



**WALSH COLUCCI
LUBELEY & WALSH PC**

Nan E. Walsh
(703) 528-4700 Ext. 5420
nwalsh@thelandlawyers.com

June 21, 2019

Via Hand Delivery

Ms. Arlova Vonhm
Zoning Administrator
Arlington County Zoning Office
2100 Clarendon Boulevard, Suite 1000
Arlington, VA 22201

Re: Amendment to Phased Development Site Plan No. 105

Cover Letter

Property: 1232, 1400, 1410, 1420, 1430 South Eads Street (RPC# 35-003-023, -015, -016, -017, -018, and -019), 501 15th Street South (RPC# 35-003-001), and 1440, 1450 South Eads Street and 525 15th Street South (RPC# 35-003-020, -021, and -002)

Owners/Applicants: 1400 Eads Street LLC, Arna-Fern, L.L.C., and 1400 Eads Street Sub LLC

Dear Ms. Vonhm:

Please find enclosed the final filing of an Administrative Regulation 4.1 phased development site plan amendment application for the above-referenced Property.

We have submitted eight (8) copies of the following application materials for your review:

1. Phased Development Site Plan amendment application form;
2. Statement of support;
3. Disclosure statement;
4. Consent and authorization letters;
5. Phased Development Site Plan specification form;
6. By-right tabulation chart; and
7. Proposed amendments to conditions of Phased Development Site Plan No. 105, including proposed density.

ATTORNEYS AT LAW

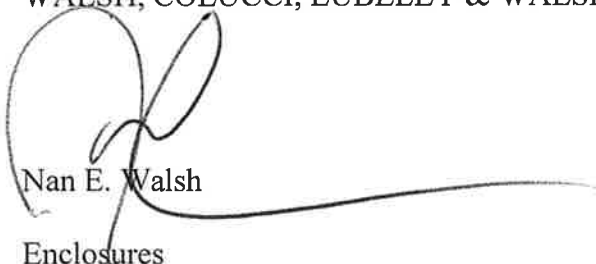
703 528 4700 ■ WWW.THELANDLAWYERS.COM
2200 CLARENDON BLVD. ■ SUITE 1300 ■ ARLINGTON, VA 22201-3359

LOUDOUN 703 737 3633 ■ WOODBRIDGE 703 680 4664

Please let us know if there is any additional information you need to review this submission.

Very truly yours,

WALSH, COLUCCI, LUBELEY & WALSH, P.C.

A handwritten signature in black ink, appearing to read "Nan E. Walsh". The signature is stylized with a large, looping initial "N" and a long, horizontal flourish extending to the right.

Nan E. Walsh

Enclosures



SITE PLAN APPLICATION

ARLINGTON COUNTY, VIRGINIA
DEPARTMENT OF COMMUNITY PLANNING, HOUSING AND DEVELOPMENT
ZONING DIVISION
2100 CLARENDON BOULEVARD SUITE #1000
ARLINGTON, VIRGINIA 22201
(703) 228-3883 • Fax (703) 228-3896

In accordance with the requirements of Administrative Regulation 4.1, Site Plan Approval Procedure, the following plan is submitted for administrative review and transmittal to the County Board for its consideration.

Original Plan [] First Preliminary May 15, 2019 Amendment [x]

Case Number PDSP #105 Date: June 21, 2019

Address: 1232, 1400, 1410, 1420, 1430 South Eads Street (RPC 35-003-023, -015, -016, -017, -018, and -019), 501 15th Street South (RPC# 35-003-001), and 1440, 1450 South Eads Street and 525 15th Street South (RPC# 35-003-020, -021, and -002); See attached for remaining addresses in PDSP No. 105.

Requested Use: The applicant requests an amendment to Phased Development Site Plan No. 105, or the Pentagon City PDSP, to permit office development at heights of up to 22 stories and additional commercial density on Parcel 3, otherwise known as Metropolitan Park, and other amendments necessary to achieve the Applicant's proposed development as set forth in its application to amend Final Site Plan No. 105-9. Please see attached for more information.

Drawings submitted [x] Yes [] No
Arna-Fern, L.L.C., 1400 Eads Street Sub LLC, 1400 Eads Street LLC
Print Name Of Owner by Nan E. Walsh, Attorney/Agent Owner's signature

[Handwritten signature]

Mailing Address: Walsh, Colucci, Lubeley & Walsh, P.C. 2200 Clarendon Boulevard, Suite 1300
City Arlington State Virginia Zip 22201 Phone 703-528-4700

By: Nan E. Walsh, Attorney/Agent () agent () attorney, Signature
Mailing Address: Walsh, Colucci, Lubeley & Walsh, P.C. 2200 Clarendon Boulevard, Suite 1300
City Arlington State Virginia Zip 22201 Phone 703-528-4700

[Handwritten signature]

(Office Use Only)
Date:
This application is scheduled for the County Board meeting of
Zone Receipt No. Fee Date Paid
Received by

Make checks payable to: Treasurer of Arlington County

(READ INFORMATION AND INSTRUCTIONS CAREFULLY)

ARLINGTON COUNTY, VIRGINIA
DEPARTMENT OF COMMUNITY PLANNING, HOUSING AND DEVELOPMENT
ZONING DIVISION
2100 CLARENDON BOULEVARD SUITE #1000
ARLINGTON, VIRGINIA 22201
(703) 228-3883 • Fax (703) 228-3896

Disclosure Statement

TYPE OR PRINT IN INK

Case No. _____

Complete the following:

1. Description of the real estate affected

List the addresses of all property that is affected by the application. Provide the lot, block, section, and sub-division of all parcels **only** if the properties have not been subdivided.

