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July 15, 2015

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HAND DELIVERY

District of Columbia Zoning Commission
441 4th Street, NW
Second Floor
Washington, DC 20001

Re: Zoning Commission Orders No. 05-36 through 05-36J
Request for Minor Modification of Approved Planned Unit Development
Square 749, Lots 826 and 827 (the "Phase II Property")

ZONING COMMISSION
District of Columbia
CASE NO. 05-36K
EXHIBIT NO. 2-2C

Dear Members of the Zoning Commission:

On behalf of Toll DC II LP (the "Applicant"), owner of the Phase II Property in Square 749, we submit this request for minor modification to an approved planned unit development and Zoning Map amendment, Zoning Commission Orders Nos. 05-36 through 05-36J (collectively, the "PUD"), to allow certain very minor façade treatment refinements for the Phase II portion only of the approved PUD. This modification request is made pursuant to the Zoning Commission's authority established in §§ 2409.9 and 3030 of the Zoning Regulations.

The Applicant respectfully requests that the Zoning Commission consider this request for minor modification at the Commission's July 27, 2015, public meeting.

I. INTRODUCTION AND BACKGROUND

The approved PUD occupies virtually the entirety of Square 749 and is comprised of three separate residential buildings (Phases I, II and III). Square 749 is bounded by 2nd, 3rd, K, and L Streets, NE. The Phase II PUD was originally granted second stage PUD approval in 2008 pursuant to Order No. 05-36A and most recently approved for modification in 2014, pursuant to Order No. 05-36I.

By Order No. 05-36 (copy attached as Exhibit A), effective October 10, 2006, the Zoning Commission granted first stage planned unit development approval and a related Zoning Map amendment to allow for the construction of a two-phased apartment development around an outdoor central plaza. The PUD approval provided for a total of approximately 700

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dwelling units with ground floor retail and other non-residential uses. Phase I contemplated approximately 200 dwelling units, and Phase II was planned to provide approximately 500 units. The two phases were designed to be constructed as a single building for zoning purposes, with above-grade connections located on various upper-level corridors. As part of the original order, the Zoning Commission granted consolidated approval for Phase I of the PUD and first stage approval for Phase II. Construction of Phase I has been completed and is being occupied. This first phase is now owned and operated by an entity known as Union Place Phase I, LLC, which is a separate entity from the Applicant.

By Order No. 05-36A (copy attached as Exhibit A), effective November 14, 2008, the Zoning Commission granted second stage approval for Phase II of the PUD, consisting of a fourteen-story addition to Phase I and containing 500 dwelling units (with flexibility to construct up to five percent more or fewer units) and approximately 14,000 square feet of retail uses (including a child care facility containing approximately 3,500 square feet), to be constructed along the western portion of Square 749 with frontage along 2nd Street as well as K and L Streets, NE. This Phase II building is the subject of the current minor modification request.

In Orders Nos. 05-36B and 05-36C, the Commission approved minor modifications to Phase I, to restrict access to a small portion of the outdoor plaza to residents only (05-36B), and to modify the affordable housing proffer slightly to allow prospective tenants to utilize more than 30 percent of household expenses for payment of rent in order to accommodate arts professionals (05-36C).

Order No. 05-36E granted flexibility to construct Phase II in two sub-phases (Phase II-A and Phase II-B) and modified the parking provided.

Pursuant to Order No. 05-36G, approved November 18, 2013, the Commission granted modification of the PUD to include within the PUD approximately 5,300 square feet of additional land in the northeast corner of Square 749, to permit the construction of a freestanding seven-story apartment building consisting of 41 dwelling units with no parking or loading facilities (Phase III).

By Order No. 05-36H, approved on March 11, 2013, the Commission granted minor modification to allow the Phase I building and the Phase II building to be constructed, occupied, and operated as separate buildings on a single record lot.

Pursuant to Order No. 05-36I (copy attached as Exhibit A), approved on October 30, 2014, the Commission granted modification approval regarding Phase II only, in order to allow the Applicant make certain refinements to the Phase II Building's layout, façade treatment, and parking and loading operations.

The Zoning Commission granted time extensions for Phase II in Orders Nos. 05-36D and 05-36F, and most recently in Order 05-36J, to permit a building permit application for Phase II-A to be filed not later than November 14, 2015.

II. MINOR MODIFICATION REQUESTED

The Applicant requests that the Zoning Commission grant minor modification approval to allow the Applicant to make certain minor revisions to the façade treatments of the Phase II building only, as identified in the package of drawings included at Exhibit B. For the Commission's reference and comparison, the Applicant has provided the elevation drawings approved by the Commission in Order No. 05-36I for Phase II (dated November 17, 2014 in Exhibit B) and the proposed replacement elevation drawings (dated July 9, 2015 in Exhibit B) showing changes requested to the brick color and certain minor fenestration and surrounds. The proposed revisions consist of the following:

1. Reducing four-color brick scheme down to two with slightly darker tones of red-brown and gray which will blend with NoMa neighborhood buildings;
2. Enlarging window heights – extending almost all windows up to underside of slab to achieve a distinguished “warehouse loft look”;
3. Adding more glass above the entrance to the passageway from K Street to the central courtyard;
4. Reducing contrast of colors of cast stone window headers and sill and surrounding brick;
5. Reducing cornice profiles to render a more contemporary look.

