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September 30, 2013

Mr. Sam Beydoun
Office of Transportation Public-Private Partnerships
600 E. Main Street, Suite 2120
Richmond, VA 23219

Re: Response to Request For Information, Issued July 3, 2013, Regarding the
Development of Air Rights at the Rosslyn and East Falls Church Metro
Station Areas (the "RFI");
Protest of Site Selection

Dear Mr. Beydoun:

This office represents MRI Waterview, LLC, or which the MRI Waterview Group, Inc. is the managing member__ and its affiliates (collectively "MRI Waterview"). MRI Waterview is the owner of land and the office building located at 1919 Lynn Street, Arlington, Virginia, known as "Waterview". Waterview is located on the edge of the commercial core of Rosslyn, and fronts on a portion of the I-66 right of way. Specifically, Waterview fronts directly on the portion of I-66 identified in the RFI as one of the primary Rosslyn Air Rights sites ("Prospective Site East") proposed in the RFI.

Based upon the depiction in the RFI, the Prospective Site East is bounded on the west by the North Lynn Street overpass above I66 which is submerged at this location, a ramp way entrance to the I 66 right of way from Lynn Street on the south, a ramp way exit off of I 66 right of way to Lynn Street on the north, and the right of way of I 66 to the east.

The RFI indicates that the Prospective Site East was one of two primary sites selected due to grade changes in I-66 at this location and the possibility that the Prospective Site East might be one that could "enhance connectivity to pedestrian pathways and bike trails".

On behalf of MRI Waterview, we protest and object to the identification of the Prospective Site East in the RFI as an air rights site that is suitable development without materially and adversely

effecting its surroundings. Thus MRI Waterview strongly disputes the conclusion that this Site is a viable development opportunity. We file this protest and objection for the following reasons:

1. The Prospective Development Site has never been identified as a development site in the Rosslyn Station Area Plan, or any other Arlington County planning document, and is unzoned for development. Thus the County and the ownership community has never contemplated and it was understood that development could not occur north and east of Waterview site. In fact at the time of approval of the project by the Arlington County Board, Waterview and the project of which it is a part was identified as the "Gateway into Rosslyn", and as such was subject to certain site plan conditions in the County Board's approval unique to the Waterview project reflecting the unique physical position of the project in Rosslyn's urban fabric.
2. Unlike other air rights development sites that can be readily connected to private land holdings adjoining them, the Prospective Site East offers no opportunity for connection to adjoining private land holdings. The Prospective Site East is an island surrounded by park land to north and Waterview to the south, the I-66 right of way to the east and a public park to the west. This leaves the Site with no effective way to be integrated into the fabric of Rosslyn's commercial core. Possible air rights sites further to the east, and described as "other areas of potential air rights" afford more opportunity to provide connections to and integrate those sites into the fabric of Rosslyn.
3. Due to Waterview's unique location in the urban fabric of Rosslyn as the "gateway" into Rosslyn from the District of Columbia over Key Bridge, MRI Waterview acquired Waterview in 2007. Any significant development of the Prospective Site East will materially and visually impact Waterview as the 'gateway' to Rosslyn intended by the Arlington County Board when it approved the Waterview project.
4. Development of the Prospective Site East with any significant development will materially diminish the value of Waterview due to obstruction of views and vistas from Waterview to the Potomac River and Georgetown beyond, MRI Waterview having paid a premium for Waterview in 2007 due to its unique setting in Rosslyn. A reduction in value of Waterview, resulting from development of the Prospective Site East, will translate into lost real property tax revenue to Arlington County due to the physical and visual impacts on Waterview that significant development of the Site would impose.
5. The Prospective Site East fronts on only one arterial street, North Lynn Street, North Lynn Street being a one way street outbound from Rosslyn. The Prospective Site East would only be accessible to North Lynn Street at its overpass above the I-66 roadway below, and would be the only location for ingress and egress for required off street loading and parking facilities for any air rights development. It is our understanding that federal highway guidelines do not permit curb cuts in entry and exit ramp ways of federal highways for private purposes, making the ramp ways to and from I-66 at this location

unavailable as access points for off street loading and parking. Any development on the Site with only usable frontage on North Lynn Street cannot support the multiple purposes of a building entry, off street parking entry and off street loading entry. Additionally it is quite possible that the introduction of curb cuts for access to any development on the site might compromise the structural integrity of the North Lynn Street overpass, and require significant modification of the I-66 overpass.

6. Use of the North Lynn Street frontage for vehicular ingress and egress from the Site would materially compromise an already difficult vehicular traffic pattern in the immediate vicinity and further exacerbate vehicular traffic patterns.
7. The Prospective Site East was identified in the RFI as possibly providing a vital pedestrian and bicycle link between Rosslyn and the entry to the District of Columbia at Key Bridge and adjacent park lanes. In fact we assert that the demands on the North Lynn Street frontage to serve the development on the site will provide little opportunity to provide a safe and welcoming pedestrian/bicycle environment and in fact would make the present pathway more treacherous for pedestrians and bicyclists alike. Additionally street frontage along this route, so compromised by other demands for access to and from the building site, would offer little opportunity to provide viable ground level retail and pedestrian centric opportunities to enliven any development on the Site at the sidewalk level.
8. The structural support expected to be required for any podium spanning the I-66 right of way, including its entry and exit ramp locations to and from North Lynn Street, upon with air rights development would occur, could have a material adverse impact on the supporting structural foundation of Waterview and of the associated hotel/residential project. Without the benefit of professional guidance, and an understanding of any podium design, MRI Waterview would be suspicious that a podium can be constructed within the Site that would not materially and significantly impact the structural integrity of Waterview and the associated hotel/residential project.

Thus on behalf of MRI Waterview, we protest and object to the selection of the Prospective Site East as a viable development site. It cannot satisfy the purported goals and objectives as set forth in the RFI. Its development would be contrary to current planning objectives of Arlington County. Development of the Site would materially undermine the value of Waterview. It is our belief that development of the Site would materially and adversely hamper traffic patterns, conflict with (and would not improve safety of pedestrian and bicycle access in the area), could possibly impair the structural integrity of Waterview and the North Lynn Street overpass, and

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would provide little added value to Arlington County. The obstacles that development of the Prospective Site East would impose would far outweigh any benefit to the Arlington community.

Sincerely yours,

HOLLAND & KNIGHT LLP


David W. Briggs

DWB/ljs

cc: John Bone, Paramount Group, Inc.
Marce Sanchez, Paramount Group, Inc.

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