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VIA IZIS AND HAND DELIVERY

Zoning Commission for the District of Columbia
441 4th Street, N.W.
Suite 210S
Washington, D.C. 20001

Re: Zoning Commission Case No. 11-03C
Application for Second-Stage Planned Unit Development for
Parcel 1 at the Southwest Waterfront
Southwest, Washington, DC
Supplemental Post-hearing Submission

Dear Members of the Commission,

On behalf of the Applicant for the above-referenced application, we hereby submit the following supplemental post-hearing information and clarifications requested by the Zoning Commission at its February 29, 2016, public meeting on the application. During the course of its deliberations, the Commission requested further study of the design related to the penthouse alternatives that were included in the Applicant's February 4, 2016, post-hearing submission, which were submitted to address the Commission's issues regarding the noncompliant penthouse setback above the south-facing tenth-floor terrace fully addressed the concerns. While favoring the aesthetic of the Applicant's preferred penthouse alternative, the Commission requested the Applicant to again reevaluate the design of this portion of the Parcel 1 Building, and to submit another alternative. As described further below, and shown in the architectural plans and drawings attached hereto as Exhibit A, after further evaluation the Applicant has developed an alternative penthouse plan that meets or exceeds the required 1:1 penthouse setbacks along all exterior walls of the Parcel 1 Building, including the portion of the building above the tenth-floor terrace.

In addition, at the conclusion of the public hearing held on January 21, 2016, the Commission expressed an interest in gaining a better understanding of what the Applicant intended with respect to upper-level tenant signage, and suggested that it may want to prescribe some limits as to what would be permitted, especially since Advisory Neighborhood Commission 6D had commented on the issue of signage in its report. In response to the Commission's comments, the Applicant submitted drawings showing potential retail signage areas and several potential upper-level tenant signage areas as part of its post-hearing submission. However, at the February 29, 2016 public meeting, the Commission expressed that it

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EXHIBIT NO.37

was unwilling to grant the extent of flexibility requested with respect to the potential upper-level signage areas. The Commission was supportive of the potential retail-level signage areas and associated flexibility. As discussed below, the Applicant has made significant reductions in the requested number and size of potential upper-level tenant signage areas, and in response to the Commission's comments, is now only requesting approval of the location and general dimensions for potential upper-level signage, and would return to the Commission for consent calendar approval when more is known about the upper-level signage design.

Finally, provided below are responses to comments made during the Commission's deliberation on February 29, 2016, regarding the wording of the requested areas of flexibility pertaining to the selection of exterior building materials, the ability to make changes to interior building components, and the ability to make refinements to aspects of the building exterior in response to other required reviews and processes.

Penthouse Setback

As shown in Exhibit A, at the request of the Commission the Applicant has submitted a revised penthouse design that now meets or exceeds the required 1:1 setbacks along all exterior walls of the Parcel 1 Building, including the portion of the building above the south-facing tenth-floor terrace where initially no setback was provided. To meet the setback requirement above the tenth-floor terrace, the Applicant has shifted the location of southern egress stair to the west side of the building core at the penthouse-level, and setback the penthouse habitable space located to the west of the core by approximately ten (10) feet to align with the new southern façade of the penthouse. As shown on Exhibit A, Sheet 9, the location of the egress stair at the tenth-floor has been maintained, with the transfer to the penthouse-level stair also occurring at the tenth-floor. To provide the remaining setback distance, the Applicant has reduced the depth of the tenth-floor terrace by moving the building façade outward by approximately six (6) feet. Thus, the result of the changes made to the southern egress stair and tenth-floor façade is a fully compliant 16-foot penthouse setback along this portion of the building.

The changes made to the penthouse to resolve the setback issue resulted in a reduction in penthouse habitable space by approximately 820 square feet, and a reduction in penthouse mechanical space by approximately 336 square feet. The changes to the penthouse also required modifications to be made to the penthouse footprint in the southeast corner and along the northern facade. However, as stated above, notwithstanding these modifications the revised penthouse plan meets or exceeds the required 1:1 setbacks along all exterior walls of the Parcel 1 Building. Finally, as discussed above, in addressing the penthouse setback issue the Applicant had to shift the southern building façade outward along the tenth-floor terrace, as well as make other minor adjustments elsewhere in the building, which, as shown in the updated tabulation included on Exhibit A, Sheet 2, resulted in a slight increase in the total gross floor area (GFA) and floor-area-ratio (FAR) of the Parcel 1 Building.

