



Pillsbury
Winthrop
Shaw
Pittman LLP

2300 N Street NW
Washington, DC 20037-1122
Tel 202.663.8000
Fax 202.663.8007
www.pillsburylaw.com

MEMORANDUM

To: Sharon Schellin
From: David Avitabile *(initials)*
Date: August 4, 2009
Re: ZC Case No. 06-27 – Square 54
Request for Certification of Materials from the Record

On behalf of Boston Properties, I hereby request that you certify a copy of the following exhibits from the record of the above-referenced case.

- Exhibit 4 (May 30, 2006 PUD Application)
- Exhibit 20 (October 31, 2006 Pre-Hearing Submission)
- Exhibit 34 (November 14, 2006 Revised Transportation Management Plan)
- Exhibit 36 (November 20, 2006 Powerpoint presentation)
- Exhibit 53 (DDOT Supplemental Report (note that this is a “resend” of Exhibit 51 in your certification, if possible; DDOT failed to transmit the full version the first time around))
- Exhibit 83 (January 25, 2007 Post-Hearing Submission)
- Exhibit 92 (March 12, 2007 Post-Hearing Submission)

We would appreciate any efforts you can make to expedite this certification – these plans are required to complete review of a pending building permit. Please feel free to call me if you have any questions or comments. Thank you very much!

Enclosures

ZONING COMMISSION
District of Columbia

CASE NO. OK-27
EXHIBIT NO. 108
ZONING COMMISSION
District of Columbia
CASE NO.06-27
EXHIBIT NO.108

PILLSBURY WINTHROP SHAW PITTMAN LLP

2300 N STREET, NW
WASHINGTON, DC 20037

2744

15-122/540

PAY TO THE
ORDER OF

DC Measures

One hundred six and 00/100

\$ 105.00/100

DOLLARS

 Security features
are included.
Details on back.

WACHOVIA BANK
wachovia.com

FOR cert. exch. #06-27

Mr. H

MP

SQUARE 54



GOVERNMENT OF THE DISTRICT OF COLUMBIA Zoning Commission



August 5, 2009

I hereby certify that attached hereto, and bearing my initials in red ink in the lower right corner of each page, is a true copy of Exhibit No. 4 (consisting of 164 pages) of the official record of the Zoning Commission for the District of Columbia in Z.C. Case No. 06-27.

SHARON S. SCHELLIN
Secretary to the Zoning Commission
Office of Zoning

APPLICATION TO

THE DISTRICT OF COLUMBIA ZONING COMMISSION FOR
CONSOLIDATED REVIEW AND APPROVAL OF A
PLANNED UNIT DEVELOPMENT
AND
ZONING MAP AMENDMENT

BOSTON PROPERTIES, INC.

KSI SERVICES, INC.

THE GEORGE WASHINGTON UNIVERSITY

MAY 30, 2006

ZONING COMMISSION
District of Columbia

CASE NO. 06-27

EXHIBIT NO. 4



Pillsbury
Winthrop
Shaw
Pittman

August 5, 2009

October 31, 2006

VIA HAND DELIVERY

Ms. Carol Mitten, Chairperson
District of Columbia Zoning Comm
Office of Zoning
441 4th Street, NW, Room 210
Washington, DC 20001

I hereby certify that attached hereto, and bearing my initials in red ink in the lower right corner of each page, is a true copy of Exhibit No. 19 (consisting of four pages) of the official record of the Zoning Commission for the District of Columbia in Z.C. Case No. 06-27.

Sharon S. Schellin

SHARON S. SCHELLIN
Secretary to the Zoning Commission
Office of Zoning

Re: Zoning Commission Case No. 06-27

Dear Ms. Mitten:

On May 30, 2006, Boston Properties, Inc., KSI Services, Inc. and The George Washington University (collectively, the "Applicant") submitted an Application for Consolidated Approval of a Planned Unit Development ("PUD") and a Zoning Map Amendment for property known as Square 54 (the "Project"). This matter has been scheduled for a public hearing on November 20, 2006.

