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September 5, 2013

VIA ELECTRONIC FILING

District of Columbia Office of Zoning
441 4th Street, NW, Suite 200 S
Washington, DC 20001
Attn: Sharon Schellin
Zoning Commission Secretary

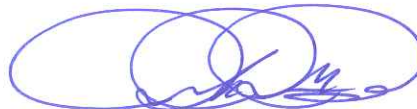
Re: Party Status Application for Case No. 13-05
(Forest City Washington, DC Water Occupied Sites)

Dear Ms. Schellin:

On behalf of the District of Columbia Water and Sewer Authority ("D.C. Water"), an independent public authority of the District of Columbia and the lawful occupant of the property subject to the proposed planned unit development, I am submitting the attached application for party status in the above-captioned proceeding.

Should you have any questions, please contact me at (202) 857-2492 or by email at mviani@mcguirewoods.com. Thank you for your consideration and assistance.

Sincerely,



Mark M. Viani

Enclosures

September 5, 2013

Page 2

cc: George Hawkins, General Manager, DC Water
Maureen Holman, Esq., DC Water
Katherine Cahill, Esq, DC Water
Donna Hopkins, ANC 6D01
Ed Kaminski, ANC 6D02
Ron McBee, ANC 6D03
Andy Litsky, ANC 6D04
Roger Moffatt, ANC 6D05
Rhonda Hamilton, ANC 6D06
David Garber, ANC 6D07
Phil T. Feola, Esq, Goulston & Storrs
David Avitabile, Esq, Goulston & Storrs
Victor Hoskins, Deputy Mayor
Jennifer Steingasser, Dev. Review and Historic Planning, DC Office of Planning
Jamie Henson, Policy, Planning and Sustainability Admin, DDOT

CERTIFICATE OF SERVICE

On September 5, 2013, I caused a copy of the foregoing letter and enclosed Form 140 Request for Party Status, Request for Party Status Addendum and DC Water Authorization Letter to be delivered by electronic, hand, or by U.S. Mail to the following:

Forest City Washington c/o
Phil T. Feola, Esq
Goulston & Storrs
1999 K Street, NW
Suite 500
Washington DC 20006-1101

Victor Hoskins, Deputy Mayor
Office of the Deputy Mayor for Planning
& Economic Development
1350 Pennsylvania Avenue, NW
Suite 317
Washington, DC 20004

Jennifer Steingasser
Deputy Director
Development Review and
Historic Preservation
D.C. Office of Planning
1100 4th Street, SW
Washington DC 20024

Jamie Henson
Development Review Manager
Policy, Planning and Sustainability Administration
District Department of Transportation
55 M Street, SE
5th Floor
Washington DC 20009

ANC 6D
1101 4th Street, SW
Suite W130
Washington DC 20024



Mark M. Viani

Form 140
(Revised 1/1/11)

Case No. 13-05

FORM 140 - PARTY STATUS REQUEST



Please complete this form, check and read instructions on the reverse side.

PLEASE NOTE: YOU ARE NOT REQUIRED TO COMPLETE THIS FORM IF YOU SIMPLY WISH TO TESTIFY AT THE HEARING. COMPLETE THIS FORM ONLY IF YOU WISH TO BE A PARTY IN THIS CASE.
(Please see reverse side for more information about this distinction.)

NAME: Last First Middle I.
DC Water Attn: Maureen Holman, Sustainability Program Manager

ADDRESS: Street Apt. # (if any) City State Zip Code
5000 Overlook Drive, SW Washington DC 22032

Phone No. Fax No. E-Mail
202-787-2666 202-787-2333 maureen.mcgowanholman@dcwater.com

I hereby request to appear and participate as a party. *Maureen Holman* 9/3/13

Will you appear in court? Proponent Opponent Will you appear through legal counsel? Yes No

If yes, please enter the name and address of such legal counsel.

NAME: Last First Middle I.
Viani Mark M

ADDRESS: Street Apt. # (if any) City State Zip Code
McGuireWoods, LLP, 1750 Tysons Boulevard, Ste. 1800 Tysons Corner VA 22102

Phone No. Fax No. E-Mail
703-712-5425 703-712-5235 mviani@mcguirewoods.com

WITNESS INFORMATION:

On a separate piece of paper, please provide the following witness information:

1. A list of witnesses who will testify on the person's behalf;
2. A summary of the testimony of each witness (Zoning Commission only);
3. An indication of which witnesses will be offered as expert witnesses, the areas of expertise in which any experts will be offered, and the resumes or qualifications of the proposed experts (Zoning Commission only); and
4. The total amount of time being requested to present your case (Zoning Commission only).

