

SQUARE 54



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

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DEVELOPMENT TEAM

APPLICANT:

Boston Properties, Inc.
901 New York Avenue, NW, Suite 400
Washington, DC 20001

KSI Services, Inc.
8081 Wolftrap Road, Suite 300
Vienna, VA 22182

The George Washington University
2121 Eye Street, NW, Suite 701
Washington, DC 20052

ARCHITECTS, ENGINEERS AND CONSULTANTS:

Pelli Clarke Pelli Architects
322 8th Avenue, 18th Floor
New York, NY 10001

Hickock Cole Architects
1023 – 31st Street, NW
Washington, DC 20007

Street-Works
30 Glen Street
White Plains, NY 10603
Retail Design

Sasaki and Associates
64 Pleasant Street
Watertown, MA 02472
Landscape Architect

Wells & Associates LLC
1420 Spring Hill Road, Suite 600
McLean, VA 22102
Traffic/Parking Consultant

Edwards & Kelsey
11860 Sunrise Valley Drive, Suite 200
Reston, VA 20191
Civil Engineer

LAND USE COUNSEL:

Pillsbury Winthrop Shaw Pittman LLP
2300 N Street, NW
Washington, DC 20037

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PREFACE

This application is submitted by Boston Properties, Inc. (“**Boston Properties**”), KSI Services, Inc. (“**KSI**”) and The George Washington University (“**University**” or “**GW**”) (collectively “**Applicant**”) for the consolidated review and approval of a Planned Unit Development (“**PUD**”) and a corresponding amendment to the District of Columbia Zoning Map for the property known as Square 54 in Northwest Washington, DC (“**Property**”). The Property is owned by The George Washington University and is located within GW’s Foggy Bottom Campus Plan boundaries. Specifically, Square 54 is the former site of The George Washington University Hospital.

AN INTEGRATED DEVELOPMENT STRATEGY: SQUARE 54 AND THE FOGGY BOTTOM CAMPUS PLAN: 2006 – 2025

Due to its location, size, prominence, and development potential, the future of Square 54 is of critical importance not only to the University but also to a wide range of interested stakeholders, including residents of the Foggy Bottom and West End neighborhoods. As detailed more fully in this PUD application, the vision for the future of Square 54 in the context of the Foggy Bottom campus and the surrounding neighborhoods has been the subject of over a year of planning and discussion.

A New Development Strategy for GW’s Foggy Bottom Campus: *Grow Up, Not Out*

Development of GW’s Foggy Bottom campus is currently governed by the *Foggy Bottom Campus Plan: Years 2000 through 2009*. Since the adoption of the existing Campus Plan, the University has followed a building program that has resulted in the

addition of over 2,000 undergraduate beds on campus while also providing outstanding and state-of-the-art academic, student activity and recreational facilities. In recent years, several factors have prompted the University to closely evaluate its land use planning efforts, including the fundamental constraints of limited space and financial resources, a desire to proactively address the concerns expressed by residents of the surrounding neighborhoods with respect to University growth and development – and the unique opportunity presented by the redevelopment potential of Square 54.¹

In light of these considerations and the planning opportunities they present, the University worked with the DC Office of Planning to develop an inclusive planning process that would build upon the fundamental principles set forth in GW's existing Campus Plan and address a wide range of stakeholder issues. The process has drawn upon various planning resources, including land use planners, architects, traffic consultants, and historic preservation experts, providing continuous opportunities for community input and feedback.

The University's recently filed *Foggy Bottom Campus Plan: 2006 – 2025* is a result of this comprehensive planning effort. The new Campus Plan sets forth a framework for development over the next twenty years that accommodates the University's forecasted academic and student housing space needs within the existing Campus Plan boundaries by concentrating height and density in the central campus core. The Plan's "Grow Up, Not Out" development strategy addresses concerns regarding GW

¹ The current Campus Plan identifies several potential uses for Square 54, including commercial use. Mixed-use commercial development of the site is also specifically addressed in the proposed *Foggy Bottom Campus Plan: 2006 – 2025* filed with the Zoning Commission on February 16, 2006 (review and approval of which is currently pending).

expansion into surrounding residential neighborhoods, preserves and enhances the District's tax base by making more efficient use of properties already owned by the University – and allows Square 54 to be developed for mixed-use commercial purposes.

Square 54: A Unique Opportunity

Key to achieving the goals and objectives set forth in GW's *Foggy Bottom Campus Plan: 2006 - 2025* is the mixed-use redevelopment of Square 54 as detailed more fully in this PUD application. The Square 54 site, adjacent to the Foggy Bottom-GWU Metrorail Station and at the "front door" of the campus and the Foggy Bottom and West End neighborhoods, presents a key transit-oriented development location and an opportunity to create a unique neighborhood gathering place with office, residential and neighborhood-serving retail opportunities. Importantly for GW, Square 54 also represents a major source of non-enrollment driven revenue to fund the core academic mission of the University.

The development plan set forth in the *Foggy Bottom Campus Plan: 2006 - 2025* reflects a vision of a world-class university within a dynamic and vibrant neighborhood that offers shared and lasting benefits for the community, the District, and the University, and provides Boston Properties and KSI the opportunity to create a world-class mixed-use project in the heart of the nation's capital. The benefits provided by this integrated development strategy include:

For the Community:

- Concentrates new University development in targeted locations in the core of the Foggy Bottom campus, away from surrounding residential neighborhoods

- Provides new neighborhood-serving retail services on Square 54 and along the proposed I Street Retail Corridor
- Enhances the public environment and pedestrian experience through landscaping and streetscape improvements
- Creates an architecturally significant project at a premier location in the heart of the Foggy Bottom and West End communities

For the District:

- Establishes a framework for predictable, planned growth guided by *smart growth* and transit oriented development planning principles advanced by the DC Office of Planning
- Provides opportunities for new business development and enhances the District's tax base
- Attracts additional residents to the District by providing market, affordable and workforce housing options
- Maintains campus architectural and historic resources that enhance the character of Washington, DC

For the University:

- Accommodates GW's forecasted academic and student housing space needs within the existing Foggy Bottom campus
- Provides programmatic benefits and promotes efficient use of resources
- Enhances the vibrant and collegial *GW Experience* for students, faculty, and staff by creating a mixed-use urban gathering place at Square 54
- Provides key source of non-enrollment driven revenue to support the University's core academic mission

Boston Properties, KSI, and GW look forward to continuing to work together with all interested stakeholders to bring this vision to fruition for the mutual benefit of the community, the District, and the University.

