

November 7, 2024

VIA IZIS ONLY

Anthony J. Hood, Chairman
Zoning Commission for the District of Columbia
441 Fourth Street, NW, Suite 200-S
Washington, DC 20001

Re: Z.C. Order No. 14-12 (the “**Order**”) – Application of EAJ 1309 5th Street LLC (“**Applicant**”) for a Time Extension for the Consolidated Planned Unit Development and Related Zoning Map Amendment (as modified and extended, the “**Consolidated PUD**”) for 1309 5th Street, NE (Square 3591, Lots 801, 802, 7004, 7005, 7011, 7012, 7013, 7034, 7036, 7037, and 7038) (the “**Property**”) – **Request for Additional Two (2) Year Time Extension until November 9, 2026**

Dear Chairman Hood and Commissioners:

The Applicant, as owner of the Property, hereby requests a two (2) year time extension of the expiration date of the Consolidated PUD approved in the Order (as previously extended), pursuant to Title 11, Subtitle Z, Sections 101.9 and 705 of the District of Columbia Zoning Regulations. The Commission has previously extended the term of the Consolidated PUD for a total of seven and a half (7.5) years.

The Applicant now seeks an additional, and final, time extension for a period of two (2) years via a waiver of the rules regarding extensions pursuant to Subtitle Z, Section 101.9. In the event the Commission grants this time extension, the Applicant expects that in the next two years it will either (a) satisfy the building permit application condition or (b) seek a modification of the Consolidated PUD to make permanent the existing, interim conditions at the Property.

The pandemic-caused disruption to the office market and subsequent economic conditions along with the significant change in the movie theater industry nationally have created several hardship factors for the Consolidated PUD. As detailed below, such disruption and the ongoing market conditions necessitate this final extension request. In particular, the real estate markets for office and movie theater uses, the two most significant new uses in the Consolidated PUD, have been adversely affected during and following the pandemic and in the resulting economic climate. Despite the delay in delivering the new construction approved under the Consolidated PUD, the Applicant has continued to operate The Market building on the ground floor of the Property plus the upper-level spaces. Together these spaces are economic and community hubs of the Union Market District and Washington, DC more generally.

ZONING COMMISSION

District of Columbia

This letter provides background on the Order, demonstrates how this extension request satisfies the relevant standards, and outlines future steps.

I. BACKGROUND

The Property is located in the Northeast quadrant of the District on a rectangular lot bounded by 6th Street, NE to the east, 5th Street, NE to the west, a surface parking lot to the south, and to the north, a newly-delivered mixed use building located on the same record lot as the Property, as further detailed below. The Property is located in the heart of the Union Market District and contains the two-story market building (known as “**The Market**” or the “**Existing South Building**”) that remains the center of retail activity in the Union Market District today. The Property is located in Ward 5 and within the boundaries of Advisory Neighborhood Commission (“ANC”) 5D and Single Member District 5D01 and is approximately one third of a mile from the NoMA-Gallaudet University Metrorail station.

A. The Order

The Order contains three separate approvals, the first of which is the subject of this request:

1. **Consolidated PUD/South Building**: For the portion of the Property containing the Existing South Building at 1309 5th Street NE (the “**South Parcel**”), the Order approved the Consolidated PUD, which allows ground floor retail/restaurant uses, an event space on the second level of the existing Union Market building, and outdoor plazas surrounding the existing building. Above the Existing South Building, the Consolidated PUD approved a vertical expansion (the “**Future South Building**”), which is designed as five (5) stories for entertainment (movie theater) and either office or residential uses above the theater, at the Applicant’s election. The Future South Building is approved for a height of 120 feet and a gross floor area of approximately 216,400 square feet. The Existing South Building, and the Union Market operations inside, are to remain intact during construction of the Future South Building. As part of a modification of consequence of the Consolidated PUD that the Commission approved in April 2019 in Z.C. Case No. 14-12C, the Applicant submitted plans to install a park-like interim use on the top story of the Existing South Building. This extension request relates only to the Consolidated PUD and the Future South Building.
2. **Second-Stage PUD/North Building**: As background, Z.C. Order No. 14-12 also approved a first-stage PUD for lots to the north of the Existing South Building at 1329 5th Street NE (the “**North Parcel**”). The Order authorized a building (the “**North Building**” and together with the Future South Building the “**Buildings**”) with ground floor retail/restaurant uses, an adjacent outside plaza, upper stories containing residential uses, and below-grade parking to serve the entire site. The North Building was approved for a total height of 120 feet and a total gross floor area of approximately 325,000 square feet. The North Building is the subject of a second-stage PUD approval under Z.C. Order No. 14-12E, that the Zoning Commission approved in January 2020 and is not part of this request. The North Building was

delivered by the Applicant and its residential partner in 2023 and is occupied as of the date of this application.

