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John Ray
Manatt, Phelps & Phillips, LLP
Direct Dial: 202.585.6565
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File No. 27758-030

September 29, 2005

Chairperson Carol J. Mitten and Members
D.C. Zoning Commission
One Judiciary Square, Suite 210 South
441 4th Street N.W.
Washington, D.C. 20001

RE: Pre-Hearing Submissions Requested by the Office of Planning,
ZC Case No. 01-28TE (PUD Modification & Time Extension-200 K Street N.E.)

Dear Chairperson Mitten and Members:

This responds to the Final Report of the Office of Planning (OP), filed September 23, 2005, in the above-referenced case. We appreciate the assistance OP staff has provided to us in fine-tuning our application documents and preparing for the Zoning Commission hearing on October 3, 2005. The OP Final Report (Section V, subsections a. through f., pp. 6-7) identified six additional documents/information items that we should file, prior to the hearing. These are provided, as itemized below, showing the Applicant's response following each quoted subsection from Section V of the OP Final Report.

OP/a. Reducing the requested FAR from 8.42 to 8.40—the maximum amount that the Commission can consider for a C-3-C PUD under 11 DCMR § 2405.3. (*Commitment prior to hearing*);

Applicant Response: The Applicant agrees to reduce the requested total FAR to 8.40. This is reflected in the revised Site Tabulations and Building Calculations tables included herein as Attachment 1.

OP/b. Revising the site plans and, if necessary, the square footages, FARs etc., for the Preliminary PUD modifications to either:

i. Reduce the height of the building shown at 2nd and L Streets to 110', in conformance with the Height Act of 1910, or;

ii. Re-design the site plan and massing of the Preliminary PUD so that it is clearly one building that, for the purposes of the Height Act, fronts on K Street.
This is necessary because, as noted earlier, while the approved PUD did apparently allow for a 130 foot building that has frontage only on two 90-foot streets (2nd Street and L

ZONING COMMISSION
CASE No. 05-36
EXHIBIT No. 4

ZONING COMMISSION
District of Columbia
CASE NO.05-36
EXHIBIT NO.4

Street), the Height Act does not permit this. Of the street frontages within this PUD, only K Street is wide enough to permit buildings of 130 feet. (*Prior to hearing*);

Applicant Response: The Applicant has chosen to exercise the second option, redesigning the site plan and massing of the Preliminary PUD to create one building fronting on K Street, as illustrated in the architectural drawings included as Attachment 4. ***[See particularly,*** Sheet C.1.1 Massing Plan & 2nd Street Elevation Diagram.] According to data provided by OP, K Street measures approximately 147 feet in width; thus, with a single building fronting on K Street, the proposed building height of 130 feet complies with the Building Height Act.

As previously designed, the Preliminary PUD consisted of two L-shaped buildings. One had its street entrance fronting on K Street; the other had its street entrance fronting on L Street. The two buildings were structurally separate, but visually linked into a cohesive whole by a landscaped pedestrian walkway leading from 2nd Street, between the two structures, into the central plaza and additional entrances to each building.

The re-design preserves the landscaped pedestrian walkway from 2nd Street – an essential element to assure public access to the central plaza. The pedestrian walkway – approximately 33 feet in width and extending about 18 feet from the street into the central plaza – is maintained through the second-floor level of the building to perpetuate an inviting sense of airy openness. At the third-floor level and above, the re-design provides 12 floors of structural linkage, merging the two buildings into one, with its main street entrance on K Street.

OP/c. Using a table format for each phase of the PUD and for the total PUD, bringing internal consistency to: 1) the gross and net residential and commercial square footages and percentages; 2) gross and net affordable residential square footages and percentages in relation to total residential space; and that 3) eliminates references to core factors, and; 4) revises calculations so that the upper portions of double height space are not counted as floor space. Since the filing of the applicant's pre-hearing statement, OP and the applicant have worked to determine these figures. Table 1 in this report reflects calculations as of September 23, 2005. However, minor revisions still need to be made by the applicant. *(Prior to hearing);*

Applicant Response: Working with OP staff, we have developed the revised Site Tabulations and Building Calculations tables included as Attachment 1 to respond to these and other OP requests for numerical data.

As noted in the OP report, our prior submissions had shown a separate line item for "core area" gsf (gross square footage), and had also counted as floor space what amounts to a measurement

of "air" at the second level of the double-height retail space. These calculation methods were inconsistent with the definition of "gross floor area" in the Zoning Regulations (at § 199.1) and have been corrected with the advice and assistance of OP staff.

OP/d. Clarifying the exact gsf being proffered for affordable housing in each phase of the PUD, and clarifying this gsf as a percentage of the overall residential. Again, although the applicant and OP have worked to clarify this, adjustments still need to be made by the applicant. In the pre-hearing statement the applicant has stated the overall PUD will contain 74,600 net square feet of affordable housing, and that this represents 13.8% of residential net square footage in Phase 1 and 10% of residential nsf in Phase 2. However, after receiving new figures from the applicant, OP calculates the applicant's proffer to be 89,971 gsf of affordable housing: 11.7% of the residential gsf in the Consolidated PUD and 10.0 % of the residential gsf in the Preliminary PUD, for an average of 10.98% of the residential gsf in the overall PUD. *(Prior to hearing);*

Applicant Response: The Attachment 1 tables include separate segments (titled "Residential Use") showing Gross SF, Net SF, Percentage of Residential Gross SF, Number of Units, and Percentage of Units for Affordable, Market-Rate, and Total Residential Use. This is shown on the three table pages – the first for the total project, the second for Phase 1/Consolidated PUD, the third for Phase 2/Preliminary PUD. The numbers reflect the overall recalculations, described above, to conform to the Zoning Regulations definition of "gross floor area" and the recalculations resulting from the Phase 2 redesign merging the previously-separate buildings.

OP/e. Demonstrating that the request for the permanent closing of alleys has been properly filed with the Office of the Surveyor. *(Prior to public hearing)*;

Applicant Response: See Attachment 2, Applicant's letter through counsel to D.C. Surveyor Roland Driest, requesting guidance regarding the necessary steps to update and expedite final Surveyor's Office action on alley-closing application SO 2000-83. We have made the same request to the Surveyor and his staff in a series of telephone and e-mail messages beginning September 14, 2005, and we have kept OP staff informed of our efforts.

