and District of Columbia operations of the American Red Cross. The project involves removal and relocation of the existing, 4-story chapter house on the site and construction of a new ten-story office building with underground parking behind. The project required extensive approvals, including those from the NCPC and CFA.

Brotherhood of Carpenters and Joiners Headquarters, Washington, DC
A new office building prominently located on Constitution Avenue adjacent to the US Capitol grounds. The 815,000 sf development includes demolition of an existing building on the site, and construction of a new ten-story structure with below-grade parking.

Naval Air Systems Command Headquarters, Patuxent River, MD
A new five-story administrative headquarters building at the Naval Air Station, Patuxent River, MD. The project was designed to federal standards, including US Navy standards for telecommunications and security. The project included site design and structured parking for over 1800 cars.

Salvation Army Headquarters, Washington, DC
A 140,000 sf development on Massachusetts Avenue combining a five-story office building housing the Divisional Headquarters for the National Capital and Northern Virginia Region, and an eight-story residential structure. Included in the project are two levels of below-grade parking.

American Geophysical Union Headquarters, Washington, DC
New 100,000 sf headquarters building for an international scientific organization. The design incorporates advanced technologies to support the client's research and colloquial activities.

Square 677: CPAS and APA Headquarters, Washington, DC
New 920,000 sf complex to house the headquarters of two major private organizations. SBA provided full A/E services for the base buildings and landscaped site. The project was designed to accommodate television studio and control room spaces for an additional tenant.

Postal Square: BLS Headquarters, Washington, DC
A 1.2 million sf project involving renovation of an historic structure and 350,000 sf of new construction. Base building design and tenant fit-out were provided to house the Headquarters of the Bureau of Labor Statistics, the US Senate Printing Facility and Computer Operations Center, and other public and private occupancies.

1111 Pennsylvania Avenue, NW, Washington, DC
Comprehensive interior and exterior renovation, as well as a major expansion, of a 1960's office building on Pennsylvania Avenue, bringing it to GSA standards for state-of-the-art office space. The project totals 490,000 sf, not including below-grade parking areas.

Homer Building, Washington, DC
A 630,000 sf Class A office building development in downtown Washington, DC. Included in the project are below-grade parking, 100,000 sf of retail space, and 350,000 sf of office space opening onto a twelve-story atrium.

Westory Building, Washington, DC
A major expansion of a prominent downtown office building to GSA standards for office space, energy efficiency, and life safety. The 256,000 sf, Class A project houses the Bureau of Alcohol, Tobacco, and Firearms as a major tenant.

Turkish Chancery, Washington, DC
A new, highly secure embassy building. The project provides office areas for diplomatic and consular functions, as well as multi-media and conference spaces. SBA guided the project through an extensive review process involving local and federal agencies.

Ritz-Carlton 2200 M Street, NW, Washington, DC
1.12 million sf mixed-use development in Washington, DC's West End, combining hotel, residential, health club, and structured parking.

Building 33 and Quadrangle Buildings, Washington, DC
Design to the 100% Level (Phase 2 of Design/Build) of project to house administrative offices of NAVFAC and OJAG at the Washington Navy Yard. As a prototypical Green project, the design incorporates comprehensive measures for energy and resource conservation, indoor air quality, and enhanced quality of the working environment.

US Post Office and Courthouse, Pittsburgh, PA
Renovation and expansion of a federal office and courts building to 850,000 sf. The project addresses security and circulation needs of the various agency tenants, including the USPS, US Courts, and Courts-related agencies. Six new modern, electronic courtroom facilities are being constructed within the existing light courts, and the entire building is being upgraded for state-of-the-art federal occupancy.

John A. Wilson Building, Washington, DC
Renovation and major expansion of Washington, DC's historic city hall on Pennsylvania Avenue. The project created efficient floorplates by infilling the existing light court, to accommodate governmental agency occupancy.

Terminal A Renovation and Expansion, Washington National Airport, Alexandria, VA
Renovation and expansion of the original South Terminal to 274,000 sf. The project is exceptionally complex, requiring coordination of a 27-member design team, as well as interaction with a varied client group including MWAA, airline representatives, concessions, and program manager.

Gary Edward Handel

Gary Edward Handel is the founding partner of Gary Edward Handel + Associates. Mr. Handel is an architect with more than twenty years experience as a senior designer, project manager and partner in charge. Directly involved in all the work of the firm, he sets the conceptual direction of projects and oversees the design, marketing, and management of the office. Prior to establishing Gary Edward Handel + Associates, Mr. Handel was a Senior Associate Partner at Kohn Pedersen Fox Associates, P.C. During his fourteen-year tenure at KPF, Mr. Handel was responsible for more than twenty-three major projects. He assisted KPF in opening up their London office and was responsible for developing their Latin American market. Mr Handel's work has been published in *The New York Times, The Chicago Tribune, The Charlotte Observer, The Boston Globe, The Boston Herald, The Financial Observer, Progressive Architecture, Architectural Record*, amongst other newspapers, journals and books on architecture. Mr. Handel received his Bachelor of Architecture Degree from Cornell University in 1979. He has served on architectural juries at that institution along with those at Harvard, Yale, Columbia, Parsons, Pratt, and the University of Minnesota; and has lectured on architecture at the University of Ohio and at the University of North Carolina, Charlotte. Mr. Handel was recently Gensler Family Visiting Professor at Cornell University.

Professional Experience

1994 to present — **GARY EDWARD HANDEL + ASSOCIATES ARCHITECTS** - San Francisco and New York
Principal-in-Charge

598 Madison Avenue, New York, NY
Habitat for Humanity, Brooklyn, NY
Lincoln Square, New York, NY
Lincoln Triangle, New York, NY
Lincoln West, New York, NY
The Phillips Club, New York, NY
Sony Metreon, San Francisco, CA
Kennedy Theaters, Santiago, Chile
Millennium Point, New York, NY
Ritz-Carlton Boston Common, Boston, MA
Boylston Square, Boston, MA
Park Plaza, Boston, MA
Residences at the Ritz-Carlton, Washington, DC
Ritz-Carlton, Georgetown, Washington, DC
Four Seasons Hotel & Tower, Miami, FL
Four Seasons Hotel & Tower, San Francisco, CA
Brooklyn Commons, Brooklyn, NY
Millennium Buckhead, Atlanta, GA
200 Townsend Street, San Francisco, CA
Alexanders' Site, New York, NY
Coliseum, New York, NY
Beyond the Box, New York, NY

1980 - 1994 — **Kohn Pedersen Fox Associates** - New York
Senior Associate Partner

225 West Wacker Drive, Chicago, IL
135 East 57 Street, New York, NY
27 Old Bond Street, London, England
Coraceros Complex, Vina Del Mar, Chile
State House, 58-71 High Holborn, London, England
Hanseatic Trade Center, Hamburg, Germany

Education

1979	CORNELL UNIVERSITY – Bachelor of Architecture (5 year)

Awards

Sony Metreon, Project of the Year, 2001 Awards of Excellence, National Commercial Builders Council
Sony Metreon, Finalist, Business Week / Architectural Record Awards 2000
Sony Metreon, San Francisco, CA, Design Award of Merit, 2000 New York State AIA
2200 M Street, 2000 Concrete Industry Board Award of Merit
Beyond the Box, New York, NY, Architectural League Critics Selection (Handel + Associates)
Broomielaw Redevelopment Competition, Glasgow, Scotland (KPF)
Hanseatic Trade Center, Hamburg, Germany (KPF)
State House Competition, London, England (KPF)
Telecom Competition, Buenos Aires, Argentina (KPF)
225 West Wacker Drive, Chicago, IL, Concrete Building Award of Excellence (KPF)
Morgan House, Princeton, NJ, P/A Award (Olcott / Schliemann)

Publications

"Fireworks or Fallbacks for Two Developments on the East River?" *The New York Times*, 3/5/01
"Puttin' on the Ritz in DC," *The Washington Post*, 10/11/00
"Putting on the Gated Ritz," *The Financial Observer*, 4/10/00
"High on Market," *San Francisco Examiner*, 4/2/00
"SoMa Wakes Up," *Grid*, March / April 2000
"Revival Plans for Boston," *International Construction Review*, February / March 2000
"Plans Unveiled for Two Developments in Hub's Theater District," *The Boston Globe*, 12/11/99
Sony Metreon, *Architectural Record*, November 1999
"Buyer Plans for St. Moritz to be Ritz-Carlton Flagship," *The New York Times*, 11/8/99
"Sony Builds Big-Box Entertainment," *The Wall Street Journal*, 6/23/99
"At Gowanus Canal, Developers Plan $63 Million Mall," *The New York Times*, 6/13/99
"A Manhattan Variation on The Time-Share Theme," *The New York Times*, 5/23/99
"Whitehill's Law," *The Boston Phoenix*, 5/14/99
"The Convergence of Retail and Entertainment," *CMDsec*, May 1999
"Ritz-Carlton Luxury Hotel Planned at Manhattan's Tip," *The New York Times*, 1/99
"Skyscraper's Design Holds a New Look for South Florida, *The Miami Herald*, 6/21/98
"Designs on Independence," *The Boston Globe*, 8/7/98
"Urbane Glass: Profile of a Commission," *American Craft*, June / July 1995

Affiliations

Member, The Skyscraper Museum, New York, NY
Member, Architects, Designers and Planners for Social Responsibility
Consultant, American Institute of Architects' Urban Design Special Interest Group
Member, American Institute of Architects, New York Chapter

Registration

State of New York, License No. 016994
District of Columbia, License No. 6299
State of Florida, License No. AR0016508
State of Georgia
State of Pennsylvania

Carrie Alice Johnson

Professional Experience

1998 to present	GARY EDWARD HANDEL + ASSOCIATES ARCHITECTS - New York, NY *Project Architect* Habitat for Humanity, Brooklyn, NY The Ritz-Carlton, Georgetown, Washington DC
1997-1998	KOHN PEDERSEN FOX ASSOCIATES P.C. - New York, NY *Intermediate Designer* Hotel/Office Building-Taichung, China
1995-1997	IKE & KLIGERMAN ARCHITECTS, P.C. - New York, NY *Project Architect* Design and Construction Consultant on several high-end residential projects.
1994-1995	THOMPSON AND ROSE ARCHITECTS - Cambridge, MA *Design Associate* Facilitated the project management of a Guest Bedroom House, San Juan Island, WA.
1994	MACHADO & SILVETTI ASSOCIATES - Boston, MA *Design Associate* Responsible for drafting floor plans, sections and elevations for the South Park Pavilion & Battery Park City.

Education

1993	HARVARD UNIVERSITY, GRADUATE SCHOOL OF DESIGN- Master in Architecture
1989	WASHINGTON UNIVERSITY, ST. LOUIS, MO – Bachelor of Arts, Major in Architecture
1985	BETHESDA-CHEVY CHASE HIGH SCHOOL, BETHESDA, MD – Diploma

Exhibitions/Honors

1993	Harvard, GSD, Alpha Rho Chi Medal- for the student who " has shown an ability for leadership and performed willing service for the school, and gives promise of real professional merit through altitude and personality."
1993	Harvard, GSD, Thesis Project- "Divisible with Justice for All" nominated for the James Kelly Thesis Prize.
1989/1986	Ralph J Bunche Award
1985-1989	Washington University, Scholarship
1985	National Achievement Program for Outstanding Negro Students – Commended Student

OUTLINE OF TESTIMONY OF TRANSPORTATION CONSULTANT

I. Current Traffic and Parking Conditions

II. Analysis of Impact on Traffic and Parking

III. Lack of Adverse Impact on Traffic and Parking

STATEMENT OF QUALIFICATIONS

MR. LOUIS J. SLADE, P.E.
Vice President and Principal Associate
Gorove-Slade Associates

EDUCATION

Master of Science, Civil Engineering
Northwestern University
Bachelor of Science, Civil Engineering
Northwestern University

PROFESSIONAL ASSOCIATIONS

Institute of Transportation Engineers
Urban Land Institute
Lamda Alpha International Land Economics Society

PROFESSIONAL REGISTRATION AND CERTIFICATION

Registered Professional Engineer: District of Columbia and Maryland
Certified Professional Traffic Operations Engineer

BACKGROUND AND EXPERIENCE SUMMARY

Prior to founding Gorove/Slade Associates, Inc. in 1979, Mr. Slade gained professional experience with national consulting firms in Washington, D. C. and Chicago, Illinois. His professional experience includes highway design, transportation planning, traffic engineering, and a broad range of transportation problem-resolution assignments.

