

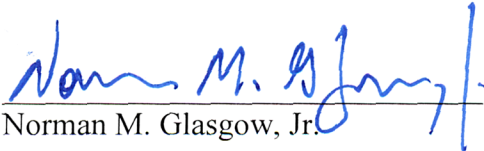
Certificate of Notice

I HEREBY CERTIFY that on February 24, 2017, a copy of the Notice of Intent to file an application for a modification to a first-stage Planned Unit Development (“PUD”), and review and approval of a second-stage PUD (the “Notice”) for property known as Phase 2 of the Southwest Waterfront redevelopment project (the “Phase 2 PUD”), was mailed to the owners of all property within 200 feet of the perimeter of the Phase 2 PUD (the “Owners”), to Advisory Neighborhood Commission 6D, and to other persons and organizations deemed appropriate by the Applicant. The Phase 2 PUD comprises the remaining landside parcels and waterside buildings and structures contained in the overall Southwest Waterfront redevelopment project. The principal landside buildings and structures included in the Phase 2 PUD will include buildings on Parcels 6 – 10 and two below-grade parking structures. The principal waterside buildings and structures include Water Buildings (“WB”) 1 – 3

Pursuant to 11-Z DCMR § 300.7, the Notice is required to be served on the affected ANC and on the Owners at least 45 days prior to the filing of the Phase 2 PUD. The 45 day notice period concluded on April 10, 2017, and the Phase 2 PUD application was filed on May 12, 2017.

A copy of the Notice is attached hereto as Exhibit A.

A copy of the addresses to which the Notice was sent is attached hereto as Exhibit B.


Norman M. Glasgow, Jr.

May 12, 2017
Date

February 24, 2017

NOTICE OF INTENT TO FILE A ZONING APPLICATION

**Application to the
District of Columbia Zoning Commission for
Modification to First-Stage and Second-Stage Approval of a
Planned Unit Development
(Southwest Waterfront Redevelopment – Phase 2)**

Wharf Phase 3 REIT Leaseholder LLC, on behalf of the District of Columbia Office of the Deputy Mayor for Planning and Economic Development, owner of the property described below, (collectively the "Applicant"), hereby gives notice of its intent to file an application for a modification to a first-stage Planned Unit Development ("PUD"), and review and approval of a second-stage PUD, with the Zoning Commission of the District of Columbia (the "Commission") under Subtitle Z §§ 300 and 704 of the 2016 Zoning Regulations of the District of Columbia (11-Z DCMR §§ 300 and 704) (the "Zoning Regulations"). This notice is given pursuant to 11-Z DCMR § 300.7, which requires the application to be filed with the Commission not less than forty-five (45) days from the date of this notice. Pursuant to 11-Z DCMR § 300.9, the Applicant is required to make all reasonable efforts to attend a duly noticed meeting of the affected ANC during the 45-day notice period to discuss the project. The affected ANC for this application is Advisory Neighborhood Commission 6D (the "ANC").

Pursuant to Z.C. Order No. 11-03 (dated October 17, 2011, effective December 16, 2011), the Commission approved a first-stage PUD (the "first-stage PUD") and related map amendment for the Southwest Waterfront redevelopment project (the "Project"). The Project, which is generally bounded by the pier head line of the Washington Channel of the Potomac River on the southwest and Maine Avenue, SW on the northeast, between 6th and 11th Streets, SW (the "PUD Site"), contains approximately 991,113 square feet of land area as well as several new piers, docks, and structures within the adjacent riparian area. The approved first-stage PUD divides the landside portion of the PUD Site into 11 mixed-use building parcels, a number of smaller landside structures, four major plazas, one large park, and a waterfront promenade/shared space. The waterside portion of the PUD Site is approved for several buildings and structures including public and private piers, club buildings for the marinas, and other minor waterside buildings and facilities.

With regard to the map amendment that was approved as part of the first-stage PUD, the Commission approved rezoning of the PUD Site to C-3-C, with the exception of Parcel 11, which was rezoned to R-5-B, and Parcel 10, which maintained its existing zoning of W-1. In addition, the W-1 zone district was extended into the Washington Channel to new pierhead lines. As part of the first-stage PUD, the Commission approved development parameters pertaining to building height, parking, and loading. In addition, the Commission approved the phased redevelopment of the PUD Site and zoning flexibility for lot occupancy on Parcel 11, and for the precise mix of uses in the overall development.