I. PUD INTRODUCTION

A. Summary of Requested Action

The Applicant is requesting the consolidated review and approval of this Planned Unit Development and a corresponding amendment to the District of Columbia Zoning Map in order to create a transit-oriented, mixed-use project of world-class design at Square 54 that will provide housing, employment and neighborhood-serving retail opportunities (the “**Project**”). The 2.66 acre (115,715 square feet²) site is located on GW’s Foggy Bottom Campus in the Foggy Bottom/West End neighborhood of Ward 2, within the jurisdiction of Advisory Neighborhood Commission (“**ANC**”) 2A. The Project’s outstanding design and variety of uses, coupled with the site’s preeminent location on Pennsylvania Avenue and adjacent to the active Foggy Bottom-GWU Metrorail Station, will result in a model of mixed-use, transit-oriented development.

The Project includes approximately 870,000 square feet of gross floor area with a resulting floor area ratio (“**FAR**”) of approximately 7.5, and provides approximately 333 dwelling units, 454,000 square feet of office space and 84,000 square feet of retail space at and below grade.

The proposed design concept for the Project includes multiple distinct elements that reflect and complement the diversity of the residential, institutional, and commercial uses surrounding the site. The office element is positioned on Pennsylvania Avenue and will create a signature statement at the “front door” of the GW campus that will also serve as an appropriate

² The recorded square footage of the site is 115,715 square feet. An updated survey that indicates that the accurate square footage of the site is 116,159 is in the process of being filed with the District of Columbia. It is anticipated that once the recorded data is updated, the PUD application will be amended accordingly.

transition to the District's central business district. Two residential buildings are located on I Street between 22nd and 23rd Streets, and are scaled to complement the existing and proposed residential and institutional buildings adjacent to Square 54. A key element in the development plan for the Project is creating a unique, inviting and successful retail program. In fact, Square 54 is contemplated to serve as the anchor of the I Street Retail Corridor (proposed in *GW's Foggy Bottom Campus Plan: 2006 - 2025*) aimed at establishing a "critical mass" of neighborhood-serving retail in the heart of the Foggy Bottom/West End. To further enliven the pedestrian experience, all parking and loading will be accommodated below grade and the Project includes a significant amount of open space, including a 60-foot wide retail-oriented plaza along I Street and a 26,000 square foot interior courtyard. The result will be a well-designed, contextually appropriate addition to the neighborhood that will attract new residents and provide employment and neighborhood-serving retail opportunities to the Foggy Bottom/West End community.

The Property is currently zoned R-5-D and is located in an area identified by the Comprehensive Plan for the development of office and apartment buildings, neighborhood retail centers, institutional uses and transit-oriented projects. The application includes a request for a Zoning Map amendment to rezone the Property to the C-3-C Zone District in order to further a variety of District of Columbia goals and policies and to accommodate the vision and objectives of the Project.

Submitted in support of this application are completed application forms, a Notice of Intent to File a PUD (with property owners' list and certification of mailing), architectural drawings, a transportation analysis, and a map depicting the zoning district for the Property and the surrounding area. As set forth below, this statement and the attached documents meet the

filing requirements for a PUD and Zoning Map Amendment application under Chapter 24 of the District of Columbia Zoning Regulations.

B. The Applicant

The Project is a joint effort between Boston Properties and KSI (as Project developers) and The George Washington University (as land owner). While the University will retain ownership of the land, the Property will be redeveloped under a sixty (60) year ground lease to Boston Properties and KSI. The parties have worked together closely throughout the planning process to create an outstanding mixed-use concept for Square 54 that will benefit all interested stakeholders.

1. Boston Properties, Inc.

Boston Properties is a publicly-held full-service real estate development and property management company with offices in Boston, New York, Washington, DC, New Jersey and California. Founded in 1970, the firm now owns and manages 145 properties containing more than 42 million square feet of space consisting of mixed-use urban projects, suburban office buildings, business and industrial parks, research and development facilities, hotels and residential properties, with approximately 10 million square feet located in the Washington, DC region. The company formed a real estate investment trust which began trading on the New York Stock Exchange under the symbol “BXP” in June of 1997. Boston Properties has been repeatedly cited for its commitment to urban design excellence, both in the District and on a national basis, and was voted the “Most Respected Real Estate Company” by Fortune Magazine for the last two years.

2. KSI Services, Inc.

Founded in 1977, KSI Services, Inc. is ranked among the top 15 multi-family housing developers in the nation and the largest land developer in Metropolitan Washington. In all, KSI has developed more than five million square feet of commercial space and more than 50,000 housing units. KSI has partnered with world-renowned architects and has won hundreds of awards for housing design, land planning and urban design. KSI is a full-service developer, active in land development, planned communities, multi-family and condominium development, golf course and commercial/retail development. KSI's existing apartment portfolio under management is in excess of 9,000 units with approximately 5,000 units in development.

3. The George Washington University

The George Washington University, founded in 1821 and rooted in the Foggy Bottom neighborhood since 1912, combines the resources of a major international research university with the dynamics of a vibrant, urban setting in the heart of the nation's capital. The University's location is key to its mission and critical to its success, as the opportunities and resources surrounding the campus attract outstanding students, faculty and staff to GW and also help shape some of the University's most successful academic, research and clinical programs. By capitalizing on its location, the University delivers an educational experience that is distinctive and rewarding – encouraging students to take advantage of opportunities in international finance, public policy, democratic governance, and many other pursuits that are truly unique to the District of Columbia.

C. Project Goals and Objectives

The Applicant seeks to develop a premier, architecturally significant mixed-use project in the heart of the nation's capital that will serve as a model of outstanding transit-oriented development. The Project combines Class A office space with high-quality housing serving a range of incomes, neighborhood-serving retail and landscaped open spaces to create a vibrant "neighborhood gathering place". This site is a uniquely appropriate location for the proposed development, not only because of its size and location in the heart of the Foggy Bottom/West End neighborhood and within proximity to a variety of cultural and recreational resources, but particularly because it is located directly across 23rd Street from the entrance to the active Foggy Bottom-GWU Metrorail Station.

D. Development Timetable

The Applicant plans to commence construction within approximately twelve months following receipt of entitlements and anticipates the total construction period will last thirty months.