PARTY STATUS CRITERIA:

On a separate piece of paper, please answer all of the following questions referencing why the above entity should be granted party status:

1. How will the property owned or occupied by such person, or in which the person has an interest be affected by the action requested of the Commission/Board?
2. What legal interest does the person have in the property? (i.e. owner, tenant, trustee, or mortgagee)
3. What is the distance between the person's property and the property that is the subject of the appeal or application before the Commission/Board? (Preferably no farther than 200ft.)
4. What are the environmental, economic or social impacts that are likely to affect the person and/or the person's property if the action requested of the Commission/Board is approved or denied?
5. Describe any other relevant matters that demonstrate how the person will likely be affected or aggrieved if the action requested of the Commission/Board is approved or denied.
6. Explain how the person's interest will be more significantly, distinctively, or uniquely affected in character or kind by the proposed zoning action than that of other persons in the general public.

Except for the applicant, appellant or the ANC, to participate as a party in a proceeding before the Commission/Board, any affected person shall file with the Zoning Commission or Board of Zoning Adjustment, this Form 140 not less than fourteen (14) days prior to the date set for the hearing.

Person vs. Party in a Proceeding

Any person or representative of an organization may provide written and/or oral testimony at a public hearing. A person who desires to participate as a party in a proceeding, however, must make a request and must comply with the provisions on this form. A party has the right to cross-examine witnesses, submit proposed findings of fact and conclusions of law, receive a copy of the written decision of the Zoning Commission or Board of Zoning Adjustment, and exercise any other rights of parties as specified in the Zoning Regulations. Approval of party status is contingent upon the requester clearly demonstrating that his or her interest will be more significantly, distinctively, or uniquely affected by the proposed zoning action than that of other persons.

INSTRUCTIONS

Any request for party status for action provided in the District of Columbia Zoning Regulations (11 DCMR Zoning) that is not completed in accordance with the following instructions shall not be accepted.

1. All applications shall be made pursuant to this form. If additional space is necessary, use separate sheets of 8½" x 11" paper to complete the form (drawings and plans may be no larger than 11" x 17").
2. Present this form and supporting documents to the Office of Zoning at 441 4th Street, N.W., Suite 200-S, Washington, D.C. 20001, not less than fourteen (14) days prior to the date set for the hearing.



If you need a reasonable accommodation for a disability under the Americans with Disabilities Act (ADA) or Fair Housing Act, please complete Form 155 - Request for Reasonable Accommodation.

District of Columbia Office of Zoning
441 4th Street, N.W. Ste. 200 S, Washington, D.C. 20001
(202) 727 6311 * (202) 727 6072 fax * www.dcoz.dc.gov * dcoz@dc.gov

Re: Case No. 13-05 (Forest City Washington)

**Party Status Request of the District of Columbia Water and Sewer Authority (DC Water)
DC Office of Zoning Form 140 Addendum/Supplemental Information**

REPRESENTATION:

As shown on Form 140, DC Water has engaged counsel in connection with its participation in this proceeding.

WITNESS INFORMATION:

1. **List of witnesses:**

DC Water may submit written commentary but does not anticipate presenting any witnesses.

2. **Summary of witness testimony:**

DC Water may submit written commentary but does not anticipate presenting any witnesses.

3. **Identification of expert witnesses:**

DC Water does not plan to call any expert witnesses.

4. **Total amount of time being requested to present case:**

DC Water is requesting party status in support of the application and to receive copies of all appropriate filings and notice in this matter. DC Water it is not requesting any of the Applicant's 60-minute presentation time allotment. DC Water may submit written commentary but does not anticipate presenting witnesses at the hearing.

PARTY STATUS CRITERIA:

1. **How will the property owned or occupied by such person, or in which the person has an interest be affected by the action requested of the Commission/Board?**

If approved, the PUD will eventually displace all of DC Water's existing public service and safety operations on the subject property. Furthermore, the PUD will result in the development of a multi-phase, mixed-use project immediately adjacent to DC Water's remaining properties: the Main Sewerage pumping station, which is a listed historic resource; and the O Street pumping station, which is the planned future location of the DC Water's Administrative Headquarters.