3. Map Amendment: The Order also approved a Zoning Map amendment re-designating the entire PUD site from the then-underlying CM-1 to the C-3-C Zone District.

The Order, as previously extended (including by operation of regulation), provides that the approval of the Consolidated PUD for the Future South Building is valid until November 9, 2024, and that within such time the Applicant must file for a building permit for the Future South Building. If this extension request is approved, the Applicant would have an additional two (2) years to file for a building permit for the Future South Building; that is, it must file by no later than **November 9, 2026**. The following table summarizes the zoning history applicable to the Order:

Order	Date	Summary
14-12	May 8, 2015	Both Buildings : Approved first-stage PUD and Zoning Map amendment for North Parcel and consolidated PUD and Zoning Map amendment for South Parcel
14-12A	Nov. 9, 2018	South Building Only : Approved two-year time extension of Consolidated PUD and Zoning Map amendment until May 9, 2019
14-12B	N/A	Both Buildings : Withdrawn application for second-stage PUD for the North Parcel and modification of consolidated PUD for the South Parcel
14-12C	Aug. 30, 2019	South Building Only : Approved modification of consequence for Existing South Building to allow interim conditions
14-12D	Jan. 24, 2020	South Building Only : Approved one-year time extension of Consolidated PUD and Zoning Map amendment until May 9, 2020
20-07	July 27, 2020	South Building Only : Automatic six-month time extension of Consolidated PUD and Zoning Map amendment until November 9, 2020
14-12D(1)	Jan. 1, 2021	South Building Only : Administrative one-year time extension of Consolidated PUD and Zoning Map amendment until November 9, 2021
14-12D(2)	Nov. 26, 2021	South Building Only : Administrative one-year time extension of Consolidated PUD and Zoning Map amendment until November 9, 2022
14-12E	July 31, 2020	North Building Only : Approved second-stage PUD for North Building and Plaza
14-12F	N/A	South Building Only : Withdrawn application for time extension that was superseded by Z.C. Order Nos. 20-07, 14-12D(1) and 14-12D(2)
14-12G	April 7, 2023	South Building Only : Approved two-year time extension of Consolidated PUD and Zoning Map amendment until November 9, 2024

B. Extraordinary Circumstances Justify An Additional Time Extension

This additional applicant-initiated extension of the Consolidated PUD is necessary because of a confluence of several factors that have delayed commencing construction of the Future South Building under the Order. As addressed in more detail below, the circumstances necessitating the further extension include:

1. Post-Pandemic Effects on the Real Estate Market for Office and Movie Theaters: The unprecedented social, economic, and public health interruption created by the

pandemic materially and adversely affected the real estate market for office use and movie theaters, which are two of the significant approved, but yet unbuilt, uses approved for the Future South Building.

2. Financing Difficulties: The Future South Building was already facing an unfavorable market environment as mentioned above, and the prolonged spike in interest rates has created an even more challenging financing environment in which to secure the investment necessary for the project.
3. Construction Challenges: Construction challenges unique to the structural design of the project approved under the Consolidated PUD and those construction cost and material challenges more endemic to the real estate industry.