The Applicant's primary goal through these minor façade treatment modifications is to improve the Phase II building's response to the surrounding neighborhood, including the more modern architecture seen elsewhere in NoMa, the brick of the surrounding town houses, and the traditional elements of the warehouse/industrial buildings in the area, consistent with comments received from the Commission last year as part of the modification approval in Order 05-36I.

The Commission's grant of the Applicant's minor modification would have no detrimental impact upon the PUD. All of the amenities of the PUD would continue to be provided as approved by the Zoning Commission. The overall design and programming of the PUD would remain unchanged. This minor modification is solely requested by the Applicant for the reasons referenced above and to allow the Applicant to move forward to timely permitting and construction of the Phase II building.

III. JURISDICTION OF THE ZONING COMMISSION

Section 2409.9 of the Zoning Regulations authorizes the Zoning Commission to approve those proposed modifications to an approved PUD that are beyond the limited scope of authority granted to the Zoning Administrator. Furthermore, §3030 of the Zoning Regulations provides for an expedited "Consent Calendar" procedure, allowing the Zoning Commission to make minor modifications and technical corrections to an approved PUD

Order without need for a public hearing. Pursuant to §3030.2, "minor modifications" are those modifications of little or no consequence.

As provided in §3030.2 of the Regulations, "all relief granted by the Commission under this section shall be consistent with the intent of the Commission in approving its original order, map, plan, rulemaking, or other action or relief proposed to be modified or corrected and shall not substantially impair the intent, purpose, or integrity of the zone plan as embodied in the Zoning Regulations and Zoning Map."

IV. THE APPLICANT DEMONSTRATES GOOD CAUSE FOR MINOR MODIFICATION OF THE PUD

Minor modification of the approved PUD is appropriate here. Aside from the exceedingly minor modification to the approved plans for the PUD of revising the colors and certain minor façade treatments, the overall project that was approved has not changed in any fashion. The use, height, and density of the PUD have not changed. The overall gross floor area of the PUD remains unchanged. The project amenities and community benefits of the project, including the significant affordable housing commitment, likewise remain unchanged and will continue to be provided as part of the PUD.

V. NO HEARING IS NECESSARY

Section 3030 of the Zoning Regulations provides for an expedited "Consent Calendar" procedure for minor modification and technical correction requests, without need for a public hearing. In the present case, the Applicant is not aware of any material factual conflict generated as a result of the proposed minor modification of the Phase II plans for the PUD. The Zoning Commission's approval will create no detrimental impact upon the owners of Phase I or Phase III, nor will it result in any discernable change to the approved PUD that might negatively impact the general public.

The minor modification request was reviewed and recommended for approval by Advisory Neighborhood Commission 6C at its June 8, 2015, public meeting. A copy of the ANC letter is attached at Exhibit C.

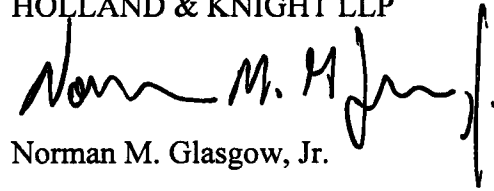
This request does not rise to the level of substantial change in material facts that would undermine the Commission's justification for approving the original PUD.

VI. CONCLUSION

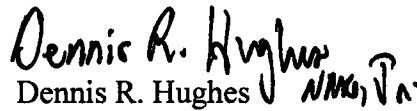
In light of this demonstration of good cause and for the reasons stated herein, the Applicant respectfully requests approval of its request for minor modification to the PUD to grant the Applicant flexibility to revise the façade treatments to the Phase II building only, as identified in the drawings included at Exhibit A, with no resulting changes in the overall height, density, project amenities and community benefits, or other aspects of the approved project. No hearing is necessary as there are no material factual issues in question.

Respectfully submitted,

HOLLAND & KNIGHT LLP

A handwritten signature in black ink, appearing to read "Norm M. Glasgow, Jr.", with a stylized flourish at the end.

Norman M. Glasgow, Jr.

A handwritten signature in black ink, appearing to read "Dennis R. Hughes", with a stylized flourish at the end.

Dennis R. Hughes

Attachments

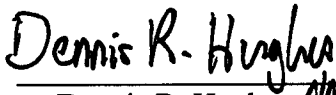
CERTIFICATE OF SERVICE

I hereby certify that a copy of the attached materials was hand delivered this 15th day of July, 2015, to the following:

Advisory Neighborhood Commission 6C
c/o Karen Wirt, Chair
234 E Street, NE
Washington, DC 20002

Commissioner Tony Goodman
ANC/SMD 6C06
1152 4th Street, NE
Washington, DC 20002

District of Columbia Office of Planning (Steve Cochran)
1100 4th Street, SW
Suite E650
Washington, DC 20024


Dennis R. Hughes 