OP/f. Providing information to the Commission about the depth of façade step-backs. (*Prior to public hearing*);

Applicant Response: We have developed most of the required data, but request OP and Commission indulgence to allow us to present cross-checked and verified data in testimony supplemented by a written document at the hearing.

In addition to the above-listed pre-hearing requests, the OP Final Report identified seven other documents/information items (OP Final Report, Section V, subsections g. through n.) to be provided at or after the Zoning Commission hearing. The Applicant agrees to all of these requests, as discussed below.

OP/g. Providing samples of the façade materials for the Consolidated PUD (*At or prior to hearing*);

Applicant Response: We will provide samples at the hearing.

OP/h. Clarifying the proposed times that the central plaza would be open to the public and what restrictions there would be on its usage. (*Prior to proposed action*);

Applicant Response: The Applicant commits to keeping the central plaza open to the public until 7:00 pm in the evenings. We will be prepared to discuss details during our presentation at the October 3rd ZC hearing.

OP/i. Submitting general pervious surface specifications for the interim Consolidated PUD surface parking area that is to be located within the boundaries of the Preliminary PUD. (*Prior to proposed action*);

OP/j. Submitting interim landscaping and maintenance plans for the Preliminary PUD area consistent with staging needs for the Consolidated PUD. (*Prior to proposed action*);

Applicant Response: Through consultations with OP staff and the expedited attention of our architectural/engineering team, we are able to provide these specifications and plans now. [*See* Sheet L11 in Attachment 1.] Our proposed pervious surfacing for the interim parking area is the product known as Geoblock. Our engineering consultant will be prepared to describe this in detail at the hearing.

OP/k. Drafting an Affordable Housing Covenant for the Consolidated PUD. (*Prior to proposed action*);

Applicant Response: Tentatively accepted. With the assistance of OP and the Department of Housing and Community Development, we are prepared to comply with this requirement. However, we ask the Zoning Commission to take note of the fact that details of PUD Applicants' affordable-housing covenant requirements remain somewhat uncertain at the present time.

We hope to have a Zoning Commission vote on this application in early November. If we do not have explicit guidance from relevant D.C. agencies regarding the content of the Affordable Housing Covenant in time to file the Draft Covenant before a Commission vote in early November, we ask your consideration of some alternative filing time for the Covenant in order to avoid delaying the possible Commission vote on the case in early November.

OP/l. Updating the 1995 LSDBE Contracting MOA. (*Prior to proposed action*);

Applicant Response: Accepted, subject to prompt action by the Office of Local Business Development. Our LSDBE MOA request to OLBD Director Jacquelyn Flowers, hand-delivered to her office on September 26, 2005, is included as Attachment 3. In a related matter not mentioned in the OP Final Report, the Applicant's updated First-Source Agreement, executed by Susan Gilbert of the Department of Employment Services on September 1, 2005, is also included in Attachment 3 for your information.

OP/m. Designating the Affordable Units in the Consolidated PUD drawings. (*Prior to signing of PUD covenant*);

Applicant Response: Accepted.

OP/n. Revising drawing and figures to account for the 0.02 FAR reduction. (*Prior to 2nd Stage PUD for the Preliminary PUD*);

Applicant Response: Accepted. As noted above, the 0.02 FAR reduction is reflected in the revised Site Tabulations and Building Calculations tables included as Attachment 1 and will be illustrated in the 2nd Stage PUD for Phase 2.

We trust this information will be helpful to the Commission, OP, and other reviewers as we all prepare for the October 3rd hearing.

Respectfully submitted,

John Ray
Counsel to the Applicant

Attachments:
1) Revised Site Tabulations and Building Calculations Tables
2) Letter to the DC Surveyor Re: Expeditng Alley-Closing Application SO 2000-83
3) Updated LSDBE/First-Source Correspondence
4) Architectural Drawings

CERTIFICATE OF SERVICE

I hereby certify that a copy of this document and its attachments were served upon the following by HAND-DELIVERY on September 29, 2005 to:

Ellen McCarthy, Director
D.C. Office of Planning
801 North Capitol Street NE, Fourth Floor
Washington, D.C. 20002

Advisory Neighborhood Commission ANC 6C
ATTN: ANC 6C-04 Commissioner Daniel Pernell
1116 3rd Street NE
Washington, D.C. 20002

John Ray

ATTACHMENT 1. Revised Site Tabulations and Building Calculations Tables

SITE TABULATIONS & BUILDING CALCULATIONS
(Revised 9/29/05 in response to Office of Planning recommendations)

TOTAL PROJECT	Current (as revised 9/29/05)		Approved PUD	Difference from Approved PUD	Matter of Right	Difference from Matter of Right
Land Area & Zoning	101,082 sf 26,805 sf C-2-B 74,277 sf C-M-3		Approx 100,102 sf C-3-C	26,805 sf C-2-B (no map change); 74,277 sf to rezone to C-3-C	26,805 sf C-2-B 74,277 sf C-M-3	74,277 sf proposed for rezoning to C-3-C
Gross Floor Area (gsf)	**Residential gsf**	831,841 gsf (187,239 gsf C-2-A, 644,602 gsf C-M-3)	196,798 gsf	+ 635,043 gsf	48,400 gsf res C-2-B 0 gsf res C-M-3 492,300 gsf max commercial (office/retail)	644,602 residential gsf proposed in C-M-3
	Retail gsf	17,497 gsf (incl. 3,449 daycare)	Approx 60,000 gsf	- Approx 42,503 gsf		
	Office gsf	None	555,546 gsf	Office use eliminated		
	Total gsf	849,338 gsf	812,304 gsf	+ 37,034 gsf		
Floor Area Ratio (FAR)	8.40		8.0 max allowed, 8.0 approved	+ 0.40	3.5 in C-2-B 6.0 in C-M-3 5.4 blended	+ 3.0 (ZC may approve up to 8.4 under §2405.3)
Lot Occupancy	68% (Phase 1: 27,391 gsf; Phase 2: 40,706 gsf; Total: 68,097 gsf)		70%		C-2-B: 80%, C-M-3: 100%	Less intense occupancy
Measurable Height	2 buildings: 1 @ 130' on K & 2nd & 1 @ 90' on K & 3rd, with stepdowns		Both buildings: 130' w/ stepdowns	Phase 1 reduced to 90' w/ stepdowns	65' C-2-B 90' C-M-3	+ 25' C-2-B + 40' C-M-3 (PUD Stds §2405.1 allow max of 90' C-2-B, 130' C-3-C)
Parking	Approx 702 spaces @ 1:1 ratio for residents		588 spaces, w/ 100 for residential use in 1:2 ratio	+ 114, residential ratio increased to 1:1	1:3 res. ratio, C-2-B; 1 space for ea. 800 sf over 2,000 sf for ofc use, C-M-3	More than MOR, residential ratio increased to 1:1