Address(es) 1232, 1400, 1410, 1420, 1430 South Eads Street (RPC 35-003-023, -015, -016, -017, -018, and -019), 501 15th Street South (RPC# 35-003-001), and 1440, 1450 South Eads Street and 525 15th Street South (RPC# 35-003-020, -021, and -002); See attached for remaining addresses in PDSP No 105

Lot(s) _____ Block _____

Section _____ Subdivision _____

2. Is the owner of said real estate, a corporation whose stock is traded on a national or local stock exchange and having more than five hundred (500) shareholders?

YES

NO

If "Yes," give the name of the corporation and skip to item 4

3. List the names, addresses, and nature of interest of **ALL** persons having equitable ownership of the real estate to be affected, including, in the case of corporate ownership, the names of stockholders, officers, and directors; and of **ALL** parties in interest.

<u>PARCEL ADDRESS</u>	<u>NAME</u>	<u>ADDRESS</u>	<u>NATURE OF INTEREST</u>
See Disclosure Attachment			

4. I hereby certify that this is a true and accurate disclosure of all persons having equitable ownership real estate to be affected and of all the parties in interest.

Arma-Fern, L.L.C. 1400 Eads Street Sub LLC and 1400 Eads Street LLC by Nan E. Walsh, attorney/agent

Applicant's signature

Walsh Colucci Lubeley & Walsh, P.C.

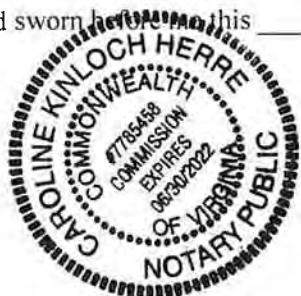
Applicant's address 2200 Clarendon Boulevard, Suite 1300, Arlington, VA 22201

STATE OF VIRGINIA, COUNTY OF Arlington TO WIT: _____

Subscribed and sworn before me this 21st day of June, 20 19

Notary Caroline Kinloch Herre

My commission expires 06/30/2022



Pentagon City PDSP #105
List of Associated Parcels
June 21, 2019

Application Properties (included in list below): 1232, 1400, 1410, 1420, 1430 South Eads Street (RPC 35-003-023, -015, -016, -017, -018, and -019), 501 15th Street South (RPC# 35-003-001), 1440, 1450 South Eads Street and 525 15th Street South (RPC# 35-003-020, -021, and -002)

Parcel	Address	RPC
1A & 2A	1401 S. Joyce Street	35-005-034
1A & 2A	1101 S. Joyce Street	35-005-031
1B & 2B	1250 S. Hayes Street	35-005-024
1B & 2B	1100 S. Hayes Street	35-005-025
1B & 2B	1400 S. Hayes Street	35-005-026
1B & 2B	1200 S. Hayes Street	35-005-027
1B & 2B	1000 S. Hayes Street	35-005-028
1B & 2B	850 Army Navy Drive	35-005-029
1B & 2B	1250 S. Hayes Street	35-005-030
1C	600 Army Navy Drive	35-004-007
1C	701 12 th Street South	35-004-004
1C	601 12 th Street South	35-004-006
1D	550 Army Navy Drive	35-003-031
1D	S. Fern Street	35-003-032
1D	Army Navy Drive	35-003-438
1D	1199 S. Fern Street	35-003-436
2C	901 15 th Street South	35-005-023
2C	801 15 th Street South	35-005-022
3	520 12 th Street South	35-003-840
3	12 th Street South	35-003-023
3	1232 S. Eads Street	35-003-015
3	1400 S. Eads Street	35-003-016
3	1410 S. Eads Street	35-003-017
3	1420 S. Eads Street	35-003-018
3	1430 S. Eads Street	35-003-019
3	1440 S. Eads Street	35-003-020
3	1450 S. Eads Street	35-003-021
3	525 15 th Street South	35-003-002
3	501 15 th Street South	35-003-001
3	550 14 th Road South	35-003-003
3	1411 S. Fern Street	35-003-004
3	1401 S. Fern Street	35-003-005
3	1311 S. Fern Street	35-003-006
3	1301 S. Fern Street	35-003-007
3	1221 S. Fern Street	35-003-008