In accordance with 11 DCMR § 3013 et seq, the Applicant filed its Pre-Hearing Submission on July 14, 2006. In accordance with the Notice of Public Hearing and 11 DCMR §§ 3013.8 and 3013.10, the Applicant submits the following additional information to supplement its previous filings:

A. Update on Issues Raised by the Office of Planning and Zoning Commission

As set forth in Section 3 (page 3) of the July 14, 2006 Pre-Hearing Submission, the Applicant addressed several issues raised by the Office of Planning ("OP") and the Zoning Commission in connection with OP's June 30, 2006 setdown report and the Commission's comments at the July 10, 2006 setdown hearing. Since the filing of the July 14, 2006 Pre-Hearing Submission, the Applicant has continued to work to address these issues.

1. Grocery Store. In response to community interest as well as comments specifically raised by OP and the Zoning Commission, the Applicant agreed to make a commitment to include a grocery store use in the retail program for Square 54. The Applicant secured the services of a retail broker to pursue potential grocery and other tenants to support the dynamic retail component of the proposed mixed-use "town center". On August 1, 2006 the Applicant sent proposals to nine (9) grocery store chains identified by the retail broker in an effort to specifically evaluate interest in the grocery store component of the Square 54 retail program. To date, four (4) grocery store chains have notified the Applicant that they are generally interested in the Square 54 site and five (5) grocery store chains have indicated that the Project is too early in the planning stage for them to actively consider at this time. The Applicant has continued to work with each potential tenant that has indicated interest in the Project to further evaluate store size and configuration, parking and loading requirements, etc. In the course of these continued conversations, it is evident that no prospective tenant will enter into

ZONING COMMISSION
District of Columbia

CASE NO. 06-27
EXHIBIT NO. 19

55

SQUARE 54

Zoning Commission
EXHIBIT # 20

GOVERNMENT OF THE DISTRICT OF COLUMBIA
Zoning Commission



August 5, 2009

I hereby certify that attached hereto, and bearing my initials in red ink in the lower right corner of each page, is a true copy of Exhibit No. 20 (consisting of 78 pages) of the official record of the Zoning Commission for the District of Columbia in Z.C. Case No. 06-27.

Sharon S. Schellin
SHARON S. SCHELLIN
Secretary to the Zoning Commission
Office of Zoning



PLANNED UNIT DEVELOPMENT
SUPPLEMENTAL SUBMISSION
ZONING COMMISSION CASE NO. 06-27

BOSTON PROPERTIES, INC.

KSI SERVICES, INC.

THE GEORGE WASHINGTON UNIVERSITY

OCTOBER 31, 2006

400423045v1

ZONING COMMISSION
District of Columbia

CASE NO. 06-27
EXHIBIT NO. 20 h

GOVERNMENT OF THE DISTRICT OF COLUMBIA
Zoning Commission




Pillsbury
Winthrop
Shaw
Pittman

2300 N Street NW
Washington, DC 20037
Tel 202.663.8000 | Fax
www.pillsburylaw.com

August 5, 2009

I hereby certify that attached hereto, and bearing my initials in red ink in the lower right corner of each page, is a true copy of Exhibit No. 34 (consisting of eight pages) of the official record of the Zoning Commission for the District of Columbia in Z.C. Case No. 06-27.

MEMORANDUM

To: Ken Laden
Jeff Jennings

From: Phil Feola
Maureen Dwyer

Date: November 17, 2006

Re: Z.C. Case No. 06-27 ("Square 54")


SHARON S. SCHELLIN
Secretary to the Zoning Commission
Office of Zoning

Attached please find a copy of the Applicant's revised Transportation Management Plan ("TMP"), which was previously sent to DDOT on Wednesday, November 15, 2006, and is intended to provide a comprehensive set of initiatives and policies to encourage alternatives to single-occupant automobile use and, in particular, incentives that capitalize on the mass transit potential of this strategic site.

Further, the Applicant provides the following responses to issues raised in the Memorandum dated November 15, 2006:

1) Transit Incentives: The TMP includes a number of strong incentives to encourage the use of mass transit. These include pre-tax transportation benefits for employees utilizing Metrorail, Metrobus, and MARC or VRE commuter trains, SmarTrip cards for all new residents, and dissemination and posting of information on public transportation options to employees and residents alike. The Applicant will also investigate the possibility of installing new technology that will provide real-time Metrorail and Metrobus information and updates to employees and residents in the building lobbies and/or elevators. Finally, the Applicant will coordinate transportation management activities with the proposed GW Transportation Management Coordinator identified in the *Foggy Bottom Campus Plan: 2006 – 2025*'s Transportation Management Plan.

