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November 23, 2016

VIA ELECTRONIC FILING

Mr. Anthony J. Hood
Chairperson
District of Columbia Zoning Commission
441 4th Street, NW
Suite 2100-S
Washington, DC 20001

Re: ZC Case No. 16-09: Proposed Benefits and Amenities and Corresponding Conditions of Approval

Dear Chairperson Hood and Members of the Commission:

Pursuant to the requirements of Section 303.8 of Subtitle X, the Applicant hereby submits this final list of proposed benefits and amenities and corresponding conditions of approval. This draft is redlined against the proposed conditions the Applicant filed previously; these modifications reflect responses to comments received by both the Office of Planning and the Office of the Attorney General. Set forth below is a chart outlining the benefits and amenities being provided by the above-referenced project and the corresponding draft condition that is both specific and enforceable.

<u>Benefits and Amenities</u>	<u>Proposed Condition</u>
<p><i>Affordable Housing</i> The Applicant will reserve 3050% of its set aside for affordable housing for households with an annual income no greater than 50% of the Area Median Income.</p>	<p>The Applicant will <u>construct approximately 550,000 square feet of residential gross floor area</u>. It will reserve 8% of the residential gross floor area, approximately 44,550 square feet, as affordable housing. At least 3550% (approximately 13,36522,275 square feet) of this set aside will be reserved for households with a median income no greater than 50% of the Area Median Income. The remainder of the affordable units will be reserved for households with an annual income no greater than 80% of the Area Median Income. The units reserved for households with an annual income no greater than 50% AMI may be located entirely in the Northern building if the Southern building is</p>

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delivered as a condominium building. If the Southern building is delivered as a rental building, it will reserve 4% of the residential gross floor area for 50% AMI units and 4% of the residential gross floor area for 80% AMI units.

- i. The affordable housing will be provided in accordance with the following charts:

Northern Building (if southern building is delivered as a condominium)

Residential Unit Type	Residential GFA / Percentage of Total	Income Type	Affordable Control Period	Affordable Unit Type*
Total	392,185 sf/100%		Life of project	Rental
Market Rate	360,810 sf/92%	Market	Life of project	Rental
IZ	18,049,099 sf/4.62.3%	80% AMI	Life of project	Rental
IZ	13,365,22.27 sf/3.45.7%	50% AMI	Life of project	Rental

Southern Building (if delivered as a condominium)

Residential Unit Type	Residential GFA / Percentage of Total	Income Type	Affordable Control Period	Affordable Unit Type*
Total	164,689 sf/100%		Life of project	TBD Condo
Market Rate	151,514 sf/92%	Market	Life of project	TBD Condo
IZ	13,175 sf/8%	80% AMI	Life of project	TBD Condo

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Northern Building (if southern building is delivered as rental)

Residential Unit Type	Residential GFA / Percentage of Total	Income Type	Affordable Control Period	Affordable Unit Type*
Total	392,185 sf/100%		Life of project	Rental
Market Rate	360,810 sf/92%	Market	Life of project	Rental
IZ	15,687 sf/4%	80% AMI	Life of project	Rental
IZ	15,687 sf/4%	50% AMI	Life of project	Rental

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Southern Building (if delivered as rental)

Residential Unit Type	Residential GFA / Percentage	Income Type	Affordable Control Period	Affordable Unit Type*

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	<u>of Total</u>			
<u>Total</u>	<u>164,689 sf/100%</u>		<u>Life of project</u>	<u>Rental</u>
<u>Market Rate</u>	<u>151,514 sf/92%</u>	<u>Market</u>	<u>Life of project</u>	<u>Rental</u>
<u>IZ</u>	<u>6,588 sf/4%</u>	<u>80% AMI</u>	<u>Life of project</u>	<u>Rental</u>
<u>IZ</u>	<u>6,588 sf/4%</u>	<u>50% AMI</u>	<u>Life of project</u>	<u>Rental</u>

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The affordable housing required as a result of providing specified habitable space in the penthouse will trigger affordable housing in accordance with the following chart.

