

EXHIBIT B

(Form of Special Warranty Deed)

SPECIAL WARRANTY DEED

THE DEED, made this _____ day of _____, 199__,
by and between the DISTRICT OF COLUMBIA REDEVELOPMENT LAND
AGENCY, party of the first part, Grantor; and 488 A.R. ASSOCIATES
LIMITED PARTNERSHIP, a District of Columbia limited partnership,
party of the second part, Grantee:

W I T N E S S E T H :

That for and in consideration of the sum of Ten Dollars
(\$10.00), in hand paid, the receipt and sufficiency of which are
hereby acknowledged, the said party of the first part, Grantor,
does hereby grant, bargain, sell and convey unto the said party
of the second part, Grantee, in fee simple, all that certain land
and premises, situated in the District of Columbia, and more
particularly described by Exhibit A attached hereto.

TOGETHER WITH all and singular the ways, easements, rights,
privileges and appurtenances to the same belonging or in anywise
appertaining, and all the estate, right, title, interest and
claim, either at law or in equity, or otherwise however, of the
said party of the first part, of, in, to or out of the said land
and premises, and all right, title and interest if any of the
said party of the first part, including reversionary interests,
in respect of any street, road, alley or avenue in front of or
adjoining the said property.

TO HAVE AND TO HOLD, the above land and premises unto the
use of the party of the second part, it successors and assigns
forever, in fee simple.

AND the said party of the first part covenants that it will
warrant specially the property hereby conveyed; that it has the
right to convey such lands to the Grantee; and that it will
execute such further assurances of said land as may be requisite;
SUBJECT TO: the permitted exceptions listed on Exhibit B attached
hereto.

IN TESTIMONY WHEREOF, the AGENCY, in accordance with the
provisions of a duly adopted resolution of its Board of
Directors, has caused these presents to be signed in its
corporate name by _____, its Secretary, attested by
_____, its Assistant Secretary, and its corporate seal
to be hereunto affixed and does hereby constitute and appoint
said _____,

ATTEST

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

APPROVED AS TO LEGAL
SUFFICIENCY

UNITED STATES OF AMERICA)
) ss.
DISTRICT OF COLUMBIA)

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal this _____ day of _____, 199____, A.D.

SEAL

DESCRIPTIONS OF SCHEMATIC DRAWINGS
AND PRELIMINARY DRAWINGS

<u>Sheet No.</u>	<u>Title</u>
T-1	Cover Sheet
A-101	Site Plan
A-201	Parking Level P3
A-202	Parking Level P2
A-203	Parking Level P1
A-205	Concourse Level 2
A-205	Concourse Level 1
A-206	Ground Floor Plan
A-207	Second Floor Plan
A-208	Third Floor Plan
A-209	Fourth Floor Plan
A-211	Seventh and Eighth Floor Plan
A-212	Ninth & Tenth Floor Plan
A-213	Penthouse Floor Plan
A-301	East Elevation
A-302	South Elevation
A-303	West Elevation
A-304	North Elevation
A-305	Elevation Detail
A-308	Building Section
A-309	Building Section
A-310	Building Section
A-311	Building Section
A-312	Building Section
A-801	Exterior Wall Details

Exhibits C and D

488 A.R. Associates Limited Partnership
c/o Washington Properties
1629 K Street, N.W., Suite 1200
Washington, D.C. 20006
(202) 466-4000

Equal Employment Opportunity Policy
and Affirmative Action Program

The officials and the duly appointed Equal Opportunity Officer for 488 A.R. Associates Limited Partnership (Associates), have adopted the following guidelines for achieving equal employment opportunity and for implementation of the on-going affirmative action program.

I. Equal Employment Opportunity Policy

The employment policies and practices of Associates are to recruit and hire applicants without regard to race, color, religion, creed, sex, national origin, age, marital status, personal appearance, sexual orientation, family responsibilities, matriculation, political affiliation, physical handicap or any other factor which would constitute a violation of the D.C. Human Rights Act or other applicable law. This applies to all matters relating to hiring, promotion, transfer, or termination of employees.

It is also the policy of Associates to cooperate to the fullest extent with the applicable regulations of the Civil Rights Act of 1964, Executive Order 11246, D.C. Mayor's Order 85-85, D.C. Laws 2-156 and 1-95, as amended, and Mayor's Order 83-265. It is intended that all officials and employees of this Partnership be informed of this statement of policy, and that this shall be applied to every phase of employee recruitment, (including employment agencies and advertising), compensation and opportunities for advancement, upgrading, promotion, transfer and selection for training.

Associates submits this plan to assure compliance with all Federal and District Laws, Orders and Regulations. Further, we agree that all subcontractors will be bound by the provisions of this policy.

F. Davis Camalier, is the Equal Employment Opportunity Officer who has been assigned to implement Associates' affirmative action program.

Associates does not currently have any direct employees, however, Associates will meet specific goals to utilize minority business enterprises through contracting and subcontracting activities and has committed to specific goals of utilizing District residents for new jobs created by the development as set forth below.

