

Holland & Knight

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Christine Moseley Shiker
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February 11, 2015

VIA HAND DELIVERY

D.C. Zoning Commission
441 4th Street, N W , Suite 210
Washington, D C 20001

Re **Zoning Commission Case No. 02-38E (Request for Extension of Time)**
Information Provided to Advisory Neighborhood Commission 6D

Dear Members of the Commission

Waterfront 375 M Street, LLC and Waterfront 425 M Street, LLC (collectively, the "Applicant") submitted a Request for Extension of Time for First-Stage PUD Approval of East and West M Street Office Buildings on December 30, 2014 (the "Extension Request"). The Zoning Commission is scheduled to consider the Extension Request at its February 23, 2015, public meeting.

The Applicant has met several times with Advisory Neighborhood Commission 6D ("ANC 6D"). Through these discussions, the Applicant has agreed to a concept plan for both site maintenance and site activation during the requested extension period. Attached is a copy of the letter to ANC 6D setting forth these plans, which is dated February 5, 2015, and was provided to the ANC at its meeting on February 9, 2015. Based on the Applicant's work with ANC 6D and the attached letter, ANC 6D voted unanimously to support the Extension Request at its regularly-scheduled meeting on February 9, 2015.

Should you have any questions or need additional information, please do not hesitate to have Office of Zoning staff contact me.

Sincerely,

HOLLAND & KNIGHT LLP

Christine Shiker
Christine Moseley Shiker

cc: Steve Mordfin, Office of Planning (Via E-Mail)
Jennifer Castor, Office of Attorney General (Via E-Mail)
Marc Bleyer, Office of the DMPED (Via E-Mail)

ZONING COMMISSION
District of Columbia

CASE NO. 02-38E
District of Columbia
EXHIBIT NO. 16
CASE NO. 02-38E
EXHIBIT NO. 16

February 11, 2015

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PROOF OF SERVICE

I hereby certify that on February 11, 2015, a copy of the foregoing letter was served on the following parties

Advisory Neighborhood Commission 6D
1101 4th Street SW
Washington, DC 20024

Via US Mail

Tiber Island Cooperative Homes, Inc
429 N Street, SW
Washington, DC 20024
Attention Paul Greenberg

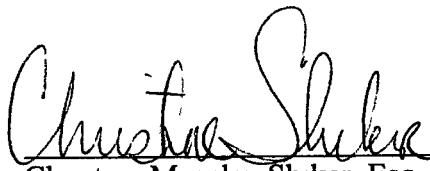
Via US Mail

Cornish Hitchcock
Counsel for Tiber Island Cooperative Homes, Inc
Hitchcock Law Firm PLLC
5505 Connecticut Avenue, NW
Suite 304
Washington, DC 20015-2601

Via US Mail

Carrollsbury Square Condominium Association
1804 T Street, NW
Suite One
Washington, DC 20009
Attention Henry Baker

Via US Mail


Christine Moseley Shiker, Esq
Holland & Knight



February 5, 2015

ANC 6D
1101 4th Street, SW
Suite 130
Washington, DC 20024

Re: 375 M & 425 M Request for Extension of First-Stage PUD

Dear ANC 6D Commissioners

On December 30, 2014, Waterfront 375 M Street, LLC and Waterfront 425 M Street, LLC filed requests with the Zoning Commission to extend the applicable portions of the Waterfront Station First-Stage PUD. Originally we requested that the Zoning Commission consider this application at its February 9, 2015 meeting, but at our meeting with you on January 12, 2015, we agreed to request that the Commission delay consideration of the application until February 23, 2015. On January 21, 2015 we met with ANC 6D to discuss in further detail the current status of the project. At the meeting, the Commissioners in attendance expressed concerns related to the interim activation of the 375 M and 425 M Street sites and other site conditions. In response, we wanted to provide an update on the actions taken since our meeting and our plans going forward.

375 M and 425 M Activation Strategy

Attachment A includes a draft strategy for activating the sites at 375 M and 425 M. We have engaged Project for Public Spaces (PPS) to help prepare a layout for the site that would allow for a variety of activities to occur. We have also reached out to a series of partners which include the Southwest BID, BrandLink, United Social Sports, Cherry Blossom Festival, Diverse Markets, and Aya Market. While we have no firm commitments at this point, we will continue to pursue a variety of opportunities and want to set the stage for the activation of the property to grow and evolve over time. While we have made great strides with our activation

A Mixed-Use Revitalization in Southwest Washington, DC
Developed by Forest City Washington and Vornado/Charles E. Smith
4th and M Street, SW, Washington, DC 20024



strategy over the past two weeks, including a successful Soup-er Bowl event on January 24th, we agree to take the following steps.