E. Appropriateness of the PUD Process

The PUD process is designed to encourage high quality development. The objectives of the PUD process are to promote sound project planning, efficient and economical land utilization, attractive urban design and the provision of desired public spaces and other amenities, all of which are accomplished through this Project.

The comprehensive planning encouraged by the PUD process enables the Applicant to realize its vision for the Project as a vibrant neighborhood place that will serve as the District's

preeminent transit-oriented development. The Applicant has participated in a comprehensive community-based planning process (discussed more fully in Section II below) designed to engage a wide range of stakeholders in discussions regarding the future development of Square 54 and the University's Foggy Bottom campus. The notice and hearing requirements of the PUD regulations will extend the community engagement already begun and provide additional opportunities for interested parties to express their views about the Project during the public Zoning Commission process.

II. THE COMMUNITY-BASED PLANNING PROCESS

For over a year leading up to the filing of this PUD application, the Applicant participated in a comprehensive planning effort to fully explore and evaluate the future development of Square 54 in the context of the Foggy Bottom campus and the surrounding neighborhoods. Developed with guidance from the DC Office of Planning (OP), the open and inclusive community-based planning process was designed to gather input from all interested stakeholders.

A. Seeking Community Input

Between June and September 2005, ANC 2A, OP and GW co-sponsored a series of open community meetings moderated by an independent community facilitator to discuss the future of the Foggy Bottom campus, including Square 54. In addition to the structured community meetings, "office hours" and other small group meetings with the community facilitator were convened to further discuss community issues and gather input. Community issues and concerns raised during the series of meetings regarding the campus and Square 54 were captured and documented in a comprehensive "Issues Exhibit". Throughout the planning process, all

meeting presentations and summaries, the Issues Exhibit, and other planning process materials have been posted on the University's neighborhood website, www.neighborhood.gwu.edu. In addition, in February 2006, the Applicant launched www.square54.com to allow the public to review specific information about the Project. Both websites continue to provide a mechanism for community members to request additional information, provide feedback, and submit questions directly to the Applicant.

In addition to the public meetings and events associated with the community-based planning process, over the past several months the Applicant has met with numerous community groups, local institutions, businesses, churches, and members of the GW community to gather additional feedback and comments on the proposed plans for Square 54.

B. Urban Land Institute (ULI) Panel

In May 2005, GW and the Office of Planning convened a three-day Urban Land Institute (ULI) panel to evaluate the redevelopment potential of Square 54 and recommend appropriate uses and densities for the site.³ The ULI panel undertook an independent and comprehensive evaluation of Square 54, including reviewing extensive background, demographic and market research materials, conducting interviews with key stakeholder groups (including members of the Foggy Bottom and West End communities), and participating in site, campus, and city tours. The ULI panel presented its preliminary findings at the end of the panel exercise and also in a formal report issued in September 2005, recommending mixed-use commercial development of Square 54 at a density between 7.0 and 8.0 FAR, under the assumption that GW demonstrates the ability to accommodate its forecasted academic and student housing space needs on the

³ Established in 1936, ULI is a nonprofit education and research organization that fosters and encourages high standards of land use planning and development. The members of the panel chosen to evaluate Square 54 were selected by ULI, from their membership, based on their expertise in areas relevant to the challenges and opportunities presented by the site.

balance of the Foggy Bottom campus. The Panel also concluded that the office component of the Project should be focused on Pennsylvania Avenue and the residential component along I Street. As importantly, it was recommended that the Project should not occupy the entire lot but should consist of multiple structures and incorporate open space into the concept design (see Exhibit I: ULI Report: A Redevelopment Strategy for Square 54).

The concept presented in this application is consistent with the recommendations of the ULI panel and is responsive to issues raised by members of the community and the Office of Planning throughout the community-based planning process (see also Section VII(A)(4) herein for specific Project elements that are responsive to community input). As a result of extensive interaction with the community and the in-depth study and feedback from the land use and development experts involved in the ULI Panel , the Applicant has developed a proposed design that best meets the goals and the objectives of a variety of interested stakeholders, and results in a project that the District can look to as a model for successful mixed-use, transit-oriented urban development.

III. THE PROPOSED PROJECT

A. Site Location and Description

The Property is bounded by 23rd on the west, 22nd Street on the east, I Street on the south, and Washington Circle and Pennsylvania Avenue on the north. Twenty-third Street is a heavily traveled north-south arterial that accommodates a significant volume of automobiles traveling to and from Virginia. Twenty-second Street is a one-way collector street northbound and is a major throughway to Dupont Circle to the north. The east-west feeder roads from Washington Circle

include Pennsylvania Avenue and K Street, two of the busiest and most important streets in the downtown area, while I Street is a minor collector street.

The land uses in the vicinity of the Property range from institutional and residential uses to the south, residential uses (including the Foggy Bottom Historic District) to the north and west, and high-density commercial uses to the north and east along Pennsylvania Avenue and K Street and into the nearby central business district. To the west, just across 23rd Street, the Property is flanked by the new George Washington University Hospital, a 90 foot tall building composed of 7 stories. Directly to the south of the new Hospital building and across the street from the Property is the Foggy Bottom-GWU Metrorail Station. To the east of the Property, just across 22nd Street, is the Medical Faculty Associates building, a multi-story institutional building that measures 124 feet in height. Across I Street to the south, the Property faces the University Parking Garage which measures 79 feet in height and Munson Hall and Jacqueline Bouvier Kennedy Onassis Hall, two 85 foot tall GW undergraduate student residence halls. As set forth in the proposed *Foggy Bottom Campus Plan: 2006 – 2025*, the University intends to redevelop the existing University Parking Garage and the site of the current Academic Center (located at the southeastern corner of 22nd and I Streets) to heights of 110 feet. Also pursuant to the new Campus Plan, these two sites, along with others in the central campus core, are proposed to be rezoned C-3-C.

The area directly surrounding the Property to the west and south is currently zoned R-5-D. The area on the northern half of 22nd Street, directly to the east of the Property, is zoned C-3-C. Areas of K Street and Pennsylvania Avenue east of the Property are within the C-3-C and C-4 Zone Districts. The property surrounding Washington Circle to the north and west is zoned R-5-E (see Exhibit D).

