VENABLE, BAETJER, HOWARD & CIVILETTI, LLP
Including professional corporations

1201 New York Avenue, N.W., Suite 1000
Washington, D.C. 20005-3917
(202) 962-4800, Fax (202) 962-8300
www.venable.com

OFFICES IN

WASHINGTON, D.C.
MARYLAND
VIRGINIA

VENABLE
ATTORNEYS AT LAW

Jerry A. Moore III
(202) 513-4763
jamoore@venable.com

RECEIVED
D.C. OFFICE OF ZONING
2003 FEB 12 PM 3:54

February 11, 2003

VIA HAND DELIVERY
Carol Mitten, Chair
District of Columbia Zoning Commission
441 4th Street, N.W.
Suite 210
Washington, D.C. 20001

Re: ZC Case No. 02-38 (Waterside Mall – PUD & Map Amendment) Waterside Associates, LLC (the "Applicant"); 400 M Street, N.W., Square 499, Lot 60 and Square 542, Lot 88

Dear Ms. Mitten and Members of the Commission:

By and through its counsel, Safeway Inc. ("Safeway") objects to the plans submitted by the Applicant in support of its application for the approval of a First Stage Planned Unit Development (the "PUD") at the site of the Waterside Mall.

Pursuant to the terms of a valid and existing lease, Safeway occupies a large portion of retail space in the existing Waterside Mall wherein it operates a full service grocery store. With the exercise of its options, the lease extends to 2020. Paragraph 4 of that lease accords Safeway the absolute right to consent to any changes to the sizes and arrangements of buildings and common areas (including parking areas) within the Mall property.

Safeway understands that the First Stage approval that is now before the Commission seeks approval for the development parameters, massing schemes, the site plan and vehicular and pedestrian access plans. There will be multiple second stage PUD applications phased over the life of the existing leases, including Safeway's. Our client's concern is that the changes that are now proposed to the site plan and to the vehicular and pedestrian access plan may well have an immediate and significant adverse economic impact to its use and enjoyment of its tenancy.

Safeway has advised the Applicant that the information it has provided to address this concern is insufficient to resolve it. Thus it is unclear why the Applicant would choose to present a site and access plan for PUD approval when that plan has not been reviewed or consented to by Safeway. The result of the present exercise could well result in a substantial waste of time for each of the participants to this proceeding.

ZONING COMMISSION
District of Columbia
Case 02-38
Exhibit 46

ZONING COMMISSION
District of Columbia
CASE NO.02-38
EXHIBIT NO.46

Safeway has served the Southwest community at this location for over twenty years. It has remained loyal to its neighborhood customers through all of the economic seasons of that period. It intends to continue to do so in the future.

Safeway is one of the most experienced (1695 stores at year-end 2002) food and drug retailers in North America. To achieve and maintain this status it must provide its customers with a site, store, pedestrian and vehicular access plan that provides its customers with a safe and convenient shopping experience. The nature of the Applicant's plans in this regard are extremely important.

For these reasons, Safeway urges the Commission to take no favorable action on the above-referenced application unless and until the Applicant's plans merit Safeway's consent.

Sincerely,

Jerry A. Moore III

cc: Cynthia A. Giordano, Esq. (202-942-5999; via facsimile)
Arthur Jemison, Office of Planning (202-442-7638; via facsimile)