1. Finalize the activation strategy and review with ANC 6D (Estimated Completion: March/April 2015)
2. Prepare a schedule of events to be posted on the Waterfront Station website (Estimated Completion: Initial schedule April/May 2015)
3. Work towards a goal of kicking-off the activation strategy in April/May 2015

Interim Site Conditions

A number of problematic site conditions were raised at our meetings with ANC 6D on January 12th and 21st. Below is a summary of the issues and responses:

1. East & West Private Drives

ANC 6D passed a resolution on January 12th raising concerns about the pedestrian safety of the East and West Private Drives recently opened for the new residential buildings at 1150 and 1151 4th Street (the East and West Residential Towers).

Response: Waterfront 375 M Street, LLC and Waterfront 425 M Street, LLC do not own the land where the drives are located. However, we hired Gorove/Slade Associates to prepare a signage plan to mitigate the concerning condition, see Attachment B. We are in the process of vetting the proposed plan with the adjacent property owners and DDOT. We will keep ANC 6D apprised of any changes to the proposed plan and the implementation process.

Estimated Timing: Complete Spring 2015

2. West Private Drive

ANC 6D expressed concerns about the lack of lighting to the west of 1151 4th Street (the West Residential Tower).



February 5, 2015

ANC 6D
1101 4th Street, SW
Suite 130
Washington, DC 20024

Re: 375 M & 425 M Request for Extension of First-Stage PUD

Dear ANC 6D Commissioners:

On December 30, 2014, Waterfront 375 M Street, LLC and Waterfront 425 M Street, LLC filed requests with the Zoning Commission to extend the applicable portions of the Waterfront Station First-Stage PUD. Originally we requested that the Zoning Commission consider this application at its February 9, 2015 meeting, but at our meeting with you on January 12, 2015, we agreed to request that the Commission delay consideration of the application until February 23, 2015. On January 21, 2015 we met with ANC 6D to discuss in further detail the current status of the project. At the meeting, the Commissioners in attendance expressed concerns related to the interim activation of the 375 M and 425 M Street sites and other site conditions. In response, we wanted to provide an update on the actions taken since our meeting and our plans going forward.

375 M and 425 M Activation Strategy

Attachment A includes a draft strategy for activating the sites at 375 M and 425 M. We have engaged Project for Public Spaces (PPS) to help prepare a layout for the site that would allow for a variety of activities to occur. We have also reached out to a series of partners which include the Southwest BID, BrandLink, United Social Sports, Cherry Blossom Festival, Diverse Markets, and Aya Market. While we have no firm commitments at this point, we will continue to pursue a variety of opportunities and want to set the stage for the activation of the property to grow and evolve over time. While we have made great strides with our activation



Communication Strategy

Many of the current activation and on-going site issues require on-going work and communication. We also recognize the need to create a clearer forum for discussing any future issues. Prior to the approval of a Second-Stage PUD at 375 M and 425 M, we agree to meet on a quarterly basis, unless cancelled by ANC 6D. During the Second-Stage PUD approval process, we will agree on an updated communication plan regarding the site and construction matters. We also agree to establish a dedicated community page on the Waterfront Station website, which we expect to launch in April/May 2015 with the schedule of events. Finally, Attachment C includes a current list of all property owners at Waterfront Station as requested.

We look forward to continuing to work with you on these issues and we ask for your support of the First-Stage PUD extension to continue the momentum of the project.

Respectfully,

David Smith
Vice President
Forest City Washington

Gordon Fraley
Vice President
Vornado/Charles E. Smith



Response: Waterfront 375 M Street, LLC and Waterfront 425 M Street, LLC do not own the land where the drive is located. However, we contacted the developer of 1151 4th Street, Urban Atlantic, and are working with them on a proposed solution, which will require the approval of the new owners of the building, Bernstein Management Company. We will update ANC 6D on the agreed upon solution and the implementation process.

Estimated Timing: Complete Spring 2015

3. Condition of M Street Sidewalk

ANC 6D expressed concern about the condition of the M Street sidewalk at the southwest corner of 425 M Street.

Response: We have notified the developer of 1151 4th Street, Urban Atlantic, they need to remove the remaining construction fencing along M Street and install a traffic barrier for the West Private Drive, which they have agreed to do. The West Private Drive entrance at M Street is currently not scheduled to be opened until the development of 425 M Street because of the required work to an existing WMATA vent shaft.