B. Project Description

The Applicant proposes to create a vibrant mixed-use, transit-oriented development of world-class design that will be an architectural asset to the neighborhood and the District for decades to come. The project includes approximately 333 residential units, approximately 454,000 square feet of Class A office space, and approximately 84,000 square feet of at, and below, grade neighborhood-serving retail space, all serviced by on-site below grade parking and loading facilities. The proposed Project has a floor area ratio of approximately 7.5.

The plans, elevations and drawings of the Project are attached as Exhibit A. The design for Square 54 seeks, through the careful location and form of buildings and uses, to strengthen the surrounding streets and create an active mixed-use environment at this critical site adjacent to the Foggy Bottom-GWU Metrorail Station. The proposal is shaped by two distinct and important influences. The first is a consideration for the surrounding context, addressing the unique shape, slope, location, orientation and neighborhood adjacencies of the site. The second is the mixed-use office, residential, and retail program that will be accommodated within the boundaries of the site itself. In recognition of the site's context as a transition between institutional, residential, and commercial uses, the Project includes different uses, scales, and design elements that respond to the varied nature of the surrounding area.

1. Office Building

The office building fronts on Pennsylvania Avenue turning over the Washington Circle, 22nd Street and 23rd Street sidewalks to retail uses. The building is radial in form, stepping down in height toward Washington Circle to respond to the unique character of the site. A glass atrium lobby aids the transition of building heights between 130 feet at

Pennsylvania Avenue and 90 feet at Washington Circle and also provides a visual and virtual passageway through to the interior courtyard area. This link through the courtyard and lobby animates and enhances the pedestrian pathway from the Foggy Bottom-GWU Metrorail Station to the office building and to the Pennsylvania Avenue and K Street commercial corridors beyond. The size of the office floorplates and the relationship between the office building components will attract key tenants and help establish the Project one of the District's preeminent office addresses. The character of the design will be developed to give depth and sculptural relief in the façade, responding in a contemporary way to the richness and variety of the nearby architecture. The office building includes a total gross floor area of approximately 454,000 square feet.

2. Residential Buildings

The residential component of the project is composed of two buildings entered off a common lobby near the center of the block on I Street. The heights of the residential buildings reinforce the existing and proposed neighboring residential and campus scales. In particular, the building along 23rd Street is 110 feet in height while the building along 22nd Street is 130 feet, consistent with the planning principles set forth in the *Foggy Bottom Campus Plan: 2006 – 2025* to concentrate height and density in the central core of campus. Collectively, the buildings shape and enclose an internal residential garden area proposed for use by the residential tenants. A combination of studio, 1, 2, and 3 bedroom unit configurations will attract a variety of tenants. Both residential buildings include ground floor retail uses, and at the southwestern portion of the block, the structure is set back 60 feet from I Street to create a retail-oriented pedestrian plaza. As with the office component of the project, the façade expression will be contemporary and sympathetic to the

surrounding context. The residential buildings will have a total gross floor area of 343,000 square feet, accommodating approximately 333 apartments.

3. **Retail**

A key element in the development plan for Square 54 is creating a unique, inviting and successful retail program. The Applicant is working closely with a team of retail consultants and brokers to ensure a vibrant retail experience on Square 54 that is responsive to the needs of the community and will continue to benefit Foggy Bottom and the West End for decades to come. The retail concept for the Project calls for approximately 84,000 square feet of at and below grade retail space, including a combination of neighborhood-serving shops, restaurants and cafes, and a contemplated grocery store. The main entry to the proposed grocery store will anchor the corner of 22nd and I Streets, although most of the store will be efficiently accommodated below grade, accessible by escalators and elevators as well as from the underground parking facilities. Additional retail will be strategically located at street level along the perimeter of the site as well as within the interior courtyard. A 60 foot wide retail-oriented plaza along I Street will help to establish the street as an inviting pedestrian corridor, drawing activity from the Metrorail Station. Throughout the day the retail uses will attract office workers, local residents, and members of the University community, making the area an active center for a diverse population. It is contemplated that the concentration of retail uses at Square 54 will anchor the I Street Retail Corridor concept set forth in the *Foggy Bottom Campus Plan: 2006 – 2025*, creating a “critical mass” of retail extending from the Foggy Bottom-GWU Metrorail Station to the Shops at 2000 Penn.

4. Interior Courtyard

The center of the site will feature a unique urban landscaped interior courtyard of approximately 26,000 square feet. The buildings that surround the courtyard are separated at critical locations to allow views and access into and out of the courtyard. These separations will also allow a greater amount of light and air into the space than a typical urban courtyard, and will help to break the scale of the overall development into smaller elements that transition to the scale of the surrounding built environment. The northern portion of the courtyard will include a landscaped plaza area that can accommodate outdoor retail or dining venues for public use, while the residential garden to the south will provide a private common space for the apartment residents. See Landscape Plans included in Exhibit B.

5. Parking and Loading

The Project will provide on-site vehicle parking for office workers, residents, and shoppers associated with the Project as well as up to 360 spaces for use by the University. In total, the multi-story underground parking structure will accommodate up to 1,026 cars. Importantly, the underground structure incorporates a self-contained loading facility with three loading docks for 55-foot trucks and five docks for 30-foot trucks that will satisfy the service needs of the Project and allow all truck loading to occur underground. The provision of underground parking and loading internal to the site will minimize potential traffic and parking impacts on the surrounding streets. The separate entrances to the parking and loading facilities will be in the center of the Property from 22nd Street, are located directly adjacent to one another

and have been designed to provide ample sight-lines to protect pedestrians and minimize conflicts with automobile traffic patterns.

C. Development Parameters Under Existing and Proposed Zoning

The Property's current zoning is R-5-D, which provides for a maximum building height of 90 feet and a maximum FAR of 3.5. Existing zoning would allow approximately 405,003 square feet of new development on the site.

The PUD guidelines for the C-3-C Zone District permit a maximum height of 130 feet, a maximum lot occupancy of 100%, and a maximum FAR of 8.0, which would accommodate up to 925,720 square feet of new development on the site.

D. Flexibility under the PUD Guidelines

The PUD process was created to allow greater flexibility in planning and design than is possible under conventional zoning procedures. The PUD regulations specifically allow the Zoning Commission to approve any zoning relief that would otherwise require the approval of the Board of Zoning Adjustment ("BZA").