Penthouse Requirements

Pent-house	Resi. GFA	Inco me Type	Aff. Control Period	Aff. Unit Type*	Notes
Hotel					
Habitable space triggering <u>IZaffordable requirement</u>	3,575 sf				IZ units will be located in northern residential building
<u>Affordable, (non-IZ requirement)</u>	894 sf	50% AMI	20 years	Rental	
Northern Building					
Habitable space triggering IZ	5,161 sf				IZ units will be located in northern residential building
IZ requirement	413 sf	50% AMI	Life of project	Rental	
Southern Building					
Habitable space triggering IZ	3,805 sf				IZ units will be located in northern residential building. <u>if southern building is a condominium</u>
IZ requirement	304 sf	50% AMI	Life of project	Rental	

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<p><i>Open Space</i> The Applicant is providing approximately 45,000 sf of open space, approximately 9,500 square feet of which will be open to the public. The key components of the proposed open space include the Metro Plaza, which consists of about 6,000 square feet, the M Street plaza, which consists of approximately 3,000 square feet and the Florida Avenue plaza, which consists of approximately 500 square feet.</p> <p>1. Metro Plaza The Applicant will build a public Metro Plaza measuring 70 feet wide, 30 feet high and approximately 90 feet deep. This plaza is at the core of the Applicant's benefit package as it will facilitate an eastern entrance to the NoMA-Gallaudet U Metro Station to provide closer access to public transportation for thousands of current and future residents of the Atlas District, Union Market and Trinidad.</p> <ul style="list-style-type: none"> • The plaza will incorporate seating areas to create a public gathering place for the neighborhood and will be improved with high quality materials to create a safe and attractive atmosphere for pedestrians. • The Applicant will record a permanent easement against the Property in the Metro Plaza to allow residents living east of the CSX railroad tracks to easily 	<p>The Project will be developed in accordance with the architectural drawings submitted into the record record as Exhibit 22, and modified by Exhibits 37 and 46 on November 17, 2016, as Exhibit ____, as modified by the guidelines, conditions, and standards herein.</p> <p><u>The Plans will incorporate:</u></p> <ul style="list-style-type: none"> - <u>Approximately 6,000 square feet of space in the Metro Plaza</u> - <u>The Applicant will record an easement in the land records prior to the issuance of a residential certificate of occupancy for the northern building to provide public access to the Metro Plaza and to accommodate a connection to a future pedestrian tunnel to the NoMA-Gallaudet U Metro station.</u> - <u>Approximately 3,000 square feet of space for the M Street plaza; and</u> - <u>Approximately 500 square feet of space for the Florida Avenue plaza.</u>

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access the NoMA-Gallaudet U Metro Station when a WMATA tunnel is constructed.

- The 30 foot height of the plaza establishes an openness that will make visitors feel comfortable using the plaza both night and day. The Applicant will work with WMATA and MPD to ensure that the tunnel itself incorporates adequate lighting and security that complements the proposed plaza.
- The plaza will be flanked by retail seating to its north and south along with temporary retail kiosks that will be located along the walkway.
- The western edge of the plaza will be marked by a mural wall that will feature rotating art to be financed by an art endowment fund to be established by the Applicant and discussed in more detail below.
- The plaza aligns with N Street and will preserve views along the street, through the site.

2. M Street Plaza

The Applicant also plans to provide a public plaza along M Street at the southern end of the Project.

- The plaza creates an active, open, and unique space that is accessible to the public, while also creating a unique retail opportunity.
- The plaza embraces the grade change along this section of M Street to create an opportunity for artistic stairs that can double as

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seating or distinct gathering spots for visitors.

- Portions of the plaza may also be utilized by adjacent restaurants for outdoor seating and performing artists, which will help create a festive and dynamic atmosphere. At least two-thirds of the plaza space will be available for public uses and up to one-third of the plaza may be dedicated to café seating for retail and restaurant uses.
- The plaza will include a water feature that will course through a gantry crane/industrial art feature on the roof of the first floor and cascade over the rooftop to a pool of water in the plaza area.
- The M Street Plaza was intentionally designed to mirror the Uline Arena/REI plaza directly south of the Project by creating an offsetting triangular park that creates a combined space of over 6,000 sf between the two plazas along M Street.
- The Applicant has removed columns that previously protruded into the open space in order to make the plaza more functional and enjoyable.

