

**GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
OFFICE OF THE ZONING ADMINISTRATOR**



October 14, 2010

Mr. Steven E. Sher
Director of Zoning and Land Use Services
Holland & Knight LLP - Suite 100
2099 Pennsylvania Avenue, NW
Washington DC 20006

Re: Waterfront Station PUD
4th and M Streets, S.W.

Dear Mr. Sher:

This is to confirm the substance of our discussion on Thursday, September 23, 2010, with Vicki Davis and Alan Lederman of Urban Atlantic, representatives of the prospective purchaser of the property, and Michael Wiencek and Scott Knudson of Wiencek + Associates, architects, concerning the above referenced property. The property is located on the site of the former Waterside Mall and is currently known as Lot 89 in Square 542.

By Order No. 02-38A, dated July 31, 2003, the Zoning Commission approved the first stage of a planned unit development (PUD) for the subject property. By Order No. 02-38A, the Commission approved a substantial modification to the original approval and granted consolidated approval to the central section of the PUD.

The PUD as modified and granted consolidated approved in Order No. 02-38A includes the renovation of the two existing 130 foot buildings on the property, denoted as the East and West Towers. These two buildings are remainders from the original development and were occupied as office space. The approved consolidated PUD calls for these two buildings to be renovated and converted to residential use. The computations on Sheet 1.2 of the approved plans show that the East Tower will have 218,400 square feet of gross floor area and that the West Tower will have 219,600 square feet of gross floor area.

You advised that Urban Atlantic is considering purchasing the two Towers from Waterfront Associates, the current owner. In developing the site, Urban Atlantic would put approximately 250 units in each Tower, within approximately the same floor area as approved. There is nothing in Order No. 02-38A which limits the number of units in the building. The Order addresses the overall gross floor area for the project and specifies that, overall, the project shall have approximately 1,229,605 square feet of gross floor area devoted to residential uses (Condition No. 3). That space would be in the two Towers and the Northeast and Northwest

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EXHIBIT NO.45

buildings, with the proviso that the Northwest building could be devoted to office and retail uses instead of residential.

In our meeting, the architects reviewed the plans for the West Tower which represent a further development of the design set forth in Exhibit 26 of the record. It is my understanding that there have been refinements to the exterior design, resulting from Urban Atlantic's decision to change the unit configuration and from the natural evolution in design that occurs when conceptual level plans (the level of detail typically presented to and approved by the Zoning Commission) are converted to schematic and design development and ultimately to construction documents. Subsequent to our meeting, you furnished to me further refined drawings, prepared by Wiencek + Associates and dated September 27, 2010.

It is my understanding that the proposed redevelopment of the two Towers will comply with the overall parameters of the PUD. You advised that the gross floor area of the two buildings will decrease by a small amount, as a result of some of the design decisions noted below, but that the change would not exceed two percent for either Tower.

In Order No. 02-38A, the Commission described the East and West Towers in the following Findings of Fact:

62. The existing towers on the Second-Stage Site will be renovated and re-fenestrated in order to convert them from office buildings into residential buildings. The massing of the existing structures will remain largely unchanged other than the addition of a mechanical penthouse, shallow glass bays, and corner balconies. The West Residential Tower will feature a two-story infill structure within the building footprint along its eastern face to replace the void formed by the removal of an adjacent above-grade parking structure that extends under the building footprint. Along the East Residential Tower's eastern face, a similar two-story infill structure is provided. Both the East and West Residential Tower are linked internally to one-story loading structures on their northern faces.
63. The façades are re-fenestrated with insulating glass and operable windows to accommodate residential use. Glazing is set in aluminum frames with metal clad horizontal and vertical bands defining floor slabs and unit partitions. Horizontal bands articulate the façade in three-story increments. Modern architectural frames wrap the mid-section of the outward facing façades. These elements reflect the proportion and character of the four adjacent I.M. Pei-designed towers. Facing inward, the façades are framed by a full-height bracket wall and roof projection that adds a formal northward orientation to the project's mid-section. The ends of the east and west plazas are marked with ten-story vertical bays added to each building's inner face.
64. The Commission questioned whether the East and West Residential Towers could accommodate roof-top terraces. The Applicant's expert testified at the hearing, and the Applicant submitted additional information in its Post-Hearing

Submission (Exhibit 80) that given the dimensions of the existing building structure, the inability to stack or reconfigure the HVAC units and maintain equipment warranties, and the belief that tenants should be able to measure their own energy consumption, roof terraces are not feasible on the residential towers. The Commission is satisfied with the Applicant's response.

We compared the elevations of the four sides of the West Tower from the approved plans to the revised versions which you would like to construct. You propose to redistribute solid areas and glass areas, you propose to eliminate the cantilevered addition at the southeast corner of the existing building (an extension of approximately eight feet by fifty feet), you propose to replace recessed balconies with sliding doors and railings and to differentiate those portions of the buildings with a different color glazing and frames to maintain the vertical rhythm of the facades and you propose to add additional decorative guard rails in place of fritted glass panels. The effect of removing the cantilevered addition is to reduce the gross floor area by a small amount, but the change will be within two percent of the numbers set forth in the Order. The setback appearance of the elevation at the two story entry lobby will be maintained.

With respect to the roof, you propose to retain the size and location of the mechanical penthouse/equipment enclosure but would enhance the roof by bringing an elevator and stairs up through the penthouse to provide access for residents to the roof. You would add roof terraces and a pool, all of which would be setback at least 1:1 from the edge of the roof and would not exceed four feet above the roof. Those areas of the roof not occupied by the penthouse and not devoted to terraces would be devoted to a green roof.