2) Carsharing: The Applicant is currently working with carsharing services such as Zipcar and Flexcar to ascertain the demand for carsharing at this location, given that there are already 16 carsharing opportunities available within and immediately adjacent to GW's Foggy Bottom campus. At this time, the Applicant will commit to provide three carsharing spaces in the proposed underground parking structure's first year of operation. At the conclusion of the first year of operation, in its annual transportation report (see number 11, below), the Applicant will re-evaluate its commitment to carsharing spaces based on the utilization of these three spaces.

ZONING COMMISSION
District of Columbia

GOVERNMENT OF THE DISTRICT OF COLUMBIA
Zoning Commission



August 5, 2009

Re: Z.C. Case No. 06-27 – Boston Properties, Inc., et al. – Square 54

To Whom It May Concern:

I hereby certify that attached hereto, and bearing my initials in red ink in the lower right corner of each page, is a true copy of Exhibit No. 51 (consisting of two pages) and Exhibit No. 53 (consisting of three pages) of the official record of the Zoning Commission for the District of Columbia in Z.C. Case No. 06-27. (NOTE: Exhibit No. 51 was an incomplete copy of DDOT's report; they then corrected their report at Exhibit No. 53).


Sharon S. Schellin
SHARON S. SCHELLIN
SECRETARY TO THE ZONING COMMISSION

GOVERNMENT OF THE DISTRICT OF COLUMBIA
Zoning Commission



August 5, 2009

I hereby certify that attached hereto, and bearing my initials in red ink in the lower right corner of each page, is a true copy of Exhibit No. 36 (consisting of 88 pages) of the official record of the Zoning Commission for the District of Columbia in Z.C. Case No. 06-27.

A handwritten signature in black ink.

SHARON S. SCHELLIN

Secretary to the Zoning Commission
Office of Zoning

The cover features a large map of the area. In the top left corner, there is a logo for "Square J4" with a stylized "J" icon. The title "Planned Unit Development & Zoning Map Amendment" is centered above "Zoning Commission Case No. 06-27". Below the title are two small photographs: one showing a construction site with a large structure and another showing a row of trees and a building. To the right of the title is a list of developers:

- Boston Properties, Inc.
- KSI Services, Inc.
- The George Washington University

At the bottom right, the date "November 20, 2006" is printed.

ZONING COMMISSION
District of Columbia

CASE NO. 06-27
EXHIBIT NO. 36

167c

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DISTRICT DEPARTMENT OF TRANSPORTATION



Transportation Policy and Planning Administration

Memorandum

TO: Sharon Schellin, Secretary
Office of Zoning

FROM: Kenneth G. Laden
Associate Director

DATE: December 4, 2006

RE: Square 54 PUD
Zoning Case Number 06-27

RECEIVED
D.C. OFFICE OF ZONING
DEC 11 PM 12:31

The District of Columbia, Department of Transportation (DDOT) submitted testimony on November 15, 2006 regarding the above referenced case. At the November 20, 2006 hearing before the Zoning Commission, the Department was asked to provide additional information, including:

- Specific confirmation of which items in the applicant's letter of November 17, 2006 that the Department concurred with, and which items we had differences.
- Proposed performance measures for an annual report on the effectiveness of the Transportation Management Plan.
- Coordination of traffic signal optimization with DDOT.

Confirmation of Applicant's TMP Elements – November 17, 2006

- 1) **Transit Incentives** – DDOT concurs with the applicant's proposals to provide transit incentives to building tenants.
- 2) **Car Sharing** – DDOT concurs with the applicant's proposal to provide three car sharing spaces in the building, for use by office and residential tenants. DDOT recommends that the applicant report on level of use of car sharing vehicles as part of the annual report to DDOT referenced below. DDOT would request an increase in parking spaces for car sharing vehicles if the level of use of the three car sharing vehicles exceeds 50 percent (i.e. Zip Cars or Flex Cars are utilized at least 183 days per year).
- 3) **Structured Parking Garage Capacities** – DDOT concurs with the applicant's outline of other structured parking garages of similar size.