Mr. Slade currently directs all Gorove/Slade Associates activities in the Washington, D.C. metropolitan area and oversees all regional operations. He has provided expert testimony throughout his career in legal transportation matters, zoning hearings, and public works project hearings. He has represented clients in negotiations regarding facilities design and project funding.

Mr. Slade's diverse experience bridges the disciplines of civil engineering design, urban transportation planning, traffic engineering, land development, environmental analysis, and transportation systems design. Mr. Slade has directed major regional comprehensive transportation planning studies and corridor studies, traffic circulation and transit studies, and parking needs and design optimization studies for central business districts and new developments. He has devised and analyzed alternative public transportation modal options. He has developed multi-modal transportation plans incorporating people mover systems. He is familiar with road rating and sufficiency evaluation

systems for primary and secondary roads. He has performed analytical assessments of air quality and noise levels of transportation facilities and systems. He has performed traffic impact assessments for residential, office, shopping and convention centers, and institutional complexes.

Mr. Slade has worked closely with public agencies and private developers devising transportation master plans and major thoroughfare plans. He has been instrumental in the creation of transportation systems and roadway networks for large acreage developments. As a leader in the transportation engineering field, Mr. Slade is widely published in leading transportation and planning journals and has been a guest lecturer at the University of Pennsylvania, Wayne State University, and Stockton State College.

REPRESENTATIVE PROJECTS

Downtown Project Planning - Mr. Slade has 25 years of experience as a consultant on projects in Washington, D.C. which include the MCI Center, Union Station, the Old Post Office, the Ronald Reagan Building, Market Square Georgetown Park, Washington Harbor, and a number of other private sector office buildings, hotels and residential projects. He is currently working on the personnel consolidation at the Washington navy Yard, the engineering and transportation management plan for the Southeast Federal Center and the Transportation Management Plan for the new D.C. Convention Center.

Rail Station Planning and Design - Mr. Slade has extensive experience with the planning and design of the vehicular and pedestrian components of commuter rail stations and bus terminals. This includes roadway access, circulation, and parking planning for several metrorail stations on the Washington, D.C. system for the Transit Authority, the planning of major commuter heavy and light rail stations at the Meadowlands Sports Complex and the Carlstadt New Town Center in Bergen County, N.J., the planning of the station modifications associated with the new MCI Center sports arena at the Gallery Place Station in Washington, D.C., and planning studies for joint public/private developments at several metrorail stations in the Washington Metropolitan area.

Transportation Planning Studies - Nashua Area Transportation Study, New Hampshire; Genessee/Finger Lakes Regional Study, Rochester, New York; Hartford County Thoroughfare Plan, Maryland; James City County Thoroughfare Plan, Virginia.

Transit Impact Studies and Transit Alternatives Analyses - Intermodal Transportation Center in Washington, D.C.; York County, Pennsylvania; Crystal City, Arlington, Virginia; Albany, New York.

Central Business District Circulation Studies - Washington, D.C.; Alexandria, Virginia; Herndon, Virginia; Leesburg, Virginia; Baltimore, Maryland; Atlantic City, New Jersey; Indianapolis, Indiana; Albany, New York; Quincy, Massachusetts.

Transportation Systems Management - Development of management programs to reduce peak hour traffic loads and parking requirements and development of traffic monitoring systems for various

private developments in the Northern Virginia suburbs of Washington, D.C., and for federal agencies in the metropolitan area.

Traffic Analysis and Campus Planning - The George Washington University, Georgetown University, The Lowell School, The Georgetown Day School, The Maret School, Washington, D.C.; The Malvern Preparatory School, Malvern, Pennsylvania.

Major Residential Office, Shopping Center, Industrial, and Mixed-Use Projects/Site Planning - Washington, D.C.; New York City; East Windsor and West Windsor, New Jersey; Baltimore County, Howard County, and Baltimore City, Maryland; Suffolk, Norfolk, and Williamsburg, Virginia; Atlanta, Georgia; Baton Rouge, Louisiana.

Unique and Special Traffic Studies and Assignments - District of Columbia Comprehensive Bikeway Study; U.S. Army Museum, Arlington, Virginia; The Challenger Center for Space, Washington, D.C.; The Universal Ballet School, Washington, D.C.; The Capital Centre Arena, Prince George's County, Maryland; Convention Centers, Atlantic City and Trenton, New Jersey and Baltimore, Maryland; Casino Hotels, Atlantic City, New Jersey; Civil War Battle Reenactment, Fairfax, Virginia; Highway noise barrier design and design guidelines, Federal Highway Administration; Salvation Army Headquarters and Residence for the Homeless, Washington, D.C.

TRANSPORTATION MANAGEMENT EXPERIENCE

Over the last ten years, Maurice Slade has had an active role in the evolving field of demand management. The following paragraphs highlight his work.

The National Institutes of Health (NIH): As part of the Master Plan, Mr. Slade developed a cost-effectiveness matrix for candidate demand management programs which NIH used to advance their overall efforts to reduce trip generation. This work was presented at the I.T.E. Conference in February, 1994. Mr. Slade had an ongoing contract with NIH to monitor the effectiveness of their demand management program.

The City of Alexandria: Virginia passed a demand management ordinance in 1988 which required that all new development include a demand management program customized for the particular site based on proximity to transit, characteristics of the tenants, etc. Mr. Slade worked with a number of clients to help interpret this new ordinance and to prepare the required program.

Institutions: Mr. Slade developed an area-wide demand management plan for the Anacostia Waterfront in Washington, D.C., as part of a master planning study for the City Planning Department. This plan will be implemented by a transportation management association to be established by the city.

Southeast Federal Center: The United States Government General Services Administration is developing the Southeast Federal Center in the Anacostia Waterfront sector of Washington, D.C. Mr. Slade is responsible for the development of transportation management plans for each of the federal agencies which will be headquartered in this 75-acre enclave.

PUBLICATIONS

"Bikeway Planning Study: District of Columbia Bicycle Transportation Plan and Program," presented at the Eighth Bicycle/Pedestrian Seminar sponsored by the Metropolitan Association of Urban Designers and Environmental Planners, Toronto, July, 1976.

"Household Stratification Models of Travel Stimulation," (co-authored with A. Chatterjee and S. Khasnabis), published in the January, 1977 issue of the *Journal of the American Society of Civil Engineers*.

"New Rapid Rail Systems: Will They Do the Job?," (co-authored with G.H. Castel), published in the July, 1977 issue of *Planning*, the American Society of Planning Officials, Chicago.

"Atlantic City's Transportation Potential," presented at the Center for Environmental Research Conference on Traffic and Transportation in Atlantic City, Stockton State College, Pomona, New Jersey, August, 1978.

"Evaluation of Traffic Impacts of Neighborhood, Community, and Regional Shopping Areas," presented at a seminar on Traffic Considerations for Land Developments by the Department of Civil Engineering, Wayne State University, in cooperation with the Michigan Office of Highway Safety Planning and the U.S. Department of Transportation, Federal, Highway Administration, December 3 and 4, 1979.

"Reductions in Estimates of Traffic Impacts of Regional Shopping Centers," (co-authored with Frederick E. Gorove, P.E.), *ITE Journal*, January, 1981.

Faculty Members, International Council of Shopping Centers, 1982 University of Shopping Centers. January 27, 1982, Atlanta. Course: "New Parking Requirements for Regional Centers."

Guest lecturer at Center for Environmental Research, School of Design, University of Pennsylvania: "Guidelines for Transportation Access, Circulation and Parking Aspects of Multi–Use Land Development," February 17, 1982.

"A Market-Based Transportation Management Program for Developers," (co-authored with Geok Koon Kuah, Ph.D.), the ITE 58th Annual Meeting Compendium of Technical Papers, Washington, D.C., 1988.

"The Corridor Connection," NVBIA's Action magazine, September/October 1990 issue; subtitle: "Commuters May Get The Chance To Zip To Metro Or Work On New Bus Routes."

OUTLINE OF TESTIMONY OF ARCHITECTURAL HISTORIAN

I. Introduction

A. Qualifications
B. Summary

II. Impact of Historic Preservation Issues

A. Uniqueness

1. Location of site
2. Architectural constraints
3. Need to retain historic buildings
5. Constraints re: historic district

B. Consistency with the Historic District

STATEMENT OF QUALIFICATIONS

EMILY HOTALING EIG
Architectural Historian and President of EHT Traceries, Inc.

Ms. Eig is the founder and president of EHT Traceries, a women-owned company incorporated in the State of Maryland. As the head of EHT Traceries, she combines leadership of an 11-person firm with her work as an architectural historian and preservation consultant. Her technical knowledge is focused on late 19th and 20th century buildings, as well as a thorough understanding of current historic preservation issues. She is well-known for her work with federal and local architecture, especially in Washington, DC, and nearby Maryland and Virginia. As a preservation consultant, she advises on the interpretation of preservation laws and regulations, as well as regularly assisting owners, developers, architects, and preservation technicians with the interpretation and analysis of historic buildings through an understanding of historic and contemporary documents, construction techniques, and building materials. She is a considered an expert in resource evaluation, federal and state Historic Preservation Certification processes, Section 106 mitigation, and the Secretary of Interior's Standards for the Treatment of Historic Properties.

Ms. Eig meets professional qualifications prescribed by the Secretary of the Interior (36 CFR 61 - Appendix A). She has been accepted as an expert witness before the District of Columbia Historic Preservation Review Board, the Montgomery County Historic Preservation Commission; DC Mayor's Agent for Historic Preservation; DC Zoning Commission; DC Board of Zoning Adjustment; Superior Court of the District of Columbia; the National Capital Planning Commission; and the U.S. Commission of Fine Arts. She currently serves as a member of the Montgomery County Historic Preservation Commission.

RESEARCH AND PRESERVATION PLANNING

Ms. Eig has served as Project Architectural Historian and Preservation Consultant for numerous major historic projects in Washington, DC. In these roles, she directed research; prepared Historic Structures Reports and Historic American Buildings Survey documentation; advised on local and federal preservation reviews including Determination of Eligibility, Section 106 Memorandum of Agreements; guided efforts to rehabilitate historic building using the Secretary of Interior's Standards, and advised on the design compatibility of major new additions to historic buildings.

Selected preservation projects include:
Georgetown Incinerator (EastBanc/Millenium) Shalom Baranes Associates, 1997-
Woodward & Lothrop Building (Douglas Development Co.) GTM Architects, 1999-
United Mine Workers Building (Summit Properties) Martinez & Johnson, 1999-
Alban Towers Apartments, (Charles E. Smith Companies) Torti.Gallas CHK Architects, 1999-
800 F Street, N.W., (Douglas Development Co.) Shalom Baranes Associates, 1998-
Old Masonic Temple (Karchem Properties, Inc.) Martinez and Johnson Architects, 1997-

700 block of Seventh Street, N.W. (Douglas Development, Inc.) GTM Architects, 1997-
Interstate Commerce Commission and Department of Labor Buildings (GSA) RTKL, 1995-96
Department of the Interior Modernization (GSA) Shalom Baranes Associates, 1993-5
Washington City Post Office (U.S. Postal Service/Postal Square Associates [Gerald D. Hines Interests, Managing Partner]; Shalom Baranes Associates, Architects), 1985-92
Warner Theatre and Office Building (The Kaempfer Company; Pei Cobb Freed & Partners with Shalom Baranes Associates, Architects), 1986-92

SURVEY AND DOCUMENTATION

Ms. Eig holds particular expertise in late 19th and 20th century residential, commercial, religious, institutional, and public buildings, as well as in the history of city planning. Work in the Metropolitan Washington area has provided the opportunity to study a variety of building types from that period (notably commercial and office buildings, single family residences, apartment buildings, public and institutional buildings, banks, movie theaters, post offices, warehouses, garages, carriage houses and stables, and churches), as well as to develop expertise in the history of urban neighborhoods.