RESIDENTIAL USE

TOTAL PROJECT	Current (as revised 9/29/05)					Approved PUD	Difference from Approved PUD	Matter of Right	Difference from Matter of Right
	Gross SF	Net SF	%age of Res. GSF	# of Units	%age of Units				
Affordable @ 80@ AMI	92,045 gsf	70,160 nsf	11.07 %	78	11.11%	None required	+ 92,045 gsf, 78 units	None required	+ 92,045 gsf, 78 units
Market-Rate	739,796 gsf	563,881 nsf	88.93 %	Approx 624	88.88%	196,758 gsf, approx 200 units	+ 543,038 gsf, approx 424 units	48,400 gsf in C-2-A 0 in C-M-3	+ 644,602 gsf in C-M-3 (proposed for C-3-C)
TOTAL	831,841 gsf	634,041 nsf	100 %	Approx 702	100%		+ 635,083 gsf, approx 502 units		

PHASE 1 Consolidated PUD	Current (as revised 9/29/05)		Approved PUD	Difference from Approved PUD	Matter of Right	Difference from Matter of Right
Land Area and Zoning	42,995 sf		See Total Project numbers on the first page. The 1995 ZC Order does not provide a Phase 1/Phase 2 breakdown comparable to current data.			
Gross Floor Area (gsf)	Residential gsf	233,206 gsf (187,239 gsf C-2-A, 45,967 gsf C-M-3)	See Total Project numbers on the first page. The Approved PUD was a Consolidated PUD, consisting of two buildings (one residential, one office/other), but not separated as Phase 1 and Phase 2. For this reason, as well as the design changes and corrections in the 1995 survey data, it is not possible to arrive at current Phase 1/Phase 2 numbers that can be accurately compared to the buildings designated for Lot 1 and Lot 2 in the Approved PUD.			
	Retail gsf	3,699 gsf				
	Total gsf	236,905 gsf				
Floor Area Ratio (FAR)	5.51		Total Project 8.0 Per-building FAR not listed	Not available	3.5 C-2-B 6.0 C-M-3 5.4 blended	- 0.11 (less than blended)
Lot Occupancy	64% (27,391 gsf)		Total Project 70% Per-building not listed	Not available	80% C-2-B 100% C-M-3	- 16% C-2-B - 36% C-M-3
Measurable Height	1 building primarily @ 90' and 10 stories, stepping down to 61-6"@ North end		Residential bldg: 130', 15 stories, with stepdowns	Maximum height reduced by 40' and 5 stories	65' C-2-B 90' C-M-3	+ 25' C-2-B + 40' C-M-3 (PUD Stds §2405.1 allow max of 90' C-2-B, 130' C-3-C)
Parking	177 spaces		See Total Project numbers on first page.			

RESIDENTIAL USE

Phase 1 Consolidated PUD	Current (as revised 9/29/05)					Approved PUD	Difference from Approved PUD	Matter of Right	Difference from Matter of Right
	Gross SF	Net SF	%age of Residential GSF	# of Units	%age of Units				
Affordable @ 80% AMI	32,182 gsf	24,532 nsf	13.8 %	28	13.86%	None required	+ 36,448 gsf + 2 units affordable units	None required	+ 184,806 gsf
Market-Rate	201,024 gsf	153,221 nsf	86.2 %	174	86.14%	196,758 gsf, approx. 200 units		48,400 gsf, C-2-A 0 gsf C-M-3	
TOTAL Phase 1	233,206 gsf	177,753 nsf	100.0 %	202	100%				

PHASE 2 Preliminary PUD	Current (as revised 9/29/05)		Approved PUD	Difference from Approved PUD	Matter of Right	Difference from Matter of Right
Land Area and Zoning	58,087 sf C-M-3		See Total Project numbers on the first page. The 1995 ZC Order does not provide a Phase 1/Phase 1 breakdown comparable to current data.			
Gross Floor Area (gsf)	Residential gsf	598,635 gsf	See Total Project numbers on the first page. The Approved PUD was a Consolidated PUD, consisting of two buildings (one residential, one office/other), but not separated as Phase 1 and Phase 2. For this reason, as well as the design changes and corrections in the 1995 survey data, it is not possible to arrive at current Phase 1/Phase 2 numbers that can be accurately compared to the buildings designated for Lot 1 and Lot 2 in the Approved PUD.			
	Retail gsf	13,798 gsf (incl. 3,449 gsf daycare)				
	Total gsf	612,433 gsf				
Floor Area Ratio (FAR)	10.54		Total Project 8.0 Per-building FAR not listed	No per-building breakdown	6.0 C-M-3	+ 4.54
Lot Occupancy	70% (40,706 gsf)		Total Project 70% Per-building not listed	Not per-building breakdown	100% C-M-3	- 30%
Measurable Height	1 building fronting K Street @ 130', 15 stories max, w/ stepdowns		Office bldg: 130', 12 stories	No significant difference	90' C-M-3	+ 40' C-M-3 (PUD Stds §2405.1 allow max of 130' C-3-C)
Parking	Approx 525 spaces		See Total Project numbers on first page.			