3	575 S. 12 th Road 1	35-003-834 (35003PCA)
3	575 S. 12 th Road 2	35-003-835 (35003PCA)
3	575 S. 12 th Road 3	35-003-836 (35003PCA)
3	575 S. 12 th Road	35-003-837 (35003PCA)
3	575 S. 12 th Road	35-003-838 (35003PCA)
3	1211 S. Fern Street	35-003-839 (35003PCA)
4	1600 S. Hayes Street	35-005-015
5	1785 S. Hayes Street	35-008-007
5	1500 S. Fern Street	35-008-005
5	616 15th St. S. #1-2	35-008-010, 35-008-011 (35008PCA)
5	618 15th St. S #1-2	35-008-012, 35-008-013 (35008PCA)
5	620 15th St. S. #1-2	35-008-014, 35-008-015 (35008PCA)
5	622 15th St. S. #1-2	35-008-016, 35-008-017 (35008PCA)
5	624 15th St. S. #1-2	35-008-018, 35-008-019 (35008PCA)
5	626 15th St. S. #1-2	35-008-020, 35-008-021 (35008PCA)
5	600 15th St. S. #1-2	35-008-022, 35-008-023 (35008PCA)
5	602 15th St. S. #1-2	35-008-024, 35-008-025 (35008PCA)
5	604 15th St. S. #1-2	35-008-026, 35-008-027 (35008PCA)
5	606 15th St. S. #1-2	35-008-028, 35-008-029 (35008PCA)
5	608 15th St. S. #1-2	35-008-030, 35-008-031 (35008PCA)
5	610 15th St. S. #1-2	35-008-032, 35-008-033 (35008PCA)
5	612 15th St. S. #1-2	35-008-034, 35-008-035 (35008PCA)
5	630 15th St. S. #1-2	35-008-036, 35-008-037 (35008PCA)
5	632A 15th St. S. #1	35-008-038 (35008PCA)
5	632 15th St. S. #2	35-008-039 (35008PCA)
5	634 15th St. S. #1-2	35-008-040, 35-008-041 (35008PCA)
5	636 15th St. S. #1-2	35-008-042, 35-008-043 (35008PCA)
5	638 15th St. S. #1-2	35-008-044, 35-008-045 (35008PCA)
5	640 15th St. S. #1-2	35-008-046, 35-008-047 (35008PCA)
5	642 15th St. S. #1-2	35-008-048, 35-008-049 (35008PCA)
5	648 15th St. S. #1-2	35-008-050, 35-008-051 (35008PCA)
5	650A 15th St. S. #1	35-008-052 (35008PCA)
5	650 15th St. S. #2	35-008-053 (35008PCA)
5	652 15th St. S. #1-2	35-008-054, 35-008-055 (35008PCA)
5	654 15th St. S. #1-2	35-008-056, 35-008-057 (35008PCA)
5	656 15th St. S. #1-2	35-008-058, 35-008-059 (35008PCA)
5	658 15th St. S. #1-2	35-008-060, 35-008-061 (35008PCA)
5	702 15th St. S. #1-2	35-008-062, 35-008-063 (35008PCA)
5	704 15th St. S. #1-2	35-008-064, 35-008-065 (35008PCA)
5	706 15th St. S. #1-2	35-008-066, 35-008-067 (35008PCA)
5	708 15th St. S. #1-2	35-008-068, 35-008-069 (35008PCA)
5	710 15th St. S. #1-2	35-008-070, 35-008-071 (35008PCA)
5	712 15th St. S. #1-2	35-008-072, 35-008-073 (35008PCA)
5	714 15th St. S. #1-2	35-008-074, 35-008-075 (35008PCA)
5	734 15th St. S. #1-2	35-008-076, 35-008-077 (35008PCA)

5	736 15th St. S. #1-2	35-008-078, 35-008-079 (35008PCA)
5	738 15th St. S. #1-2	35-008-080, 35-008-081 (35008PCA)
5	740 15th St. S. #1-2	35-008-082, 35-008-083 (35008PCA)
5	742 15th St. S. #1-2	35-008-084, 35-008-085 (35008PCA)
5	720 15th St. S. #1-2	35-008-086, 35-008-087 (35008PCA)
5	722 15th St. S. #1-2	35-008-088, 35-008-089 (35008PCA)
5	724 15th St. S. #1-2	35-008-090, 35-008-091 (35008PCA)
5	726 15th St. S. #1-2	35-008-092, 35-008-093 (35008PCA)
5	728 15th St. S. #1-2	35-008-094, 35-008-095 (35008PCA)
5	730 15th St. S. #1-2	35-008-096, 35-008-097 (35008PCA)
5	1601 S. Hayes St. #1-2	35-008-098, 35-008-099 (35008PCA)
5	1603 S. Hayes St. #1-2	35-008-100, 35-008-101 (35008PCA)
5	1605 S. Hayes St. #1-2	35-008-102, 35-008-103 (35008PCA)
5	1607 S. Hayes St. #1-2	35-008-104, 35-008-105 (35008PCA)
5	1609 S. Hayes St. #1-2	35-008-106, 35-008-107 (35008PCA)
5	1615 S. Hayes St. #1-2	35-008-108, 35-008-109 (35008PCA)
5	1617 S. Hayes St. #1-2	35-008-110, 35-008-111 (35008PCA)
5	1619 S. Hayes St. #1-2	35-008-112, 35-008-113 (35008PCA)
5	1621 S. Hayes St. #1-2	35-008-114, 35-008-115 (35008PCA)
5	1625 S. Hayes St. #1-2	35-008-116, 35-008-117 (35008PCA)
5	1627 S. Hayes St. #1-2	35-008-118, 35-008-119 (35008PCA)
5	1629 S. Hayes St. #1-2	35-008-120, 35-008-121 (35008PCA)
5	1631 S. Hayes St. #1-2	35-008-122, 35-008-123 (35008PCA)
5	1671 S. Hayes St. #1-2	35-008-124, 35-008-125 (35008PCA)
5	1673 S. Hayes St. #1-2	35-008-126, 35-008-127 (35008PCA)
5	1675 S. Hayes St. #1-2	35-008-128, 35-008-129 (35008PCA)
5	1677 S. Hayes St. #1-2	35-008-130, 35-008-131 (35008PCA)
5	1679 S. Hayes St. #1-2	35-008-132, 35-008-133 (35008PCA)
5	1681 S. Hayes St. #1-2	35-008-134, 35-008-135 (35008PCA)
5	1635 S. Hayes St. #1-2	35-008-136, 35-008-137 (35008PCA)
5	1637 S. Hayes St. #1-2	35-008-138, 35-008-139 (35008PCA)
5	1639 S. Hayes St. #1-2	35-008-140, 35-008-141 (35008PCA)
5	1641 S. Hayes St. #1-2	35-008-142, 35-008-143 (35008PCA)
5	1643 S. Hayes St. #1-2	35-008-144, 35-008-145 (35008PCA)
5	1645 S. Hayes St. #1-2	35-008-146, 35-008-147 (35008PCA)
5	1651 S. Hayes St. #1-2	35-008-148, 35-008-149 (35008PCA)
5	1653 S. Hayes St. #1-2	35-008-150, 35-008-151 (35008PCA)
5	1655 S. Hayes St. #1-2	35-008-152, 35-008-153 (35008PCA)
5	1657 S. Hayes St. #1-2	35-008-154, 35-008-155 (35008PCA)
5	1659 S. Hayes St. #1-2	35-008-156, 35-008-157 (35008PCA)
5	1661 S. Hayes St. #1-2	35-008-158, 35-008-159 (35008PCA)
5	1663 S. Hayes St. #1-2	35-008-160, 35-008-161 (35008PCA)
5	1665 S. Hayes St. #1-2	35-008-162, 35-008-163 (35008PCA)
5	1667 S. Hayes St. #1-2	35-008-164, 35-008-165 (35008PCA)
5	1701 S. Hayes St. #1-2	35-008-166, 35-008-167 (35008PCA)