C. The Applicant's Actions Further Justify this Time Extension

The Applicant recognizes that only in rare situations does the Commission grant more than two applicant-initiated time extensions to an approved PUD. However, this situation warrants a further time extension. In addition to the unique factors delaying construction under the Consolidated PUD, the Applicant has taken significant steps to deliver and enhance the public benefits of the Consolidated PUD and to advance other components of the Order, specifically:

1. Public Benefits: The Order includes 16 sets of public benefits-related conditions. As detailed on Exhibit A, the Applicant has advanced or completed nearly all of the Order's public benefits ahead of commencement of construction on the Future South Building (notwithstanding that the Order generally requires such benefits to be delivered coincident with construction on the Property or thereafter), including the creation of the Union Market Streetscape Design Guidelines in partnership with OP, DDOT, Gallaudet University, and other stakeholders, organizing multiple community-based events and programming every year, and delivering some of the public space improvements and affordable housing benefits ahead of schedule as part of the North Building PUD;
2. Interim Park and Recreation Use: Recognizing that the Future South Building has not moved forward on the originally-anticipated timeline, the Applicant converted the top level of the Existing South Building to provide, on an interim basis, additional publicly-accessible outdoor and recreational space in the Union Market District (as described and approved in Z.C. Order No. 14-12C(1)). The Applicant voluntarily moved forward with this outdoor space in consultation with the ANC and such space is essentially an early alternative deployment of the public benefits of the Order relating to outdoor recreational opportunities (see Exhibit B for photographs); and
3. Second-Stage PUD: The Applicant, in conjunction with a partner, advanced the timeline for construction of the mixed-use North Building to be built immediately to the north of the Property. The Zoning Commission approved the North Building as a second-stage PUD pursuant to the Z.C. Order No. 14-12E, and the North Building

delivered in 2023 and is now occupied. Significantly, the North Building increased the amount, and deepened the affordability, of its affordable housing proffer while committing to a residential use that meaningfully advances the District’s housing production goals. In addition, as part of the construction of the North Building, the plaza between the Existing South Building and the North Building was built-out as a space for pedestrians and community programming. As a result, the requested Order extension facilitates swapping the timing of the North Building with that of the Future South Building to allow a greater amount of housing, and affordable housing, public space, and street-activating retail be delivered earlier than originally contemplated in the Order.

While this further extension is in effect, the interim conditions approved for the top story of the Existing South Building allow the Applicant to activate and program Union Market and to deliver public benefits required under the Order ahead of construction of the Future South Building.

II. THE ZONING COMMISSION HAS JURISDICTION TO GRANT THE REQUESTED TIME EXTENSION

The Applicant cannot comply with the timeline provided in the Order as previously extended and requests a further extension of the Order. The Commission has jurisdiction to grant the requested additional time extension pursuant to Subtitle Z, Sections 101.9 and 705.

A. Subtitle Z, Section 101.9 Waiver of Limit on Extensions

The Commission may ordinarily only approve two (2) time extension requests for an approved PUD, the first for up to two (2) years and the second for one (1) year, pursuant to Subtitle Z, Section 705.5. However, under Section 101.9, the Commission may waive the limit on the number and length of extensions for “good cause shown” provided that doing so (a) does not prejudice the rights of any party, and (b) is not otherwise prohibited by law.

B. Subtitle Z, Section 705 Requirements for a Time Extension of an Approved PUD

Under Subtitle Z, Section 705.2, the Zoning Commission may, upon the filing of a written request by an applicant before the expiration of the approval contained in an approved PUD, extend the validity of such PUD for good cause, provided that the Applicant documents the following:

- (a) The extension request is served on all parties to the application by the applicant, and all parties are allowed thirty (30) days to respond;
- (b) There is no substantial change in any of the material facts . . . that would undermine the Commission’s justification for approving the original application; and
- (c) The applicant demonstrates with substantial evidence that there is good cause for such extension, as provided in Subtitle Z, Section 705.2(c).

Under Subtitle Z, Section 705.2(c), an applicant for a PUD extension must demonstrate one or more of the following criteria:

- (1) An inability to obtain sufficient financing for the project approved in the order, following the applicant's diligent good faith efforts to obtain such financing, because of changes in economic and market conditions beyond the applicant's reasonable control;
- (2) An inability to secure all required governmental agency approvals . . . because of delays in the governmental agency approval process that are beyond the applicant's reasonable control; or
- (3) The existence of pending litigation or such other condition, circumstance, or factor beyond the applicant's reasonable control that renders the applicant unable to comply with the time limits of the PUD order.

For the following reasons, the Applicant satisfies the requisite standards for the Commission to waive the limit on the number of time extensions and approve this request for an additional two (2) year extension of the Consolidated PUD approval.

