



## **MEMORANDUM**

**TO:** District of Columbia Zoning Commission

**FROM:** *JL for* Jennifer Steingasser, Deputy Director  
Development Review and Historic Preservation

**DATE:** October 16, 2015

**SUBJECT:** **Final Report for ZC #15-14**, DC Water – Consolidated Planned Unit Development with Related Map Amendment from the CG/W-2 to CG/CR

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### **I. RECOMMENDATION**

The Office of Planning (“OP”) recommends **approval** of the consolidated PUD and related Zoning Map Amendment from the CG/W-2 to CG/CR District for development of the Property known as DC Water (a portion of Lot 805 in Square 744S and a portion of Lot 801 in 744SS) subject to the following:

- The Applicant has provided two design options: Option A and Option B in Sheets A.701-A.704. Option B would require the applicant to revise and submit all plans and drawings prior to the issuance of building permits.
- The Applicant addressing comments submitted by DDOT and DOEE regarding meeting District goals and best practices in transportation management and energy and environmental sustainability.

As described in Section VI of this report, the proposed map amendment and PUD would not be inconsistent with the maps and written elements of the 2010 Comprehensive Plan.

### **II. APPLICATION-IN-BRIEF**

**Location:** A portion of Lot 805 in Square 744S and a portion of Lot 801 in 744SS; east of 1<sup>st</sup> Street, S.E., west of Canal Street, S.E., south of N Place, S.E., and north of the Anacostia River

**Ward and ANC:** Ward 6, ANC 6D

**Applicant:** DC Water

**Current Zoning:** CG/W-2 - medium density mixed residential-commercial in waterfront areas.

**PUD-Related Zoning:** CG/CR - mixed residential, retail, office and light industrial.

**Comprehensive Plan Future Land Use Map Designation:** Mixed medium density residential and medium density commercial use, and open space along the riverfront.

**Property Size:** 119,875 SF

**Existing Use of the Property:** Pumping station including asphalt parking lot and driveways.

**Proposal:** Redevelopment of the site with construction of a 167,180 SF office building to serve as the DC Water Headquarters, which will surround the existing 20,000 SF pumping station plus some surface parking and extensive landscaping along the waterfront.

**Note:** The Applicant has provided two design options related to the rooftops - Option A and Option B in Sheets A.701-A.704, should the Zoning Commission find that Option A is not in compliance with the Height Act.

**Relief and Zoning:** Pursuant to 11 DCMR Chapter 24, the Applicant seeks:

1. Consolidated PUD and related map amendment to the CG/CR District;
2. Flexibility from Ground Level Public Space Requirement (§ 633);
3. Flexibility from Parking Requirements (§ 2101.1);
4. Flexibility from Roof Structure Requirements (§§§ 411.3, 400.7, 411.5); and
5. Flexibility from Record Lot Requirements (§ 3202.3).

**Flexibility in Design:** The applicant request the following design flexibility:

1. The location and design of interior components but not change the exterior configuration of the building;
2. The location and arrangement of parking (vehicular and bicycle) spaces;
3. The sustainable design features within LEED platinum rating standards; and
4. The final selection of exterior materials and details, within the color ranges and material types shown.

### III. PLAN CHANGES SINCE SETDOWN

In response to OP comments and the Zoning Commission's requests at the public meeting on July 27, 2015, the Applicant filed revised plans and a Prehearing Statement on August 14, 2015 (exhibit 14) and a supplemental 20-day Prehearing Submission on October 6, 2015 (exhibit 20). The Applicant's written responses to the Zoning Commission and OP are noted in Section II of the August 14 Prehearing Statement (p.8-13) and in the cover letter dated October 6, 2015 from the Applicant. The following is a summary.