3. Florida Avenue Plaza

The existing sidewalk along Florida Avenue is especially narrow, making pedestrian travel to the Metro station uncomfortable. To rectify the existing condition, the Applicant is setting its building back from the northern property line by 15 feet for the first three stories of building height. This will increase the

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<p>depth of the sidewalk and ease pedestrian circulation. DDOT is contemplating further changes to the streetscape in the future, which includes closing a lane of travel and further widening the sidewalk area.</p> <ul style="list-style-type: none"> • Setting the building back allows the Applicant to widen the sidewalk along Florida Avenue and provide a more comfortable pedestrian experience. This is important, particularly during the interim period when the Metro tunnel has not yet been constructed, because this is the path that many from the community will take to access Metro. • The Applicant will creatively light or paint the columns in the plaza to provide visual interest along the streetscape. 	
<p><i>Environmental Sustainability</i> The project will be designed to certified LEED Silver and will achieve a minimum of 56 LEED (v. 2009) points. In addition, the Applicant will integrate at least 6,000 square feet of solar panels onsite.</p>	<p>The Applicant will demonstrate that the Project has been designed to achieve at least 56 LEED (v. 2009) points at the LEED Silver level prior to the issuance of a certificate of occupancy for each structure. Evidence of satisfying this requirement will be provided in the form of an architect certification provided to the Zoning Administrator.</p> <p>The Applicant will provide 6,000 square feet of solar panels on the Property. Evidence of satisfying this requirement will be provided prior to issuance of the final a residential certificate of occupancy for the southern building or the hotel building Project, whichever is delivered last.</p>
<p><i>PDR Uses</i></p>	<p>The Applicant will set aside a minimum of 7,000</p>

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<p>The Applicant will reserve at least 7,000 square feet of the project for maker uses.</p>	<p>square feet of space for maker <u>or PDR uses</u> (“<u>Required Uses</u>”) uses within the Project. Maker Required Uses are defined as “ Production, distribution, or repair of goods, including accessory sale of related product; uses encompassed within the Arts, Design, and Creation Use Category as currently defined in 11 DCMR Subtitle B § 200.2, including an Art Incubator and Artist Live Work Space, as currently defined in 11 DCMR Subtitle B § 100.2, but not including a museum, theatre, or gallery as a principal use; production and/or distribution of food or beverages and the accessory sale or on-site consumption of the related food and beverage; design related uses as defined in 11 DCMR Subtitle U Section 700.6(e).” These spaces shall secure a certificate of occupancy specifying a PDR use and the square footage allocated to such use. Prior to issuance of any certificate of occupancy for the building, the Applicant shall provide an update on the status of fulfilling its commitment to provide maker space. If the commitment has not yet been fulfilled, the Applicant shall demonstrate where the balance of the commitment may be accommodated within the building.</p>
<p><i>Art</i> The project incorporates several art features throughout the site for public enjoyment. The art will engage visitors and help to create an inviting environment. Several of the art installations will meet the community’s expressed interest for playable/active art for children. The Applicant shall design and install, to a cost of up to \$250,000, the following art:</p> <ul style="list-style-type: none"> • A gantry crane/industrial art element in the M Street Plaza inspired by the family run business that is currently operating on the site and has been 	<p><u>Prior to issuance of the final residential certificate of occupancy for the Project,</u> The Applicant will install art in the public spaces of the project, up to a cost of <u>at a cost of approximately</u> \$250,000. The Applicant will be responsible for maintenance of the art pieces <u>for the life of the project</u>. The art pieces will include the following:</p> <ul style="list-style-type: none"> • A gantry crane or similar industrial art element in the M Street Plaza, including an artistic water feature. • At least three pieces of playable or interactive art in the public space along 3rd Street side of the project. <p>The Applicant will contribute \$100,000 to an endowment fund, managed by the Project’s owners association in partnership with the NoMA BID, to</p>