III. THE ZONING COMMISSION SHOULD GRANT THIS EXTENSION REQUEST

This application satisfies the four criteria for waiving the limit on time extensions for an approved PUD and extending the Consolidated PUD: (a) the waiver does not prejudice any party to the proceedings resulting in the Order and is not prohibited by law; (b) this request has been served on all parties; (c) no material facts, upon which the Commission based its approval of the Consolidated PUD, have changed in a manner that would undermine the Commission's justification for the original approval; and (d) good cause exists for the waiver of limit on time extensions and for the extension itself.

A. The Commission Should Waive the Time Extension Limit per Subtitle Z, Section 101.9

This application satisfies the requirements for waiving the rule limiting the number of times an approved PUD may be extended. As noted above, the Commission may "for good cause shown" waive the limit on the number of time extensions for an approved PUD, provided doing so does not prejudice the rights of any party and is not otherwise prohibited by law. As explained more fully below in Section III.D, good cause exists for waiving the limit on the number of times the Order may be extended.

This request for an additional extension does not prejudice the rights of any party and is not prohibited by law. The only parties to the proceedings that resulted in the Order were the Applicant and ANC 5D. The Applicant maintains a close working relationship with the ANC and has and will continue to take care to ensure that the ANC's concerns are at the forefront of the Applicant's development of the Union Market District. The ANC 5D01 SMD has been made aware of this application, the other ANC commissioners are each being provided a service copy of this submission and will be provided updates about this application. No law prohibits this

additional extension request. Therefore, this application satisfies the requirements of Subtitle Z, Section 101.9 for a waiver from the limit on the number of times a PUD may be extended.

B. This Extension Request Is Served on All Parties to the Original Applications

As demonstrated by the Certificate of Service appended hereto and as stated above, a copy of this extension request is being served simultaneously on ANC 5D, the only other party to the proceedings that collectively resulted in the Order. The ANC will have 30 days to respond to this extension request if it wishes. As noted above, the Applicant has also discussed this extension with the ANC prior to this filing. Therefore, this extension request satisfies Subtitle Z, Section 705.2(a) for an extension of the Order.

C. There Has Been No Substantial Change to Any of the Material Facts Upon Which the Zoning Commission Based Its Original Approval of the Application

There has been no substantial change in the material facts upon which the Zoning Commission relied for its original approval of the Application that would undermine the justification for approval. The Future South Building continues to achieve the goals and policies of the Comprehensive Plan of the District of Columbia and the Florida Avenue Market Small Area Plan and satisfies the PUD evaluation criteria contained in the Zoning Regulations. The rationale for the requested extension results from pandemic- and post-pandemic-related considerations, market conditions, economic factors, coordination with adjacent property construction, and constructability issues. Therefore, this extension request satisfies Subtitle Z, Section 705.2(b) for an extension of the Order.

D. Good Cause Exists for Granting this Extension Request: the Applicant Has Been Unable to Develop the Future South Building, Despite Its Good Faith Efforts, Because of Economic and Market Conditions Beyond Its Control

Under Subtitle Z, Sections 101.9 and 705.2(c), the Applicant must provide substantial evidence to demonstrate “good cause” for an extension request. Subtitle Z, Section 705.2(c) enumerates three criteria, any one or more of which satisfies the good cause requirement.¹ Good cause exists for the Zoning Commission to grant this extension request, and such cause is demonstrated by substantial evidence as detailed herein and by the exhibits attached hereto. The good cause underlying this extension request is a confluence of three primary factors, each consistent with the criteria identified in Subtitle Z, Section 705.2(c)(1) and (3) (“changes in economic and market conditions beyond the applicant’s reasonable control” and “such other condition, circumstance, or factor beyond the applicant’s reasonable control that renders the applicant unable to comply with the time limits of the order.”):

¹ The Applicant presumes the definition of “good cause” applies to the analogous requirement under Section 101.9.

1. Post-Pandemic and Economic Considerations: The unprecedented social, economic, and public health interruption created by the pandemic unexpectedly changed conditions affecting the development of the Future South Building to a degree beyond the Applicant's control. The adverse effects of the pandemic have been widely reported. In sum, the Applicant cannot move forward with a speculative project that relies heavily on office and movie theater uses that came to a near-complete standstill during the pandemic and have not recovered even following the lifting of the most stringent public health precautions.