II. Utilization of Minority Business Enterprises

Associates, in consideration of the commitment of the District of Columbia government in approving the plan of development known as D.C. Zoning Commission Case 94-4M/89-31C, Modification of Planned Unit Development at 500 5th Street, N.W. in Square 488 (the "PUD"), has committed to utilize certified District of Columbia Minority Business Enterprises ("MBEs") in order to achieve, at a minimum, the goal of thirty-five percent (35%) minority participation (the "35% Goal") in the contracted development costs in connection with the development, construction, renovation and maintenance of the PUD.

Associates' General Contractor will provide technical assistance to MBEs, as may be appropriate; and obtain the assistance of the Department of Housing and Community Development, the Minority Business Opportunity Commission, and the Officer of Human Rights to resolve any problems which may occur between the General Contractor and the MBE, prior to the termination of the subcontract.

Associates has entered into a Memorandum of Understanding with DHRMBD (attached as Exhibit "1") which sets forth the extent to which contracting and subcontracting arrangements for minority business in the development of the site will be provided, including specific goals, a schedule for meeting such goals and the manner in which such goals will be achieved.

Minority representation on the development team includes Ms. Dana Stebbins, Lead Counsel to the Partnership, and Mr. Richard Harps, Appraiser and Economic Consultant. In addition, the Partnership will endeavor to utilize a minority-owned District of Columbia financial institution during the course of the construction. As the development process moves forward, the Partnership will meet the goals stated above.

III. Employment Opportunity for Lower Income Area and District Residents

Associates will provide employment opportunities for lower income area residents as well as District residents and minorities through the construction and operation of the facility.

Associates has entered into a First Source Employment Agreement, attached as Exhibit "2" which includes specific goals, and the manner in which area and District residents will be appraised for such job opportunities through coordination with the Department of Employment Services.

IV. Program Implantation and Monitoring

Associates will act affirmatively to implement this affirmative action program. The Partnership will maintain such records as are necessary to comply with the reporting requirements under our First Source Employment Agreement and the Department of Human Rights and Minority Business Development Memorandum of Understanding.

Further, Associates will have its General Contractor:

1. Report the progress made in locating, hiring, training, qualifying, and upgrading minority group employees;
2. Report the progress in securing the services of certified MBEs as subcontractors and/or suppliers; and
3. Report the progress made by each subcontractor toward compliance.

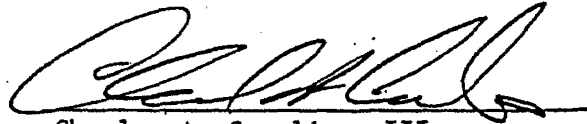
All such records will be retained for a period of three years following completion of the contract work. All such records shall be available at reasonable times for inspection by authorized representatives.

Once construction of the project commences, we agree to submit a monthly report for the duration of the project. Said report will indicate the total number of employees engaged in each work classification required by the contract work, and the number of minority groups and female employees currently in each work classification required by the contract work.

Once construction of the project is completed, Associates will continue to allocate at least 35% of the management and maintenance costs to be performed to District of Columbia Minority Business Enterprises for at least five years.

488 A.R. ASSOCIATES LIMITED PARTNERSHIP,
a District of Columbia limited partnership

BY: 488 A.R. I, INC., a District of
Columbia corporation, general partner



Charles A. Camalier, III
Vice President and Secretary

Date

March 4, 1998

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF HUMAN RIGHTS AND MINORITY BUSINESS DEVELOPMENT



DEPARTMENT OF HUMAN RIGHTS
AND MINORITY BUSINESS DEVELOPMENT

MEMORANDUM OF UNDERSTANDING

488 Associates Limited Partnership in accordance with D.C. Law 1-95, D.C. Code Section 1-1141 et seq. (1987 Ed. as amended), and in consideration of the commitment of the District of Columbia government in approving the plan of development known as D.C. Zoning Commission Case No. 88-31C, Planned Unit Development at 500 5th Street, N.W. in Square 488, (the "PUD"), does hereby commit to make a bona fide effort to utilize certified Minority Business Enterprises ("MBEs") in order to achieve, at a minimum, the goal of thirty-five percent (35%) minority participation (the "35% Goal") in the contracted development costs in connection with the development, construction, renovation and maintenance (including, but not limited to, design, construction, and other pre-construction and construction activities), and maintenance, security, janitorial, refuse collection, supplies, including similar post-construction activities of the PUD, in accordance with the following provisions:

- A. The 488 Associates Limited Partnership shall endeavor to utilize the resources of the Department of Human Rights and Minority Business Development (the "DHRMBD"), including the Minority Business Opportunity Commission's Directory of Certified Minority Business Enterprises, and the periodic updates, as the primary referral source for MBEs. The primary contact for such referrals shall be the Director of the Department of Human Rights and Minority Business Development (the "Director").
- B. The 488 Associates Limited Partnership hereby agrees to submit a minority business plan (Attachment A) to DHRMBD for approval, which plan shall be incorporated in and made a part of this Agreement.