She has authored numerous documents, including Historic Structures Reports, Historic American Building Survey documentation, Maryland Historical Trust Historic Property Inventory Forms, General Services Administration Building Preservation Plans, and National Register of Historic Places nominations. This work includes innovative use of computer databases to provide recordation, comparative analysis, evaluation, and management of building elements.

In 1998, she completed a major study of the history of the Public Buildings Service. Tentatively titled, Cause to Be Built: The Origins and History of the Public Buildings Service, publication under the auspices of the General Services Administration is anticipated in 2000.

PRESERVATION PLANNING

In the last few years, EHT Traceries has participated in a number of important master plan documents for such institutions as Downtown Washington DC, The George Washington University, and the University of Maryland in Baltimore.

SURVEY DATA MANAGEMENT

Ms. Eig has extensive expertise in the design, implementation, and administration of historic architectural surveys, particularly in the design and use of computer-aided survey methodology. Since 1983, EHT Traceries has conducted more than fifty surveys in the District of Columbia, Maryland and Virginia. These surveys include contextual studies (such as the continuing survey of Annapolis, Maryland and Arlington County, Virginia), building type studies (such as the DC Apartment Buildings Survey), and transportation corridor studies for the Maryland Department of Transportation.

SELECTED PUBLICATIONS

Eig, Emily Hotaling, Cause to Be Built: The History and Origins of the Public Buildings Service, General Services Administration scheduled for publication in 2000.

Eig, Emily Hotaling, National Association of Historic Preservation Commissions, "Preservation in DC," February 1998.

Eig, Emily Hotaling, "Kalorama" in Washington at Home (Kathryn Schneider Smith, Ed.). Northridge, CA: Windsor Publications, Inc., 1988.

Eig, Emily Hotaling, "Waddy Wood, Architect" in Department of the Interior Building; Its Architecture and Its Art (David W. Look and Carole L. Perrault). Washington, DC: U.S. Department of the Interior, National Park Service, Preservation Assistance Division, 1986.

PROFESSIONAL AFFILIATIONS

Society of Architectural Historians
Committee of 100 on the Federal City
Association for Preservation Technology
Historical Society of Washington, DC
DC Preservation League

EDUCATION

The George Washington University, Washington, DC
Master of Arts in Teaching in Museum Education, 1975
Field of study: Architectural History

Brandeis University, Waltham, Massachusetts
Bachelor of Arts, Fine Arts (Art History), cum laude with departmental honors, 1974.

A

BZA Certification Form 1 (Revised 03/30/00)

ZONING SELF-CERTIFICATION FORM

Project Address(es)			
3100 South Street, N.W.			
Square	**Lot(s)**	**Zone District(s)**	**Case No.**
1189	88	W1	

CERTIFICATION

The undersigned agent hereby certifies that the following zoning relief is required from the Board of Zoning Adjustment in this matter pursuant to:

☐	Use Variance DCMR 11 3103	☒	Area Variance DCMR 11 3103	☐	Special Exception DCMR 11 3104

which is provided for by DCMR Title 11 Section No(s).: 930.1 and 931.1

Pursuant to 11 DCMR 3113.2, the undersigned agent certifies that:

(1) the agent is duly licensed to practice law or architecture in the District of Columbia;
(2) the agent is currently in good standing and otherwise entitled to practice law or architecture in the District of Columbia;
(3) the applicant is entitled to apply for the variance or special exception sought for the reasons stated in the application.

The undersigned agent and owner acknowledge that they are assuming the risk that the owner may require additional or different zoning relief from that which is self-certified in order to obtain, for the above-referenced project, any building permit, certificate of occupancy, or other administrative determination based upon the Zoning Regulations and Map. Any approval of the application by the Board of Zoning Adjustment does not constitute a Board finding that the relief sought is the relief required to obtain such permit, certification, or determination.

The undersigned agent and owner further acknowledge that any person aggrieved by the issuance of any permit, certificate, or determination for which the requested zoning relief is a prerequisite may appeal that permit, certificate, or determination on the grounds that additional or different zoning relief is required.

The undersigned agent and owner hereby hold the District of Columbia Office of Zoning and Department of Consumer and Regulatory Affairs harmless from any liability for failure of the undersigned to seek complete and proper zoning relief from the Board of Zoning Adjustment.

The undersigned owner hereby authorizes the undersigned agent to act on the owner's behalf in this matter.

Owner's Signature	Owner's Name (Please Print)
Mary Mottershead	Killennium Georgetown Partners LLC
Agent's Signature	**Agent's Name (Please Print)**
Richard B. Nettler	Richard B. Nettler, Esquire

D.C. Bar No.	93471	or	Architect Registration No.

OFFICE OF ZONING DETERMINATION
(DCMR Title 11 3113.2)

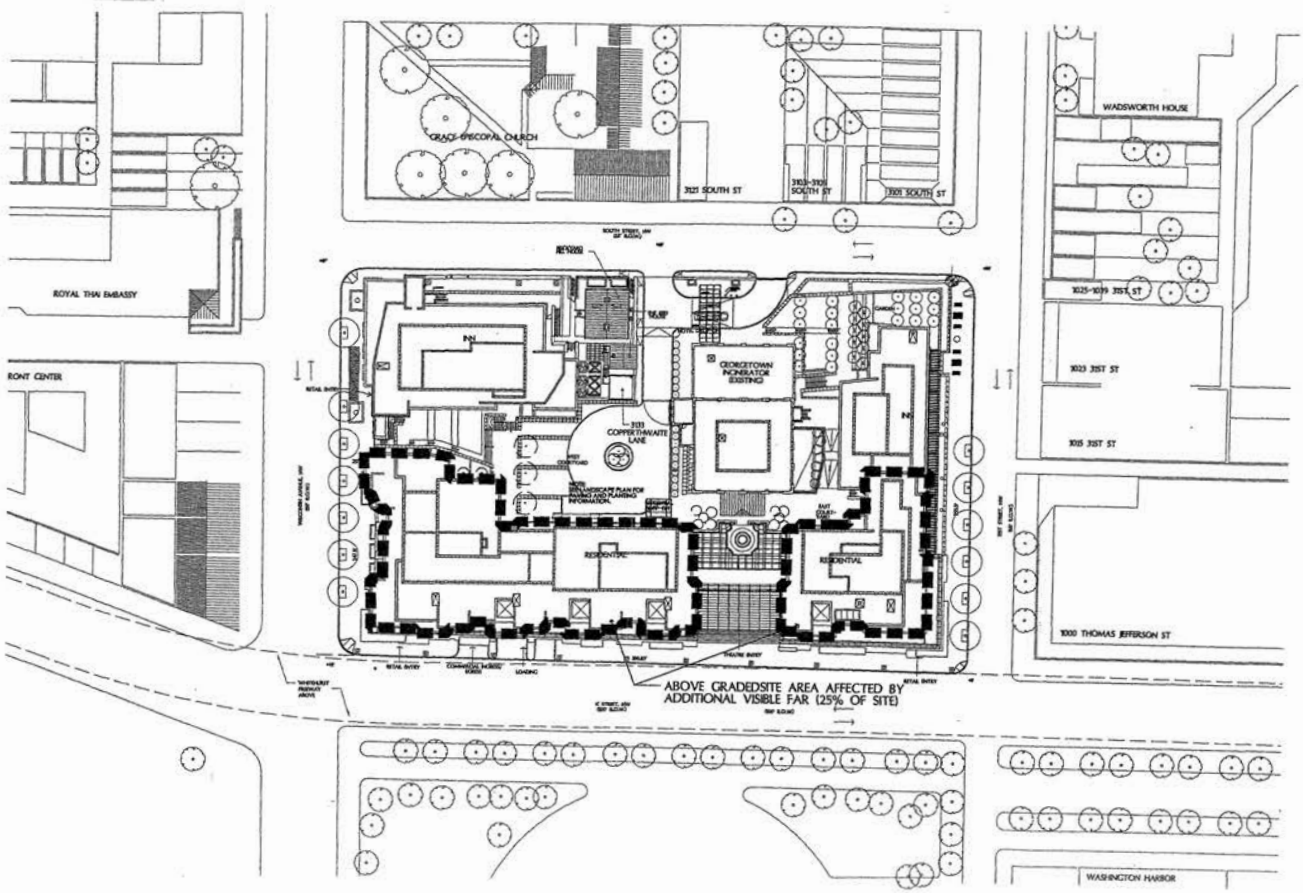
Based upon review of the application and self-certification, this application is

☐	Accepted for filing.
☐	Referred to the Office of the Zoning Administrator, Department of Consumer and Regulatory Affairs, for determination of proper zoning relief required.
☐	Rejected for failure to comply with the provisions of ☐ DCMR Title 11 - 3113.2; or ☐ DCMR Title 11 Zoning Regulations. Explanation _____

Date		Signature	

441 4th Street, N.W. Ste. 210-S, Washington, D.C. 20001 — Jerrily R. Kress, FAIA - Director of the Office of Zoning





GEORGETOWN INCINERATOR

WASHINGTON, D. C.

MILLENNIUM PARTNERS OF WASHINGTON, D.C. INC.