Although the Applicant expects those uses will bring vibrancy to the Future South Building in a post-pandemic environment, the timeline for those future vibrant conditions to return and the inherent uncertainty in the meantime require the Applicant to delay development activity with respect to such uses at this site. More specifically, the following economic considerations have weighed against the ability to proceed with construction of the Project:

- Office Market Challenges – The record-high and prolonged office vacancy rate of approximately 20 percent in the existing DC office market has frustrated the ability to obtain office financing, especially speculative office financing, at the Property. While the Applicant believes that there is a unique, non-traditional office market opportunity in the Union Market District, to date, the Applicant has not found an office developer partner willing to undertake an office program in the Future South Building. The pandemic and attendant adverse economic conditions have compounded an already-difficult environment for new office product development, with the District's vacancy rate continuing its steady rise. Given the existing conditions related to the pandemic and the uncertainty in the period following, for the foreseeable future the Applicant cannot currently proceed with an office development of the Future South Building.
- Movie Theater Use – In addition to challenges confronting the office market, the market for movie theaters, whether new or existing, is also challenging. Many movie theaters closed completely during portions of the pandemic or thereafter. As a result, some movie theater operators have significantly scaled back new theater openings. More fundamentally, the nature of the movie business has changed dramatically during the pandemic with fewer feature films opening in theaters and a growing trend towards at-home streaming putting downward pressure on movie theaters.
- Solicitation of Office and/or Residential Development Partners (“Development Partners”) – Since the issuance of the Order originally approving the Consolidated PUD, the Applicant has engaged in a process to solicit experienced, proven mixed use Development Partners to implement the unique complexities of the Future South Building. The Applicant has interviewed, reviewed, and signed various forms of joint venture agreements non-binding agreements with several different Development Partners for the development of the Future South Building with different combinations of either office, residential or both uses. Each such

Development Partner spent a great deal of time and money to review and design their respective elements of the Future South Building. To date, none of the agreements has moved beyond due diligence. The recent economic conditions resulting from the ongoing pandemic have paused discussions regarding development opportunities.

2. Financing Difficulties: The prolonged period of increased interest rates has created an ever more challenging financing environment in which to secure the investment necessary for the project. Interest rates more than doubled and remained high over the past two years, causing significant stress to any financial underpinning of the intended Future South Building project. The Future South Building was already facing an unfavorable market environment as mentioned above, and the financing difficulties have only further exacerbated such situation.
3. Construction Challenges: The Applicant requires an extension to the Order in part because the theater and upper floor office/residential components of the Future South Building specifically have made the implementation of the Future South Building challenging due to conditions beyond the Applicant's reasonable control. Additionally, the protracted high cost of construction, labor, and materials, have made the current economics of the Future South Building infeasible. Such construction cost issues existed prior to the pandemic and were only made worse by the pandemic and the associated supply chain and stressing of the construction industry. Despite these challenges, the Applicant has taken diligent, good faith efforts to overcome construction cost obstacles:

E. The Applicant Has Taken Numerous Steps to Deliver the Public Benefits under the Order and to Create a Vibrant Condition on the Property, and the Commission Should Consider Such Steps as Additional Good Cause for Extending the Conditional PUD

As summarized above, the Applicant has delivered or is in the process of delivering nearly all of the public benefits required under the Order (including the creation of the Union Market Streetscape Design Guidelines in partnership with OP, DDOT, Gallaudet University, and other stakeholders, organizing multiple community-based events and programming prior to the pandemic and now that the public health restrictions are lifting, and delivering some of the public space improvements and affordable housing benefits in the North Building). The Applicant has been nearly continuously taking steps to improve the public experience at The Market in furtherance of the planning and public policy goals for the Union Market District. In this instance the Applicant believes that such facts are helpful to demonstrate how deeply invested the Applicant is in the success of the Union Market District and in maintaining a mutually-reinforcing healthy economic catalyst and dynamic public spaces. All of these considerations supplement the consideration of the Applicant's "good cause" criteria to be further in accordance with Subtitle Z, Section 705.2(c).

1. Public Benefits: As noted above, and detailed on Exhibit A, the Applicant has delivered or completed nearly all of the public benefits in the Order with respect to

the Future South Building even though most of those benefits were not required to be delivered until construction of the Future South Building commenced or was completed. The Applicant has advanced delivery of the public benefits as a show of good faith and because it believes that delivering those benefits is in the long-term best interests of the community and the Union Market District as a whole.