E. Tabulation of Development Data

	R-5-D ZONE MATTER-OF- RIGHT STANDARDS	C-3-C PUD GUIDELINES	PROPOSED PROJECT
Gross Floor Area (square feet)	405,003	925,720	867,169
FAR	3.5	8.0	7.5
Lot Occupancy	75%	100%	77%
Building Height	90'	130'	90' – 130'
Number of Stories	No limit	No limit	11 office 14 residential

IV. PLANNING ANALYSIS

A. Land Use Impact

The mixed-use Project will serve as a transition between institutional and residential uses to the south and west of the site and commercial uses along Pennsylvania Avenue and the nearby central business district. The Project design and scale is appropriate given the Property's location on major arterials and proximity to the Metrorail system, and will have a positive impact on the surrounding neighborhood and the Pennsylvania Avenue commercial corridor.

B. Zoning Impact

The proposed Zoning Map Amendment can be granted without adversely affecting nearby and adjacent zone districts or properties. The proposed C-3-C Zone District is consistent with the transit-oriented development categories of the Comprehensive Plan and existing and proposed (pursuant to GW's *Foggy Bottom Campus Plan: 2006 – 2025*) zoning in the vicinity of the site.

C. Facilities Impact

The Project will not have an adverse impact on the public facilities on which it will rely for service.

D. Transportation Impact

As detailed in the Traffic Impact Analysis prepared by Wells & Associates, LLC and contained in Exhibit C herein, the Project has been designed to minimize vehicular impact on the public streets in the vicinity of the Property.

V. ENVIRONMENTAL ANALYSIS

A. Water Demand

The Project includes approximately 870,000 square feet of gross floor area. The average daily demand for water for the Project is estimated to be 45,000 gallons per day, which can be met by the existing District water system. The proposed connection for fire water supply will be made within the existing distribution system and will be coordinated with the District of Columbia Water and Sewer Authority (“WASA”).

B. Sanitary Sewer Demand

The average daily demand on the sanitary sewer system is estimated to be 45,000 gallons per day. The proposed connection for the sanitary sewer line will be made with the existing distribution system and will be coordinated with WASA.

C. Storm Water Management

The Project’s storm water run off will be accommodated by a storm water management system designed, constructed, and maintained in accordance with standards set by the Department of Health. The proposed systems are shown on the plans included in Exhibit A.

D. Solid Waste Services

Solid waste will be collected by a private waste management company in accordance with all District of Columbia laws and regulations.

E. Electrical Service

Electricity for the Project will be provided by the Potomac Electric Power Company in accordance with its usual general terms and conditions of service. All electrical systems will be designed to comply with the District of Columbia Energy Code.

F. Energy Conservation

The Project will be constructed in full compliance with Article 24 (Energy Conservation) of the District of Columbia Building Code. Conformance to code standards will minimize the amounts of energy needed for the heat, ventilation, hot water, electrical distribution and lighting systems contained in the buildings.

G. Erosion Control

During excavation and construction, erosion on the Project site will be controlled in accordance with District of Columbia Law and as set forth in the Sedimentation and Erosion Control Plans included in Exhibit A.

VI. EVALUATION STANDARDS

Section 2403 of the Zoning Regulations sets forth the standards for evaluating PUD applications. The objective of the PUD process is to encourage high quality development that provides public benefits and project amenities by allowing applicants greater flexibility in planning and design than may be possible under matter-of-right zoning. The Project will achieve the goals of the PUD process by creating a mixed-use, transit-oriented Project of outstanding design with significant housing, employment and neighborhood-serving retail opportunities. As

demonstrated herein, the Project provides superior benefits in several of the categories listed in Section 2403 of the Regulations.

A. Comprehensive Plan

As detailed in Section VII below, the Project is consistent with, and furthers, many of the District's goals and objectives set forth in the Comprehensive Plan.

B. Urban Design, Architecture, and Landscaping

From a sustainability perspective, high density uses located near transit nodes demonstrate good urban design. The Project is located directly across the street from an active Metrorail Station and Metrobus hub and adjacent to major vehicular thoroughfares. Given the scarcity of vacant land west of downtown and the strength of the supporting mass transit infrastructure, the Project provides an important opportunity to provide additional housing, employment, and retail opportunities for the District and its residents at a key location. As set forth in detail in Section III(B) herein, the site plan accommodates the proposed density in an outstanding design that minimizes adverse visual and physical impacts on the Foggy Bottom and West End neighborhoods.

The Landscape Plans included in Exhibit B enhance the proposed retail-oriented plaza area along I Street with trees, benches and space for tables to accommodate outdoor dining. The Landscape Plan also includes a private garden for use by residential tenants, and unique paving, landscaping, and streetscape elements for the publicly accessible internal courtyard and surrounding sidewalks to create a vibrant urban streetlife environment.

C. Site Planning

The site plan for the Project seeks, through the careful location and form of buildings and uses, to reinforce and strengthen the surrounding streets and take advantage of the adjacency of the Foggy Bottom-GWU Metrorail Station. The mixed-use program is intended to complement the existing residential, institutional, and commercial uses surrounding the site and create a unique gathering place in the heart of the Foggy Bottom/West End neighborhood. In particular, the Project's proposed retail program will anchor a new retail corridor along I Street extending from the Foggy Bottom-GWU Metrorail Station to the Shops at 2000 Penn, as proposed in GW's *Foggy Bottom Campus Plan: 2006 - 2025*.

D. Effective and Safe Vehicular and Pedestrian Access

The design of the site plan aims to simplify vehicular access to the Project to promote vehicular and pedestrian safety. Specifically, the consolidated entrances to the underground parking and loading facilities have been located on 22nd Street to minimize the disruption to the streetscape and the project's impact on vehicular and pedestrian traffic. In addition, the Project will enhance the existing sidewalks and create numerous pedestrian access points to the buildings to encourage pedestrian use.

As detailed in the Transportation Impact Analysis prepared by Wells and Associates LLC and attached hereto as Exhibit C, the proposed development will not have an adverse impact on the transportation infrastructure in the area. Rather, the proposed development will encourage transit ridership because of its location adjacent to the Foggy Bottom-GWU Metrorail Station and the Project's transit-oriented design.

E. Revenue for the District

The District will benefit significantly from additional revenues in the form of property, income, sales, use, and employment taxes generated by the Project as well as construction and other ancillary expenditures associated with the Project.

F. Housing and Affordable Housing

The Project will provide approximately 333 new dwelling units with a goal of setting aside up to 13% of these units as workforce and affordable housing.

