

Affidavit of Sarah Forde, Development Manager at Forest City Washington

The undersigned, being duly sworn according to law, deposes and says:

1. I am a Development Manager at Forest City Washington ("**Forest City**"), the Applicant in Zoning Commission Case No. 13-05, which approved a consolidated and first-stage planned unit development and related amendment to the Zoning Map ("**PUD**").
2. As Development Manager, I have been responsible for efforts relating to designing, constructing, and financing the development of the Property as a mixed-use development with a movie theater and parking garage on the F1 Parcel ("**F1 Parcel**") and residential and retail development on the remaining parcels (together with the F1 Parcel, "**Project**"). The PUD granted consolidated approval for the F1 Parcel and first-stage approval for the remainder of the Project, which will be located on property in Squares 744S and 744SS ("**Property**").
3. Since the date of the approval of the PUD in 2014, Forest City has been proceeding diligently in good faith in order to realize the Project as it was approved by Order No. 13-05.
4. On June 18, 2015, Forest City entered into a lease with Showplace Icon, the movie theater operator for the F1 Parcel. Since that time, Forest City has worked with Showplace Icon to refine the design of the F1 Parcel to meet the operational needs and code requirements of the movie theater.
5. The Property is currently owned by the District of Columbia and occupied by DC Water. DC Water uses the Property for certain operations, such as Fleet Maintenance and Customer Care. Development of the PUD requires agreement with the District of Columbia on the disposition of the land and the relocation of DC Water's operations.
6. On March 24, 2015, Forest City and District of Columbia executed a Land Disposition Agreement for the Property ("**LDA**"). The LDA was approved by the D.C. Council on December 17, 2014.
7. The Deputy Mayor for Planning and Economic Development ("**DMPED**") and DC Water are solely responsible for the relocation of DC Water's Fleet Maintenance and Customer Care operations. In order to relocate DC Water's operations, DMPED and DC Water must (a) evaluate, identify, and reach agreement on alternative locations, (b) determine the scope and responsibility for the development of replacement facilities, (c) design, permit, and construct the replacement facilities, and (d) relocate DC Water to the replacement facilities.
8. To date, DMPED and DC Water have identified and closed on a relocation site for Fleet Maintenance operations, and the entities are negotiating on a relocation site for Customer Care operations. The remaining steps required for relocation still need to be undertaken.
9. The relocation of one of the two DC Water operations will permit the development of the

F1 Parcel. The relocation of both DC Water operations is required to permit the development of the remainder of the PUD.

10. Since the approval of the PUD, Forest City has met regularly with DMPED and DC Water, offered its services related to cost estimating and development, and offered potential interim relocation of DC Water operations to property controlled by Forest City in The Yards, all to facilitate relocation efforts.
11. Since the approval of the PUD, Forest City has spent approximately \$1,826,000 relating to its negotiation of the LDA and lease with Showplace Icon, further development of the design of the F1 Parcel, and assistance in the relocation of DC Water operations.

FOREST CITY WASHINGTON

By: Sarah Forde
Name: Sarah Forde
Title: Development Manager

Subscribed and sworn to before me this 4th day of February 2016.

Sandra C. White

Notary Public

SANDRA C. WHITE
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires September 30, 2017

My Commission expires: Sept. 30, 2017
[Notarial Seal]