2. Interim Conditions: The Applicant has created an interim condition in an area atop the Existing South Building that transforms that area from an unused area to an outdoor space for recreation and food and beverage uses for residents of the Union Market District, ANC 5D, and beyond. These improvements were before the Commission in 2019 and approved in Z.C. Order No. 14-12C(1). The Union Market District is lacking in meaningful outdoor gathering spaces, and the Existing South Building's interim conditions are one of the few places within this area to introduce such a use.
3. North Building Second-Stage PUD: In January 2020, the Commission approved plans and an updated public benefits package for the North Building. The Applicant's affiliate and partner are moving forward with construction of that building, which delivered in 2023. Also as part of this approval, the Applicant's affiliate and partner constructed the plaza between the Existing South Building and the North Building. The plaza is built-out as a space for pedestrians and community programming. The garage approved as part of that PUD to be constructed under the North Building serves the patrons of Union Market vendors and sets up as a replacement to the existing surface parking lot immediately south of the Existing South Building whenever that surface parking lot transitions to a development site as part of the JBGSmith-Gallaudet development effort.

The Applicant's delivery of the approved public benefits, the construction of a public-serving interim condition on the Property, and the advancement of the North Building all show that the Applicant is committed to the near term and long term viability and health of the Union Market District and has taken actions to mitigate potential adverse effects of the Property being without the Future South Building for potentially an additional two years.

IV. EXHIBITS

In support of this extension request, enclosed please find the following:

- Exhibit A – Summary of Status of Public Benefits Conditions of the Order;
- Exhibit B – Photographs of Existing Conditions and Surveyor's Plat of the Property;
- Exhibit C – Z.C. Order Nos. 14-12, 14-12A, 14-12C, 14-12C(1), 14-12D, 14-12D(1), 14-12D(2), and 14-12G;
- Exhibit D – Authorization Letter from the Applicant and Application Signature Page; and
- A check made payable to the "DC Treasurer" in the amount of \$4,487 for this extension request pursuant to Subtitle Z, Section 1600.10 of the Zoning Regulations.

V. NEXT STEPS

In the event the Commission grants this time extension, it will be the final one for the Consolidated PUD. Despite the adverse conditions over the past many years, the Applicant is cautiously optimistic that conditions are improving in the capital financial markets for real estate. Trends in the markets for office space, movie theaters, and construction materials are not as promising at the moment, but the Applicant believes that given the collective investment in the Consolidate PUD thus far, there is value in continuing to pursue it for a short period more. The Applicant met with OP and received favorable input regarding this application, given the unique components at play here.

The additional two years also provides a study period for the existing, interim conditions and the newly-delivered adjacent residential uses. When the interim conditions were installed on the top level (“Hi Lawn”) of the Property pursuant to a modification of consequence in 2019, the Gables Union Market residential building had not yet been approved. That building has since delivered and is fully-occupied by residents. The next two years will allow the Applicant to confirm that the interim conditions do not have an adverse effect on the nearby residential uses.

If this extension is approved and the Applicant is unable to satisfy the building permit application conditions in the next two years, then before the end of that period the Applicant would return to the Commission to seek to make permanent the existing, interim conditions.

VI. CONCLUSION

In light of the conditions beyond the Applicant’s reasonable control as described above, financing, designing, and developing the Future South Building as originally proposed has not been possible, especially in light of the recent pandemic and lingering associated economic conditions.

If the approval granted by the Order lapses without extension, the Applicant’s current efforts to implement the South Building will be hampered even further. Therefore, this extension request satisfies Subtitle Z, Sections 101.9 and 705.2(c)(1) and (3) for an extension of the Order. If desired by the Zoning Commission, the Applicant is willing to provide further information regarding its satisfaction of the relevant standards.

For the foregoing reasons, the Applicant has satisfied the requirements for the Zoning Commission to grant the requested two (2) year extension of the Consolidated PUD approval contained in the Order.

Thank you for your attention to this application.

Respectfully submitted,

/s/Jeffrey C. Utz

/s/David A. Lewis

Certificate of Service

I certify that on or before November 8, 2024, I delivered a copy of the foregoing document via e-mail or first-class mail to the addresses listed below.

/s/ David A. Lewis

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