RESIDENTIAL USE

PHASE 2 Preliminary PUD	Current (as revised 9/29/05)					Approved PUD	Difference from Approved PUD	Matter of Right	Difference from Matter of Right
	Gross SF	Net SF	%age of Residential GSF	# of Units	%age of Units				
Affordable @ 80% AMI	59,863 gsf	45,628 nsf	10.0 %	Approx 50	10.00%	None. In the Approved PUD, Phase 2 was entirely office/retail.	59,863 gsf, approx 50 units	None. New residential use is not permitted in C-M-3.	59,863 gsf, approx 50 units
Market-Rate	538,772 gsf	410,660 nsf	90.0 %	Approx 450	90.00%		538,772 gsf, approx 450 units		538,772 gsf, approx 450 units
TOTAL Phase 2	598,635 gsf	456,288 nsf	100.0 %	Approx 500	100%		598,635 gsf, approx 500 units		598,635 gsf, approx 500 units

ATTACHMENT 2. Letter to the DC Surveyor Re: Expediting Alley-Closing Application 2000-83.

manatt
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John Ray
Manatt, Phelps & Phillips, LLP
Direct Dial: 202.585.6565
E-mail: jray@manatt.com

File No. 27758-030

September 28, 2005

Via E-Mail (Roland.Dreist@dc.gov) and Courier

Roland Dreist
D.C. Surveyor
Office of the Surveyor
941 North Capitol Street N.E.
Suite 2700
Washington, D.C. 20002

RE: Alley-Closing Application SO 2000-83, Square 749

Dear Mr. Dreist:

On behalf of my client, Ronald J. Cohen and his business entities, I write to ask your guidance regarding the actions we must complete to satisfy Surveyor's Office requirements and have the legislative package forwarded to the Attorney General and subsequently to the Mayor's Office of Policy Research and Development for transmittal to the D.C. City Council.

Enclosed please find a copy of the original application, date-stamped as received by your office on March 29, 2000, and requesting closing of the "entire alley system within Square 749, except the alley abutting 3rd Street properties." The exception refers to Lots 804, 805, and 31, two of which are owned by parties other than my client. Although development plans have changed since 2000, there is **no change** in the request to close all of the alleys within Square 749 with the aforementioned exception.

I would like to arrange a time to meet with you at your earliest convenience to provide you with our updated subdivision plan and other current architectural drawings, and an updated First Source Agreement executed by my client and the Department of Employment Services on September 1, 2005, and to verify which of the required agency sign-offs you have in your files. My colleagues have previously communicated this request to Mike Furnish of your staff.

It has become a matter of urgency to expedite the alley-closing process in order to comply with requirements recommended by the Office of Planning in our pending case before the Zoning Commission (ZC Case No. 01-28TE, PUD Modification and Time Extension-200 K Street N.E.) We must provide assurances to the Commission at the hearing on Monday, October 3, 2005, that we are moving quickly to resolve all remaining issues regarding the alley-closing application. Mr. Cohen has made a commitment to the Commission to file for a building permit

no later than one (1) year from the effective date of a Commission order approving the PUD, subject to prompt city agency action closing the public alleys that traverse the PUD site.

Our records indicate that sign-off approvals are on file from the Water and Sewer Authority, the Department of Public Works, PEPCO, and Washington Gas. We are not sure of the status of Fire Department and Verizon reviews. We are aware that the Office of Planning filed a memorandum objecting to the application on February 16, 2001, and we are working with OP staff to resolve their concerns.

We very much appreciate your attention and assistance in this matter and look forward to meeting with you. Tina Ang of my staff will contact you regarding scheduling. Meantime, should you or your staff have questions or need any additional information, please call me at any time at (202) 585-6565 or Ms. Ang at (202) 585-6567.

Sincerely,

John Ray
Counsel to the Cohen Companies

Enclosure – Original Application

F. L. Greene Associat , L.L.C.

Real Estate Consultants
Public/Private Sector Advisors

Suite 503
1411 K Street, N.W.
Washington, D.C. 20005
Phone: 202/393-2515
FAX: 202/783-1045

March 29, 2000

Mr. Roland Driest
DC Office of Surveyor
DC Department of Consumer and Regulatory Affairs
Building and Land Regulations Administration
941 North Capitol Street, NE, Suite 2700
Washington, DC 20002

COPY

RE: APPLICATION TO CLOSE ALLEY SYSTEM IN SQUARE 749

Dear Mr. Driest:

Enclosed is an alley closing application filed in accordance with Chapter 1400 of Title 24, District of Columbia Municipal Regulations(DCMR) and the instructions provided by your office. The following material is included:

1. A completed Surveyor's Office Application, Form SA-1(closing under a public hearing);
2. A letter addressed to you which describes in detail the purpose and nature of the alley closing;
3. A sketch of the proposed closing;
4. The initial $1,435.00 filing fee;
5. A completed Retail Tenant Displacement Form; and
6. Six sets of the site development plan.

We would appreciate your immediate processing of this application. Please direct all inquires to me. Should you have any questions, please do not hesitate to give me a call on 202-393-2515.

Kind regards,

Fred L. Greene

Enclosure

cc: Ms Diana Dorsey

RECEIVED
MAR 29 2000
SURVEYOR, D.C.

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUILDING AND LAND REGULATION ADMINISTRATION
OFFICE OF THE SURVEYOR

Surveyor's Office File No. _____ 3/28/00
Date

APPLICATION FOR CLOSING A STREET OR ALLEY

(Public Hearing Required)

Location

Street(s)

Name: Square 749 @ 2nd & K Streets, NE

Abutting Squares: Square 748, 774, 750 and 717

Portion to be closed: Entire alley system within Square 749, except the alley abbutting 3rd Street properties.

AS PER SKETCH ATTACHED

Alley(s)

Name: Entire alley system within Square 749, except the alley abutting 3rd Street properties.

Abutting Squares: Same as above

Portion to be closed: Same as described above.

AS PER SKETCH ATTACHED

This application is made by:

Ronald Cohen Investments — 301-493-5800

Applicant's Name (print) — Telephone Number

6500 Rock Spring Drive, Suite 302, Bethesda, Md. 20817

Address

I certify that the above information is true to the best of my knowledge.