5	1703 S. Hayes St. #1-2	35-008-168, 35-008-169 (35008PCA)
5	1705 S. Hayes St. #1-2	35-008-170, 35-008-171 (35008PCA)
5	1707 S. Hayes St. #1-2	35-008-172, 35-008-173 (35008PCA)
5	1709 S. Hayes St. #1-2	35-008-174, 35-008-175 (35008PCA)
5	1711 S. Hayes St. #1-2	35-008-176, 35-008-177 (35008PCA)
5	1713 S. Hayes St. #1-2	35-008-178, 35-008-179 (35008PCA)
5	1721 S. Hayes St. #1-2	35-008-180, 35-008-181 (35008PCA)
5	1723 S. Hayes St. #1-2	35-008-182, 35-008-183 (35008PCA)
5	1725 S. Hayes St. #1-2	35-008-184, 35-008-185 (35008PCA)
5	1727 S. Hayes St. #1-2	35-008-186, 35-008-187 (35008PCA)
5	1729 S. Hayes St. #1-2	35-008-188, 35-008-189 (35008PCA)
5	1731 S. Hayes St. #1-2	35-008-190, 35-008-191 (35008PCA)
5	1733 S. Hayes St. #1-2	35-008-192, 35-008-193 (35008PCA)
5	1761 S. Hayes St. #1-2	35-008-194, 35-008-195 (35008PCA)
5	1763 S. Hayes St. #1-2	35-008-196, 35-008-197 (35008PCA)
5	1765 S. Hayes St. #1-2	35-008-198, 35-008-199 (35008PCA)
5	1767 S. Hayes St. #1-2	35-008-200, 35-008-201 (35008PCA)
5	1769 S. Hayes St. #1-2	35-008-202, 35-008-203 (35008PCA)
5	1771 S. Hayes St. #1-2	35-008-204, 35-008-205 (35008PCA)
5	1773 S. Hayes St. #1-2	35-008-206, 35-008-207 (35008PCA)
5	1775 S. Hayes St. #1-2	35-008-208, 35-008-209 (35008PCA)
5	1777 S. Hayes St. #1-2	35-008-210, 35-008-211 (35008PCA)
5	1779 S. Hayes St. #1-2	35-008-212, 35-008-213 (35008PCA)
5	1741 S. Hayes St. #1-2	35-008-214, 35-008-215 (35008PCA)
5	1743 S. Hayes St. #1-2	35-008-216, 35-008-217 (35008PCA)
5	1745 S. Hayes St. #1-2	35-008-218, 35-008-219 (35008PCA)
5	1747 S. Hayes St. #1-2	35-008-220, 35-008-221 (35008PCA)
5	1749 S. Hayes St. #1-2	35-008-222, 35-008-223 (35008PCA)
5	1751 S. Hayes St. #1-2	35-008-224, 35-008-225 (35008PCA)
5	1753 S. Hayes St. #1-2	35-008-226, 35-008-227 (35008PCA)
5	1755 S. Hayes St. #1-2	35-008-228, 35-008-229 (35008PCA)
5	S. Hayes St. SW Pl.	35-008-230 (35008PCA)
5	S. 15th St.	35-008-233 (35008PCA)



JBG SMITH
April 25, 2019

Via Hand Delivery

Arlova Vonhm
Zoning Administrator
Arlington County Zoning Department
2100 Clarendon Boulevard, 10th Floor
Arlington, Virginia 22201

Re: Consent and Authorization
Property: 1232, 1400, 1410, 1420, 1430 South Eads Street
RPC# 35-003-023, -015, -016, -017, -018, and -019
Owner/Applicant: 1400 Eads Street Sub LLC

Dear Ms. Vonhm:

As owner of the above-referenced Property, 1400 Eads Street Sub LLC hereby consents to the filing of Major Site Plan Amendment and Phased Development Site Plan Amendment applications and any related applications for the Property, including vacation and encroachment applications.

1400 Eads Street Sub LLC hereby appoints Walsh, Colucci, Lubeley & Walsh, P.C. to act as agent on our behalf for the filing of Major Site Plan Amendment and Phased Development Site Plan Amendment applications and any related applications for the Property, including vacation and encroachment applications. Please direct all correspondence relative to the above-referenced applications to Nan E. Walsh and/or Nicholas V. Cumings at Walsh, Colucci, Lubeley & Walsh, P.C.