- C. Within thirty (30) days after 488 Associates Limited Partnership files for a building permit pursuant to the approved PUD, the 488 Associates Limited Partnership will submit to the Director a more extensive plan listing all of the projected procurement items, quantities and estimated costs; bid opening and closing dates; start-up and completion dates. Additionally, this procurement plan should indicate whether any items will be bid without restriction in the open market, or limited to MBEs certified by the Minority Business Opportunity Commission.
- D. The parties hereto understand and agree that the means of achieving the 35% Goal may vary according to the types of goods and services contracted for and the current availability of certified MBEs. However, 488 Associates Limited Partnership agrees to make a bona fide effort to maintain, at a minimum, the 35% Goal throughout the life of the project.
- E. The 488 Associates Limited Partnership further agrees to submit quarterly minority contracting and subcontracting reports to the DHRMBD no later than thirty (30) days after the end of each calendar quarter; the quarterly report periods shall begin on January 1, April 1, July 1, and October 1. The quarterly reports shall be submitted on a form provided by DHRMBD (Attachment B).
- F. In the event that there are no certified MBEs in the District of Columbia, which manufacture, construct, distribute, install, or otherwise supply the goods and services required to develop, construct, renovate and/or maintain the facility, 488 Associates Limited Partnership agrees to make a bona fide effort to achieve the 35% Goal through other contracts with respect to the development, construction or renovation of this project. 488 Associates Limited Partnership further agrees to make a continuing bona fide effort to increase its utilization of minority businesses for certain other goods and services as may be required by 488 Associates Limited Partnership to conduct its daily operations.

Page Three
Memorandum of Understanding

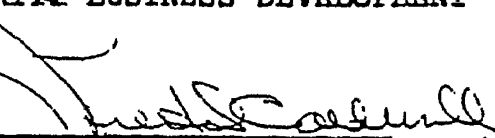
- G. The 488 Associates Limited Partnership further agrees to include in the terms of its contractual agreements with the general/prime contractor and/or construction manager (in any of such events, the "Contractor"), language which puts the Contractor on notice that the Contractor is expected to make a bona fide effort to achieve the 35% Goal in (i) its own contracting with respect to the project and (ii) engaging subcontractors to perform work on the project.
- H. If at the end of the first calendar quarter following the execution of this Memorandum of Understanding, the 488 Associates Limited Partnership is unable to comply with the proposed minority utilization plan for the project, the 488 Associates Limited Partnership may initiate a re-negotiation meeting with the Director.

DATED THIS 9th DAY OF March, 1990

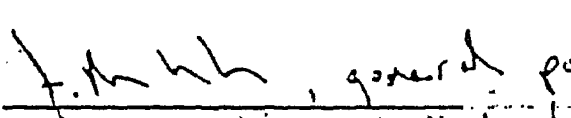
DEPARTMENT OF HUMAN RIGHTS/
MINORITY BUSINESS DEVELOPMENT

488 ASSOCIATES LIMITED
PARTNERSHIP

BY:


Loretta S. Caldwell
Director

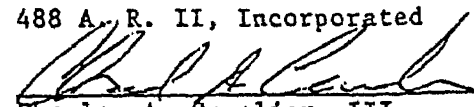
BY:


3/5/90

Re-Executed This 24th day of March, 1994

488 A. R. Associates Limited Partnership

By: General Partner
488 A. R. II, Incorporated

By: 
Charles A. Camalier, III
President

ATTACHMENT A

MINORITY BUSINESS OPPORTUNITY COMMISSION

MINORITY BUSINESS ENTERPRISE CONTRACTING AND SUB-CONTRACTING PLAN

APPLICANT/RECIPIENT/DEVELOPER: _____

ADDRESS: _____

TELEPHONE NUMBER: _____
(AREA CODE)

TOTAL ESTIMATED COST OF CONTRACT(S): \$ _____

TOTAL ESTIMATED AMOUNT TO BE SUB-CONTRACTED: \$ _____

TOTAL ESTIMATED MBE PARTICIPATION: \$ _____

PERCENTAGE OF TOTAL MBE CONTRACT(S): \$ _____

NAME OF MBE LIAISON: _____

ADDRESS : _____

TELEPHONE NUMBER : _____
(AREA CODE)

NAME OF GENERAL/PRIME CONTRACTOR
AND/OR CONSTRUCTION MANAGER: _____

ADDRESS: _____

TELEPHONE NUMBER: _____
(AREA CODE)

GOVERNMENT OF THE DISTRICT OF COLUMBIA
 MINORITY BUSINESS OPPORTUNITY COMMISSION
 -PRIVATE SECTOR-
 QUARTERLY MINORITY EXPENDITURE REPORT

QUARTER: _____ 19 _____

DATE PREPARED: _____

PROJECT NAME: _____

ADDRESS: _____

PROJECT CONTACT: _____ TELEPHONE _____

ANTICIPATED PROJECT COMPLETION DATE: _____

PART A.