G. Additional Public Benefits of the Project

1. Special Value for Neighborhood

The Project will bring special value to the Foggy Bottom/West End neighborhood in the form of additional residential and office space and the related employment opportunities they will generate. The Project will provide neighborhood-serving retail to residents of a community where simple errands, such as going to the grocery store, often require a vehicle, long walk, or transit ride. The Project also brings special value in the form of its outstanding architecture and unique streetscape elements which will successfully integrate and promote the multiple uses of the Project with those of the surrounding neighborhood.

2. First Source Employment Program

According to Section 2403.9(e), “employment and training opportunities” are representative public benefits and project amenities. To further this goal, the Applicant will enter into an agreement to participate in the Department of Employment Services (“DOES”)

First Source Employment Program to promote and encourage the hiring of District of Columbia residents.

3. Local Business Opportunity Program

Pursuant to Section 2409.3(e), the use of local firms in the development and construction of the Project is a public benefit and project amenity. To help further this goal, the Applicant will enter into a Memorandum of Understanding (“MOU”) with the Local Business Opportunity Commission (“LBOC”) to use the resources of the LBOC to utilize local business enterprises in the development of this Project.

4. Environmentally Sound Development

The Applicant will employ best management techniques in the construction of the Project including energy conservation and building efficiency initiatives.

5. Enhanced Streetscape Design

As detailed in Section III(B) and set forth in the Landscape Plans included as Exhibit B, the site will include a landscaped residential courtyard and publicly accessible plaza areas directly behind the office building along I Street. The Applicant will design these spaces and the sidewalks surrounding the site with materials, plantings and street furniture consistent with DC Streetscape Guidelines to create an attractive and inviting streetscape environment.

VII. COMPLIANCE WITH THE COMPREHENSIVE PLAN

The Project is consistent with and fosters the goals and policies enumerated in the District of Columbia Comprehensive Plan (“Comprehensive Plan”) D.C. Law 12-275, 10 DCMR (Planning and Development) § 100 *et seq.* (1998).

The purposes of the District of Columbia Comprehensive Plan Act are to:

(1) Define the requirements and aspirations of District residents, and accordingly influence social, economic and physical development; (2) Guide executive and legislative decisions and matters affecting the District and its citizens; (3) Promote economic growth in jobs for District residents; (4) Guide private and public development in order to achieve District and community goals; (5) Maintain and enhance the natural and architectural assets of the District; and (6) Assist in conservation, stabilization and improvement of each neighborhood and community in the District.

(D.C. Code § 1-245(b) (1994 Supp.))

The Project significantly advances these purposes by furthering the social and economic development of the District through the construction of Class A office space, market, affordable and workforce residential housing units, and new retail space on a now vacant, underutilized site in the Foggy Bottom/West End neighborhood.

A. Compliance with Major Themes

Six major themes that are applicable to the Project were adopted as part of the Comprehensive Plan. The Applicant’s proposal is consistent with these themes as follows:

1. Stabilizing and Improving the District's Neighborhoods

The Project has been designed to create a “neighborhood gathering place” that will provide an active street life and enhance the Foggy Bottom and West End neighborhoods. The mixed-use nature of the Project is designed to complement the varied uses throughout the larger neighborhood. Specifically, the Project creates a prime office location that is comparable to office building sites along Pennsylvania Avenue and nearby K Street. The residential buildings

will provide well-designed, attractive units to encourage new residents to live in the District. The addition of neighborhood-serving retail, including a contemplated grocery store, responds directly to input received from members of the community throughout the comprehensive community-based planning process and will help create a sustainable “critical mass” of retail in the Foggy Bottom/West End neighborhood.

2. Increasing the Quantity and Quality of Employment Opportunities in the District

The District consistently strives to improve the quality and increase the quantity of jobs available to its residents. To that end, the Project will offer significant office, retail and service employment opportunities. The office buildings will be occupied by various businesses, enabling qualified residents from in and around the community and throughout the District to seek employment within the Foggy Bottom/West End neighborhood. The residential program and retail establishments will also offer employment opportunities for members of the community and the District at large.

3. Respecting and Improving the Physical Character of the District

Replacing the existing, vacant Square 54 site with the proposed mixed-use, transit-oriented development will respect and improve the physical character of the District and bring vitality to Foggy Bottom and West End communities. The proposed Class A office building on Pennsylvania Avenue will complement other office buildings along the Pennsylvania Avenue and nearby K Street commercial corridors and will create a signature project transitioning to the District’s downtown. The residential buildings will reflect the scale of the existing and proposed buildings in the vicinity of the site. The heights of the buildings along 23rd Street have been purposefully scaled to acknowledge its status as a “special street”, and the building heights along

22nd Street are consistent with the planning principles set forth in GW's *Foggy Bottom Campus Plan: 2006 - 2025* to concentrate height and density within the campus core. Ultimately, the Applicant is planning a Project of world-class design that will become an architectural asset to the neighborhood and the District for decades to come.

4. Preserving and Ensuring Community Input

The Applicant has made great efforts to gather and incorporate community input into the planning of the Project. As detailed more fully in Section II, for over a year preceding the filing of this PUD Application, the Applicant participated in an extensive community-based planning process in conjunction with GW's broader campus planning effort. In response to the community input gathered throughout the planning process, the Applicant included the following elements in its proposed design concept:

- Set the height of the office building at the Washington Circle property line at 90 feet;
- Set back the top floors of the office building at Washington Circle to provide articulation to the façade;
- Designed the Project so that it presents as multiple separate and distinct structures;
- Incorporated a 26,000 square foot internal courtyard;
- Internalized the Project's entire loading facilities to avoid traffic congestion on neighboring city streets;

- Created a 60 foot wide retail-oriented plaza along I Street by setting the building back 30 feet from the property line at the southwest corner of the site;
- Activated the public spaces and created a pedestrian-friendly environment on the public sidewalks;
- Detailed the texture of the façades of the buildings to provide visual and architectural importance;
- Increased the amount and focus of neighborhood-serving retail on the ground floor of the Project and below-grade in the residential building at 22nd and I Streets; and
- Created a space to accommodate up to a 45,000 square foot neighborhood grocery store, with appropriate parking and loading facilities.

Integrating input from the community has improved the proposed Project. Neighbors' comments challenged the development team to think creatively and develop a contextually sensitive design while still delivering a world-class mixed-use project. The resulting design balances the heights of the surrounding built environment with the proposed residential and office buildings and creates an appropriate transition between the diversity of residential, institutional and commercial uses in the vicinity of the site.