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<p>based in the District for 101 years.</p> <ul style="list-style-type: none"> • An artistic water feature that complements the gantry crane/industrial art element describe above and activates the M Street Plaza. • At least three pieces of playable or interactive art in the public space along 3rd Street side of the project, to be maintained by the Applicant on an ongoing basis. <p>In addition, the Applicant will contribute \$100,000 to an endowment fund, managed by the Project’s owners association in partnership with the NoMA BID, to finance rotating art and murals in the Metro Plaza. The \$100,000 fund contemplates an average of \$20,000 spent every three years on a new mural (on either the WMATA wall at the back of the Metro Plaza or on the ceiling of the Metro Plaza) or sculpture in the Metro Plaza, resulting in rotating artwork for 15 years after completion of the project. The type, location and design of artwork will be determined by a five person panel comprised of the property owners association (three members), the NoMa BID (one member) and ANC 6C (one member).</p>	<p>finance rotating art and murals in the Metro Plaza. The contribution will be made prior to issuance of a certificate of occupancy for the northern building. The endowment will fund artwork, including murals and sculptures, which will rotate every 2-3 years for approximately 15 years upon issuance of a residential certificate of occupancy for the Project. The type, location and design of artwork will be determined by a five person panel comprised of the property owners association (three members), the NoMa BID (one member) and ANC 6C (one member). <u>The Applicant shall provide proof of funding an escrow account prior to issuance of the final residential certificate of occupancy for the Project.</u></p>
<p><i>Transit Incentives</i></p> <ul style="list-style-type: none"> • The Applicant will install a transit screen that is viewable by the public in the Metro plaza. • The Applicant will install a Capital Bikeshare station and maintain it for a period of one year, to the cost of up to \$100,000. The location of the 	<p>The Applicant will install a transit screen that is viewable by the public in the Metro plaza prior to the issuance of a residential certificate of occupancy for the southern-northern building.</p> <p>Prior to the issuance of a residential certificate of occupancy for the northern building, the Applicant will install a Capital Bikeshare station and maintain it for a period of one year, to the cost of up to \$100,000.</p>

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<p>station is still being refined but it will be located in an area that is convenient for residents and visitors to access.</p> <ul style="list-style-type: none">• The Applicant shall devote six parking spaces for electric car charging stations, at an estimated cost of \$60,000.• The Applicant shall purchase ten electric bikes from Riide, a DC-based electric bike manufacturer, or similar company, and install ten electric bike charging station to be shared by residents and guests of the project, at an estimated cost of \$30,000.• The Applicant shall install eight publically accessible electric bike charging stations conveniently located for residents and visitors, at an estimated cost of \$10,000.• As requested by DDOT, the Applicant will provide 20 shopping carts for tenants to run daily errands and grocery shopping.• The Applicant will install a new traffic signal at the garage entrance to the project, located at the intersection of Delaware and M Street.	<p>Prior to the issuance of a residential certificate of occupancy for the southern-northern building, the Applicant shall devote six parking spaces for electric car charging stations, at an estimated cost of \$60,000.</p> <p>Prior to issuance of the residential certificate of occupancy for the southern-northern building, the Applicant shall purchase ten electric bikes from Riide, or similar company, and install ten electric bike charging stations for residents and hotel guests.</p> <p>Prior to issuance of the residential certificate of occupancy for the northern building, the Applicant shall install eight publically accessible electric bike charging stations.</p> <p>Prior to issuance of a residential certificate of occupancy for the southern-northern building, the Applicant will provide-purchase 20 shopping carts for tenants to run daily errands and grocery shopping.</p> <p>Prior to issuance of a residential certificate of occupancy for the southern-northern building, the Applicant will install a new traffic signal at the garage entrance located at the intersection of Delaware Avenue and M Street.</p>
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<p><i>Streetscape</i></p> <p>The Applicant has gone through great efforts to consolidate parking and loading – for the entire, three building, 700,000 sf project – so that they are accessed from a single garage entry point, requiring only one curb cut on M Street. Doing this provides for notable public benefits:</p> <ul style="list-style-type: none"> • Uninterrupted frontage along 3rd Street that will enhance the pedestrian experience. The Applicant intends to further enhance the pedestrian experience along 3rd Street with playable/interactive art installations. • All loading facilities and all loading maneuvers for the hotel, retail and residential uses will take place under one roof within the project. This is a significant benefit for pedestrian circulation as it diminishes the opportunity for vehicular conflicts by eliminating back-in loading maneuvers. It also protects the pleasant character of the outdoor spaces the Applicant is providing by removing all loading maneuvers from public view. • The streetscape is further improved by the dedication of private property along M Street and Florida Avenue to ease pedestrian circulation and provide points of passive recreation for pedestrians, as noted above. 	<p>The Project will be developed in accordance with the architectural drawings submitted into the record on November 17, 2016, as Exhibit ____, as modified by the guidelines, conditions, and standards herein (collectively, the "Plans").</p> <p><u>The Plans will incorporate:</u></p> <ul style="list-style-type: none"> - <u>Approximately 6,000 square feet of space in the Metro Plaza. The Applicant will record an easement in the land records prior to the issuance of a residential certificate of occupancy for the northern building to provide public access to the Metro Plaza and to accommodate a connection to a future pedestrian tunnel to the NoMA-Gallaudet U Metro station.</u> - <u>Approximately 3,000 square feet of space for the M Street plaza; and</u> - <u>Approximately 500 square feet of space for the Florida Avenue plaza.</u>
<p><i>First Source Agreement.</i></p> <p>The Applicant will enter into a First Source Agreement with the Department</p>	<p>The Applicant will execute a First Source Agreement with the Department of Employment Services. A copy of the agreement will be entered</p>