EXPENDITURE SUMMARY

QTR.	TOTAL AMT. EXPENDED TO DATE	TOTAL AMT. EXP. W/CMBEs TO DATE	% TO CMBEs TO DATE	TOTAL AMT. EXPENDED THIS QTR.	TOTAL AMT. EXP. W/CMBEs THIS QTR.	% TO CMBEs QTR.
1						
2						
3						
4						
TOTAL						

PART B.

MINORITY EXPENDITURE VERIFICATION

NAME OF MINORITY BUSINESS	MBOC CERT. NUMBER	DATE OF PAYMENT	DESCRIPTION OF GOODS/SERVICES	AMOUNT OF EXPENDITURE

CMBE = MINORITY BUSINESS ENTERPRISES CERTIFIED BY MBOC

FIRST SOURCE EMPLOYMENT AGREEMENT

This Employment Agreement, in accordance with Mayor's Order No. 83-265 for recruitment, referral, and placement of D.C. residents, including the goal of utilizing D.C. residents for at least 51 percent of the jobs created by the project defined herein, is between the District of Columbia Department of Employment Services (hereinafter referred to as "DOES"), and 488 Associates Limited Partnership (hereinafter referred to as "EMPLOYER"). Under this Employment Agreement, the EMPLOYER will use DOES as its first source for recruitment, referral and placement of new hires or employees whose jobs are created by the Planned Unit Development ("PUD") in Square 488, if approved by the Zoning Commission in Zoning Commission Case No. 89-31C.

I. General Terms

- A. The EMPLOYER will use DOES as its first source for the recruitment, referral and placement of new hires and jobs created in the project known as the PUD in Square 488, Zoning Commission Case No. 89-31C.
- B. DOES will provide recruitment, referral and placement services to the EMPLOYER subject to the limitations set out in this Agreement.
- C. DOES participation in this Agreement will be carried out by the Office of the Director, with the Office of Job Service, which is responsible for referral and placement of employees, or such other offices or divisions designated by DOES.
- D. This Agreement shall take effect only upon issuance of the written order of the Zoning Commission approving the PUD in Square 488, Zoning Commission Case No. 89-31C, and only if the approval granted is implemented by the EMPLOYER, its representatives, heirs, successors or assigns.
- E. This Agreement shall not be construed as an approval of the EMPLOYER'S PUD.
- F. DOES and the EMPLOYER agree that for purposes of this Agreement, "new hires and jobs created" (both union and non-union) include all job openings and vacancies in the Washington Metropolitan Area created as a result of internal promotions, terminations and expansions of the EMPLOYER'S workforce, as a result of this project.

- G. For purposes of this Agreement apprentices and trainees, as defined in D.C. Law 2-156, are included.
- H. This Agreement shall terminate after five (5) years from the date of issuance of the building permits for the project.

II. Recruitment

- A. The Employer will complete the attached Employment Plan which will indicate the number of new jobs projected, salary range, hiring dates and union requirements. The EMPLOYER will notify DOES of its specific need for new employees as soon as that need is identified.
- B. Notification to DOES shall include, but need not be limited to, the number of employees needed by job title, qualifications, hiring dates, rates of pay, hours of work, duration of employment and work to be performed.
- C. Job openings to be filled by internal promotion from the EMPLOYER'S current workforce need not be referred to DOES for placement and referral.
- D. The EMPLOYER will submit to DOES, prior to starting work on the project, the name, social security numbers and addresses of all current employees, including apprentices, trainees and laid off workers who will be employed on the project.
- E. DOES is required to monitor EMPLOYER'S performance under this Agreement. Employer will cooperate in DOES' monitoring efforts and will submit a Contract Compliance Form to DOES on a monthly basis.

III. Referral

- A. DOES will screen applicants according to the qualifications supplied by the EMPLOYER.

IV. Placement

- A. DOES will notify the EMPLOYER, prior to the anticipated hiring dates, of the number of applicants DOES will refer as agreed. DOES will make every reasonable effort to refer at least two qualified applicants for each job opening.
- B. The EMPLOYER will make all decisions on hiring new employees, but will use its best efforts to select its employees from among the qualified persons referred by DOES.

- C. In the event DOES cannot refer the qualified personnel requested, the EMPLOYER will be free to fill remaining positions for which no qualified applicants have been referred. In this event, the EMPLOYER will still be required to meet the 51 percent goal.
- D. After the EMPLOYER has selected its employees, DOES will not be responsible for the employees' actions and the EMPLOYER hereby releases DOES from any liability for employees' actions.

V. Training

DOES and the EMPLOYER may agree to develop skills training and on-the-job training programs; the training specifications and cost for such training will be mutually agreed upon by the EMPLOYER and DOES and covered in a separate Training Agreement.

VI. Controlling Regulations and Laws

- A. If this Agreement conflicts with any labor laws or governmental regulations, the laws or regulations shall prevail.
- B. DOES will work within the terms of all collective bargaining agreements to which the EMPLOYER is a party.
- C. The EMPLOYER will provide DOES with written documentation that the EMPLOYER has provided the representative of any involved collective bargaining unit with a copy of this Agreement and has requested comments or objections. If the representative has any comments or objections the EMPLOYER will provide them to DOES.

