



Pillsbury
Winthrop
Shaw
Pittman LLP

2300 N Street NW
Washington, DC 20037-1122

Tel 202.663.8000
Fax 202.663.8007
www.pillsburylaw.com

October 31, 2006

VIA HAND DELIVERY

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

2006 OCT 31 PM 2:55
D.C. OFFICE OF ZONING

RECEIVED

Re: Zoning Commission Case No. 06-27, Square 54

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**

**ZONING COMMISSION
District of Columbia**

**CASE NO. 06-27
CASE NO. 06-27**

**EXHIBIT NO. 19
EXHIBIT NO. 19**

a formal letter of intent with the Applicant until the Project is further along in the planning process – and has received PUD approval from the Zoning Commission.

2. Affordable Housing. No changes have been made to the provisions of the workforce and affordable housing program since the filing of the July 14, 2006 Pre-Hearing Submission.

3. Metro Entrance. The Applicant is not aware of any further action on the part of WMATA since the filing of the July 14, 2006 Pre-Hearing Submission with respect to the preliminary demand and feasibility study undertaken by the agency in connection with a potential second entrance at the Foggy Bottom-GWU Metrorail station.¹ As discussed during the public hearings for the *Foggy Bottom Campus Plan: 2006 – 2025*, it is the Applicant's understanding the WMATA is not currently considering Square 54 as a location of the potential second entrance, but had not ruled out other locations within the Foggy Bottom campus.

4. Environmentally Sensitive Design Elements/Green Roof Component. As set forth in the July 14, 2006 Pre-Hearing Submission, the Applicant has agreed to include a green roof element on the office and on one of the residential components of the Project. Due to the preliminary nature of the design and engineering studies associated with the PUD process, the Applicant has not finalized specific details of green roof structure plans at this time; however, a series of potential alternatives addressing the green roof component and other environmentally sensitive design issues will be discussed and reviewed at the public hearing. Furthermore, as set forth in the July 14, 2006 Pre-Hearing Submission, the Applicant has committed to achieving the equivalent of a LEED score of 16 points for both the office and residential components of the Project.

B. Updated Plans

In response to issues raised through continued discussions with the Office of Planning, the Applicant has updated its proposed streetscape design to provide a continuous planting bed along Washington Circle and to enhance landscaping between the building edge and the adjacent sidewalk, on 23rd Street in particular. In addition, the Applicant has prepared updated colored elevations and has provided photographs of a study model² which will be incorporated into the Applicant's presentation at the November 20, 2006 hearing. The updated plans and model photographs are attached as Exhibit A.

¹ On September 11, 2006, the Applicant contacted WMATA to reiterate its interest in participating in future working group meetings with respect to the demand and feasibility study for the Foggy Bottom-GWU Metrorail Station, but has not heard back from WMATA since that time.

² The study model photographs included in Exhibit A do not depict the full detail of the proposed streetscape plan; however, the streetscape plan, including recent updates, is detailed fully in sheet L1.01 which is also included in Exhibit A.

C. Update to Transportation Impact Study

In response to issues raised by the Zoning Commission during the hearings on the *Foggy Bottom Campus Plan: 2006 – 2025* (which is still pending before the Commission), the Applicant has updated the Square 54 Transportation Impact Analysis. A copy of the updated Transportation Impact Analysis prepared by Wells and Associates, LLC is attached as Exhibit B.

D. Hearing Witnesses

The applicant notes the following changes to the list of hearing witnesses provided as part of the July 14, 2006 Pre-Hearing Submission:

1. Peter Johnston, Senior Vice President and Regional Manager, Boston Properties, Inc., will provide testimony on behalf of Boston Properties, Inc. and KSI Services, Inc.

2. Jami Milanovich, Senior Associate, Wells & Associates, LLC, will provide testimony on behalf of Wells & Associates, LLC with respect to the transportation issues.

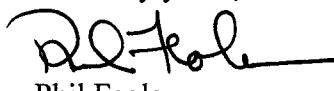
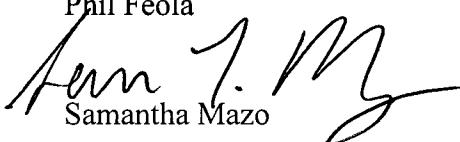
E. Expert Witnesses

Finally, Exhibit C includes the resumes of the following individuals that the Applicant proposes to offer as experts at the November 20 public hearing:

1. Rafael Pelli and David Hess: architecture and urban design
2. Alan Ward: landscape architecture
3. Richard Heapes: retail design; and
4. Martin Wells and/or Jami Milanovich: traffic and transportation.

The Applicant looks forward to presenting its case at the November 20, 2006 public hearing.

Sincerely yours,


Phil Feola

Samantha Mazo

Enclosures

Cc: Louis Katz
Peter Johnston
Ed Murn



Pillsbury
Winthrop
Shaw
Pittman LLP

2300 N Street NW
Washington, DC 20037-1122

Tel 202.663.8000
Fax 202.663.8007
www.pillsburylaw.com

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a copy of this document was hand delivered or mailed first class, postage prepaid to each of the persons at the addresses listed below on October 31, 2006.

Phil Feola

ANC 2A
St. Mary's Court
725 24th Street, N.W.
Washington, D.C. 20037

Travis Parker
Office of Planning
801 N. Capitol Street, N.E.
4th Floor
Washington, D.C. 20001

Ken Laden
DC Department of Transportation
2000 14th Street, N.W.
7th Floor
Washington, D.C. 20009

Barbara Kahlow
West End Citizens Association
800 – 25th Street, #704
Washington, D.C. 20037