5. Reaffirming and Strengthening the District's Role as the Economic Hub of the National Capital Region

The proposed mixed-use development of Square 54, including Class A office space, housing, and neighborhood-serving retail, provides a variety of economic benefits. The Project

is specifically designed to encourage office workers, residential tenants and shoppers to work, live and shop in the District, thereby strengthening the District's role as the economic hub of the National Capital Region. The Project also will bring significant and ongoing property, income and sales tax revenues into the District.

B. Compliance with Comprehensive Plan Major Elements.

The Comprehensive Plan also contains 11 major elements. The Project furthers the objectives and policies of several of these elements as follows:

1. Economic Development Element

The District has made a commitment, as an economic goal under 10 DCMR § 200.5, to "generate a high-performance economy, create job opportunities for District residents, expand the revenue base through a strong, growing citizen-business-government partnership." The Project is consistent with, and indeed fosters, the following goals and policies enumerated under the Economic Development Element of the District of Columbia's Comprehensive Plan:

- "It is the goal of the District to retain and expand existing businesses, attract new industries, and create jobs for its residents. It is an equally important goal to facilitate and develop business ownership and employment advantages for those underrepresented in the District's productive economy" (10 DCMR §202.1);
- "Place a high priority on stimulating and facilitating a variety of commercial, retail, and residential development investments appropriate to selected Metrorail station areas ..." (10 DCMR § 204.2(m));
- "The generation of sufficient tax revenues to fund the District's budget is a top government priority...." (10 DCMR § 200.13); and
- "Place a high priority on stimulating and facilitating a variety of commercial, retail, and residential development investments appropriate to selected Metrorail station areas outside of the Central Employment Area,

consistent with the Land Use Element and any ward and small area plan, and with sensitivity to surrounding areas” (10 DCMR § 204.2(m)).

The Project will significantly enhance the District’s economic development by attracting office workers, residents and retail shoppers to the area. Citizens of the District and the residents of the Foggy Bottom/West End communities in particular will benefit from the resourceful planning and utilization of this mixed-use, transit-oriented development. The office, retail and residential uses will enhance the District’s employment and population bases, thereby increasing the District’s tax base through substantial property, income, sales and other tax revenues.

2. Housing Element

Housing in the District is viewed as a key element of a total urban living system that includes access to transportation and shopping centers, the availability of employment and training for suitable employment, neighborhood schools, libraries, recreational facilities, playgrounds, and other public amenities (10 DCMR § 300.4). The Project is consistent with and fosters the following goals and policies enumerated under the Housing Element of the District of Columbia’s Comprehensive Plan:

- “The general objectives for housing are to stimulate production of new and rehabilitated housing to meet all levels of need and demand and to provide incentives for the types of housing needed at desired locations” (10 DCMR § 302.1);
- “Encourage the private sector to provide new housing to meet the needs of present and future District residents at locations consistent with District land-use policies and objectives” (10 DCMR § 302.2(a));
- “Review and recommend suitable regulatory zoning, tax and financing incentives under appropriate controls to meet housing production goals, particularly for low-income, moderate income and elderly households” (10 DCMR § 302.2(b)); and
- “Encourage housing on suitably located public or private properties that are vacant, surplus, underutilized, or unused ...” (10 DCMR § 302.2(e)).

The Project will provide approximately 333 residential units on currently vacant property. The Applicant will set aside up to 13% of the units for affordable and workforce housing, which will be available to a diverse group of individuals, helping to ensure that residents have “adequate affordable housing in communities that have access to services and facilities to meet their needs” as mandated by 10 DCMR § 301.1. The Project’s proximity to the Foggy Bottom-GWU Metrorail Station makes this site a prime opportunity to increase the District’s transit-oriented housing inventory.

3. Environmental Protection Element

The Project will have several derivative effects consistent with the following goals and policies enumerated under the Environmental Protection Element of the District of Columbia’s Comprehensive Plan:

- “Promote land use patterns and transportation services which decrease reliance on automobiles for commuting and other routine trips. (Measures which reduce dependence on automobiles for a significant number of trips are essential to a reduction of regional air pollution. Clustering of residences, shopping, and work places where they can be served efficiently by Metrorail or frequent bus service promotes this essential independence)” (10 DCMR § 403.2(c)); and
- Promote the use of alternative fuels, carpooling, mass transportation, bicycles and other means to reduce the use of automobiles and resulting air pollution (10 DCMR § 403.2(g)).

The Project’s mixed-use program and proximity to the Foggy Bottom-GWU Metrorail Station will encourage increased use of public transit. The Applicant will comply with all the applicable rules and regulations of the District to promote energy conservation and reduce adverse impacts on air quality and will employ environmental “best practices” in the Project’s design and construction.

4. Transportation Element

It is the goal of the District to:

- “Stimulate shopping, restaurant, and other retail activities, encourage increased, adequate short-term, on-and off street parking to meet current and expanded needs of increased retail development while reducing traffic congestion in designated locations” (10 DCMR 502.2 (c));
- “Require off-street loading of merchandise in commercial areas to the extent feasible, encouraging existing establishments to provide off-street loading” (10 DCMR 502.2 (e)); and
- “Support land use arrangements that simplify and economize transportation services including mixed-use zones that permit the co-development of residential and nonresidential uses to promote higher density residential development at strategic locations, particularly near Metrorail stations” (10 DCMR § 502.2(a)).

The mixed-use transit-oriented nature of the Project, including a key retail component, advances the transportation goals of the District. In addition, the Project includes a multi-story underground garage and loading structure designed to accommodate all of the parking needs of the Project and to allow the loading and unloading of both 30-foot and 55-foot trucks to occur entirely internal to the site.

5. Urban Design Element

With respect to urban design, it is the goal of the District to:

- “Encourage well-designed developments in areas that are vacant.... These developments should have strong physical identities” (10 DCMR 712.2 (a));
- “Maintain and enhance the physical integrity and character of the District as the Nation’s Capital” (10 DCMR § 702.1(a));
- “Preserve and enhance the outstanding physical qualities of District neighborhoods” (10 DCMR § 702.1(b));

- “Respect the L’Enfant Plan so that it remains a positive guiding force for future development within the District” (10 DCMR § 702.1(d));
- “Encourage the design of functionally active commercial centers within all areas of the District, especially in areas that are not now adequately served” (10 DCMR § 713.2(c));
- “Encourage the design of mixed-use development for large-scale projects to create active use during both day and evening hours” (10 DCMR § 713.2(d)); and
- “Encourage special design quality around Metrorail stations to create aesthetically pleasing physical concentrations of activity and development” (10 DCMR § 713.2(g)).