2. **What legal interest does the person have in the property?**

DC Water is the lawful occupant of the subject property. DC Water's possessory interest in the subject property arises from Section 2202.07(e) of the DC Code and is further controlled by the resulting Master Indenture for DC Water's bond obligations. The Master Indenture requires that prior to the disposition of any land occupied by DC Water, that an Independent Consulting Engineer must certify to the bond holders that the disposition will not have a negative impact on the overall viability of DC Water's operations.

3. **What is the distance between the person's property and the property that is the subject of the appeal or application before the Commission/Board? (Preferably no farther than 200 ft.)**

DC Water occupies the entirety of the subject property and has additional existing operations that will remain on the adjacent Main Sewerage pumping station and O Street pumping station (both facilities are within 50 feet of the subject property). Furthermore, the current design of the loading dock for the movie theater (Block F-1) proposes that vehicles access it across the O Street pumping station property, which is the future location of the DC Water's Administrative Headquarters.

4. **What are the environmental, economic or social impacts that are likely to affect the person and/or the person's property if the action requested by the Commission/Board is approved or denied?**

If approved, the PUD will eventually completely displace all of DC Water's existing public service and safety operations on the subject property. Removing and relocating these existing operations will require compliance with the terms of the Master Indenture for DC Water's bond obligations (including certification by the independent consulting engineer) as well as careful planning and coordination with the applicant and DPMED to identify suitable replacement locations for the displaced activities and to develop and fund viable transition and reestablishment plans so that public service and safety is maintained.

The PUD will also result in the development of a multi-phase, mixed-use project immediately adjacent to the Main Sewerage pumping station and the O Street pumping

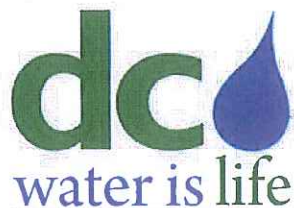
station. The Main Sewerage pumping station is a listed historic resource and the O Street pumping station is the planned location for DC Water's administrative headquarters. To ensure the successful operation of both the PUD and existing and planned DC Water activities on the adjacent pump station sites, will require close coordination on operational design, traffic, security, protection of public infrastructure and protection of environmental and historic resources.

5. **Describe any other relevant matters that demonstrate how the person will likely be affected or aggrieved if the action requested of the Commission/Board is approved or denied.**

No additional information.

6. **Explain how the person's interest will be more significantly, distinctly, or uniquely affected in character of kind by the proposed zoning action than that of other persons in the general public.**

No other individual or entity is more impacted by the PUD than DC Water. As noted above, the proposed PUD would completely displace DC Water's existing public service and safety operations on the subject property and result in a new multi-phase, mixed-use development immediately adjacent to Main Sewerage pumping station and O Street pumping station. Removing and relocating these existing operations will require compliance with terms of the Master Indenture (including certification by the independent consulting engineer) as well as careful planning and coordination with the applicant and DPMED to identify suitable replacement locations and to develop and fund viable transition and reestablishment plans. Continued close coordination on design, traffic flow, security and protection of public infrastructure will also be required in order to ensure successful integration and operation of the PUD and remaining/future DC Water uses on the adjacent pumping station sites.



Office of the General Manager

DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY | 5000 OVERLOOK AVENUE, SW | WASHINGTON, DC 20032

September 3, 2013

Anthony J. Hood, Chairman
District of Columbia Zoning Commission
441 4th Street, NW, Suite 200 S
Washington DC 20001

Re: **Party Status in Zoning Commission Case No. 13-05**
(Forest City Washington – DC Water Occupied Sites)

Dear Chairman Hood:

This letter will confirm that the District of Columbia Water and Sewer Authority (“DC Water”), an independent public authority of the District of Columbia and the lawful occupant of the subject property in the above-referenced proceedings, intends to become a party in support of the application so that it may receive all appropriate notices and filings in this matter.

DC Water has authorized its counsel, Mark M. Viani, and its Sustainability Program Manager, Maureen M. Holman, to file a request for party status on its behalf and to act as its authorized representatives with full power to bind its interests before the Zoning Commission, consistent with 11 D.C.M.R. Section 3002.3.

Should you have any questions, please contact Mr. Viani at (202) 857-2492 or by email at mviani@mcguirewoods.com. Thank you for your consideration and assistance in this regard.

Sincerely,

A handwritten signature in blue ink, appearing to read "George S. Hawkins". The signature is stylized and written over a light blue circular stamp.

George S. Hawkins
General Manager