Very truly yours,

1400 EADS STREET SUB LLC

By: 

Name: Aaron F. Herman

Title: Assistant Secretary



JBG SMITH
April 25, 2019

Via Hand Delivery

Arlova Vonhm
Zoning Administrator
Arlington County Zoning Department
2100 Clarendon Boulevard, 10th Floor
Arlington, Virginia 22201

Re: Consent and Authorization
Property: 1440, 1450 South Eads Street and 525 15th Street South
RPC# 35-003-020, -021, and -002
Owner/Applicant: 1400 Eads Street LLC

Dear Ms. Vonhm:

As owner of the above-referenced Property, 1400 Eads Street LLC hereby consents to the filing of Major Site Plan Amendment and Phased Development Site Plan Amendment applications and any related applications for the Property, including vacation and encroachment applications.

1400 Eads Street LLC hereby appoints Walsh, Colucci, Lubeley & Walsh, P.C. to act as agent on our behalf for the filing of Major Site Plan Amendment and Phased Development Site Plan Amendment applications and any related applications for the Property, including vacation and encroachment applications. Please direct all correspondence relative to the above-referenced applications to Nan E. Walsh and/or Nicholas V. Cumings at Walsh, Colucci, Lubeley & Walsh, P.C.

Very truly yours,

1400 EADS STREET LLC

By:  _____

Name: Aaron F. Herman

Title: Assistant Secretary



JBG SMITH
April 25, 2019

Via Hand Delivery

Arlova Vonhm
Zoning Administrator
Arlington County Zoning Department
2100 Clarendon Boulevard, 10th Floor
Arlington, Virginia 22201

Re: Consent and Authorization
Property: 501 15th Street South
RPC# 35-003-001
Owner/Applicant: ARNA-FERN, L.L.C.

Dear Ms. Vonhm:

As owner of the above-referenced Property, ARNA-FERN, L.L.C. hereby consents to the filing of Major Site Plan Amendment and Phased Development Site Plan Amendment applications and any related applications for the Property, including vacation and encroachment applications.

ARNA-FERN, L.L.C. hereby appoints Walsh, Colucci, Lubeley & Walsh, P.C. to act as agent on our behalf for the filing of Major Site Plan Amendment and Phased Development Site Plan Amendment applications and any related applications for the Property, including vacation and encroachment applications. Please direct all correspondence relative to the above-referenced applications to Nan E. Walsh and/or Nicholas V. Cumings at Walsh, Colucci, Lubeley & Walsh, P.C.

Very truly yours,

ARNA-FERN, L.L.C.

By:  _____

Name: Aaron F. Herman

Title: Assistant Secretary

May 15, 2019

Via Hand Delivery

Ms. Arlova Vonhm
Zoning Administrator
Arlington County Zoning Office
2100 Clarendon Boulevard, Suite 1000
Arlington, VA 22201

Re: Consent and Authorization
Property: 1232, 1400, 1410, 1420, 1430 South Eads Street (RPC 35-003-023, -015, -016, -017, -018, and -019), 501 15th Street South (RPC# 35-003-001), and 1440, 1450 South Eads Street and 525 15th Street South (RPC# 35-003-020, -021, and -002)
Contract Purchaser: Amazon VA LLC

Dear Ms. Vonhm:


Amazon VA LLC, as contract purchaser of the above-referenced Property, consents to the filing of a Major Site Plan Amendment and Phased Development Site Plan Amendment application and any related applications for the Property, including vacation and encroachment applications.

Amazon VA LLC hereby appoints Walsh, Colucci, Lubeley & Walsh, P.C. to act as agent on its behalf for the filing of Major Site Plan Amendment and Phased Development Site Plan Amendment application and any related applications for the Property, including vacation and encroachment applications.

Please direct all correspondence relative to the above-referenced applications to Nan E. Walsh at Walsh, Colucci, Lubeley & Walsh, P.C.

Very truly yours,

AMAZON VA LLC

By: 
Name: John Schoettler
Its: Vice President

DISCLOSURE STATEMENT ATTACHMENT

Parcel Address	Name	Address	Nature of Interest
501 15th Street South (RPC# 35-003-001)	Arna-Fern, L.L.C.	4445 Willard Avenue, #400 Chevy Chase, MD 20815	Applicant/Title Owner
1232, 1400, 1410, 1420, 1430 South Eads Street (RPC 35-003-023, -015, - 016, -017, -018, and - 019)	1400 Eads Street Sub LLC	4445 Willard Avenue, #400 Chevy Chase, MD 20815	Applicant/Title Owner
1440, 1450 South Eads Street and 525 15th Street South (RPC# 35-003-020, -021, and -002)	1400 Eads Street LLC	4445 Willard Avenue, #400 Chevy Chase, MD 20815	Applicant/Title Owner
1232, 1400, 1410, 1420, 1430 South Eads Street (RPC 35-003-023, -015, - 016, -017, -018, and - 019), 501 15th Street South (RPC# 35-003- 001), and 1440, 1450 South Eads Street and 525 15th Street South (RPC# RPC# 35-003-020, -021, and -002)	Amazon VA LLC	410 Terry Avenue North Seattle, WA 98109	Contract Purchaser

Arna-Fern, L.L.C.

JBGS/Pentagon Plaza, L.L.C., sole member

H Street Building Corporation, sole member

There are more than 100 shareholders and the only shareholder that owns more than 10% of Arna-Fern, L.L.C. is CESC H Street LLC.