ZONING COMMISSION
District of Columbia

CASE NO. 06-27
EXHIBIT NO. 51

15



Pillsbury
Winthrop
Shaw
Pittman LLP

ZONING Commission

2300 N Street NW
Washington, DC 20037-1128

Tel 202.663.8000
Fax 202.663.8007
www.pillsburylaw.com

GOVERNMENT OF THE DISTRICT OF COLUMBIA Zoning Commission



January 25, 2007

VIA HAND DELIVER

August 5, 2009

Ms. Carol Mitten, Cl

District of Columbia I hereby certify that attached hereto, and bearing my initials in red ink in Office of Zoning the lower right corner of each page, is a true copy of Exhibit No. 83 441 4th Street, NW, F (consisting of 19 pages) of the official record of the Zoning Commission Washington, DC 2000 for the District of Columbia in Z.C. Case No. 06-27.

Re: Zonir
Post]

Dear Chairperson M:

As requested

Applicant submits the following additional information for the record in the above-referenced case.

SHARON S. SCHELLIN

Secretary to the Zoning Commission
Office of Zoning

I. The Office Component: Curtain Wall Study

At the Commission's request, the Applicant's architect has provided additional detailed renderings of the office component that visually express the articulations and refinements to the glass curtain walls described by the Applicant's architect during the January 4, 2007 hearing. These renderings are attached as Exhibit A and include the following:

- Views from Washington Circle. These views illustrate the manner in which the design breaks the office component into separate elements, providing variations in height stepping down to Washington Circle, and also illustrate the active and vibrant pedestrian activity that will be created at the street level.
- Washington Circle Curtain Wall Study. This study illustrates the depth of the masonry spandrel and projected accent which will provide shadow and light gradations on the face of the spandrel. The variations of vertical mullions will break down the overall scale of the façade, while the projected fins will catch the light as they curve around Washington Circle.
- Pennsylvania Avenue Curtain Wall Study. The Pennsylvania Avenue façade is similar to the Washington Circle curtain wall, but is lighter in its reading. Projections are replaced with reveals that will provide strong ~~ZONING COMMISSION~~
~~District of Columbia~~

CASE NO.

EXHIBIT NO.

06-27

83

162



Pillsbury
Winthrop
Shaw
Pittman

GOVERNMENT OF THE DISTRICT OF COLUMBIA
Zoning Commission



August 5, 2009

March 12, 2007

By Hand Delivery

Carol J. Mitten, Chair
District of Columbia
Office of Zoning
441 4th Street, NW,
Washington, DC 20004

Re: Zoning
Motion

I hereby certify that attached hereto, and bearing my initials in red ink in the lower right corner of each page, is a true copy of Exhibit No. 92 (consisting of 14 pages) of the official record of the Zoning Commission for the District of Columbia in Z.C. Case No. 06-27.

SHARON S. SCHELLIN
Secretary to the Zoning Commission
Office of Zoning

Dear Chairperson Mitten and Members of the Commission:

At its February 26, 2007 Special Public Meeting, the Commission indicated its general approval for the key elements of the above-referenced application, including the use mix, site plan, overall density, materials, traffic mitigation, consistency with the Comprehensive Plan, and the appropriateness of the proffered amenities. However, the Commission expressed concern regarding the height of certain components of the Project and directed the Applicant to evaluate design alternatives that would: (1) reduce the height of the building along 22nd Street and (2) ease the transition between the heights of the Washington Circle component of the building. Accordingly, the Applicant respectfully requests that the Commission reopen the record in order to receive the Applicant's proposed design revisions which address the Commission's concerns regarding the Project's height.

The enclosed plans (attached as Exhibit A) reflect the following design modifications in response to the aforementioned concerns raised by the Commission:

- Along Pennsylvania Avenue and 22nd Street, the office component of the building has been reduced 15 feet 6 inches in height from 130' to 114'6";
- Along 22nd Street, The residential component of the building has been reduced 20 feet in height from 130' to 110'; and
- Along Washington Circle, the tallest height of the office component has been reduced 5 feet 6 inches, from 120' to 114'6". In addition, modifications were made to accommodate an additional floor at the lower Washington Circle frontage section (maintaining an appropriate height of 91'3") in order to ease the transition between the lower and taller portions of the structure and to regain some of the density lost by the other height adjustments.

ZONING COMMISSION
District of Columbia

CASE NO. 06-27

EXHIBIT NO. 92