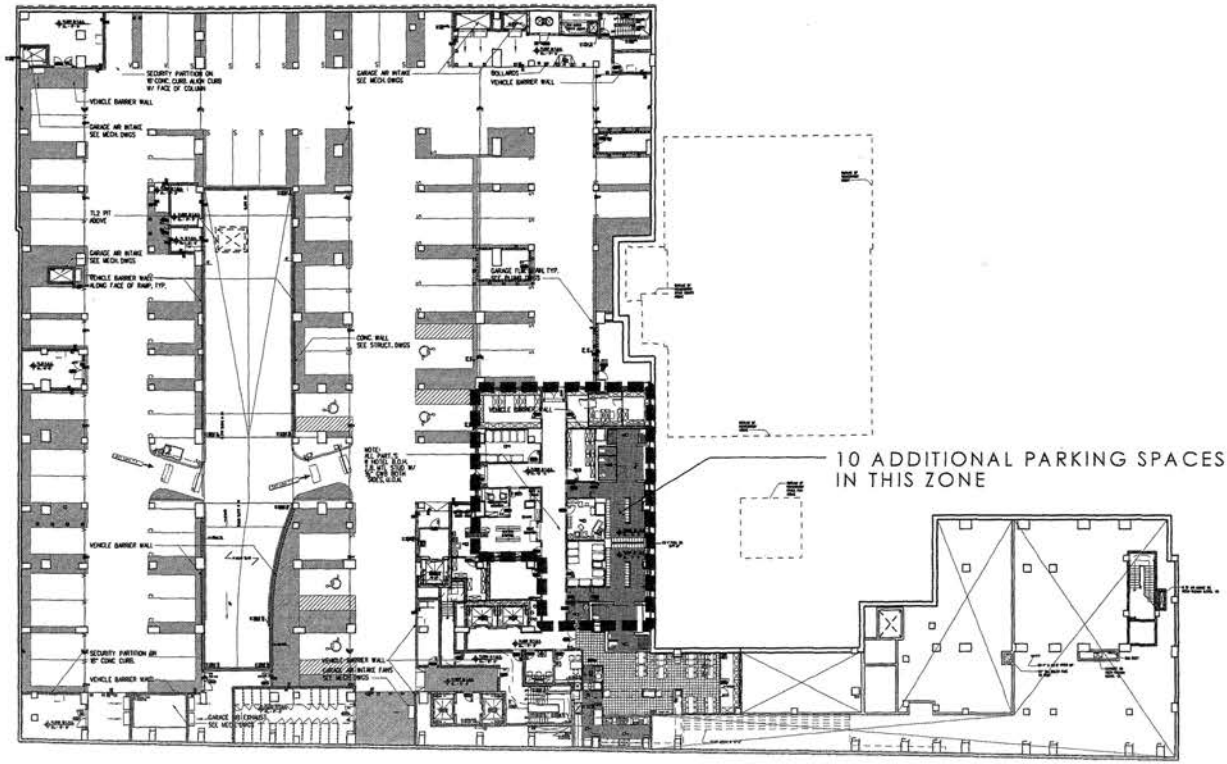
SITE PLAN

GARY EDWARD HANDEL & ASSOCIATES
SHALOM BARANES ASSOCIATES

MARCH 15, 2001

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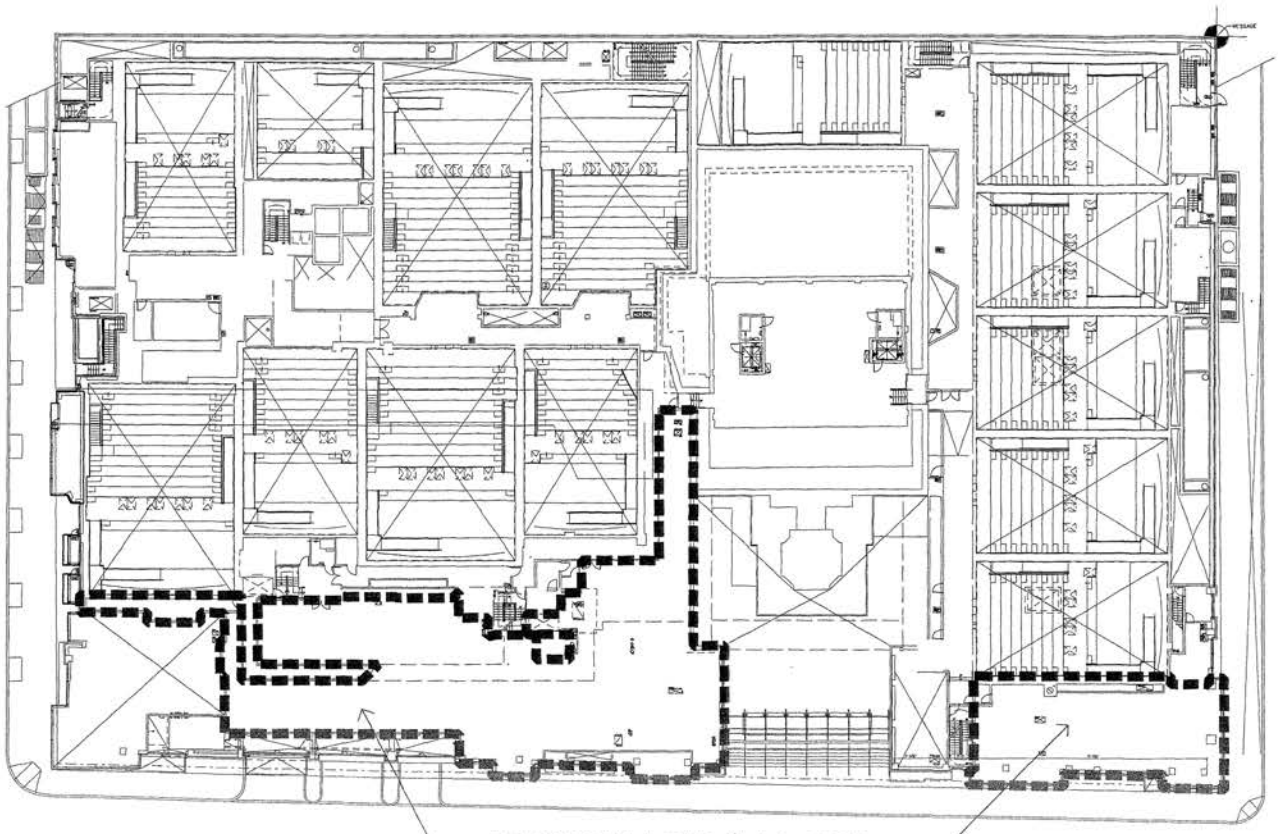
GEORGETOWN INCINERATOR
WASHINGTON, D. C.

MILLENNIUM PARTNERS OF WASHINGTON, D.C. INC.

GARY EDWARD HANDEL & ASSOCIATES
SHALOM BARANES ASSOCIATES

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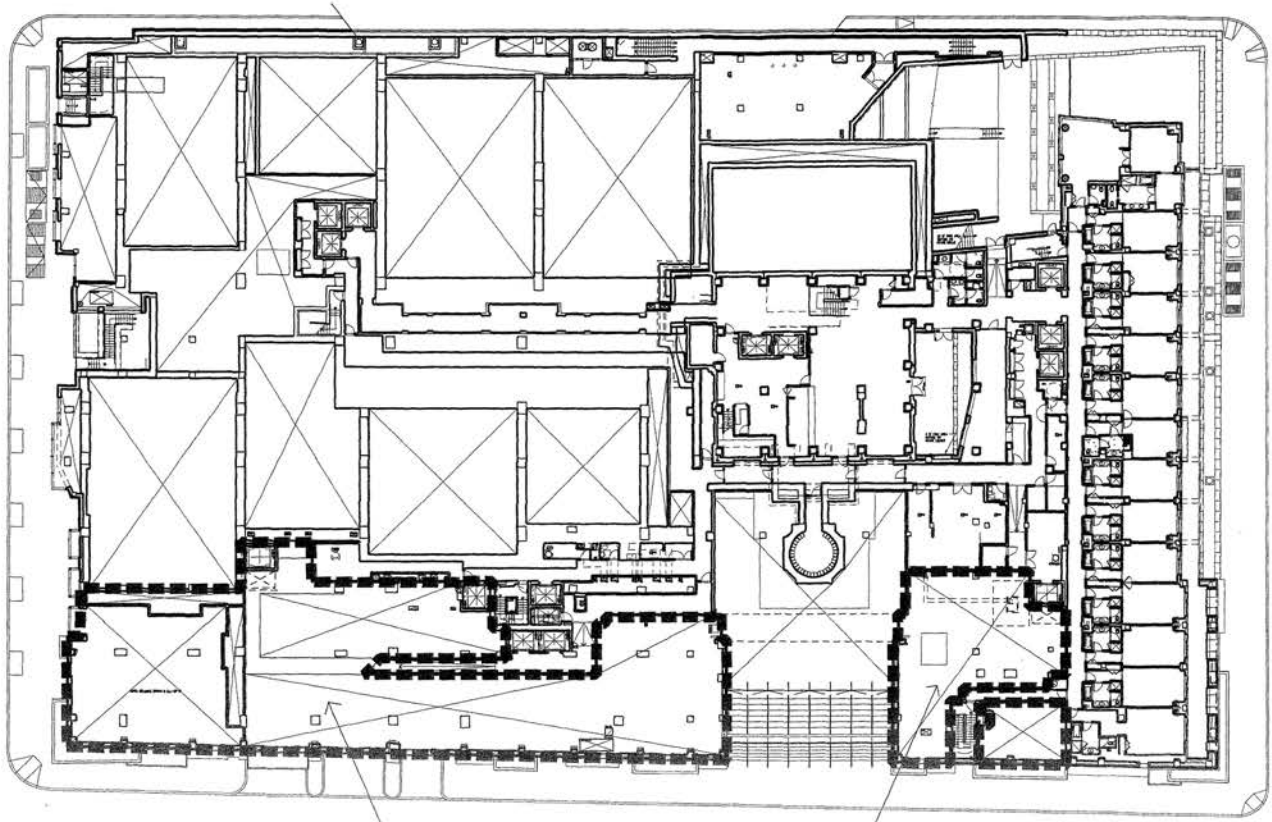
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GARY EDWARD HANDEL & ASSOCIATES
SHALOM BARANES ASSOCIATES

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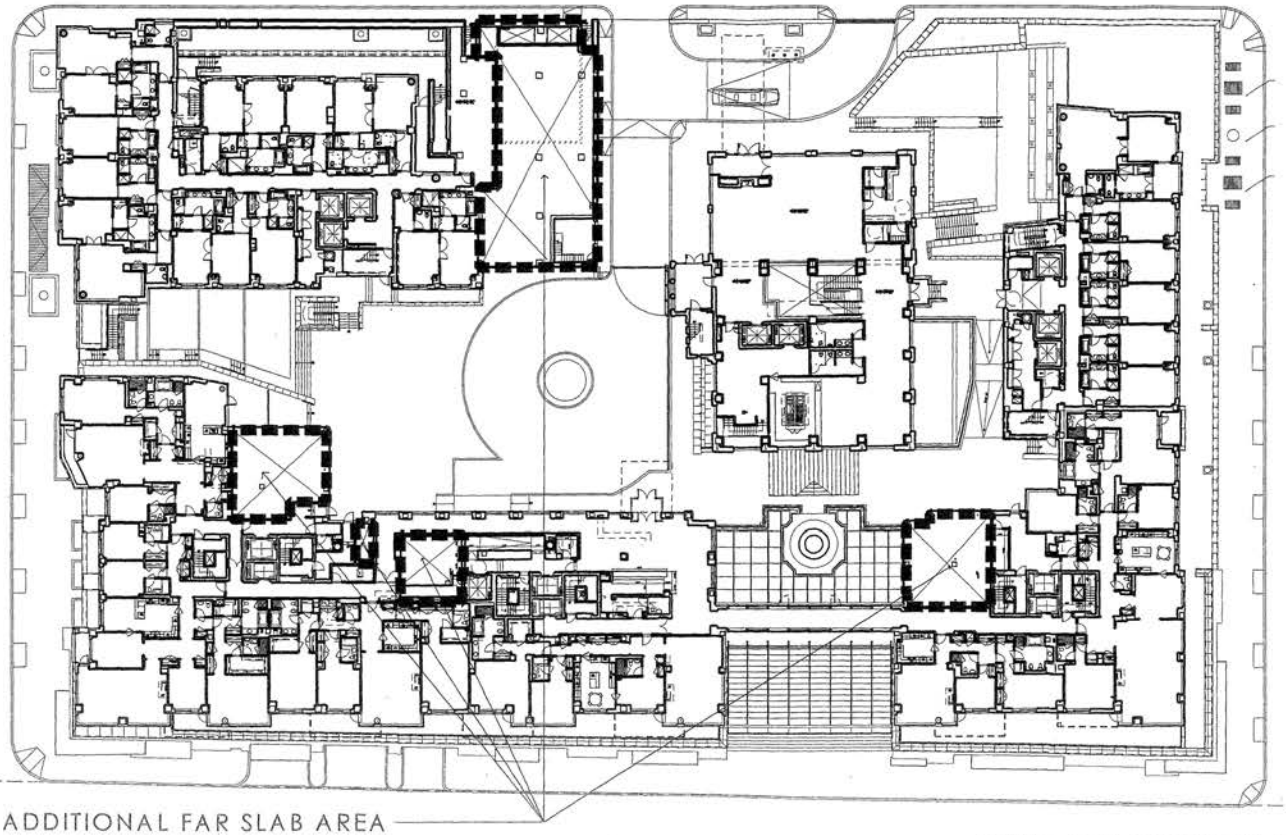
WASHINGTON, D. C.