VII. Agreement Modifications, Renewal and Sanctions

- A. If, during the term of the Agreement, the EMPLOYER should transfer possession of all or a portion of its business concerns affected by this Agreement to any other party by lease, sales, assignment or otherwise, the EMPLOYER as a condition of transfer shall:
 - 1. Notify the party taking possession of the existence of the Agreement.
 - 2. Notify the party taking possession that full compliance with this Agreement is required in order to avoid sanctions in accordance with Section VII C. which follows.

- 3.. Additionally, EMPLOYER shall notify DOES within seven (7) days of the transfer. This advice will include the name of the party taking possession and the name and telephone of that party's representative.
- B. The EMPLOYER and DOES, or such other agent as DOES may designate, may mutually agree in writing to modify this Agreement.
- C. In the event of the EMPLOYER'S non-compliance with the provisions of this Agreement, such non-compliance will be subject to appropriate sanctions by the Zoning Administrator of the District of Columbia or the District of Columbia Zoning Commission.

Dated this 6 day of March, 1990.


DEPARTMENT OF EMPLOYMENT
SERVICES

L.M.H.L., general partner,
488 ASSOCIATES LIMITED PARTNERSHIP 2/5.90

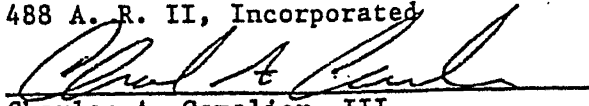
1629 K St N.W. Wash. DC
ADDRESS 20006

466.4000
TELEPHONE

Re-Executed This 24th day of March, 1994

488 A.R. Associates Limited Partnership

By: General Partner
488 A. R. II, Incorporated

By: 
Charles A. Camalier, III
President

EMPLOYMENT PLAN

Instructions:

- o Submit original to the Department of Employment Services (DOES) with First Source Employment Agreement.
- o Upon approval of project by the originating agency, DOES will contact Employer.

NAME OF FIRM 488 Associates Limited Partnership

ADDRESS c/o Washington Properties, 1629 K Street, NW, Suite 1200, Washington, DC 20006

TELEPHONE NUMBER (202) 466-4000 FEDERAL IDENTIFICATION NO.:

CONTACT PERSON F. Davis Camalier TITLE General Partner

TYPE OF BUSINESS Real Estate Development

ORIGINATING DISTRICT AGENCY Office of Planning

TYPE OF PROJECT PUD - Commercial Office with Retail FUNDING AMOUNT N/A

PROJECTED START DATE July 1992 PROJECT DURATION 38 months

NEW JOB CREATION PROJECTIONS (Attach additional sheets, as needed.) Please indicate the new position(s) your firm will create as a result of this project.

See attached Exhibit A: New Job Creation Projections

JOB TITLE	# OF JOBS		SALARY RANGE	UNION MEMBERSHIP REQUIRED?		PROJECTED HIRE DATE
	F/T	P/T		NAME	LOCAL#	

EXHIBIT A

New Job Creation Projections

<u>JOB TITLE</u>	<u>NUMBER OF FULL TIME JOBS</u>
------------------	-------------------------------------

Project Development Office

Project Manager	1
Assistant Project Manager	1
Construction Manager	1
Assistant Construction Manager	1
Tenant Work Construction Manager	1
Bookkeeper	1
Secretary	3
Receptionist	1

Property Management Office

Property Manager	1
Assistant Property Manager	1
Chief Engineer	1
Engineers	3
Bookkeeper	1
Secretary	1
Receptionist	1

Salary ranges, union membership requirements and projected hire dates are to be determined.

COMMUNITY PARTICIPATION PROGRAM
SQUARE 488 AIR RIGHTS PROJECT

The applicant is proceeding with a program of community participation during the development process of this project as set forth below. It is noteworthy that the prior Zoning Commission approval was unanimous with support of the ANC. A copy of the ANC letter is attached and also attached is a copy of the prior Zoning Commission Order.

As a part of the program, the applicant will continue its contacts with the Single Member District ANC Commissioner on at least a quarterly basis. To date, the ANC Single Member District Commissioner has been contacted both in December and January concerning this matter.

Information to be provided will include plans and descriptions of the project, including the "air rights" over the firehouse.

The applicant has had a positive working relationship with the ANC over time on this project and intends to continue that working relationship. Upon redistricting, when the ANC 6A boundaries would be expanded to include the subject site, the applicant and its representatives met with the Single Member District representative to explain the project and plans in the fall of 1993.

The applicant intends to continue to supply information to the ANC throughout the process.

Exhibit F



Community for Creative Non-Violence

February 3, 1994

Maybelle Bennett
Chairperson
Zoning Commission
441 4th Street, N.W.
Second Floor
Washington, D.C. 20001

OFFICE
DISTRICT
94 FEB 18 P3:30

Re: Modification of Square 488 PUD to Include D.C. Government
Owned Air Rights

Dear Ms. Bennett:

As the ANC single member district representative of the site in Square 488 located between 5th, 6th, E and F Streets, this is to advise that I have reviewed the project with representatives of the applicant and am in support of the project as proposed to modify a previously approved planned unit development.

