

Holland & Knight

800 17th Street, N.W. , Suite 1100 | Washington, D.C. 20006 | T 202.955.3000 | F 202.955.5564
Holland & Knight LLP | www.hklaw.com

Norman M. Glasgow, Jr.
(202) 419-2460
norman.glasgowjr@hklaw.com

December 7, 2017

VIA IZIS

Zoning Commission of the District of Columbia
441 4th Street, N.W.
Suite 210
Washington, DC 20001

**Re: Z.C. Case No. 11-03J
Applicant's Response to December 7th Submission from
Gangplank Slipholder's Association ("GPSA")**

Dear Members of the Commission:

On behalf of the Applicant, Wharf Phase 3 REIT Leaseholder LLC, on behalf of the District of Columbia Office of the Deputy Mayor for Planning and Economic Development, we hereby submit the following response to the December 7, 2017, submission from the Gangplank Slipholder's Association ("GPSA") regarding "Z.C. Case No. 11-03J, Gangplank Slipholder's Association Status of Negotiations" ("GPSA Status") (Exhibit 97A).

The Applicant appreciates the diligent efforts by GPSA during the lengthy negotiations aimed at updating and revising the existing 2012 Letter Agreement between the applicant and GPSA, which was previously determined by the Commission in Z.C. Order No. 11-03A(1) as satisfying the requirement under the approved first stage PUD that "[d]uring construction of the project, [the Applicant] will provide for a liveaboard community at the redeveloped Gangplank Marina for approximately the same number of liveaboard slips as exist as of June 2011 (94 slips), with provisions for retention of existing liveaboard slip holders. The Applicant will also provide for reasonable continuity of existing services, utilities, and amenities during construction" (Z.C. Order No. 11-03, Condition B.8).

As the Commission is aware, the Applicant and GPSA have been negotiating on the revised Letter Agreement for over a year, which will supersede the 2012 Letter Agreement. During this extensive process, the Applicant has not only maintained its commitment to satisfying the singular requirement under the approved first-stage PUD related to GPSA, it has exceedingly gone above and beyond this requirement and the terms of the 2012 Letter Agreement. For example, as was stated by the Applicant in its posthearing submission, while the approved first-stage PUD and

2012 Letter Agreement does not require the Applicant to implement or offer any discounted slip or liveboard fees to GPSA within the market-rate Wharf Marina, the Applicant took very seriously the concerns expressed by the Commission at the November 9th public hearing regarding affordability. In response, the Applicant has worked diligently since then to develop an MFI-based slip and liveboard fee discount program that addresses the concerns regarding affordability for qualifying existing liveboards, while at the same time balancing obvious economic considerations related to the newly developed fee discount program and continuing to meet and exceed the requirements of the first-stage PUD. To demonstrate the extent of the MFI-based fee discount program developed by the Applicant, it is worth noting that no comparable affordability program is even offered on the landside portion of the Wharf project as it relates to the range of households that could potentially qualify for what is effectively a housing subsidy.

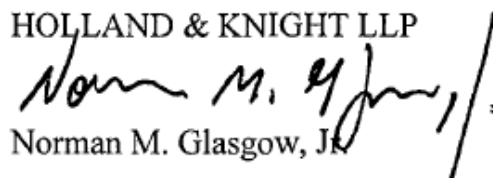
As was most recently discussed in the Applicant's response to GPSA's November 30th submission (Exhibit 91), the negotiations between the Applicant and GPSA led to the development of two alternative options to the revised Letter Agreement, Option B (revised) and Option C, which each include a form of the MFI-based fee discount program that would easily constitute an additional public benefit since it is not required under the first-stage PUD. In its posthearing submission, the Applicant stated that it was agreeable to either Option B (revised) or Option C.

In light of GPSA's most recent December 7th filing that "respectfully and reluctantly requests" that Option B (revised) be implemented in lieu of Option C, and so that the Commission may rule on these proceedings knowing that a mutually selected agreement has been achieved, the Applicant is prepared to implement the Option B alternative to the revised Letter Agreement consistent with GPSA's stated request. As such, the Applicant respectfully now requests the Commission to approve the Parcel 10 PUD with a condition that the Applicant construct/implement Option B, as thoroughly described in the revised Letter Agreement contained in the case record as Exhibit 94B.

We look forward to the Commission's consideration of this application on December 7th.

Sincerely,

HOLLAND & KNIGHT LLP


Norman M. Glasgow, Jr.

cc: Joe Lapan, District of Columbia Office of the Deputy Mayor for Planning
and Economic Development (w/encl., via email)
Jennifer Steingasser, Office of Planning (w/encl., via email)
Joel Lawson, Office of Planning (w/encl., via email)
Matthew Jesick, Office of Planning (w/encl., via email)
Anna Chamberlin, DDOT (w/encl., via email)
Aaron Zimmerman, DDOT (w/encl., via email)
Advisory Neighborhood Commission 6D (w/encl., via email)
Gail Fast, ANC 6D01 (w/encl., via email)
Cara Shockley, ANC 6D02 (w/encl., via email)
Ronald Collins, ANC 6D03 (w/encl., via email)
Andy Litsky, ANC 6D04 (w/encl., via email)
Roger Moffatt, ANC 6D05 (w/encl., via email)
Rhonda N. Hamilton, ANC 6D06 (w/encl., via email)
Meredith Fascett, ANC 6D07 (w/encl., via email)
Southwest Library (w/encl., via U.S. Mail)