Signature of Applicant or Agent

TO REPORT WASTE, FRAUD OR ABUSE BY ANY DC GOVERNMENT OFFICE OR OFFICIAL, CALL THE INSPECTOR GENERAL AT 1-800-521-1067

F. L. Greene Associate L.L.C.

Real Estate Consultants
Public/Private Sector Advisors

Suite 503
1411 K Street, N.W.
Washington, D.C. 20005
Phone: 202/393-2515
FAX: 202/783-1045

March 28, 2000

Mr. Roland Driest
DC Office of Surveyor
DC Dept. Of Consumer and Regulatory Affairs
Building and Land Regulations Administration
941 North Capitol Street, NE, Suite 2700
Washington, DC 20002

RE: PURPOSE AND NATURE OF PROPSOED ALLEY CLOSING @ SQUARE 749

Dear Mr. Driest:

This letter is in accordance with the instructions for filing to close a street or alley. The instructions require a letter which describes in detail the purpose and nature of the proposed alley closing.

The purpose of the proposed alley closings in Square 749 is to facilitate the development of a Planned Unit Development(PUD) approved by the DC Zoning Commission on September 11, 1995 and re-certified on December 13, 1999. The applicant proposes to construct a mixed-use office and residential project, consisting of approximately 200 housing units, 600,000 square feet of commercial office, a 30,000 square-foot outdoor plaza for employee and community usage, a 60,000 square-foot production and technical employment center, and a day care/child development center. Additionally, space has been reserved for a large supermarket.

The proposed project will produce approximately 700 construction related jobs, with a direct payroll of $ 23.0 million during the construction phase. Additionally, it will produce 2,300 on-site employment opportunities, with a payroll in excess of $ 46.0 million annually. It is estimated that $ 9.5 million in taxes per year will accrue to the District.

The proposed PUD received strong support from the community, including the ANC and the Near Northeast Citizens Against Crime and Drugs.

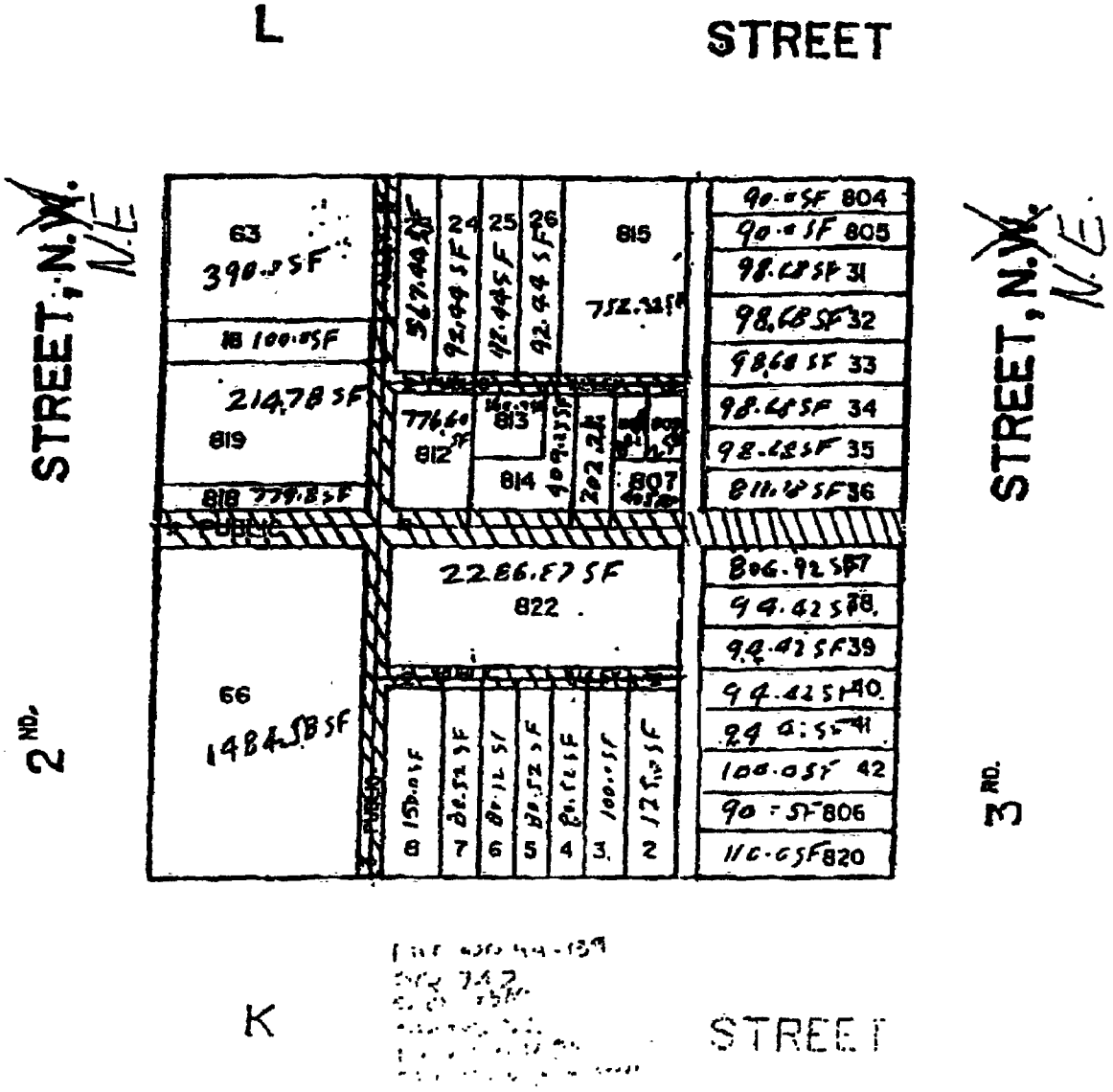
Should there be any questions, please direct them to me at 202-393-2515.

Kind regards,

Fred L. Greene

PUBLIC ALLEY CLOSED

SQUARE 749



GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUILDING AND LAND REGULATION ADMINISTRATION
OFFICE OF THE SURVEYOR

Retail Tenant Displacement Form

Note: The following information is required relative to provisions of DC Law 6-133 (DC Act 6-171).