The applicant has proposed to build an office building above the existing fire house at the north end of the square and purchase the FAR in accordance with an agreement entered into with the RLA.

The site is surrounded by commercial office uses and I support the District being able to obtain funds for this air space which is otherwise unusable by the District government.

Sincerely yours,

G. Keith Mitchell
Single Member District
Representative ANC 6A01

Government of the District of Columbia

ZONING COMMISSION



ZONING COMMISSION ORDER NO. 668-E

Case No. 94-4M/89-31C

(Consolidated PUD & Map Amendment @ 500 5th Street, N.W.)

February 12, 1996

By Zoning Commission Order No. 668, dated July 9, 1990, the Zoning Commission for the District of Columbia approved the application of 488 Associate Limited Partnership, the Salvation Army, the Fraternal Order of Police and John W. and Vinard Parris for a consolidated review and approval of a planned unit development (PUD) and related amendment to the Zoning Map from SP-2 to C-3-C for lots 15-19, 24, 25, 821-823, and a closed public alley in Square 488, located at 500 5th Street, N.W.

Order No. 668 provided for the construction of a mixed-use commercial building with a height of 120 feet, a maximum floor area ratio (FAR) of 7.64, and a lot occupancy 99 percent. The approved PUD was subject to certain guidelines, conditions and standards.

By letter dated October 3, 1990, counsel for the applicant requested the Zoning Commission to modify the second sentence in condition No. 6 of Z.C. Order No. 668, relating to ingress and egress. The letter also requested the Commission to extend the validity of the PUD for two years.

By Z.C. Order No. 668-A, dated November 19, 1990, the Commission approved and modified Condition No. 6 to read as follows:

"The applicant shall provide two lanes "in" and either one or two lanes "out" for vehicular traffic in the interior of the parking garage."

By Z.C. Order No. 668-B, dated August 5, 1991, the Commission granted the applicant's second request and extended the validity of Z.C. Order Nos. 668 and 668-A for a period of two years, that is until July 27, 1994 and construction to start not later than July 27, 1995.

Counsel for the applicant, in a letter dated November 24, 1993, requested a two-year extension of the validity of Z.C. Order Nos. 668 and 668-A, to enable the applicant to secure a lead tenant and financing.

Z.C. ORDER NO. 668-E
CASE NO. 94-4M/89-31C
PAGE NO. 2

By Order No. 668-C, the Commission extended the validity of Z.C. Order Nos. 668, 668-A and 668-B for a period of two years, that is until July 27, 1996 for filing an application for a building permit as specified in 11 DCMR 2406.8. Construction to start not later than July 27, 1997.

On March 10, 1994, the applicant filed an application requesting the Commission to modify the previously approved and modified PUD.

This application requested modification of the existing PUD to include as an alternative development, the adjacent Lots 833 and 842 at the northern end of Square 488. That property is the site of a District of Columbia Fire Station and is owned by the District of Columbia. Lots 833 and 842 are presently unzoned. The applicant also requested that the property be zoned C-3-C to be consistent with the zoning of the remainder of the square as approved by the Commission in Z.C. Order No. 668.

By Z.C. Order No. 668-D, dated November 14, 1994, the Zoning Commission approved modification to the PUD. Z.C. Order No. 668-D provided for an office/retail building with a gross floor area (including the fire station) of 448,525 square feet, an FAR of 7.64, height of 120 feet and 212 off-street parking spaces with a potential for approximately 313 parking spaces through a stacked parking scheme, and a minimum of ten bicycle parking spaces, or in the alternative to proceed under the original PUD approval contained in previous Z.C. Order Nos. 668, 668-A, 668-B and 668-C.

The validity of Z.C. Order No. 668-D was for two years, that is until December 9, 1996 to file for a building permit, and construction to commence not later than December 9, 1997.

By a letter dated September 21, 1995, counsel for the applicant filed a motion for the extension of Z.C. Order Nos. 668, 668-A, 668-B, 668-C and 668-D for two years. The motion requested that Z.C. Order Nos. 668, 668-A, 668-B and 668-C be extended to July 27, 1998 to file for a building permit, and construction to commence no later than July 27, 1998, and Z.C. Order No. 668-D to be extended to December 9, 1998 to file for a building permit, and construction to begin no later than December 9, 1999.

The applicant's motion for extension stated the following as the basis for the extension:

1. The original PUD approval, Order No. 668, became final on July 27, 1990, and the Applicant has vigorously sought potential tenants as noted below. The Commission's Order in Paragraph 11 of the decision allows the Applicant certain flexibility to

be reflected in the working drawings. This flexibility was requested by Applicant and is essential to permit the building to be designed to address the particular needs and requirements of a lead tenant. Therefore, it is necessary that the Applicant be given additional time to defer final design and submission of working drawings since the lead tenant will want and require input on these matters.