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<p>of Employment Services.</p>	<p>into the record prior to issuance of the final Order.</p>
<p><i>Exemplary Urban Design, Architecture, and Open Spaces</i> As shown in the detailed plans, elevations, and renderings included in the Plans, the Project exhibits the characteristics of exemplary urban design, architecture, and landscaping. The Project effectively incorporates public spaces into the site plan: whether it is through building setbacks, a Metro plaza or an enhanced streetscape, the site plan has been thoughtfully crafted. The Applicant is coordinating with other stakeholders to establish a uniform and pedestrian-friendly streetscape along 3rd Street.</p> <p>In addition to these improvements, the retail spaces that are proposed establish a rhythmic pattern along 3rd Street that varies with each façade. The streetwall will not be monotonous and uniform; rather it will incorporate varying materials and unique articulations to create an active pedestrian experience. It also opens view corridors along both N and Patterson Streets that do not currently exist and will emphasize the openness of the site. In addition to the public spaces, the Project includes generous courtyards on the second level that will be enjoyed by residents, guests and patrons of the hotel.</p> <p>The overall massing of the Project was designed with specific thought to its context. It utilizes a podium to address the challenges posed by the neighboring railroad tracks. It will also utilize a soundwall along the western façade and double glazed windows to minimize the impacts of sound from the railroad. The height of the building helps to establish the uses adjacent to the railroad tracks,</p>	<p>The Project will be developed in accordance with the architectural drawings submitted into the record on November 17, 2016, as Exhibit ____, as modified by the guidelines, conditions, and standards herein (collectively, the "Plans").</p> <p>The Project will have flexibility from the parking, loading, side yard and penthouse requirements as specified in Exhibit 22. The Project will have flexibility to allow a restaurant or bar in the hotel penthouse as specified in Exhibit 22. Finally, the Project will have the flexibility to provide all affordable units reserved for households with an annual income no greater than 50% AMI to be located in the residential rental building.</p> <p>The Applicant will have flexibility with the design of the PUD in the following areas:</p> <ol style="list-style-type: none"> a. To vary the location and design of all interior components, including but not limited to partitions, structural slabs, doors, hallways, columns, signage, stairways, mechanical rooms, elevators, and toilet rooms, provided that the variations do not change the exterior configuration or appearance of the structure; b. To vary final selection of the exterior materials within the same color palette as the color approved and the same material type as the material approved, based on availability at the time of construction; c. To vary the location of the affordable units so long as their location is generally consistent with the locations noted in Exhibit ____, in that they must remain consistent with the requirements of Section 2605.6. The proffered levels of

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which might otherwise compete with the site. Each building was designed as an independent building and incorporates its own unique design and materials, all of which are of high quality.

Finally, the Project incorporates several pieces of art, including a mural wall in the Metro plaza and a water feature in the southern plaza. The art is meant to engage visitors and to create an inviting and attractive environment.

affordable housing shall not be modified.