Surveyor's Office File No. _____

Regarding an application for the proposed closing of the following street(s) or alley(s), the undersigned, being the applicant or the agent for the applicant, hereby makes the following representations as complete and true:

1. All properties associated with the proposed closing are listed as follows:

   Square 749 Lot Number 2-8, 18,23-26,57 63,66, 807,808,809, 812-815,819, and 822.

2. The proposed closing will or will not result in displacement of existing retail tenants because of the demolition, substantial rehabilitation, or discontinuance of an existing building.

   If the proposal will cause any retail tenant displacement, the name and location of those retail tenants are as follows:

Name	Address	Square	Lot
N/A			

3/22/00
Date

Fred L. Greene
Print or Type Name

Signature

Note: This form must be filled out, signed and submitted with the application.

TO REPORT WASTE, FRAUD OR ABUSE BY ANY DC GOVERNMENT OFFICE OR OFFICIAL, CALL THE INSPECTOR GENERAL AT 1-800-521-1639

ATTACHMENT 3: Updated LSDBE and First-Source Correspondence

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John Ray
Manatt, Phelps & Phillips, LLP
Direct Dial: 202.585.6565
E-mail: jray@manatt.com

File No. 27758-030

September 26, 2005

Via E-Mail and Courier

Jacquelyn A. Flowers
Director
D.C. Office of Local Business Development
One Judiciary Square, Suite 970N
441 Fourth Street N.W.
Washington, D.C. 20001

RE: LSDBE Memorandum of Understanding with K Street Developers LLC

Dear Ms. Flowers:

My client, Ronald J. Cohen through his K Street Developers LLC business entity, wishes to renew and update a Memorandum of Understanding with you regarding his commitment to utilize D.C.-certified Local, Small, and Disadvantaged Business Enterprises in the development of the residential/retail complex known as Union Place. The project address is 200 K Street N.E. and the development will cover most of the block bounded by K Street on the south, 2nd Street on the west, L Street on the north, and 3rd Street on the east.

The project is before the D.C. Zoning Commission as Case No. 01-28TE-200 K Street PUD (Planned Unit Development) Modification and Time Extension. The Zoning Commission hearing is scheduled for October 3, 2005. We hope for a Zoning Commission vote of approval in early November.

The execution of an updated LSDBE MOU is one of the public benefits my client has proffered in the PUD modification application. The proposed PUD modifications apply to the PUD approved by Zoning Commission Order No. 783, adopted September 11, 1995. For various reasons, largely relating to the diminished availability of investment capital during the late 1990s downturn in the city's real estate market, my client was unable to proceed with development of the project during that period. In today's much-improved economic climate, he is now prepared to proceed quickly.

During the 1995 proceedings, my client's firm entered into an MOU with the then-existing Minority Business Opportunity Commission. Because of the subsequent changes in the applicable law, as well as the project modifications, we must enter into a new MOU with you.

The Zoning Commission, in accordance with its usual practice, is likely to require us to submit the executed MOU before voting on our PUD modification application.

We would very much appreciate your expedited attention to this matter so that there is no delay in meeting the requirements for an early November vote by the Zoning Commission. To facilitate your review and execution of the MOU, I am enclosing the following documents:

- Draft MOU. We have taken the liberty of enclosing a Draft MOU, using your standard text, changed only to insert the name of K Street Developers LLC as the contracting party and the name of Union Place as the project covered by the MOU.

- Preliminary Budget Estimates of Development Costs – Phase I and Phase II. These are based on your standard format and are provided as ***Confidential-Business Proprietary Information,*** not to be included in the public record. Union Place will be developed in two phases.

  Phase I is the building on the east side of the site, with 202 residential units and 3,217 square feet of retail space. This is the subject of the Consolidated PUD portion of the pending PUD modification application and, with approval by the Zoning Commission and satisfaction of the conditions the Zoning Commission may require, my client expects to begin construction in approximately one year.

  Phase II applies to the west side to the site, with approximately 500 residential units and 12,000 square feet of retail space (including the 3,000-square-foot daycare center). As described in the enclosed documents, Phase II is designed as two buildings. On the advice of the Office of Planning, it is being redesigned as a single, connected structure, but with no significant change in the building footprint and square-footage use allocations.

  Phase II is the subject of the Preliminary (Stage I) PUD portion of the pending PUD modification application. We intend to submit the Stage II PUD application to the Zoning Commission as soon as possible, assuming Zoning Commission approval of the Stage I proposal. To speed the process, we would like to have the OLBD MOU cover both phases.

- Detailed Project Description: A copy of the narrative portion of our Final Pre-Hearing Supplemental Submission to the Zoning Commission on September 13, 2005, is enclosed. This includes a table comparing the current plans with those approved in the 1995 Zoning

Commission order. In summary, the development as now proposed (Phase 1 and Phase 2) will include approximately 702 residential units, with approximately 78 to be set aside as affordable for individuals and families at 80% of the Area Median Income; approximately 12,000 square feet of retail space, including a 3,000-square foot daycare center; a publicly-accessible central plaza similar to a "pocket park", and other public benefits and amenities.

- The 1995 Zoning Commission Order, referencing my client's MBOC MOU at p. 13, paragraph 22.

Should you or your staff have questions or need any additional information, please call me at any time at (202) 585-6565. Thank you in advance for your prompt attention to this matter.

Sincerely,

[signature]

Ray

Enclosures:
1) DRAFT Memorandum of Understanding
2) Preliminary Budget Estimates of Development Costs-Phase I and Phase II [CONFIDENTIAL]
3) Narrative of the Final Pre-Hearing Supplemental Submission to the Zoning Commission, September 13, 2005
4) Zoning Commission Order No. 783, adopted September 11, 1995

GOVERNMENT OF THE DISTRICT OF COLUMBIA
Department of Employment Services

SEP 13 2005

Margaret Gentry
K Street Developers, LLC, a District of Columbia limited liability company
907 6th street, S. W., # 415
Washington, DC 20024

Dear Ms. Gentry:

Enclosed is your copy of the signed First Source Employment Agreement between the D.C. Department of Employment Services (DOES) and K Street Developers, LLC, a District of Columbia limited liability company.