Retail and Building Signage

As noted above, in response to the Commission's request made at the public hearing for some assurance regarding the potential limits of upper-level signage, the Applicant included as part of its February 4, 2016, post-hearing submission drawings showing potential tenant signage zones for each elevation of the Parcel 1 Building (*see Case Exhibits 27A5 & 27A6, Sheets 28 & 29*). The Applicant stated that the potential upper-level signage zones shown were not intended to convey the actual size of an individual sign, nor intended to suggest that every zone would be utilized, or that a zone would be utilized in its entirety. Rather, the upper-level zones were intended to identify the limits of potential areas within which the Applicant would consider the placement of signage, with the actual design of the signage to be determined in accordance with the DC Building Code signage regulations. The Commission did not accept this information as sufficient enough to provide the desired assurances with respect to the potential location and design of upper-level building signage.

As shown on attached Exhibit A, Sheets 20 & 21, in response to the Commission's comments regarding signage made at the February 29, 2016, meeting, the Applicant has significantly reduced the extent of proposed potential upper-level tenant signage areas, and is now only seeking the Commission's approval of the location and general dimensions of two upper-level signage areas on the north and west building facades, which have been coordinated with the building façade system, so that the Applicant can, at a minimum, present a basic set of signage parameters as being acceptable to potential building tenants. Noting the Commission's concerns over the design of signage located above the two-story retail-level, the Applicant will submit the final upper-level signage for review by the Commission pursuant to the minor modification provisions of Section 3030 of the Zoning Regulation once the signage design has been finalized.

As shown on Exhibit A, Sheet 20, the upper-level signage area on the northern façade will measure approximately 22'-0" wide by approximately 4'-0" high, or approximately 88 square feet in area. The upper-level signage area proposed on the western façade will measure approximately 24'-0" wide by approximately 4'-0" high, or approximately 96 square feet in area. As shown on Exhibit A, Sheet 21, the Applicant is not currently proposing any upper-level signage on the south and east facades of the Parcel 1 Building.

Should the Commission approve these two significantly reduced upper-level signage areas, the Applicant would ensure that the submission of the final signage design is consistent with these areas. Finally, as indicated in the notes provided on Exhibit A, Sheets 20 & 21, while the final design and material make-up of the upper-level signage will be determined in coordination with the building tenants, the Applicant can stipulate at this time that the signage will be constructed of high-quality, durable materials and likely consist of either channel cut letters or graphics, or box sign with back-lit letter or graphics.

Clarification on Areas of Flexibility

At the public meeting held on February 29, 2016, the Commission commented on the areas of flexibility being requested by the Applicant, and specifically requested clarification on the phrasing of flexibility pertaining to the selection of exterior building materials, the ability to make changes to interior building components, and the ability to make refinements to aspects of the building exterior in response to other required reviews and processes. In addition, in light of

its stated concerns regarding upper-level building signage, the Commission requested the Applicant to ensure that any changes to the proposed signage drawings in response to the Commission's comments also be reflected in the areas of flexibility related to signage. The following are responses to the Commission's specific comments regarding flexibility.

Requested flexibility regarding the selection of exterior building materials:

During its deliberation, the Commission commented on whether the proposed use of travertine as an exterior building material was ever presented to the Commission either as part of a pre-hearing submission or during the public hearing. In addition, the Commission seemed to be under the impression that the Applicant was requesting the ability to use travertine or other similar stone product where the terra-cotta or metal panel exterior façade system is proposed.

First, the use of travertine as an exterior building material was presented to the Commission both in the pre-hearing submission materials submitted by the Applicant, and a travertine sample was presented to the Commission at the public hearing. With respect to where this material will be used on the Parcel 1 Building, as shown in the supplemental pre-hearing submission filed by the Applicant on December 31, 2015, this material is only proposed at the two-story retail-level along the north and west building facades (*see Case Exhibit 19B7, Sheets 1.11 & 1.12 and Case Exhibit 19B11, Sheets 1.34 & 1.37*). The Applicant is not proposing to use this material anywhere else on the building, and continues to propose terra-cotta, metal panel, or a combination thereof, for the rest of the building.