| Zoning Commission Comment                                                                                                                                                                                  | Applicant Response                                                                                              | OP Comment/Analysis                                                                                                                                                                                                 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Provide additional architectural detail and perspectives of the building and its context including a view looking east from O Street showing the encapsulation of the pumping station by the new building. | The Applicant provided additional renderings and perspectives of the proposed development in Sheets A.411-A.425 | The applicant has responded to the request for more context renderings as well as the north and west elevations, Sheets A.303 and A.304, showing how the pumping station and new construction will be incorporated. |

| <b>Zoning Commission Comment</b>                                                                                                       | <b>Applicant Response</b>                                                                                                                                                                                                                                                                                        | <b>OP Comment/Analysis</b>                                                                                                                                                                                                                                                               |
|----------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Provide a detailed discussion with illustrations showing how the roof plan meets Code.                                                 | The Applicant provided Sheets A207-A210 with a detailed roof plan.                                                                                                                                                                                                                                               | OP notes that the roof plans shown in Sheets A.207-A.210 are all for “Option A” and only Sheets A.702 and A.703 show the roof plan for “Option B.” Option B’s roof plan requires less flexibility as shown in Sheet G.01.                                                                |
| Provide additional analysis regarding the requested parking relief and transportation demand management (TDM) program.                 | The Applicant worked with DDOT to provide a transportation report for the project with TDM measures (Exhibit 20B). The Applicant submitted a Comprehensive Transportation Review (“CTR” form) – Exhibit H of Prehearing Submission.                                                                              | The Applicant is proposing 20 on-site parking spaces and is committing to 50 off-site spaces (Sheets L.01-05 and A.424). The Applicant continues to request flexibility from the requirement of 69 parking spaces. DDOT will file a separate report with additional TDM recommendations. |
| Provide bicycle parking and repair accommodations within the building.                                                                 | The Applicant cannot provide bicycle parking and repair accommodations within the building due to a variety of site constraints (explanation provided on page 9 in Section II of Prehearing Submission). The applicant has provided outdoor bicycle parking spaces including covered and secure bicycle parking. | The Applicant is proposing 30 bicycle parking spaces outdoors including 7 covered spaces (Sheets L0106 and A425). DDOT will file a separate report addressing the proposed bicycle accommodations.                                                                                       |
| Provide additional consideration of public access to the site to allow for continued waterfront access while maintaining a secure site | The Applicant provided a circulation plan (Sheets A.102-A.104) and the proposed development does not remove any current pedestrian access to the waterfront. See detailed explanation on pages 9-13 of the Prehearing Submission.                                                                                | OP recognizes DC Water’s security concerns as an impediment to public access to the site.                                                                                                                                                                                                |
| Provide a revised fencing plan with no chain link fencing.                                                                             | The Applicant provided a revised fencing plan in Sheet L.15 with no chain link fencing.                                                                                                                                                                                                                          | OP supports the proposed material changes. Instead of multiple fencing types including incompatible chain link fencing, the Applicant is proposing only two types of fencing – an architectural screen wall and gate and a stainless steel cable fence along the waterfront edge.        |
| Provide a refined amenities package commensurate with the requested flexibility.                                                       | The Applicant provided Exhibit J in the Prehearing Submission, which lists the public benefits and project amenities.                                                                                                                                                                                            | OP commends the Applicant for the proposal’s distinctive design and exemplary environmental benefits. OP continues to recommend improvements to and around the historic pumping station as a public benefit (see page 15).                                                               |

| Zoning Commission Comment                                                                                 | Applicant Response                                                                                                                                                                                                                                                                                                                                              | OP Comment/Analysis                                                                                                            |
|-----------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|
| Provide explanation of the project's compliance with applicable zoning height regulations and Height Act. | The Applicant has provided plans showing Option A as a building of 100 feet with an additional roof perimeter screen feature of varying height up to 10 feet, which is labeled as an architectural embellishment. The Applicant has also presented an alternate design Option B a rooftop railing and a total building height of 100 feet (Sheets A.701-A.704). | OP has advised the applicant that Option A may not be in compliance with the height requirements of zoning and the Height Act. |

#### IV. SITE AND AREA DESCRIPTION



**Vicinity Map** (provided by applicant)

The entire PUD is shown in the red outline. The surrounding properties are slated for future development, the historic DC Water main pumping station building, the river, and parks.