Under the terms of this Agreement, you are required to use DOES as your first source to fill all new jobs created as a result of Contract Number K Street Developers, LLC-Street & Alley Closing. In addition, at least 51% of the newly created jobs must be filled by D.C. residents, as well as, at least 51% apprentices and trainees must be District residents.

You should post your job vacancies to the Department of Employment Services' Virtual One-Stop (VOS) at www.dcnetworks.org. VOS is an advanced web-based workforce development system, which allows employers to place job orders and search for applicants by skill-set or position. The system also accommodates the employer looking for specific industrial and economic data and has a series of Internet links to a variety of issues and topics of interest to employers. Should you need assistance in posting your job vacancies, please contact Job Bank at (202) 698-6001.

Also, enclosed is a Contract Compliance Form, which must be completed and submitted by you and your subcontractors each month. This form collects data on all new hires employed on the project. A DOES contract monitor will compare the information you provide on this form with your actual employment and payroll records. If you have any questions regarding the Contract Compliance Form, please contact Shirley McKoy at (202) 698-5772.

Thank you for participating in the First Source Employment Agreement Program, and we are looking forward to working with you.

Sincerely,

Susan O. Gilbert

Susan O. Gilbert
Executive Assistant
Workforce Development Bureau

Enclosure

RECEIVED
SEP 0 7 2005

FIRST SOURCE EMPLOYMENT AGREEMENT

Contract Number: K Street Developers, LLC-Street & Alley Closing, number to be designated by the Office of the Surveyor

Contract Amount: Total Development Cost: Phase 1 – Approximately $40 million; Phase 2 – To be determined

Project Name: Union Place

Project Address: 200 K Street N.E. **Ward:** 6

This First Source Employment Agreement, in accordance with D.C. Law 14-24, D.C. Law 5-93, and Mayor's Order 83-265 for recruitment, referral, and placement of D.C. residents, is between the District of Columbia, Department of Employment Services, hereinafter referred to as DOES, and K Street Developers, LLC, a District of Columbia limited liability company , hereinafter referred to as EMPLOYER. Under this Employment Agreement, the EMPLOYER will use DOES as its first source for recruitment, referral, and placement of new hires or employees for the new jobs created by this project and will hire 51% D.C. residents for all new jobs created, as well as, 51% of apprentices employed in conjunction with the project shall be District residents registered in programs approved by the District of Columbia Apprenticeship Council.

I. GENERAL TERMS

A. The EMPLOYER will use DOES as its first source for the recruitment, referral, and placement of employees.

B. The EMPLOYER shall require all contractors and subcontractors with contracts totaling $100,000 or more to enter into a First Source Employment Agreement with DOES.

C. DOES will provide recruitment, referral, and placement services to the EMPLOYER subject to the limitations set out in this Agreement.

D. DOES participation in this Agreement will be carried out by the Office of the Director, with the Office of Employer Services, which is responsible for referral and placement of employees, or such other offices or divisions designated by DOES.

E. This Agreement shall take effect when signed by the parties below and shall be fully effective for the duration of the contract and extension or modification to the contract.

F. This Agreement shall not be construed as an approval of the EMPLOYER'S bid package, bond application, lease agreement, zoning application, loan or contract/subcontract.

G. DOES and the EMPLOYER agree that for the purposes of this Agreement, new hires and jobs created (both union and nonunion) include all EMPLOYER'S job openings and vacancies in the Washington Standard Metropolitan Statistical Area created as a result of internal promotions, terminations, and expansions of the EMPLOYER'S workforce, as a result of this project, including loans, lease agreements, zoning applications, bonds, bids, and contracts.

H. For purposes of this Agreement, apprentices as defined in D.C. Law 2-156 are included.

I. The EMPLOYER shall register an apprenticeship program with the D.C. Apprenticeship Council for construction or renovation contracts or subcontracts totaling $500,000 or more. This includes any construction or renovation contract or subcontract signed as the result of a loan, bond, grant, Exclusive Right Agreement, street or alley closing, or a leasing agreement of real property for one (1) year or more.

II. RECRUITMENT

A. The EMPLOYER will complete the attached Employment Plan which will indicate the number of new jobs projected, salary range, hiring dates, and union requirements. The EMPLOYER will notify DOES of its specific need for new employees as soon as that need is identified.

B. Notification of specific needs, as set forth in Section II.A., must be given to DOES at least five (5) business days (Monday-Friday) before using any other referral source, and shall include, but need not be limited to, the number of employees needed by job title, qualification, hiring date, rate of pay, hours of work, duration of employment, and work to be performed.

C. Job openings to be filled by internal promotion from the EMPLOYER'S current workforce need not be referred to DOES for placement and referral.

D. The EMPLOYER will submit to DOES, prior to starting work on the project, the names and Social Security numbers of all current employees, including apprentices, trainees and laid-off workers who will be employed on the project.

III. REFERRAL

DOES will screen and refer applicants according to the qualifications supplied by the EMPLOYER.

IV. PLACEMENT

A. DOES will notify the EMPLOYER, prior to the anticipated hiring dates, of the number of applicants DOES will refer as agreed. DOES will make every reasonable effort to refer at least two (2) qualified applicants for each job opening.

B. The EMPLOYER will make all decisions on hiring new employees but will in good faith use reasonable efforts to select its new hires or employees from among the qualified persons referred by DOES.

C. In the event DOES cannot refer the qualified personnel requested, within five (5) business days (Monday-Friday) from the date of notification, the EMPLOYER will be free to directly fill remaining positions for which no qualified applicants have been referred. In this event, the EMPLOYER will still be required to meet the 51% goal.

D. After the EMPLOYER has selected its employees, DOES will not be responsible for the employees' actions, and the EMPLOYER hereby releases DOES from any liability for employees' actions.

V. TRAINING

DOES and the EMPLOYER may agree to develop skills training and on-the-job training programs. The training specifications and cost for such training will be mutually agreed upon by the EMPLOYER and DOES and covered in a separate Training Agreement.

VI. CONTROLLING REGULATIONS AND LAWS

A. To the extent this Agreement is in conflict with any labor laws or governmental regulations, the laws or regulations shall prevail.