While the travertine sample that was presented to the Commission at the public hearing continues to be the Applicant's preferred material, the Applicant has requested flexibility in the final selection of the type of travertine, or a similar stone product, based upon the availability of the material at the time of construction, provided the final selection is similar in color and texture to what is shown in the approved plans. This is consistent with the flexibility often granted by the Commission. Finally, as shown below, in light of the Commission's comments the Applicant has revised the wording of this area of flexibility to clarify where on the Parcel 1 Building the proposed travertine, or other similar stone product, is proposed to be used.

k. To permit the selection of travertine or other similar stone product used on the exterior building facade **at the two-story retail-level**, based on availability at the time of construction without reducing the quality of materials, and provided the final selection is similar in color and texture to what is shown in the approved plans; and

Inclusion of "atria" in the requested flexibility pertaining to the location and design of interior components:

During its deliberation, the Commission questioned whether the inclusion of the term "atria" in the requested flexibility pertaining to the location and design of interior building components meant that the Applicant was requesting to eliminate the three-story atrium proposed on the south side of the Parcel 1 Building, facing the Wharf and Washington Channel. The proposed three-story atrium is important to the success of the proposed building design, and the Applicant has no intention to eliminate it as design development of the Parcel 1 Building proceeds. The language of the requested flexibility is the standard used by the Commission in granting this particular area of flexibility. As shown below, for this particular project the term

“atria” need not be included; and therefore, has been eliminated from the list of interior building components.

f. To vary the location and design of all interior components, including partitions, structural slabs, doors, hallways, columns, stairways, ~~atria~~ and mechanical rooms, provided that the variations do not change the exterior configuration of the building;

Inclusion of “any other applicable approvals” in the requested flexibility pertaining to refinements to exterior building details:

The Commission also inquired about the inclusion of the phrase “or any other applicable approvals” at the end of the requested flexibility pertaining to refinements to exterior building details. As shown below, the Applicant has elected to remove this phrase in response to the Commission’s comments.

g. To make refinements to exterior building details and dimensions, including belt courses, sills, bases, cornices, railings, roof, skylight, architectural embellishments and trim, window mullions and spacing, or any other changes to comply with the District of Columbia Building Code or that are necessary to obtain a final building permit ~~or any other applicable approvals~~;

Requested flexibility regarding upper-level building signage

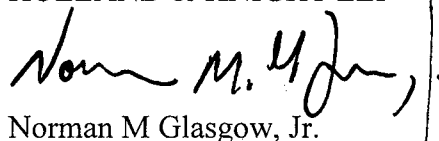
As discussed above, the Applicant has not only significantly reduced the extent and number of proposed upper-level tenant signage areas, it is now only seeking the Commission’s approval of the location and general dimensions of the two proposed upper-level signage areas on the north and west building facades so that the Applicant can, at a minimum, present a basic set of signage parameters as being acceptable to potential building tenants. Furthermore, in response to the Commission’s concerns over the design of the upper-level signage, the Applicant has stated that it will submit the final upper-level signage for review by the Commission pursuant to the a minor modification provisions of Section 3030 of the Zoning Regulation. Therefore, since the Applicant has identified two specific upper-level signage locations on the Parcel 1 Building, and has committed to submitting the final upper-level signage design for further review, there is no longer a need to include the requested flexibility related to upper-level building signage located above the first-story.

~~i. To vary the design and location of building signage located above the first-story within the limits of the potential tenant signage zones shown in the supplemental plans filed as part of the Applicant’s post-hearing submission, and in accordance with the District of Columbia sign regulations in effect at the time of permitting;~~

We appreciate your consideration of these materials and look forward to the Commission's final action on March 28th.

Sincerely,

HOLLAND & KNIGHT LLP

A handwritten signature in black ink, appearing to read "Norm M. Glasgow, Jr.", with a vertical line to the right of the signature.

Norman M Glasgow, Jr.

Enclosures

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Pleadings file