The 119,875 SF square feet site is flat and partially improved with surface parking and the O Street pumping station, which is a 20,000 SF two story brick building operated by DC Water.

The subject property is surrounded by a variety of uses and a number of large-scale developments that are under construction or soon to be developed. The Zoning Commission has approved PUDs that are adjacent to or in the vicinity of the subject property at the north and west sides. These developments include a future movie theater, parking garage, apartment buildings with a maximum height of 110-130 feet adjacent to the site (ZC #13-05), two residential buildings, a hotel and an office building with a height of 95-130 feet down river to the west (ZC #04-14B), and a residential, hotel and office building with a maximum height of 130 feet to the northwest at M Street (ZC 12-05).

## **V. PROJECT DESCRIPTION**

The proposed office building would be sited on the riverfront and would be constructed around and over the existing O Street pumping station building. The office building would be the headquarters for DC Water, which would relocate approximately 350 employees from their current offices at the Blue Plains location. The historic Tingey Street pumping station is adjacent to this site and both pumping stations would remain in operation during and after construction.

The proposed office building would be approximately 167,180 SF with a floor area ratio of 1.39. The Applicant proposes that the building would have a maximum height of 100 feet, and 20 on-site surface parking spaces would be provided.

The Applicant is proposing to encapsulate the O St pumping station with the new building. The visible exteriors of the pumping station will have stained brick.

The proposed new building will have:

- a variety of cladding materials including concrete and metal panels and glass walls with sun shades and rain
  - south façade: glass and aluminum curtain wall with tinted glass to reduce solar gain as determined by an energy model
  - north façade: variegated green rainscreen panel system with punched windows
  - building skin extends above the roof for guardrail and rainscreen
- windows into the pumping station within the lobby along the north wall for visitor viewing

The proposed roof plan shows a mechanical penthouse, stairs, trellis, vegetated roof, and an angled penthouse screen (see detail in Sheets A.107, A.108, A.109 & A.110 in Attachment 2)

The building is designed to be LEED platinum with sustainability features to include:

- low impact development planters and native plantings to reduce runoff
- building skin that will prevent glare and unwanted solar radiation; tinted glass on south façade to reduce solar gain as determined by an energy model
- innovative heating and cooling system utilizing residual heat from sewage as source of heat recovery
- variegated green rainscreen panel system
- vegetated roof
- rainwater collection in cistern for graywater use

The Applicant proposes the following site improvements:

- landscaping along the river
- 20 surface parking spaces - 14 along closed Canal Street and 6 in the autocourt
- 30 bicycle racks (7 covered)
- a loading yard on the west side off 1 ½ Street with zoning-compliant loading docks for the office and pumping station

- perimeter fencing for security
- two secure entrances: one at the northeast side at Canal Street and N Place and one on the west side at 1 ½ Street
- a concrete paver plaza and autocourt at east side of building
- a wooden boardwalk outside south façade along river
- a metal grating observation platform to allow for venting of tidal gates

## **VI. COMPREHENSIVE PLAN MAPS AND POLICIES**

The proposed PUD must be determined by the Zoning Commission to be not inconsistent with the Comprehensive Plan and with other adopted public policies (§ 2403.4). The map amendment also should not be inconsistent with the Comprehensive Plan and other adopted policies.

The application would further many major policies from various elements of the Comprehensive Plan, including the Land Use, Transportation, Environmental Protection, Economic Development, Urban Design, Infrastructure, and Lower Anacostia Waterfront / Near Southwest Area Elements.