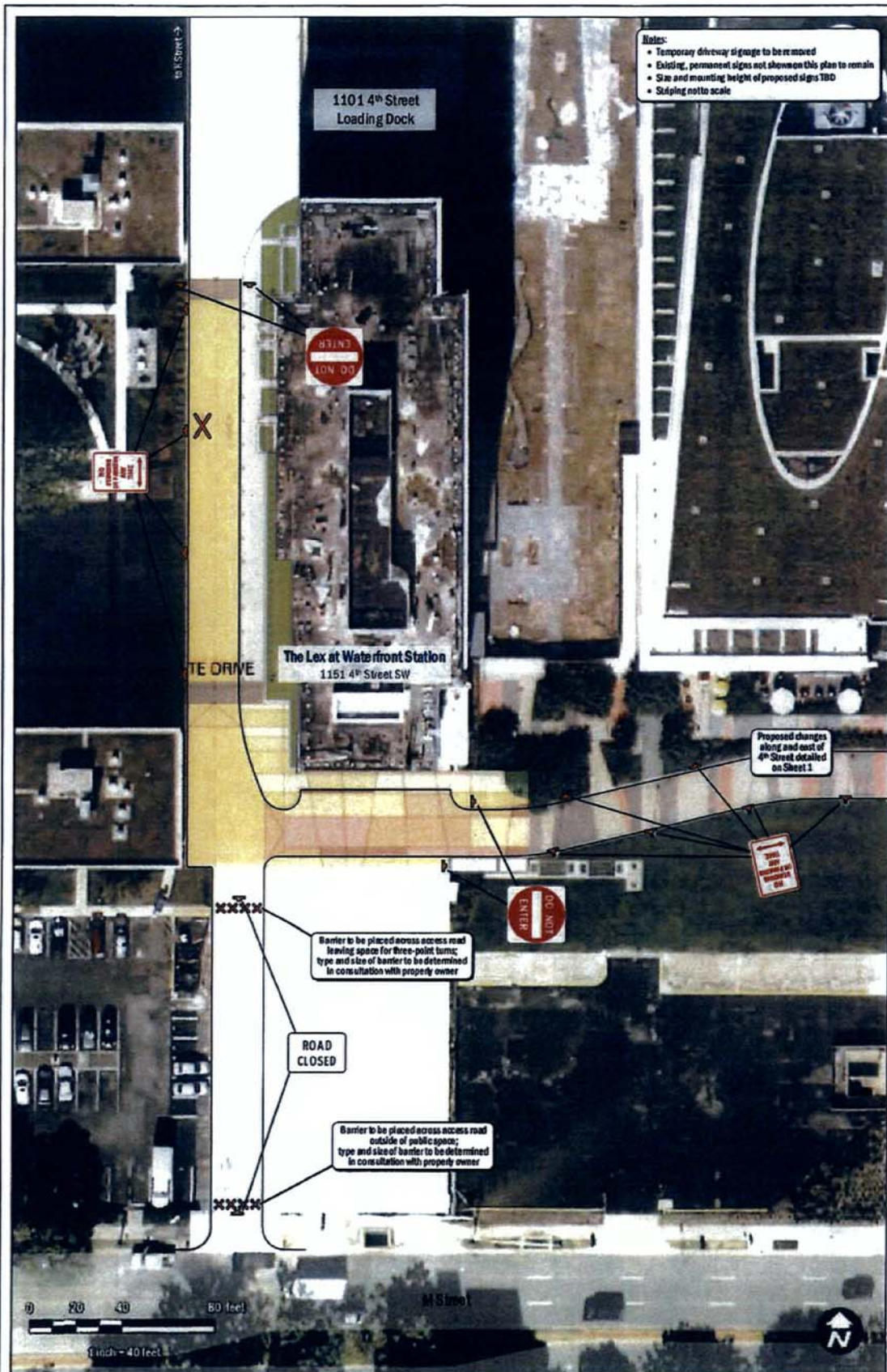
We are also in the process of evaluating the scope and price to repair portions of damaged sidewalk along M Street at 425 M Street. Our goal is to complete this work by Spring 2015. We will keep ANC 6D apprised of this situation.

We also confirm that we have resolved an issue with our contractor regarding snow removal at the sidewalks along M Street.

Estimated Timing: Complete Spring 2015

Conceptual Images





Attachment C
Waterfront Station
Contact Information

1100 & 1101 4th Street
USGBF Waterfront Station, LLC
9830 Colonnade Boulevard, Suite 600
San Antonio, TX 78230-2239
Attention: Executive Director – Office Portfolio
Property: Waterfront Station

With a copy to
USAA Real Estate Company
c/o Vornado/Charles E Smith
2345 Crystal Drive, Suite 1100
Arlington, VA 22202

On site management office
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Vornado/Charles E Smith
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Washington, DC 20024
202 484.0320
Emergency: 703 769 1250
Email: ToAnderson@vno.com

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