- d. To make minor refinements to exterior details, dimensions, and locations, including belt courses, sills, bases, cornices, railings, balconies, trim, frames, mullions, spandrels, or any other changes to comply with Construction Codes or that are otherwise necessary to obtain a final building permit, or are needed to address the structural, mechanical, or operational needs of the building uses or systems;
- e. To vary the design of the retail space per the specifications of the retailer.
- f. To vary the proposed residential unit range and hotel room range by 10%.
- g. To vary the number of proposed parking spaces by 10% and to refine the parking layout in an effort to create a more efficient plan.
- h. To extend the footprint of the garage toward the southern lot line so long as it remains within the lot lines and below grade along both M and 3rd Streets. The extension of the garage will not increase the proposed parking beyond the flexibility noted above.
- i. To provide approximately 10,000 square feet of additional retail space below grade in the northern residential building along Florida Avenue and approximately 7,000 square feet on the second floor of the northern residential building along Florida Avenue. It also seeks flexibility to provide potential mezzanine space within retail spaces, per tenant

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	<p>specifications.</p> <ul style="list-style-type: none"> j. To coordinate with other stakeholders and relevant District agencies in finalizing the details of the 3rd Street streetscape. k. To modify the penthouse design for the hotel per specifications of the final operator. The parameters of the massing (height, density and set back) will not change and no additional relief is permitted as a part of this flexibility. l. To reduce the Florida Avenue projection in the event the sidewalk is not widened, per current DDOT plans. m. To modify the location of the structural wall supporting the Amtrak track bed and the design of the area immediately adjacent, based on the final engineering of the foundation system developed in coordination with Amtrak.
<p><i>Site Planning and Efficient Land Utilization</i> The Project will transform an underutilized warehouse and surface parking lot into a mixed-use development that brings numerous advantages to the community, including access to a future Metrorail pedestrian tunnel, connecting the east and west sides of the railroad tracks. Its location helps infill sites that will bridge the existing gap between NoMa and the Florida Avenue Market, creating a continuous community comprised of a true mix of uses.</p>	<p>The Project will be developed in accordance with the architectural drawings submitted into the record on November 17, 2016, as Exhibit ____, as modified by the guidelines, conditions, and standards herein (collectively, the "Plans").</p>
<p><i>Effective and Safe Vehicular and Pedestrian Access and Transportation</i></p>	<p>The Project will be developed in accordance with the architectural drawings submitted into the record on</p>

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<p><i>Demand Management Measures.</i> The Project is utilizing a single curbcut for access to its parking and loading. All vehicular maneuvers will take place within the garage and will not require any back-up maneuvers over public space. By limiting all vehicular access to a single curbcut and by eliminating back-up maneuvers, the Project reduces significantly the likelihood of a pedestrian/vehicle conflict. The Project will also pay for a new traffic signal at the south side of the M Street and Delaware intersection to ensure that there are no vehicle/bicycle conflicts as bikes cross over to the cycle track on the southern side of M Street.</p> <p>One of the more prominent features of the Project is the Metro plaza, which facilitates connections with the NoMa-Gallaudet U. Metrorail Station. The plaza directly responds to this objective as it will facilitate a direct connection with the Metrorail Station, whereas, the community east of the railroad tracks is otherwise forced to use Florida Avenue for access.</p>	<p>November 17, 2016, as Exhibit ____, as modified by the guidelines, conditions, and standards herein (collectively, the "Plans").</p>
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The Applicant will continue to work with the Office of the Attorney General in finalizing the language of the proposed benefit and amenity conditions. Please feel free to contact the undersigned with any questions.

Sincerely,

Allison C. Prince

Christine A. Roddy

Enclosures

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District of Columbia Zoning Commission
November 10, 2016
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cc: Josh Dix, Trammell Crow Company
Rich McPhillips, Trammell Crow Company

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CERTIFICATE OF SERVICE

I hereby certify that I sent a copy of the foregoing document to the following addresses on November 10, 2016, by first class mail:

Matt Jesick
Office of Planning
1100 4th Street, SW
Suite E650
Washington, DC 20024
(By Hand Delivery)

Jonathan Rogers
District Department of Transportation
55 M Street SE, 5th floor
Washington, DC 20003
(By Hand Delivery)

ANC 6C
P.O. Box 77876
Washington, DC 20013-7787

ANC 6C06
c/o Tony Goodman
1152 4th Street NE
Washington, DC

ANC 5D
c/o Peta-Gay Lewis
1868 Corcoran Street, NE
Washington, DC 20002

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