### **Chapter 3 Land Use Element**

#### **Policy LU-1.13: Central Employment Area**

The CEA shall have include the greatest concentration of the city's private office development, and higher density mixed land uses, including commercial/retail, hotel, residential, and entertainment uses. 304.8

#### **Policy LU-1.1.5: Urban Mixed Use Neighborhoods**

Encourage new central city mixed use neighborhoods combining high-density residential, office, retail, cultural, and open spaces in Near Southeast/Navy Yard. Land use regulations and design standards for these areas should ensure that they are developed as attractive pedestrian-oriented neighborhoods, with high-quality architecture and public spaces. 304.11

#### **Policy LU-1.2.2: Mix of Uses on Large Sites**

Ensure that the mix of new uses on large redeveloped sites is compatible with adjacent uses and provides benefits to surrounding neighborhoods and to the city as a whole. The particular mix of uses on any given site should be generally indicated on the Comprehensive Plan Future Land Use Map and more fully described in the Comprehensive Plan Area Elements. Zoning on such sites should be compatible with adjacent uses. 305.7

#### **Policy LU-1.2.8: Large Sites and the Waterfront**

Use the redevelopment of large sites to achieve related urban design, open space, environmental, and economic development objectives along the Anacostia Waterfront. Large waterfront sites should be used for water-focused recreation, housing, commercial, and cultural development, with activities that are accessible to both sides of the river. Large sites should further be used to enhance the physical and environmental quality of the river. 305.13

*Due to the required security at the site, the applicant is unable to provide public access to the waterfront.*

### **Chapter 4 Transportation Element**

#### **Action T-2.3.A: Bicycle Facilities**

Wherever feasible, require large new commercial and residential buildings to be designed with features such as secure bicycle parking and lockers, bike racks, shower facilities, and other amenities that accommodate bicycle users. 409.11

## **Chapter 6 Environmental Protection Element**

### **Policy E-1.1.3: Landscaping**

Encourage the use of landscaping to beautify the city, enhance streets and public spaces, reduce stormwater runoff, and create a stronger sense of character and identity. 603.7

### **Policy E-2.2.2: Energy Efficiency**

Promote the efficient use of energy, additional use of renewable energy, and a reduction of unnecessary energy expenses. The overarching objective should be to achieve reductions in per capita energy consumption by DC residents and employees. 610.3

### **Policy E-3.1.2: Using Landscaping and Green Roofs to Reduce Runoff**

Promote an increase in tree planting and landscaping to reduce stormwater runoff, including the expanded use of green roofs in new construction and adaptive reuse, and the application of tree and landscaping standards for parking lots and other large paved surfaces. 613.3

### **Policy E-3.2.1: Support for Green Building**

Encourage the use of green building methods in new construction and rehabilitation projects, and develop green building methods for operation and maintenance activities. 614.2

## **Chapter 7 Economic Development Element**

### **Policy ED-2.1.1: Office Growth**

Plan for an office sector that will continue to accommodate growth in government, government contractors, legal services, international business, trade associations, and other service-sector office industries. The primary location for this growth should be in Central Washington and in the emerging office centers along South Capitol Street and the Anacostia Waterfront. 707.6

## **Chapter 9 Urban Design Element**

### **Policy UD-1.3.1: DC as a Waterfront City**

Strengthen Washington's civic identity as a waterfront city by promoting investment along the Anacostia River, creating new water-related parks, improving public access to and along the shoreline, and improving the physical connections between waterfront and adjacent neighborhoods. 905.5

### **Policy UD-1.3.3: Excellence in Waterfront Design**

Require a high standard of design for all waterfront projects, with an emphasis of shoreline access, integration of historic features and structures, an orientation toward the water, and the creation of new water-oriented public amenities. 905.7

### **Policy UD-1.3.6: "Activating" Waterfront Spaces**

Encourage design approaches, densities, and mixes of land uses that enliven waterfront site. Architectural and public space design should be conducive to pedestrian activity, provide a sense of safety, create visual interest, and draw people to the water. 905.11

## **Chapter 13 Infrastructure Element**

### **Policy IN-1.1.1: Adequate Water Supply**

Ensure a safe, adequate water supply to serve current and future District of Columbia needs by working with other regional jurisdictions, the Army Corps of Engineers and WASA. 1303.4

There are additional policies related to water infrastructure, water pressure, wastewater collection, wastewater treatment facilities, sludge disposal, stormwater management and all are connected to DC Water's proposed new office building to allow for efficient and effective water production and management for the city.