The design as presented preserves the essential elements of the approved design, as set forth in the above-referenced findings. The integrity of the original design scheme is followed in your plans. The glazing, the metal clad horizontal and vertical bands which define the floor slabs and unit partitions and articulate the façade into three story increments and the modern architectural frames which wrap the midsection all reflect the description of the original design in Findings 62 and 63. The materials and colors choices will remain substantially similar to the original design. Even though the cantilever will be removed, that corner of the building will continue to be marked by a ten story vertical bay, as noted in Finding No. 63.

The decision to bring access to the roof and to activate the roof for use by the residents reflects what appears to be the Commission's desire, as set forth in Finding No. 64, even though the Commission indicated that it was satisfied with the previous architect's argument that doing so was infeasible. Your design for the roof, as described above, would comply with the normal requirements of the Zoning Regulations. The added elements would be below the screen wall and would not be visible from the ground.

My view is that the overall appearance of the Towers remains the same. The design for the East Tower will be essentially the mirror image of the plans for the West Tower. The design refinements are all consistent with the overall design scheme which was presented to and approved by the Zoning Commission.

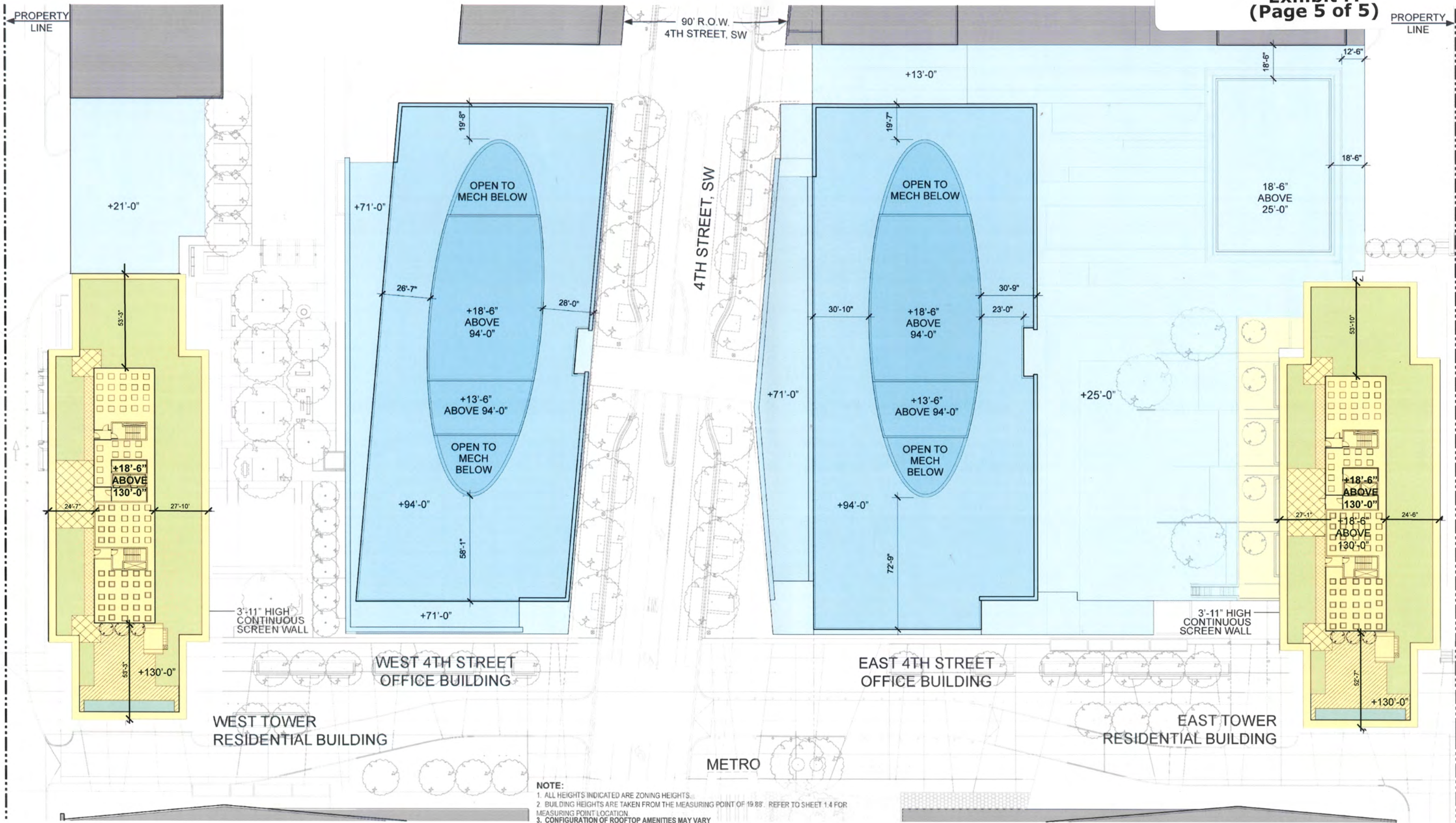
The Zoning Regulations give the Zoning Administrator certain flexibility to approve modifications to a PUD, as set forth in §2409.6. Condition No. 25 of Order No. 02-38A sets forth flexibility related to this project. Conditions 25 (a), (b) and (c) dovetail with the allowances set forth in §2409.6.

It is therefore my conclusion that, if you present plans for a building permit which carry out the design shown on the plans dated September 27, 2010, for Sheets 2.8, 2.9, 4.3, 4.4, 4.5, 4.6 and 6.6, those plans would be consistent with the plans approved by the Zoning Commission and I would approve those plans for zoning purposes. Please let me know if you have any further questions.

Sincerely,



Matthew Le Grant
Zoning Administrator



W A T E R F R O N T W A S H I N G T O N , D . C .



Wiencek + Associates
Architects + Planners