JBG Smith Properties LP, sole member

JBG Smith Properties, a Maryland REIT

Trustees: Scott Estes, Alan Forman, Michael Glosserman, Charles E. Haldeman, Jr., W. Matthew Kelly, Carol A. Melton, William J. Mulrow, Steven Roth, Mitchell Shear, Robert Stewart, Ellen Shuman, John F. Wood

Officers: W. Matthew Kelly, Chief Executive Officer, David Paul—President and Chief Operating Officer, Steven Museles—Chief Legal Officer and Secretary, Kevin Reynolds—Chief Development Officer, Robert Stewart—Executive Vice Chairman, Stephen Theriot—Chief Financial Officer and Treasurer, Patrick J. Tyrrell—Chief Administrative Officer, Livya Antonacci—Assistant Secretary, Aaron Herman—Assistant Secretary, Donna Wagner—Senior Vice President, Director of Tax, Angela Valdes—Chief Accounting Officer

1400 Eads Street Sub LLC

1400 Eads Street LLC, sole member

JBGS/Pentagon Plaza, L.L.C., sole member

H Street Building Corporation, sole member

There are more than 100 shareholders and the only shareholder that owns more than 10% of 1400 Eads Street Sub LLC is CESC H Street LLC.

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JBG Smith Properties, a Maryland REIT

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Aaron Herman—Assistant Secretary, Donna Wagner—Senior Vice President, Director of Tax, Angela Valdes—Chief Accounting Officer

1400 Eads Street LLC

JBGS/Pentagon Plaza, L.L.C., sole member

H Street Building Corporation, sole member

There are more than 100 shareholders and the only shareholder that owns more than 10% of 1400 Eads Street LLC is CESC H Street LLC.

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JBG Smith Properties, a Maryland REIT

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Amazon VA LLC

Amazon.com, Inc., parent of Amazon group of entities.

Publicly traded on NASDAQ.



**WALSH COLUCCI
LUBELEY & WALSH PC**

Nan E. Walsh
(703) 528-4700 Ext. 5420
nwalsh@thelandlawyers.com

June 21, 2019

Via Hand Delivery

Ms. Arlova Vonhm
Zoning Administrator
Arlington County Zoning Office
2100 Clarendon Boulevard, Suite 1000
Arlington, VA 22201

Re: Statement of Justification

Phased Development Site Plan Amendment

Phased Development Site Plan No. 105

Property: 1232, 1400, 1410, 1420, 1430 South Eads Street (RPC 35-003-023, -015, -016, -017, -018, and -019), 501 15th Street South (RPC# 35-003-001), and 1440, 1450 South Eads Street and 525 15th Street South (RPC# 35-003-020, -021, and -002)

Owners/Applicants: 1400 Eads Street LLC, Arna-Fern, L.L.C., and 1400 Eads Street Sub LLC

Dear Ms. Vonhm:

On behalf of the Applicant, please accept the following as a statement of support for an amendment to Phased Development Site Plan No. 105, or the "Pentagon City PDSP." The Applicant proposes to amend the conditions of the Pentagon City PDSP to permit conversion from residential to office, office development at heights of up to 22 stories and additional commercial density on Parcel 3 of the PDSP. Proposed edits to the condition language are enclosed and are subject to modifications during the site plan review process. This application is submitted in conjunction with an application to amend Final Site Plan No. 105-9. The Property subject to that application includes Phases 6, 7, and 8 of Metropolitan Park ("Met Park"), or Parcel 3 of the Pentagon City PDSP, which proposes two office buildings with ground floor uses, each served by a single new below-grade parking garage serving the entire development.

By way of background, the Pentagon City PDSP was approved on February 25, 1976, to provide a framework for the development of a 116-acre portion of Pentagon City. Over time, the majority of the parcels have been developed pursuant to final site plan approvals with a mix of office, multifamily residential, hotel, and retail uses. The PDSP has been amended many times to revise the amount of density and uses allocated to each parcel, increase the overall density of the PDSP, and to amend various conditions to accommodate new development proposals.

ATTORNEYS AT LAW

703 528 4700 ■ WWW.THELANDLAWYERS.COM
2200 CLARENDON BLVD. ■ SUITE 1300 ■ ARLINGTON, VA 22201-3359

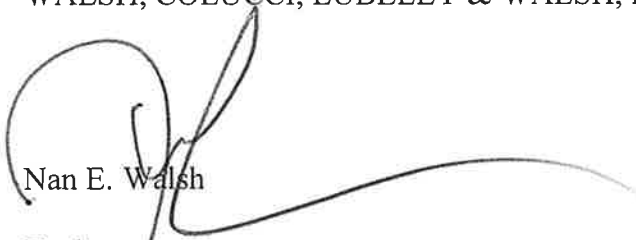
LOUDOUN 703 737 3633 ■ WOODBRIDGE 703 680 4664

Parcel 3 is currently approved for 100,000 square feet of retail and 3,212 residential units. To date, 76,936 square feet of retail and 1,809 residential units have been constructed. An additional 590 residential units and 10,929 square feet of retail are approved pursuant to Final Site Plan No. 105-9 but not yet built. The result is that 1,403 residential units and 23,064 square feet of retail gross floor area (“GFA”) remain available for phases 6-8 of Met Park. To accomplish the Applicant’s development proposal, it is necessary to amend the Pentagon City PDSP to convert the approved residential units to office square footage, increase the amount of commercial density permitted on Parcel 3, and permit office buildings of up to 22 stories in height on Parcel 3.

The Applicant’s proposed amendments are consistent with the planning goals of the Pentagon City PDSP and would enable the addition of new, high quality, mixed-use development in Met Park. Should you have any questions or require additional information, please do not hesitate to contact us. As always, thank you for your attention to this matter, and we look forward to working with you on these applications.