B. DOES will make every effort to work within the terms of all collective bargaining agreements to which the EMPLOYER is a party.

C. The EMPLOYER will provide DOES with written documentation that the EMPLOYER has provided the representative of any involved collective bargaining unit with a copy of this Agreement and has requested comments or objections. If the representative has any comments or objections, the EMPLOYER will promptly provide them to DOES.

VII. EXEMPTIONS

A. Contracts, subcontracts or other forms of government assistance less than $100,000.

B. Employment openings the contractor will fill with individuals already employed by the company.

C. Job openings to be filled by laid-off workers according to formally established recall procedures and rosters.

D. Suppliers located outside to the Washington Standard Metropolitan Statistical Area and who will perform no work in the Washington Standard Metropolitan Statistical Area.

VIII. AGREEMENT MODIFICATIONS, RENEWAL, MONITORING, AND PENALTIES

A. If, during the term of this Agreement, the EMPLOYER should transfer possession of all or a portion of its business concerns affected by this Agreement to any other party by lease, sale, assignment, or otherwise, the EMPLOYER as a condition of transfer shall:

1. Notify the party taking possession of the existence of the EMPLOYER'S Agreement;

2. Notify the party taking possession that full compliance with this Agreement is required in order to avoid termination of the project;

3. EMPLOYER shall, additionally, advise DOES within seven (7) business/calendar days of the transfer. This advice will include the name of the party taking possession and the name and telephone number of that party's representative.

B. DOES shall monitor EMPLOYER'S performance under this Agreement. The EMPLOYER will cooperate in DOES' monitoring effort and will submit a Contract Compliance Form to DOES monthly.

C. To assist DOES in the conduct of the monitoring review, the EMPLOYER will make available payroll and employment records for the review period indicated.

D. If additional information is needed during the review, the EMPLOYER will provide the requested information to DOES.

D. If additional information is needed during the review, the EMPLOYER will provide the requested information to DOES.

E. With the submission of the final request for payment from the District, the EMPLOYER shall:

1. Document in a report to the Contracting Officer its compliance with the requirement that 51% of the new employees hired by the project be District residents; or

2. Submit a request to the Contracting Officer for a waiver of compliance with the requirement that 51% of the new employees hired by the project be District residents and include the following documentations:
    a. Material supporting a good faith effort to comply;
    b. Referrals provided by DOES and other referral sources; and
    c. Advertisement of job openings listed with DOES and other referral sources.

F. The Contracting Officer may waive the requirement that 51% of the new employees hired by the project be District residents, if the Contracting Officer finds that:

1. A good faith effort to comply is demonstrated by the contractor;

2. The EMPLOYER is located outside the Washington Standard Metropolitan Statistical Area and none of the contract work is performed inside the Washington Standard Metropolitan Statistical Area; The Washington Standard Metropolitan Statistical Area includes the District of Columbia, the Virginia Cities of Alexandria, Falls Church, Manassas, Manassas Park, Fairfax, and Fredericksburg; the Virginia Counties of Fairfax, Arlington, Prince William, Loudon, Stafford, Clarke, Warren, Fauquier, Culpeper, Spotsylvania, and King George; the Maryland Counties of Montgomery, Prince Georges, Charles, Frederick, and Calvert; and the West Virginia Counties of Berkeley and Jefferson.

3. The EMPLOYER enters into a special workforce development training or placement arrangement with DOES; or

4. DOES certifies that insufficient numbers of District residents in the labor market possess the skills required by the positions created as a result of the contract.

G. Willful breach of the First Source Employment Agreement by the EMPLOYER, or failure to submit the Contract Compliance Report, or deliberate submission of falsified data, may be enforced by the Contracting Officer through imposition of penalties, including monetary fines of 5% of the total amount of the direct and indirect labor costs of the contract.

H. Nonprofit organizations are exempted from the requirement that 51% of the new employees hired on the project be District residents.

I. The EMPLOYER and DOES, or such other agent as DOES may designate, may mutually agree to modify this Agreement.

J. The project may be terminated because of the EMPLOYER'S non-compliance with the provisions of this Agreement.

Dated this 1st day of September 2005.

Signed:

K Street Developers, LLC
By: K Street Manager, Inc.
By: Ronald J. Cohen, President

Department of Employment Services

Signature of Employer

K Street Developers, LLC
Name of Company

2701 Tower Oaks Blvd., Suite 200
Rockville, MD 20852
Address

(301) 692-1900
Telephone

rjcohen@cohencompanies.com
Email

EMPLOYMENT PLAN

NAME OF FIRM K Street Developers, LLC

ADDRESS 2701 Tower Oaks Blvd., Suite 200, Rockville, MD 20852

TELEPHONE NUMBER (301) 692-1900 FEDERAL IDENTIFICATION NO. 52-1651227

CONTACT PERSON Ronald J. Cohen TITLE President

E-mail: rjcohen@cohencompanies.com TYPE OF BUSINESS: Limited liability company engaged in owning, developing, and managing real property.

ORIGINATING DISTRICT AGENCY Not applicable. No government contract involved.

CONTRACTING OFFICER: Not applicable TELEPHONE NUMBER: Not applicable

TYPE OF PROJECT: Multifamily residential FUNDING AMOUNT: No government funding

PROJECTED START DATE: Within one (1) year from the date of publication of a Zoning Commission order of approval.

PROJECT DURATION: 36 months

NEW JOB CREATION PROJECTIONS (Attach additional sheets, as needed.) Please indicate the new position(s) your firm will create as a result of this project.

Data is not available at this time. We will provide DOES with information when it becomes available. Our General Contractor will also sign a First Source Agreement.

	JOB TITLE	#OF JOBS F/T P/T	SALARY RANGE	MEMBERSHIP REQUIRED NAME LOCAL#	PROJECTED HIRE DATE
A					
B					
C					
D					

E					
F					
G					
H					
I					
J					
K					

CURRENT EMPLOYEES: Please list the names and social security numbers of all current employees including apprentices and trainees who will be employed on the project. Attach additional sheets as needed.

Information not available at this time.

NAME OF EMPLOYEE	SOCIAL SECURITY NO.