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GARY EDWARD HANDEL & ASSOCIATES
SHALOM BARANES ASSOCIATES

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ADDITIONAL FAR SLAB AREA

LEVEL + 1/ +49'-0" R/ +46'-1 3/8" H

GEORGETOWN INCINERATOR

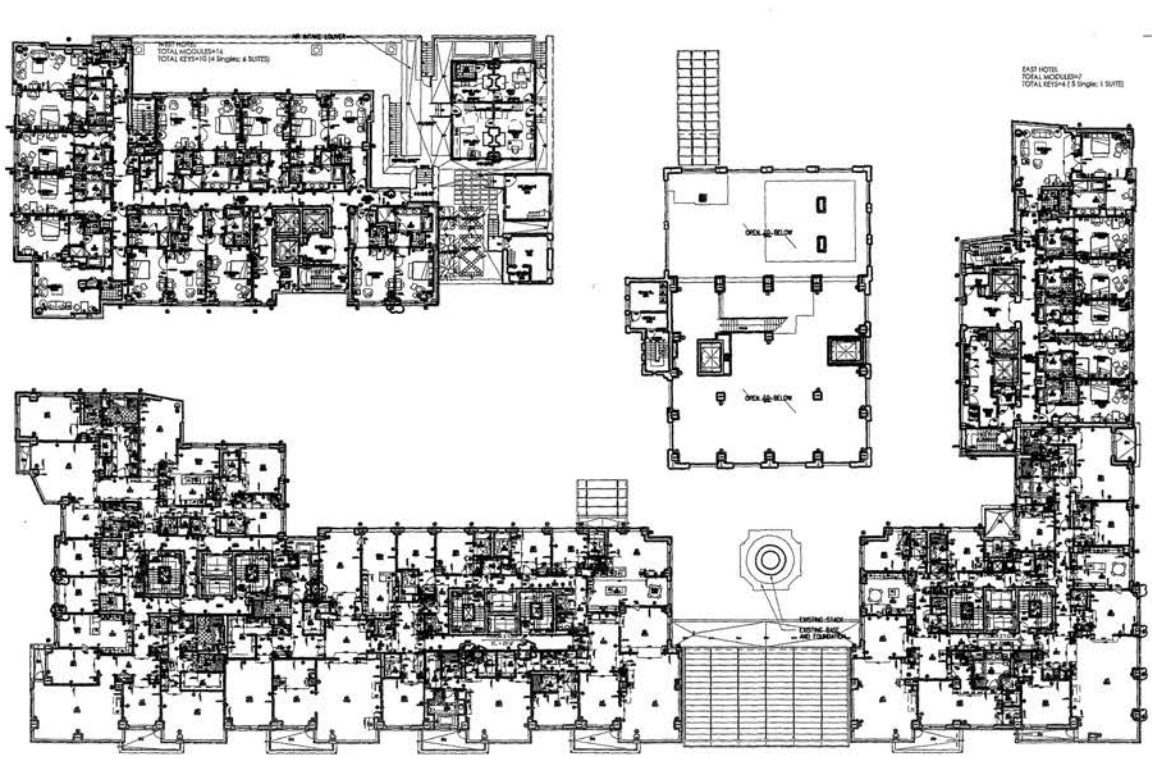
WASHINGTON, D. C.

MILLENNIUM PARTNERS OF WASHINGTON, D.C. INC.

GARY EDWARD HANDEL & ASSOCIATES
SHALOM BARANES ASSOCIATES

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LEVEL 2: +59'-8" R / +55'-2 5/8" H

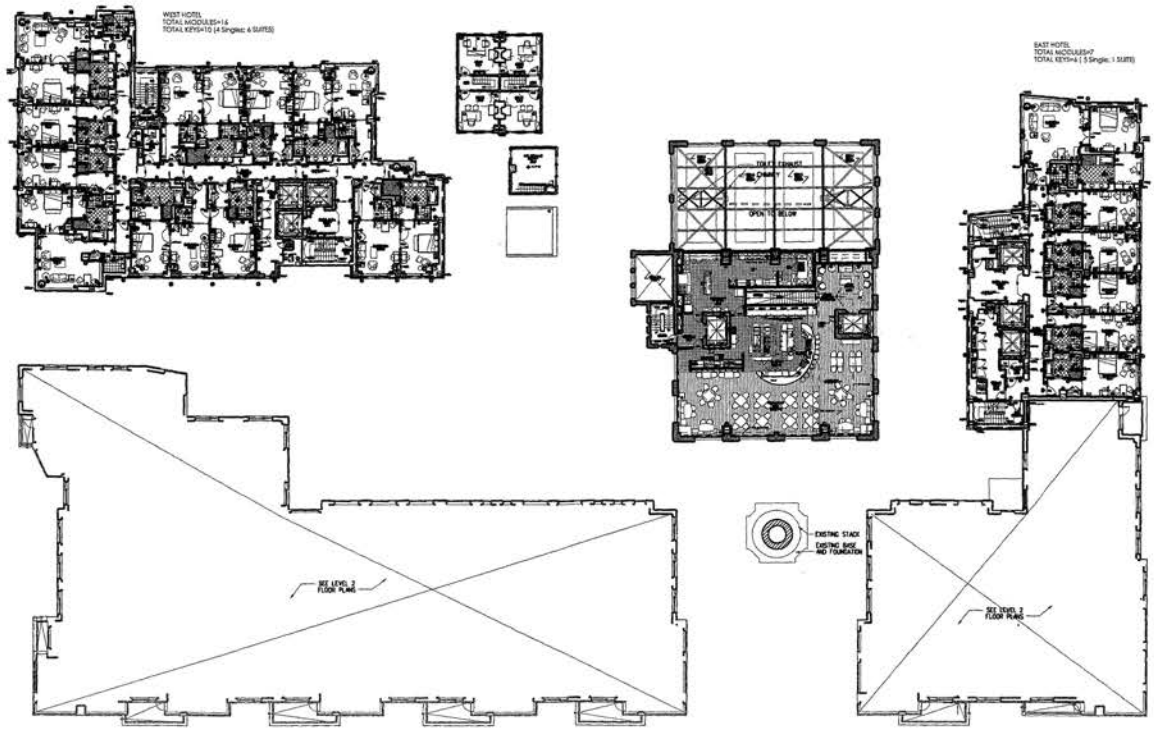
GEORGETOWN INCINERATOR

WASHINGTON, D. C.

MILLENNIUM PARTNERS OF WASHINGTON, D.C. INC.

GARY EDWARD HANDEL & ASSOCIATES
SHALOM BARANES ASSOCIATES

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LEVEL 3: +64'-4" H

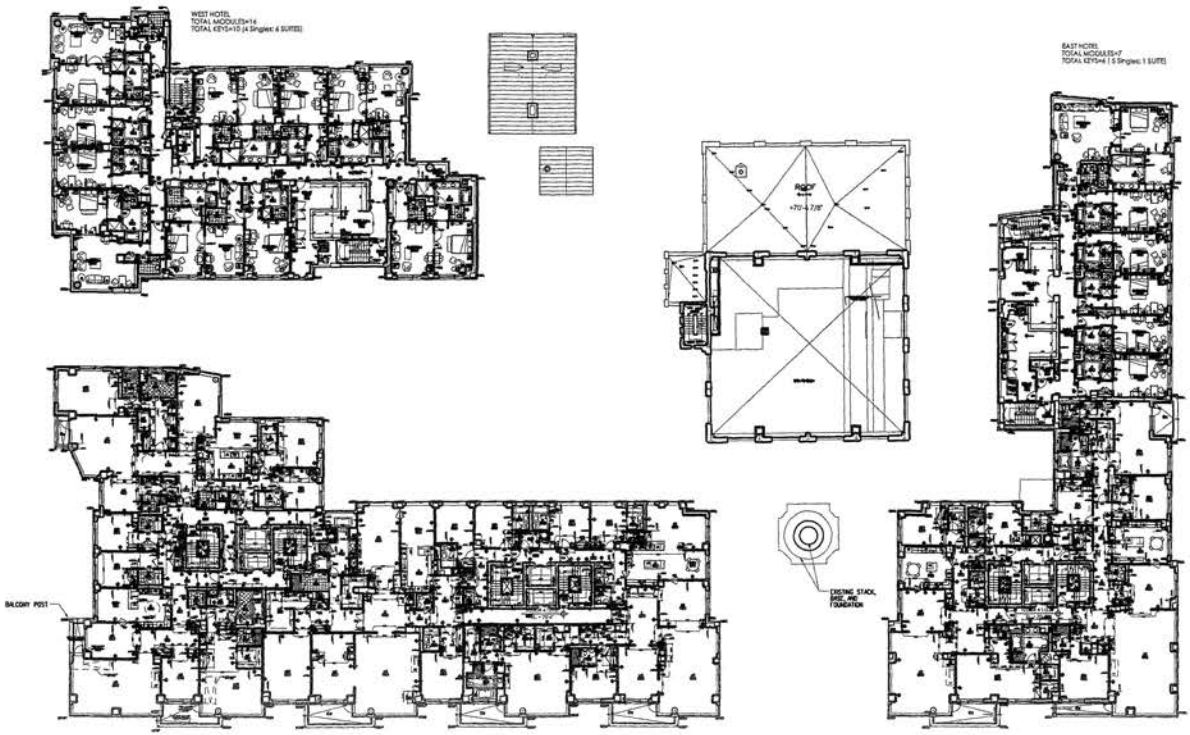
GEORGETOWN INCINERATOR

WASHINGTON, D. C.

MILLENNIUM PARTNERS OF WASHINGTON, D.C. INC.

GARY EDWARD HANDEL & ASSOCIATES
SHALOM BARANES ASSOCIATES

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LEVEL 4: +70'-4" R / +73'-5 3/8" H

GEORGETOWN INCINERATOR

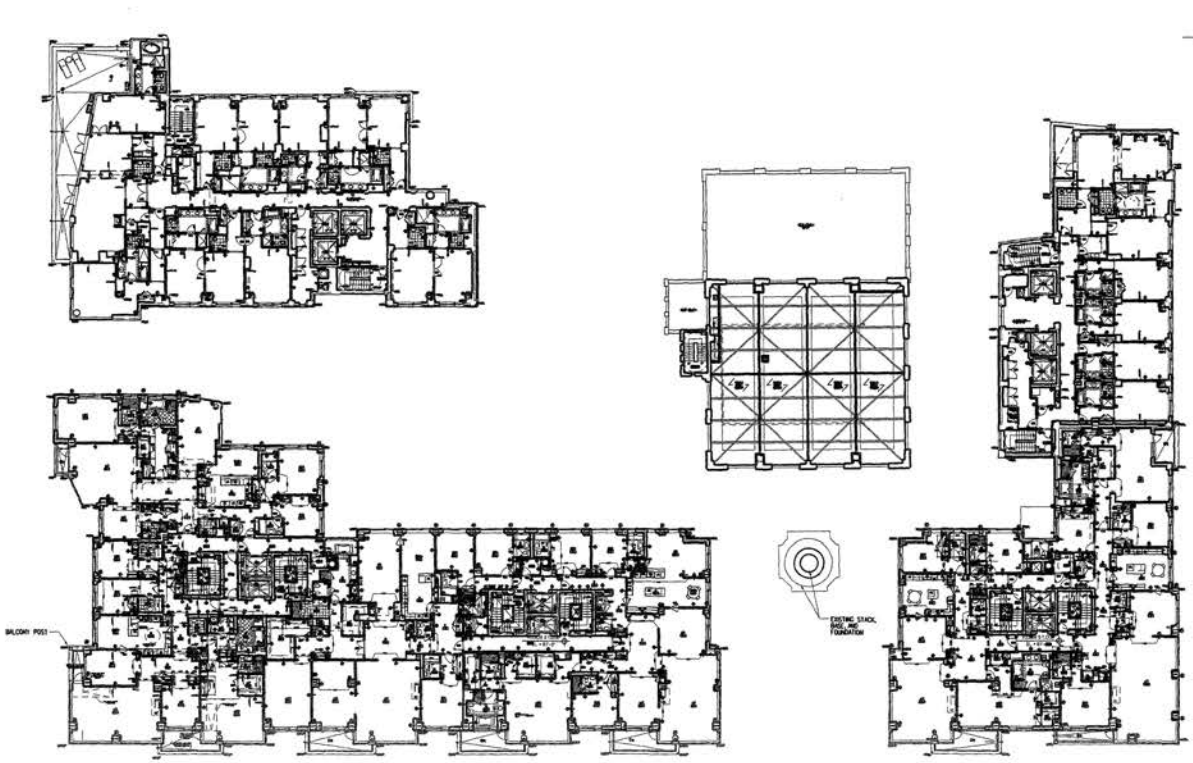
WASHINGTON, D. C.