The Applicant proposes an outstanding mixed-use Project that will benefit the Foggy Bottom/West End communities and the District as a whole and will improve the physical character of the area and stimulate additional economic growth. The Project will further the Comprehensive Plan by creating a vibrant, mixed-use development that will bring office workers, residents and shoppers together in a unique neighborhood gathering place at the Foggy Bottom-GWU Metrorail Station in the heart of Foggy Bottom/West End. The Project will create a signature project on Pennsylvania Avenue, and will provide neighborhood-serving retail options (including a contemplated grocery store) to a neighborhood that has long been in need of additional retail services. In addition, the Project will promote 10 DCMR § 713.1 by coordinating and strengthening the design function and image of commercial activity corridors that serve the Foggy Bottom/West End neighborhoods.

6. Land Use Element

The District of Columbia has emphasized the following goals in the Land Use Element:

- “Land use policies must ensure that all neighborhoods have adequate access to commercial services within the District and sufficient housing opportunities to accommodate a range of need” (10 DCMR § 1100.2(a));

- “Development in Metrorail station areas will be undertaken to assure orderly growth, compatible mixes of uses, appropriate densities, good pedestrian and vehicular circulation, and appropriate combinations of public and private action” (10 DCMR § 1100.8); and
- “It is the goal of the District to assure the efficient use of land resources within legal, economic, fiscal, environmental, and other public policy constraints to meet neighborhood, community; and District-wide needs, and to help foster other District goals” (10 DCMR § 1101.1).

The Project will create commercial services and new housing opportunities within the Foggy Bottom and West End communities. Strategically located adjacent to the Foggy Bottom-GWU Metrorail Station, the Project will also act as a transition between the surrounding residential and institutional uses and the Pennsylvania Avenue commercial corridor. In addition to advancing various Land Use goals, the Project satisfies the following commercial area objectives:

- “Promote appropriate commercial development, including centers for retail and office uses, to serve the needs of the economy of the District and its neighborhoods” (10 DCMR § 1108.1(a));
- “Promote the development of new multi-neighborhood commercial centers in areas where residents now travel long distances for food and other shopping services” (10 DCMR § 1108.1(e)); and
- “Promote the establishment of appropriate Metrorail stations and major transportation interchange points to reduce automobile congestion, improve air quality, increase jobs, reduce reliance on the automobile, and ensure neighborhood stability through cooperative public and private efforts to increase the use of Metrorail and Metrobus. . .” (10 DCMR § 1108.1(j)).

The Project will advance numerous goals of the Land Use Element that will benefit Foggy Bottom/West End neighborhoods. The Project is designed as a transit-oriented development with adjacent access to Metrorail. The retail, open space, and streetscape components of the project will create a special neighborhood place for community residents, office workers, and members of the University community alike.

7. Ward 2 Goals and Policies

The Comprehensive Plan also contains an Element specific to the needs of Ward 2. The Ward 2 Element of the Comprehensive Plan seeks to promote economic development, development of neighborhood and community commercial areas, and transit-oriented development. Some of the general goals and policies of this Element include:

- “One of the great advantages of living in Ward 2 is the proximity to work; most Ward 2 residents also work in Ward 2. Many Ward 2 residents can walk to work or have only a short commute by public transit. These Ward 2 residential communities need to be kept healthy and vibrant as this unique residential character in Ward 2 enhances the Central Business District” (10 DCMR §1300.6); and
- “The improvement of neighborhood and community commercial areas has several economic development implications. Retail stores and services are an amenity that help retain and attract residents to Ward 2. To a large extent, Ward 2 residents are a captive market, and will usually buy groceries and other daily necessities in the neighborhood, thus retaining the purchasing power in the community. Finally, neighborhood stores and services provide employment to Ward 2 and other District residents” (10 DCMR § 1300.8).

In addition to these broad goals and objectives, the Ward 2 Element of the Comprehensive Plan specifically aims to increase District tax revenue, enhance residential development, encourage office building development, expand neighborhood retail opportunities, and construct more transit-oriented development in Ward 2. Specifically, these additional goals of the Ward 2 Element suggest that the District aim to:

- “Increase District tax revenue from expanded economic development activity in Ward 2...especially in the form of income and property taxes, and that are a source of employees to the Central Employment Area” (10 DCMR 1301.1(h));
- “Complete residential (non-hotel) development in the West End” (10 DCMR 1327.1(a));

- “To protect and enhance the vitality of neighborhood and commercial areas, to provide economic development benefits and adjacent retail services to residents of adjacent neighborhoods” (10 DCMR 1344.1 (a));
- “To develop new neighborhood shopping services in areas that are unserved or underserved” (10 DCMR 1344.1 (b)); and
- “Continue to improve the land use mix and urban design qualities of areas around Metrorail stations in the central area when the development pattern is essentially established (Foggy Bottom)...” (10 DCMR 1351.1 (a)).

The mixed-use Project is uniquely designed to fulfill all of these goals. The Project stimulates economic development through the construction of office space and retail opportunities that will bring employers into the District, as well as significantly increase tax revenue. The addition of tax-paying residents to the District through the residential component of the Project will contribute towards attaining the District’s goal of having 100,000 new district residents by 2010. The Project will also create a special neighborhood place where Foggy Bottom and West End residents, office workers and the University community can gather, live, shop, and work.

8. Generalized Land Use Map

The Generalized Land Use Map, adopted as part of the Comprehensive Plan, includes the property in the high density commercial/institutional categories. The proposed rezoning is consistent with the Generalized Land Use Map.

VIII. CONCLUSION

For the foregoing reasons, Boston Properties, KSI, and The George Washington University submit that this PUD application meets the standards of Chapter 24 of the Zoning Regulations; is consistent with the purposes and intent of the Zoning Regulations and Map; will

enhance the health, welfare, safety and convenience of the citizens of the District of Columbia; satisfies the requirements for approval of a PUD; provides significant public benefits; and advances important goals and policies of the District of Columbia. The Applicant respectfully requests the Zoning Commission to set this application down for a public hearing at the earliest possible date.

Date: May 30, 2006