2. The applicant has not proceeded with construction since the PUD's approval solely because of unfavorable market conditions. These conditions have placed a halt on almost all new private construction projects in the past six years. The Applicant has been unable to secure financing to allow the project to proceed without a lead tenant in place and the project substantially pre-leased.
3. The unfavorable market conditions and the Applicant's continuous actions to market the project, including the PUD modification to utilize the air rights over the fire house, are both highly relevant to the demonstration of good cause. On the basis of these factors, an extension for good cause shown is merited without a hearing.

The counsel for the applicant also indicated that copies of the motion for extension were served to Advisory Neighborhood Commission (ANC) 6A within whose jurisdiction the property now situated because of redistricting, and to all parties in the case.

By memorandum dated, October 19, 1995, the District of Columbia Office of Zoning (OZ) referred the extension request to the District of Columbia Office of Planning (OP) for an analysis of whether any amendments to the Zoning Map or Regulations, or to the Comprehensive Plan, since the Zoning Commission initially decided the case would affect this request.

The Office of Planning (OP), by memorandum dated November 3, 1995, analyzed the motion for extension and found that neither the Zoning Regulations and Map nor the Comprehensive Plan, as they relate to the project, have changed since the Zoning Commission originally approved the PUD.

The OP added that no purpose will be served by denying the extension. Accordingly, the OP recommended that the Commission extend the validity of the PUD for two years.

The OZ received no additional comments on this matter from ANC-6A, nor any other party or persons.

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CASE NO. 94-4M/89-31C
PAGE NO. 4

On November 13, 1995, at its regular monthly meeting, the Zoning Commission reviewed and considered the motion for extension, the OP report and verbal comments from counsel for the applicant.

The Commission concurred with the applicant and the OP recommendation that a two-year extension of the validity of Z.C. Order Nos. 668, 668-A, 668-B, 668-C and 668-D is appropriate.

The Commission believes that an extension of time, as requested by the applicant, is not unreasonable, that the rationale for granting approval for the PUD has not changed, and that no adverse consequences will result from approving the request.

The Commission determined that an extension of time, as requested by the applicant, is in the best interest of the District of Columbia, is consistent with the intent and purpose of the Zoning Regulations and Zoning Act, and is not inconsistent with the Comprehensive Plan for the National Capital.

Pursuant to 11 DCMR 2406.10 of the Zoning Regulations, the Zoning Commission believes that the applicant has shown good cause for the extension of time without further public hearing.

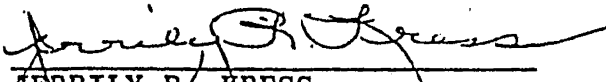
In consideration of the reasons set forth in this order, the Zoning Commission for the District of Columbia ORDERS that the validity of Z.C. Order Nos. 668, 668-A, 668-B, 668-C be EXTENDED for a period of two years; that is until July 27, 1998, to file for a building permit, and construction to begin no later than July 27, 1999. The Zoning Commission further ORDERS that Z.C. Order No. 668-D be EXTENDED for a period of two years; that is, until December 9, 1998 prior to the expiration of that time, the applicant shall file for a building permit as specified in 11 DCMR 2406.8, construction will begin no later than December 9, 1999.

Vote of the Zoning Commission taken at its public meeting on December 11, 1995: 4-0: (John G. Parsons, Maybelle Taylor Bennett, William L. Ensign to extend, Jerrily R. Kress, to extend by absentee vote).

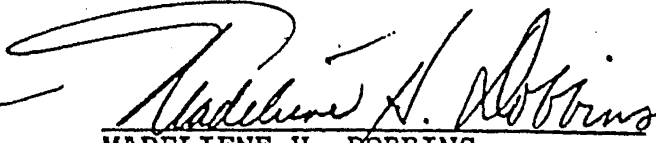
This order was adopted by the Zoning Commission at its public meeting on February 12, 1996, by a vote of 4-0: (Maybelle Taylor Bennett, William L. Ensign and Jerrily R. Kress to adopt, and John G. Parsons, to adopt by absentee vote).

In accordance with the provisions of 11 DCMR 3028.8, this order is final and effective upon publication in the D.C. Register; that, is, on MAR 22 1996.

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JERRILY R. KRESS
Chairperson
Zoning Commission



MADELIENE H. DOBBINS
Director
Office of Zoning

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GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF HOUSING AND COMMUNITY DEVELOPMENT
WASHINGTON, D.C.

SEP 23 1998

Reply To

Norman M. Glasgow, Jr., Esquire
Wilkes, Artis, Hedrick & Lane
1666 K Street, N.W.
Suite 1100
Washington, D.C. 20006-2897

Dear Mr. Glasgow:

This responds to your request, dated August 24, 1998, regarding the approval of the assignment of 488 A.R. Associates Limited Partnership's Air Rights Contract.

Pursuant to Part II, Section 503 of the Land Disposition Agreement (LDA) between District of Columbia Redevelopment Land Agency (RLA) and 488 A.R. Associates Limited Partnership (488), dated March 11, 1998, the RLA hereby approves the assignment of the Air Rights Contract to the National Academy of Sciences (NAS) conditioned upon the closing of the Contract between 488 and NAS.