MILLENNIUM PARTNERS OF WASHINGTON, D.C. INC.

GARY EDWARD HANDEL & ASSOCIATES
SHALOM BARANES ASSOCIATES

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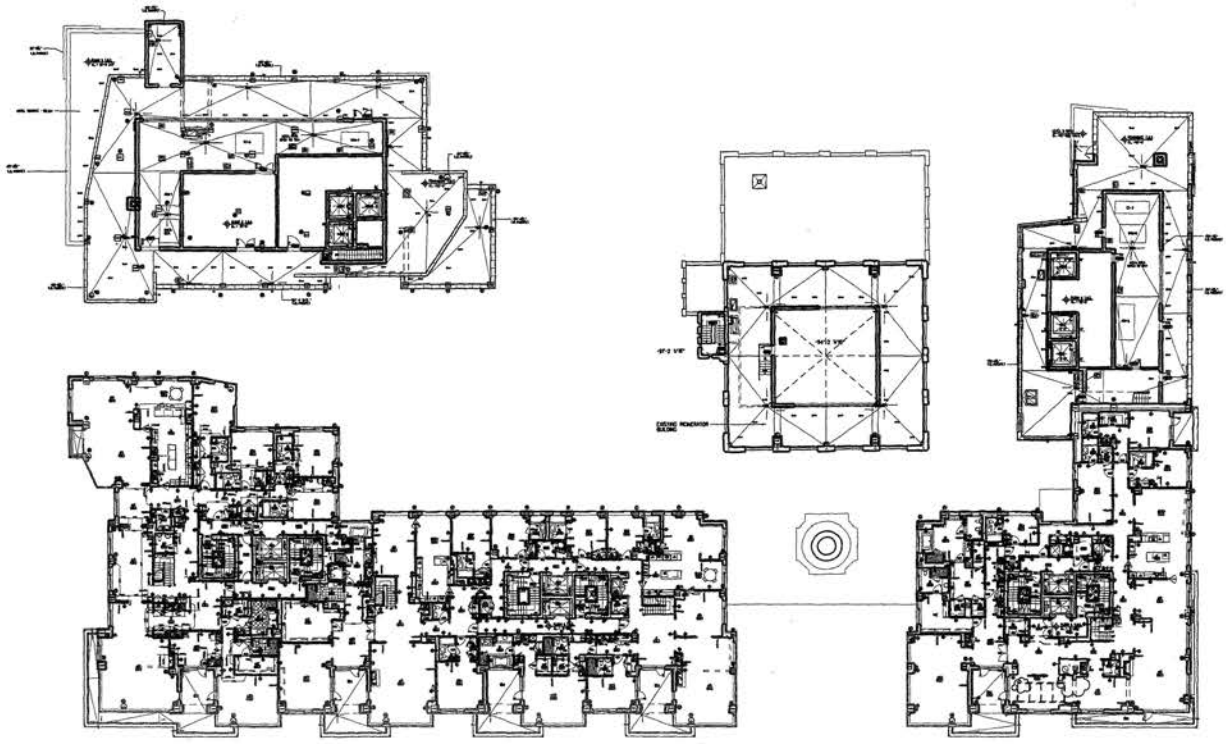
ADDITIONAL RESIDENTIAL FLOOR PLAN @ LEVEL 5: +81'-0" R / 82'-9 3/8" H

GEORGETOWN INCINERATOR
WASHINGTON, D. C.

GARY EDWARD HANDEL & ASSOCIATES
SHALOM BARANES ASSOCIATES

MILLENNIUM PARTNERS OF WASHINGTON, D.C. INC.

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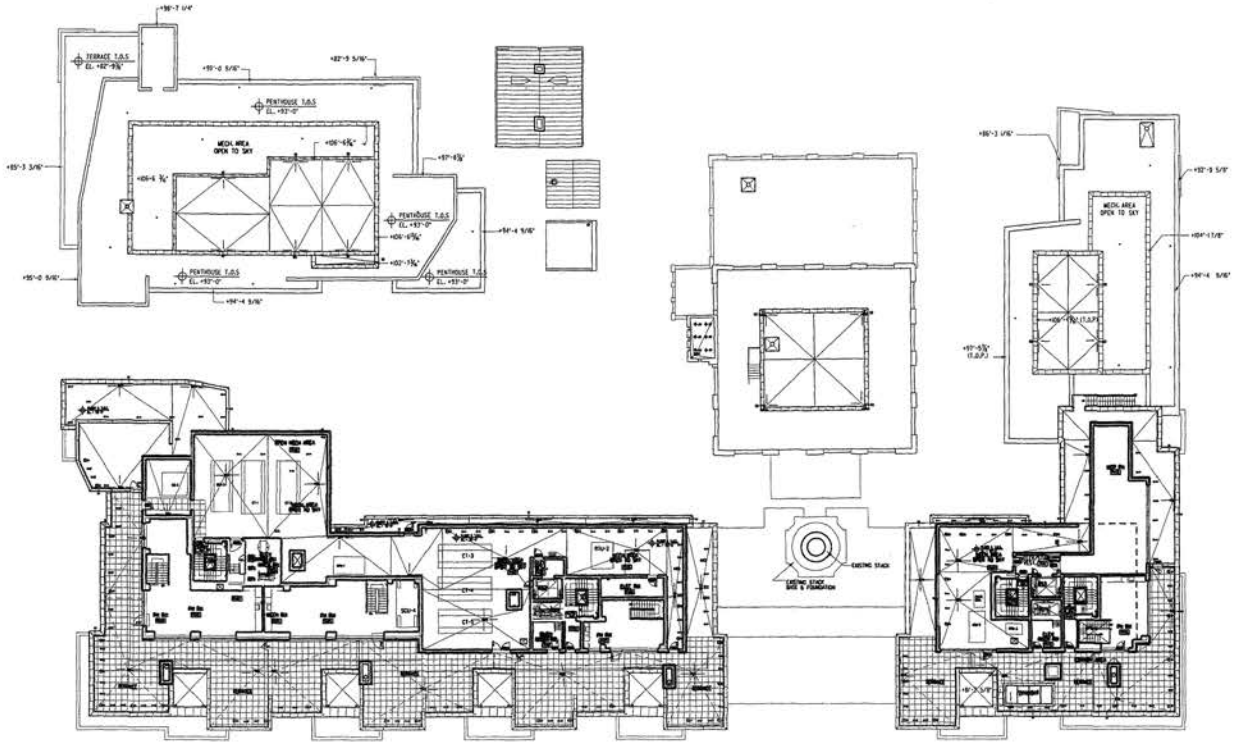
LEVEL 6: +91'-10 5/8" R

GEORGETOWN INCINERATOR
WASHINGTON, D. C.

GARY EDWARD HANDEL & ASSOCIATES
SHALOM BARANES ASSOCIATES

MILLENNIUM PARTNERS OF WASHINGTON, D.C. INC.

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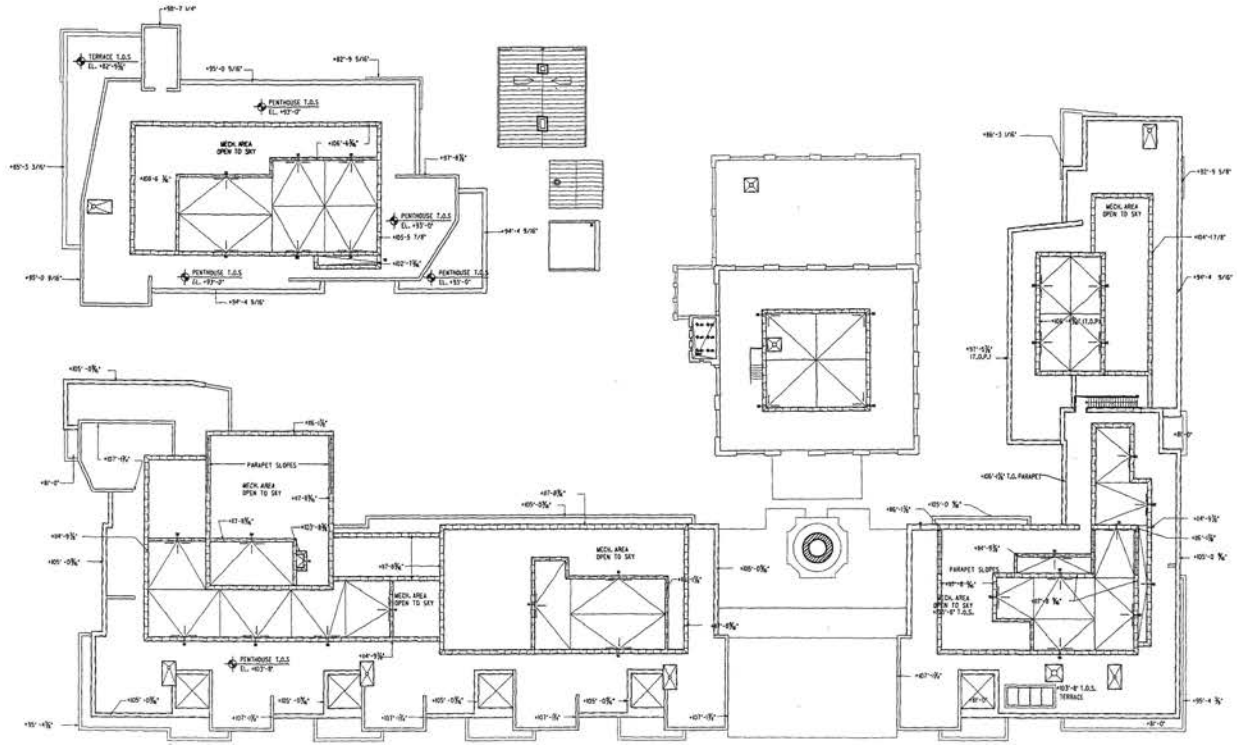
PENTHOUSE FLOOR PLAN / ROOF PLAN

GEORGETOWN INCINERATOR
WASHINGTON, D.C.

MILLENNIUM PARTNERS OF WASHINGTON, D.C. INC.

GARY EDWARD HANDEL & ASSOCIATES
SHALOM BARANES ASSOCIATES

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GEORGETOWN INCINERATOR

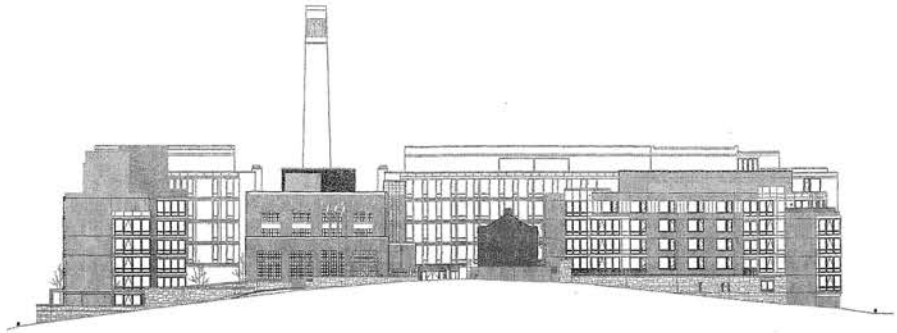
WASHINGTON, D. C.

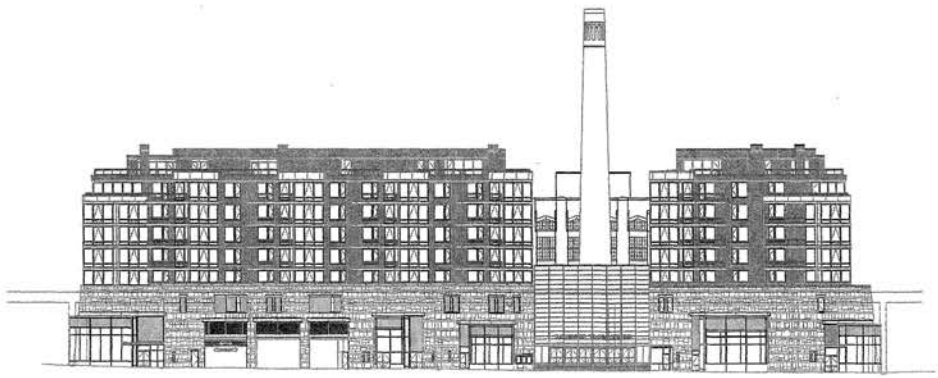
MILLENNIUM PARTNERS OF WASHINGTON, D.C. INC.