Since approving the first-stage PUD, the Commission has approved multiple second-stage PUDs for Phase 1 of the Project. These include second-stage PUD approvals for Parcel 1 (Z.C. Order No. 11-03C), Parcel 2 (Z.C. Order 11-03A(1), as modified by Z.C. Order No. 11-03H), Parcel 3 (Z.C. Order No. 11-03A(2), as modified by Z.C. Order No. 11-03G), Parcel 4 (Z.C. Order No. 11-03A(3), as modified by Z.C. Order No. 11-03H), Parcel 5 (Z.C. Order No. 11-03B, as modified by Z.C. Order Nos. 11-03D and 11-03I), Parcel 11 (Z.C. Order No. 11-03A(4), 7th Street Recreational Pier (Z.C. Order No. 11-03E), and Pier 4 (Z.C. Order No. 11-03F). The Pier 4 second-stage PUD also included a modification to the first-stage PUD to change the approved use of Pier 4 from residential to commercial (office).

The Applicant is currently seeking review and approval of a modification to the first-stage PUD and second-stage PUD approval for Phase 2 of the Project (the “Phase 2 PUD”), which comprises the remaining landside parcels and waterside buildings and structures contained in the overall redevelopment project. The principal landside buildings and structures included in the Phase 2 PUD will include buildings on Parcels 6 – 10 and two below-grade parking structures. The principal waterside buildings and structures include Water Buildings (“WB”) 1 – 3.

The landside portion of the Phase 2 PUD is located in Record Lot 89 of Square 473, and includes Assessment & Taxation (“A&T”) Lots 878, 881, and 921, which collectively comprise approximately 322,738 square feet of land area. The waterside portion of the Phase 2 PUD includes A&T Lots 887 and 888, which collectively comprise approximately 666,683 square feet of riparian area.

Concerning the landside portion of the Phase 2 PUD, on Parcel 6, the Applicant will construct a building containing approximately 265,000 square feet of office and retail/service gross floor area. On Parcel 7, the Applicant will construct a building containing approximately 215,000 square feet of office and retail/service gross floor area. The building on Parcel 8 will contain approximately 355,000 square feet of mixed-income residential apartments and retail/service, or residential/hotel and retail/service gross floor area. On Parcel 9, the Applicant will construct a building containing approximately 215,000 square feet of market-rate residential condominiums and retail/service gross floor area. On Parcel 10, the Applicant will construct a building containing approximately 65,000 square feet of office and retail/service gross floor area. The buildings on Parcels 6 – 9 will be constructed to a maximum height of 130 feet, not including the penthouse. The building on Parcel 10 will have a maximum height of 60 feet, not including the penthouse. Below Parcels 6 – 10, the Applicant will also construct two below grade parking garages that will collectively contain approximately 1,000 vehicle parking spaces and approximately 650 bicycle parking spaces.

For the waterside portion of the Phase 2 PUD, the Applicant will construct three buildings (WB1, WB2, and WB3) and complete the Wharf Marina. WB1 will contain maritime service/retail uses, and will contain approximately 12,000 square feet of gross floor area and be constructed to a maximum height of approximately 35 feet. WB2 will contain maritime service/retail uses, and will contain approximately 16,000 square feet of gross floor area and be constructed to a maximum height of approximately 35 feet. WB3 will contain maritime service

uses, and will contain approximately 4,800 square feet of gross floor area and be constructed to a maximum height of approximately 35 feet.

The Phase 2 PUD application also includes the development of various accessory structures and kiosks; public areas and open spaces including, but not limited to, M Street Landing and the Grove, and several improvements to public and private streets and alleys.

The master developer of the Southwest Waterfront redevelopment project is Hoffman-Struever Waterfront, L.L.C., doing business as Hoffman-Madison Waterfront, L.L.C. (“Hoffman-Madison”). The Phase 2 PUD will be developed by Wharf Phase 3 REIT Leaseholder LLC,, an affiliate of Hoffman-Madison.

The horizontal architect and master planner for the overall Southwest Waterfront redevelopment project is Perkins Eastman DC; the architect of the Parcel 6 and Parcel 7 buildings is SHoP Architects with WDG Architecture; the architect of the Parcel 8 building is ODA; the architect of the Parcel 9 building is Rafael Vinoly Architects; the architect of the Parcel 10 building is Morris Adjmi Architects; the architect of the WB1 is Hollwich Kushner; the architect of the WB2 is S9 Architecture; and the architect of WB3 is STUDIOS Architecture. Other design consultants and professionals engaged on behalf of Wharf District Master Developer LLC for the Phase 2 PUD include: Michael Van Valkenburgh Associates and Wolf | Josey, landscape architects; Moffatt & Nichol, marine engineer; A. Morton Thomas & Associates, Inc., civil engineer and surveyor; Gorove/Slade Associates, traffic and transportation engineer; and Holland & Knight LLP, land use counsel.

Should you need any additional information regarding the Phase 2 PUD, please contact Norman M. Glasgow, Jr. of Holland & Knight LLP at (202) 955-3000 or norman.glasgowjr@hklaw.com.

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301 7th Street, SW-Public Service Bldg.
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Attn: Mary Gibert, Regional
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Service – National Capital Region
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Attn: Peter May, Associate Regional