If you have any questions, please call Clarence Liu, Project Manager, on 535-1950.

Sincerely,

A handwritten signature in dark ink, appearing to read "Richard Monteilh".

Richard Monteilh
Director

m



District of Columbia
Redevelopment Land Agency
Washington, D.C. 20002

November 6, 2000

Mr. Richard B. Nettler
Robins, Kaplan, Miller & Ciresi L.L.P.
1801 K Street, N.W.
Suite 1200
Washington, D.C. 20006-1301

Dear Mr. Nettler:

This responds to your letter dated October 24, 2000, regarding Parcel 7 Air Rights development in Square 488.

As discussed in our meeting on September 19, 2000, the Redevelopment Land Agency (RLA) is anxious to see the National Academy of Sciences and the National Research Council (NAS) start development of Parcel 7 air rights, and is willing to assist NAS to achieve that goal.

We have discussed the development of the air rights with Captain Joe Deaton of the Fire Engine Company No. 2. He is able to assist you with the "As built" drawing of the existing fire station. In addition, he has indicated that he would like to discuss with NAS the development of the air rights as well as the fire station. Please call Captain Deaton for the building drawings and easements or entry agreements at 202-673-2277 (office), or 202-213-1093 (cell phone).

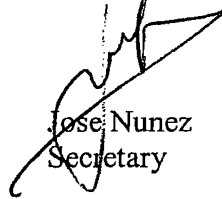
It is the Developer's responsibility to obtain some of the requested information: the land and air surveys; surface exploration for soil and groundwater conditions; and geotechnical engineering analysis. The DC Surveyor's Office, located at 941 N. Capitol Street, NE, 2nd Floor, 202-442-4699, may have the land survey plat for the site.

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The draft letter in support of the NAS's request to extend an additional five (5) years for the approved PUD is under Corporation Counsel review. Upon the approval of the Corporation Counsel, the letter will be finalized and transmitted to the Zoning Commission.

If you have any questions, please do not hesitate to call me at 442-7288 or Clarence Liu, Project Manager, at 442-7289.

Sincerely,

A handwritten signature in black ink, appearing to read 'Jose Nunez', is written over the printed name and title. The signature is stylized with a large, sweeping initial 'J' and a long horizontal stroke extending to the right.

José Nunez
Secretary

n

RLARC

RLA Revitalization Corporation
2025 M Street, NW – Suite 600
Washington, DC 20036
P: (202) 530-5750
F: (202) 530-5790
www.ncrcdc.com

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October 7, 2005

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Anthony C. Freeman

Ms. Carol Mitten
Chairman
D.C. Zoning Commission
441 4th Street, N.W.
Suite 210
Washington, DC 20001

Re: Zoning Commission Case No. 89-31C/94-4M/00-35TE
Request for Extension of PUD

Dear Ms. Mitten:

On behalf of the RLA Revitalization Corporation (RLARC), I would like to express support for the granting of an extension of time on the above-mentioned zoning case.

On November 20, 1997, the RLARC's predecessor, the DC Redevelopment Land Agency (DCRLA) held a disposition public hearing and approved the disposition of Parcel 7 air rights above Fire Station No. 2 to 488 A. R. Associates Limited Partnership and the Land Disposition Agreement (LDA) was executed on March 12, 1998. The LDA has been assigned to the National Academy of Sciences (NAS), acting through NAS Title Holding, the applicant for this extension request. RLARC, as successor to the DCRLA, has the right to terminate the LDA if settlement has not occurred in five years but has been exploring with NAS a number of options to proceed with development of the air rights parcel.

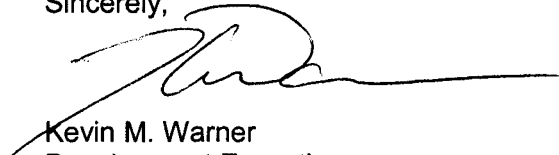
The NAS has requested that the Zoning Commission grant an extension of the approved PUD for an additional five years. NAS has completed construction on the first phase of the PUD approved for the adjacent site. In addition, the RLARC has been working with NAS to respond to the interests of the D.C. Fire Department, whose firehouse sits underneath the air rights parcel, and is close to finalizing development options for the air rights parcel that will resolve many of the issues that have plagued the applicant's ability to proceed under the second phase of the PUD approved by the Zoning Commission.

Ms. Carol Mitten
October 7, 2005
Page 2

The RLARC hopes to accomplish development on this site at the earliest possible time, and the RLARC believes that the negotiations with the applicant will produce the best market-driven approach to achieve that objective.

If you have any questions, please contact me or Ms. Marisa Gaither at 202-530-5750.

Sincerely,



Kevin M. Warner
Development Executive

cc Richard B. Nettler, Esq., Robins, Kaplan, Miller & Ciresi
Therman A. Baker, Esq., RLARC
Michael Hentrel, Esq., RLARC
Marisa Gaither, RLARC