ROOF PLAN

GARY EDWARD HANDEL & ASSOCIATES
SHALOM BARANES ASSOCIATES

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GEORGETOWN INCINERATOR

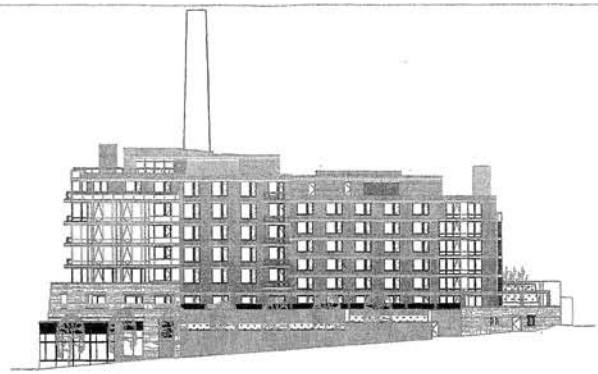
WASHINGTON , D. C

GARY EDWARD HANDEL & ASSOCIATES
SHALOM BARANES ASSOCIATES

MILLENNIUM PARTNERS OF WASHINGTON, D.C. INC.

MARCH 7, 2001

0 8 16 32



1 EAST ELEVATION (3)st STREET



2 WEST ELEVATION (WISCONSIN AVE)

GEORGETOWN INCINERATOR

WASHINGTON . D . C

GARY EDWARD HANDEL & ASSOCIATES
SHALOM BARANES ASSOCIATES

MILLENNIUM PARTNERS OF WASHINGTON, D.C. INC.

MARCH 7, 2001

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RECEIVED
MAY 19 1998

DRAFT

REPORT OF THE OLD GEORGETOWN BOARD
to
THE COMMISSION OF FINE ARTS

21 May 1998

O.G. 98-66 HPA. 98-165	3100 South Street, N.W. Millennium Georgetown Dev. Georgetown Incinerator	Residential/inn/ theatre complex - conceptual

REPORT: This project was shown to the Commission during its meeting of 19 March as an information presentation. At that time, the developer asked that the Commission see the submission, despite Board reservations, so as to get as much "feedback" from the Board, the Commission, and the ANC as possible before making any adjustments to the proposal. As such, no formal action was taken by the Commission or expected by the applicant. The project is now before the members for formal action.

Briefly, the project covers an entire city block and includes the 1932 Georgetown Incinerator and the circa 1800 landmark Brickyard Hill Houses. Several late 19th and early 20th century structures would be demolished along with a 1956 commercial structure on Wisconsin Avenue. While the Commission raised no objection to the basics of the development, it was suggested that the architect provide additional space for the historic houses, develop the massing to help soften the new podium structures, indicate how the 35 foot height of the stone wall on K Street would be treated, and providing a reasonable landscape approach to the podium

itself.

In the interim since 19 March, the ANC reviewed the project, recommending in its favor with the proviso that the developer retain the wood cottage on Copperthwaite Lane at the back of the Brickyard Hill Houses. On 7 May, the Georgetown Board again considered the project. The applicant indicated that the above-mentioned wood cottage would be retained, although not in its original position. In addition, a series of small massing models were shown which provided several design approaches with respect to the west half of the development.

The Board believes that the retention of the cottage has provided the necessary "breathing" space for the Brickyard Hill Houses while one of the massing studies, indicating a series of symmetrical bays overlooking the Whitehurst, is an improvement over the original composition. The Board's concern, however, has focused on the articulation of the podium itself. It is believed that this will be seen as a massive three story wall with the undercarriage of the Whitehurst completing the apparent enclosure. The Board believes that this aspect requires far more thought.

RECOMMENDED ACTION: No objection to concept of proposed residential/inn/theatre complex development which would entail the closing of Copperthwaite Lane and demolition of the existing late 19th and early 20th century buildings on the corner of K Street and Wisconsin Avenue, the 1956 commercial

building on Wisconsin Avenue and South Street, and one of two structures on Copperthwaite Lane. Recommend further study of the proposed massing, accommodation of significant landscape material, and detailed studies of the podium. Resubmit under a new concept application for design development review by the Commission.

OLD GEORGETOWN SUBMISSIONS

NO.	ADDRESS AND OWNER	PROJECT
O.G. 98-41 HPA. 98-88	1635 29th Street, N.W. Benjamin Johns Mackall Square Residence	Swimming pool, guest house, new garage and alterations to driveway - revised concept

ACTION: No objection to the revised concept design for swimming pool, guest house, garage structure and alterations to driveway as shown in supplemental drawings received and dated 29 May 1998, which indicate a 20'-0" setback from rear property line. Submit working drawings with permit application for review by the Commission when ready.

O.G. 98-101 HPA. 98-263	3126 N Street, N.W. Steven R. Schutt Residence	Rear addition, garden fence, and replacement windows - permit

ACTION: No objection to issuance of permit for proposed replacement of window sash and side rails with new wood sash to match existing, reusing existing glass where possible, and for replacement six panel wood door on front of house, as shown in supplemental drawings received and dated 4 June 1998.

O.G. 98-105 HPA. 98-268	3330-40 M Street, N.W. (Rear) East-Banc, Inc. Commercial	Addition and alterations - permit

ACTION: No objection to issuance of permit for proposed addition and alterations as shown in supplemental drawings received and dated 17 June 1998. Revised working drawings are an improvement over concept design. See previous case (O.G. 98-31).



Concept

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUILDING AND LAND REGULATION ADMINISTRATION

RECEIVED
FEB 25 1998
COMMISSION OF FINE ARTS

RECEIVED BY
RECEIVED
SHALON BARANES ASSOC.
JUN 29 1998
Date
Staff

Filing Date 2/19/98

TRANSMITTAL LETTER - COMMISSION OF FINE ARTS

TO: The Commission of Fine Arts

The accompanying application HPA No. 98-165 and 98-66 No. 98-66 is referred for consideration and appropriate action in accordance with the provisions of D.C. Law 2-144, the Historic Landmark and Historic District Protection Act of 1978 and in accordance with the following Act(s):

(X) The Old Georgetown Act, Public Law 808, 81st Congress
( ) The Shipstead-Luce Act, Public Law 231, 71st Congress

PREMISES	LOT	SQUARE
3100 South St NW	52, 57, 59-65, 824, 831	1189

Complies with the D.C Zoning Regulations

W1/W2

for Zoning Division

The submitted documents were checked for general compliance of the exterior features with the D.C. Construction Codes; no objections to filing with CFA. This clearance does not constitute an approval for building permit.

2/19/98

for Structural Section

Cleared to file with CFA by Permit Information Branch.

Chief, Permit Branch

CONCEPT ONLY

TO: Mayor's Agent for D.C. Law 2-144, Public Law 808, and Public Law 231, for those applications also subject to D.C Law 2-144

The accompanying application is returned by the Commission of Fine Arts with recommendation as noted.

Recommendation:

J. Carter Brown, Chairman

Date 6/24/98

White = PPD Canary = HPD Pink = Record Goldenrod = Applicant

THE COMMISSION OF FINE ARTS

ESTABLISHED BY CONGRESS 17 MAY 1910

NATIONAL BUILDING MUSEUM
441 F STREET, N.W., SUITE 312
WASHINGTON, D.C. 20001-2728

202-504-2200
202-504-2195 FAX

22 June 1998

TO: Mayor's Agent for D.C. Law 2-144, Public Law 808, and Public Law 231, for those applications also subject to D.C. Law 2-144

The accompanying application is returned by the Commission of Fine Arts with recommendation as noted:

O.G. 98-66 HPA. 98-165	3100 South Street, N.W. Millennium Georgetown Dev. Georgetown Incinerator	Residential/inn/ theater complex - revised design - conceptual
LOT 52, 57, 59-65, 824 and 831		SQUARE 1189

ACTION: No objection to general concept of proposed residential/inn/theater complex development around existing Georgetown Incinerator, as shown in supplemental drawings received and dated 11 May 1998. Proposed development entails the closing of Copperthwaite Lane. Concept approval extends to the demolition of all existing structures on the site, except for the Incinerator Building and its chimney, the individually designated landmark Brickyard Hill House, and the wood carriage house on Copperthwaite Lane, which is proposed to be relocated elsewhere on the site. Those structures intended for demolition are considered non-contributing to the historic district. Recommend further study of the proposed massing, accommodation of significant landscape material, and detailed studies of the podium. Resubmit under a new concept application for design development review by the Commission when ready.

Jeffrey R. Carson
Assistant Secretary

F

GOVERNMENT OF THE DISTRICT OF COLUMBIA

Advisory Neighborhood Commission 2E

Representing the communities of Burleith, Foxhall-MacArthur, Georgetown and Hillandale

3265 S Street, NW • Washington, DC 20007

(202) 338-7427 • FAX (202) 338-0279 • anc2e@erols.com

February 28, 2001

Ms. Mary Oehrlein
Chair, Old Georgetown Board
~~441 F Street, NW~~
Suite 312
Washington, DC 20001

Dear Madame Chair and Members of the Board:

At its February 27, 2001 regular scheduled meeting, which was duly noticed and at which all commissioners were present, the following resolution was passed by the ANC 2E:

With regard to 3100 South Street, Incinerator Project:

Whereas, Millennium Georgetown Partners, LLC ("EastBanc") has previously received approvals for the development of the Georgetown Incinerator Site ("the Project"), with the support of this Advisory Neighborhood Commission, for residential, retail, hotel and theater uses; and

Whereas, the Project provides for the preservation of the Brickyard Hill House, an historic landmark and two other historic structures, the provision of substantial underground parking, the rehabilitation of the Incinerator and the maintenance of an alley vista; and

Whereas, a confluence of factors unique to the site, including economic conditions affecting theater management and distribution companies, has created an impediment to providing the theater uses on the site, without the subsidies for such a use by EastBanc; and

Whereas, EastBanc has proposed the provision of six additional housing units and parking on the site as a means of subsidizing the theatre uses;

However, ANC 2E is very concerned about the added massing of the revised project and strongly urges The Commission of Fine Arts and Old Georgetown Board to consider requiring revisions regarding height and sight lines, especially along Wisconsin Avenue and 31st Street.

COMMISSIONERS:

Scott Polk, District 1 Len Levine, District 2 Peter Pulsifer, District 3 Justin Kopa, District 4
Justin Wagner, District 5 Bill Starrels, District 6 Tom Birch, District 7 Mark Ryan, District 8

Therefore, with the exception of the concern noted above, upon which the ANC 2E must rely on the expertise of the Commission of Fine Arts and Old Georgetown Board, ANC 2E does not object to the redesign of the Project and the area variances sought by EastBanc before the Board of Zoning Adjustment, the Commission of Fine Arts and Old Georgetown Board.

Sincerely,

Peter Pulsifer (SCN)
Peter Pulsifer
Chair, ANC 2E

GOVERNMENT OF THE DISTRICT OF COLUMBIA
Advisory Neighborhood Commission 2E
3265 S Street, NW - Washingon, DC 20007
Phone: 202-338-7427 FAX: 202-338-0279

December 2, 1998

Mr. Stephen Muse, Chairman
Old Georgetown Board
Commission of Fine Arts
441 F Street, NW Room 312
Washington, DC 20001

RE: O.G.#98-217
Georgetown Incinerator Project

Dear Sir:

At its regularly scheduled, duly noticed public meeting December 1, 1998, with a quorum present, ANC 2E considered the above-referenced project and passed the following motion:

> ANC 2E approves the conceptual design for the Georgetown Incinerator Project of Millenium Partners, provided further attention is paid to the complex's corners on K Street to ensure much light at the K Street level and a varied rhythm of well-articulated masses.