Very truly yours,

WALSH, COLUCCI, LUBELEY & WALSH, P.C.

A handwritten signature in black ink, appearing to read 'Nan E. Walsh', with a large, sweeping flourish extending to the right.

Nan E. Walsh

Enclosure
Proposed Revisions to Pentagon City PDSP Conditions

PHASED DEVELOPMENT SITE PLAN SPECIFICATION FORM

STAFF ENTRY:

Assigned Site Plan Number PDSP #105

APPLICANT ENTRY:

Project Title Metropolitan Park Phases 6, 7 & 8
Date June 21, 2019
Project Location 1232, 1400, 1410, 1420, 1430 South Eads Street; 501 15th Street South; and 1440, 1450 South Eads Street and 525 15th Street South; See attached.
Parcel RPC Numbers RPC# 35-003-023, -015, -016, -017, -018, and -019; RPC# 35-003-001; RPC# 35-003-020, -021, and -002; See attached.

DEVELOPMENT TEAM:

Applicant Arna-Fern, L.L.C.; 1400 Eads Street Sub LLC and 1400 Eads Street LLC, c/o JBG Smith Companies
Address (incl. zip code) 4445 Willard Ave, Suite 400, Chevy Chase, MD 20815
Telephone Number (daytime w/area) 240-333-3600
Contact Matt Ginivan
E-mail Address mginivan@jbgsmith.com
Fax #

APPLICATION MADE BY:

Walsh, Colucci, Lubeley & Walsh P.C.
Name Nan E. Walsh, Attorney/Agent
Address (incl. zip code) 2200 Clarendon Boulevard, Suite 1300, Arlington, VA 22201
Telephone Number (daytime w/area) 703-528-4700
Contact Nan E. Walsh
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Fax Number 703-525-3197

ATTORNEY:

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Address 2200 Clarendon Boulevard, Suite 1300, Arlington, Virginia 22201
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Contact Nan E. Walsh
E-mail Address nwalsh@thelandlawyers.com
Fax # 703-525-3197

ARCHITECT:

Firm ZGF Architects
Address 1800 K Street NW, Suite 200, Washington, DC 20006
Telephone Number 202-380-3120
Contact Brian Earle
E-mail Address metropolitanpark@zgf.com

Fax #

ENGINEER:

Firm VIKA Virginia, LLC
Address 8180 Greensboro Drive, Suite 200, Tysons, VA 22102
Telephone Number 703-442-7800
Contact Robert Cochran
E-mail Address cochran@vika.com
Fax # 703-761-2787

LANDSCAPE ARCHITECT:

Firm Studio39
Address 6416 Grovedale Drive, Suite 100-A, Alexandria, VA 22310
Telephone Number 703-719-6500
Contact Loren Helgason
E-mail Address lhelgason@studio39.com
Fax # 703-719-6503

LEED CONSULTANT:

Firm ZGF Architects
Address 1800 K Street NW, Suite 200, Washington, DC 20006
Telephone Number 202-380-3120
Contact Brian Earle
E-mail Address Brian.earle@zgf.com
Fax #

TRAFFIC CONSULTANT:

Firm Gorove Slade Associates, Inc.
Address 1140 Connecticut Ave NW, Suite 600, Washington DC 20036
Telephone Number 202-296-8625
Contact Daniel B. VanPelt
E-mail Address Daniel.vanpeld@goroveslade.com
Fax # 202-785-1276

ADDITIONAL CONSULTANT(S):

Firm
Address
Telephone Number
Contact
E-mail Address
Fax #

1.	A. Total Site Area	Square Feet	271,672	Acres	6.23673
	B. Site Area in Existing Zoning Districts				
	1. District	C-O-2.5	271,672		6.23673
	2. District				
	3. District				
	4. District				
	5. District				
	C. Site Area in Proposed Zoning Districts				
	1. District	C-O-2.5	271,672		6.23673
	2. District				
	3. District				
	4. District				
	5. District				
2.	Site Area Allocated for Density Purposes To:				
	A. Office	Density allocated in accordance with the Pentagon City PDSP and Metropolitan Park Design Guidelines.			
	B. Commercial				
	C. Hotel				
	D. Residential				
	E. Other (specify)				
3.	Gross Floor Area	Square feet			
	A. Office	2,082,566 sf			
	B. Commercial	67,115 sf			
	C. Hotel				
	D. Residential				
	E. Other (specify)				
4.	Floor Area Ratio	FAR			
	A. Office & Commercial	7.91			
	B. Hotel	N/A			
	C. Residential	N/A			
	D. Other (specify)	N/A			
	E.				
5.	Number of Proposed Dwelling Units	N/A			
6.	Dwelling Units Per Acre	N/A			
7.	Number of Hotel Units	N/A			
8.	Hotel Units Per Acre	N/A			
9.	Number of Parking Spaces	Total	Ratio		
	A. Office	1,900	1 per 1,096 sf		
	B. Commercial	68	1 per 987 sf		
	C. Hotel				

D. Residential
 E. Other
 TOTAL 1,968

10. Building Height

A. Average Elevation of the Site +39'-6"
 (in feet above sea level)
 B. Building Height in feet above the Feet
 average elevation of site, for each bldg.
 1. Office – Building 1 and 2 299'-6"
 2. Commercial
 3. Hotel
 4. Residential
 5. Other (specify)
 C. Number of Stories for each building Stories
 1. Office – Building 1 and 2 22 stories
 2. Commercial
 3. Hotel
 4. Residential
 5. Other (specify)

11. Area of Each Open Space Square Feet

Open Space will be consistent with the PDSP
 and Design Guidelines for Metropolitan Park

12. Recreational Facilities

Type	Number	Square Feet
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13. Historic District and/or Building	Yes	No x
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Name of Building:
 Address of Building:

14. Requested Zoning Ordinance Modifications of Use Regulations (for example, density, height, parking, setback, coverage, etc.)

- A. Density (Including LEED Gold Bonus)
- B. Height
- C. Reduced Parking Ratios
- D. Setbacks
- E. Width of Curb Cuts
- F. Exclusions from Density
- G. All other modifications necessary to facility the proposed development

**Metropolitan Park Phases 6, 7, and 8
By-Right Tabulation
June 21, 2019**

	C-O-2.5 Zoning (by-right)	C-O-2.5 Zoning (with site plan)	Existing C-O-2.5 Zoning PDSP #105	Proposed C-O-2.5 Site Plan
Use	Office	Office, hotels or multiple-family dwellings	Residential with ground floor retail	Two (2) Office Buildings with ground floor retail/amenity space
Site Area	271,672 s.f. (6.24 ac)	271,672 s.f. (6.24 ac)	271,672 s.f. (6.24 ac)	271,672 s.f. (6.24 ac)
Density Permitted	.60 FAR	2.5 FAR (office) 115 multifamily dwelling units/acre 180 hotel rooms/acre	As allocated by Pentagon City PDSP, or: Phase 6: 590 units with 10,929 s.f. of retail Phase 7/8: 813 units with 12,135 s.f. of retail	Amendment to Pentagon City PDSP to permit: 2,082,566 sf Office 67,115 sf Retail Total: 2,149,681 sf Commercial
Maximum GFA	163,003.2 s.f.	679,180 s.f. OR 1,123 Hotel Rooms OR 717 Multiple-family units	As allocated by Pentagon City PDSP, or: Phase 6: 590 units with 10,929 s.f. of retail Phase 7/8: 813 units with 12,135 s.f. of retail	Amendment to Pentagon City PDSP to permit: 2,082,566 sf Office 67,115 sf Retail Total: 2,149,681 sf Commercial
Height	35 Feet	12 stories (office) 16 stories (multifamily and hotel)	Maximum of 22 stories	Maximum of 22 stories
Coverage	No Requirement	No Requirement	No Requirement	N/A
Parking	1.125 spaces per dwelling unit; One (1) space per hotel room; One (1) space per 580 s.f. of office and retail use.	1.125 spaces per dwelling unit; One (1) space per hotel room; One (1) space per 580 s.f. of office and retail use.	Per PDSP – Residential: 1.125 spaces per dwelling unit up to 200 units, 1 space for each additional unit, unless otherwise approved by FSP Office: 640 sf of parking per 1,000 sf of GFA Retail: Commercial in major retail center, apartments and hotels—one space/200 sq. ft. of floor area	Office: 1,900 spaces or 1 space per 1,096 square feet Retail: 68 spaces or 1 space per 987 square feet

PENTAGON CITY PDSP CONDITIONS
AS APPROVED THROUGH ~~December 10, 2016~~ 2019

1. This site plan is approved subject to the submitted Site Plan, the Statement for the provision of Easements, Dedications and/or Construction and Improvement of Public and/or Community Facilities and the Pentagon City Urban Design Manual for Public Street and Pedestrian Areas as each of these documents may be amended by the following conditions.

2. The following is a summary of the approved uses and densities by Parcel for the Pentagon City Phased Development Site Plan as approved by the County Board on November 16, 2013:

Parcel	Office GFA	Comm. GFA	Hotel	Res. Units	Park
1A/2A	-	300,000	-	830	-
1B/2B	172,000	1,080,200	366	-	-
1C	1,078,000	-	-	-	-
1D	1,809,000 ¹	50,000	599	300 ²	-
2C	-	-	-	624	-
3	<u>2,082,566</u>	100,000 <u>144,051</u>		3,212 <u>1,809</u> ³	-
4	-	-	-	-	Park
5	-	2,500	-	820	-
Totals	<u>3,059,000</u> <u>5,141,566</u>	<u>1,530,200</u> <u>1,576,751</u>	<u>966</u> <u>965</u>	<u>5,786</u> <u>4,083</u>	Park

- 1) In the event of the development of 300 residential units on Land Bay C-East of Parcel 1D, the available office GFA shall be decreased by the GFA approved for the residential building.
- 2) In the event of the development of an office building on Land Bay C-East of Parcel 1D, the residential units allocated in the density table shall not be available for development on Parcel 1D, or elsewhere.
- 3) Up to fifty (50) residential units on Parcel 3 may be used for hotel use and may be arranged for short term stays of less than thirty (30) days for rent or lease. The use of residential units for hotel use is a temporary use that has been approved for a limited two (2) year period, and not longer, and will terminate on December 31, 2018 without further action by the County Board.

54. At the time of final site plan, building heights of up to 22 stories for not more than five apartment and/or hotel buildings shall be considered, for the purpose of improving the overall design without increasing density. In addition, at the time of final site plan, building heights ~~only~~ on Parcel 1D shall be considered to include two (2) office buildings up to 22 stories, one (1) office building up to 19 stories, one (1) office building up to 16 stories or in its place one (1) residential building up to 18 stories, and one (1) hotel building up to 18 stories. Building heights on Parcel 3 shall be considered to include two (2) office buildings up to 22 stories in height.