This motion passed by a vote of 6-1.

Yours truly,

Jonda McFarlane
Chair

GOVERNMENT OF THE DISTRICT OF COLUMBIA
Advisory Neighborhood Commission
2E
3265 S Street, NW - Washington, DC 20007
Telephone 202-338-7427 Fax 202-338-0279

September 2, 1998

Mr. Stephen Muse, Chairman
Old Georgetown Board
Commission of Fine Arts
441 F Street, NW Room 312
Washington, DC 20001

RE: O.G. 98-217: 3100 South Street - Georgetown Incinerator Project

Dear Sir:
At its regularly scheduled public meeting September 1, 1998, with a quorum present, the most recent changes to the Incinerator Project were discussed. The following motion was passed unanimously:

> ANC 2E approves the revised plan for the Incinerator Project, while urging the architects to continue focusing on the adequacy of parking and the number of theatre seats; to continue exploring means of making the incinerator roof, with its spectacular vista, a major public destination for Georgetown; and to reconsider the roof pattern over the entire complex.

Commissioners were pleased to see that both the Copperthwaite Lane houses will be saved, and that Copperthwaite Lane itself will provide access to the project from Wisconsin Ave. We liked the placement of the three old houses, and were pleased to see the hotel "bridges" deleted. Widening the sidewalk on K Street, wrapping the retail around the corner from K St. to 31st St., and the creation of variable-depth balconies on the K St. facade were also deemed to be improvements. There were no objections to the changes to the northeast corner of the site.

Yours truly,

Jonda McFarlane

Jonda McFarlane
Chair

cc: EastBanc Millenium



EXHIBIT H

COVENANT

THIS COVENANT, duly made and entered into this 13th day of May, 1999, by and between the **DISTRICT OF COLUMBIA** ("DISTRICT"), acting by and through the **DISTRICT OF COLUMBIA DEPARTMENT OF HOUSING AND COMMUNITY DEVELOPMENT** (the "DEPARTMENT") and **MILLENNIUM GEORGETOWN PARTNERS LLC** (the "REDEVELOPER") shall encumber that certain real property known as Square 1189, Lot 824, located on K Street, N.W. in Washington, D.C. ("Property"), as more particularly described on Exhibit A hereto. (All capitalized terms not defined herein shall be defined in the Contract, as hereinafter defined.)

1. Development Obligations. Millennium Georgetown Development, L.L.C and the DEPARTMENT have entered into a certain Contract For Sale Of Land For Private Development dated as of MAY 13, 1999 ("Contract") which was assigned by Millennium Georgetown Development, L.L.C. to the REDEVELOPER pursuant to a certain Assignment Agreement dated as of May 13 1999 pursuant to which:

(a) the REDEVELOPER has agreed to construct a project ("Project") consisting of approximately (i) 100,000 gross square feet of residential space, (ii) 30,000 gross square feet of retail space and (iii) parking space for approximately 250 cars, plus parking for an additional full size car for each 500 sq. ft. of Adjacent Land added to the Property as part of the Project, or such lesser square footage or parking for which a building permit may be issued by the appropriate agency of the District of Columbia ("Minimum Project Requirements").

(b) The REDEVELOPER has also agreed to commence the Improvements within one hundred eighty days after Closing ("Commencement Deadline") and to Substantially Complete the Minimum Project Requirements on the Property within sixty (60) months after the date of Closing under the Contract, as such deadline may be extended by the DEPARTMENT from time to time in its reasonable discretion, upon the request of the REDEVELOPER ("Completion Deadline").

2. Failure to Complete IMPROVEMENTS.

(a) The REDEVELOPER is required to commence the PROJECT by the Commencement Deadline and is required to complete the PROJECT by the Completion Deadline, as each such deadline may be extended by the DEPARTMENT from time to time in its reasonable discretion, upon the request of the REDEVELOPER and, subject to force majeure, as provided in the Contract.

(b) If the REDEVELOPER fails to commence the PROJECT by the Commencement Deadline or to substantially complete at least fifty percent (50%) of the MINIMUM PROJECT REQUIREMENTS by the Completion Deadline, then the DEPARTMENT shall give the REDEVELOPER thirty (30) days notice to cure such default and, if such default is not cured within such thirty (30) days, the DEPARTMENT shall have the right at any time thereafter until the default is cured to re-enter and take possession of the PROPERTY (less any portion of the PROPERTY for

which a Certificate of Completion has been issued) and to terminate (and revest in the DEPARTMENT) the estate conveyed by the deed to the REDEVELOPER, it being the intent of this provision, together with other provisions of the CONTRACT, that the conveyance of the PROPERTY to the REDEVELOPER shall be made upon, and that the deed shall contain, a condition subsequent to the effect that in the event of any default by the REDEVELOPER specified in subsection (b) of Section 704 of the CONTRACT (and only in such event), failure on the part of the REDEVELOPER to remedy, end, or abrogate such default within the period and in the manner stated in such subsection and a failure by the MORTGAGEE to cure in accordance with the provisions of the CONTRACT, the DEPARTMENT at its option may declare a termination in favor of the DEPARTMENT of the title, and of all the rights and interests in and to the PROPERTY conveyed by the deed to the REDEVELOPER, and that such title and all rights and interests of the REDEVELOPER, and any assigns or successors in interest to and in the PROPERTY, shall revert to the DEPARTMENT: Provided, that such conditions subsequent and any revestiture of title as a result thereof in the DEPARTMENT:

(1) shall always be subject to and limited by, and shall not defeat, render invalid, or limit in any way, (i) the lien of any Mortgage or any rights or remedies thereunder; and (ii) any rights, remedies or interests provided in the CONTRACT for the protection of the holders of such mortgages; and

(2) shall not apply to individual parts or parcels of the PROPERTY (or, in the case of parts or parcels leased, the leasehold interest) on which the IMPROVEMENTS to be constructed have been completed in accordance with the CONTRACT and for which a CERTIFICATE OF COMPLETION has been issued.

Within 15 days of written notice of such revestiture of title, REDEVELOPER or MORTGAGEE shall provide the DEPARTMENT with a SPECIAL WARRANTY DEED to the PROPERTY or portion thereof which has revested title in the DEPARTMENT and the ESCROW AGENT shall return all remaining CERTIFICATES OF COMPLETION.

(c) If the REDEVELOPER substantially completes at least fifty percent (50%) of the MINIMUM PROJECT REQUIREMENTS by the Completion Deadline, but fails to substantially complete the PROJECT by the Completion Deadline, the REDEVELOPER will be liable to the DEPARTMENT, as the DEPARTMENT's sole and liquidated damages, for a liquidated damages payment ("Damages Payment") equal to the Purchase Price times a fraction, the numerator of which is the number of gross square feet of residential space, retail space and parking actually built and the denominator of which is the number of gross square feet for such uses necessary to satisfy the MINIMUM PROJECT REQUIREMENTS, as reasonably determined by the APPROVED ARCHITECT. If the REDEVELOPER fails to make the Damages Payment within sixty (60) days after a court of competent jurisdiction has finally ordered such payment to be made, the DEPARTMENT shall also have the remedies available under Section 2(b) hereof.

3. Release. The PROJECT may be completed in phases. Once each phase of the PROJECT is completed, an APPROVED ARCHITECT will inspect the IMPROVEMENTS and, if the IMPROVEMENTS completed to date have been SUBSTANTIALLY COMPLETED substantially in accordance with the Plans, the APPROVED ARCHITECT will so certify in a certificate ("Architect's Certificate") which describes in detail the portion of the PROJECT which was so completed. If the Architect's Certificate applies to the entire PROJECT, the Architect's Certificate will so specify and a CERTIFICATE OF FINAL COMPLETION will be recorded. The DEPARTMENT will execute and will deposit in escrow with the Title Company five CERTIFICATES OF COMPLETION and one CERTIFICATE OF FINAL COMPLETION (or more at the Developer's request). Provided (i) a Certificate of Occupancy has been issued with respect to any completed structures in the PROJECT (to the extent a Certificate of Occupancy can be issued under applicable laws and regulations) and (ii) an APPROVED ARCHITECT has issued an ARCHITECT'S CERTIFICATE with respect to the portion of the PROJECT for which a release from the Covenant is requested and (iii) a true copy of the Certificate of Occupancy (if applicable) and ARCHITECT'S CERTIFICATE, has been hand delivered to the DEPARTMENT, such portion of the PROJECT will be deemed to have been released from the Covenant. The Title Company shall be irrevocably required to record a CERTIFICATE OF COMPLETION, within ten (10) business days after receipt of such documents by the TITLE COMPANY and the DEPARTMENT from the APPROVED ARCHITECT to release of record the portion of the PROJECT described in the Architect's Certificate. If the APPROVED ARCHITECT issues an Architect's Certificate for the entire PROJECT, the "CERTIFICATE OF FINAL COMPLETION" will be recorded which will completely release of record the COVENANT.

4. Enforcement. This covenant shall be a covenant running with the land and it shall, in any event, and without regard to technical classification or designation, legal or otherwise, and except only as otherwise specifically provided in the CONTRACT itself, be to the fullest extent permitted by law and equity, enforceable solely by the DEPARTMENT against the REDEVELOPER. Such COVENANT shall not be enforceable by any third parties.

5. Subordination. Any lender which advances funds secured by the Property is given certain rights in the Contract which supersede the DEPARTMENT'S right to enforce its remedies under this Covenant. To the extent set forth in the Contract, this Covenant is expressly subordinate to any such lender rights. At the request of any party, the DEPARTMENT will confirm such subordination in writing and will record such subordination among the land records.

6. Counterparts. This Covenant may be executed in multiple counterparts, each of which shall be deemed an original and all of which shall constitute one covenant.

[SIGNATURES ON FOLLOWING PAGE]

IN TESTIMONY WHEREOF, the District of Columbia Department of Housing and Community Development, has caused these presents to be signed in its corporate name by RICHARD MONTEILH its Director, as of this 13th day of May, 1999.

ATTEST/ WITNESS:

By: _____

DISTRICT OF COLUMBIA DEPARTMENT OF HOUSING AND COMMUNITY DEVELOPMENT

By: _____
RICHARD MONTEILH, Director

APPROVED AS TO LEGAL SUFFICIENCY

_____
Name: DONALD A. THIGPEN
Title: ASSISTANT CORPORATION COUNSEL

[SIGNATURES CONTINUE ON FOLLOWING PAGE]

IN TESTIMONY WHEREOF, Millennium Georgetown Partners LLC has caused these presents to be executed in its name by Millennium Partners LLC, its sole member, by Millennium Partners Management LLC, its manager, by Millennium Manager I, Inc., its manager, by Philip H Lovett its Vice President, as of this 6th day of May, 1999.

ATTEST/WITNESS:

By:_____

MILLENNIUM GEORGETOWN PARTNERS LLC, a Delaware limited liability company

By: MILLENNIUM PARTNERS LLC, a New York limited liability company, Its Sole Member

By: MILLENNIUM PARTNERS MANAGEMENT LLC, a New York limited liability company, Its Manager

By: MILLENNIUM MANAGER I, INC., a New York corporation, Its Manager

By: _____
Name: Philip H. Lovett
Title: Vice President

[SEAL]

ACKNOWLEDGMENTS

District of Columbia, ss:

This instrument was acknowledged before me on May 13, 1999, by Richard Montéith as Director of the District of Columbia Department of Housing and Community Development.

Notary

[SEAL]

My Commission Expires: Nov. 14, 2000

District of Columbia, ss:

This instrument was acknowledged before me on May 10, 1999, by Philip H Lovett, as Vice President of Millennium Manager I, Inc., Manager of Millennium Partners Management LLC, Manager of Millennium Partners LLC, Sole Member of Millennium Georgetown Partners LLC.

Notary

LISA ROMANO
Notary Public, State of New York
No. 01RO5058208
Qualified in Nassau County
Commission Expires 4/1/2000

[SEAL]

My Commission Expires: _____