## **Chapter 19 Lower Anacostia Waterfront / Near Southwest Area Element**

### **Policy AW-1.1.3: Waterfront Area Commercial Development**

Encourage commercial development in the Waterfront Area in a manner that is consistent with the Future Land Use Map. Such development should bring more retail services and choices to the Anacostia Waterfront as well as space for government and private sector activities, such as offices and hotels. Commercial development should be focused along key corridors, particularly along Maine Avenue and M Street Southeast, along South Capitol Street; and near the Waterfront/SEU and Navy Yard metrorail stations. Maritime activities such as cruise ship operations should be maintained and supported as the waterfront develops. 1908.4

The proposed development would provide a signature office building, with the influx of daytime population to support local retail. The site currently cannot offer public access to the waterfront due to security issues – the Anacostia Trail currently “bypasses” the DC Water site along a popular boardwalk located over the water in front of the site. While the proposal would continue to not permit public access to the waterfront, it would greatly improve the physical and visual condition of the site.

### **LAND USE MAPS**



The Generalized Policy Map designates the subject property as a Land Use Change Area. Land Use Change Areas are those areas anticipated to undergo redevelopment to a land use different from what exists today. Many of these areas could become mixed use communities with “high quality environments that include exemplary site and architectural design and that are compatible with and do not negatively impact nearby neighborhoods” (Comprehensive Plan, § 223.12).



The Future Land Use Map indicates that the site is appropriate for mixed medium density residential and medium density commercial use and open space along the riverfront. Recent PUD approval for similar type development in the vicinity concluded that the proposed CR district was not inconsistent with the Comprehensive Plan. The proposed development of the subject property continues to reflect the density anticipated by the FLUM.



The planned development is consistent with these designations and the Office of Planning supports the proposed office use on the site at the scale proposed by the applicant.

## VII. ZONING

The site is currently zoned CG/W-2 and it is located within the Capitol Gateway zoning overlay district. The W-2 (Waterfront) zone allows office use as a matter of right and a building height of 60 feet and 2.0 FAR non-residential.

The applicant proposes to rezone the subject property to the CG/CR zone. The CR district also allows office use as a matter of right. The CR zone allows a maximum 90 foot height and 3.0 non-residential FAR. PUDs in the CR zone can allow buildings up to 110' tall and 8.0 FAR total, of which no more than 4.0 can be non-residential.

The CR District requires that at least 10% of the lot area located immediately adjacent to the main entrance to the principal building must serve as transitional space between the street or pedestrian right-of-way and the building.

An office building in the CR district is required to provide one parking space for each additional 1,800 square feet of gross floor area in excess of 2,000 square feet. Additionally, an office building with 50,000 to 200,000 SF of gross floor area is required to provide two loading berths at 30 feet deep, two loading platforms at 100 SF, and one service/delivery space at 20 feet deep.

|                      | <b>Density maximum (non-residential)</b> | <b>Height maximum</b>      |
|----------------------|------------------------------------------|----------------------------|
| Existing CG/W-2 zone | 2.0 FAR                                  | 60 feet                    |
| Proposed CG/CR zone  | 3.0 FAR; 4.0 FAR with PUD                | 90 feet; 110 feet with PUD |
| Proposed PUD         | FAR 1.39                                 | 100 feet                   |

## VIII. FLEXIBILITY

The following zoning flexibility is requested to facilitate the PUD-related map amendment:

- a. **§ 633 Ground Level Public Space Requirement in the CR District:** Regulations require that 10% of the lot area adjacent to the primary entrance remain publicly accessible as transitional space between the street and the building. The applicant seeks flexibility from the requirement due to security constraints for this building. The entrance area and the building will not be open to the public and the two entrances will have secure checkpoints.
- b. **§ 2101.1 Parking:** Flexibility is requested to allow the Applicant to provide 20 on-site parking spaces (including 7 ADA spaces) instead of the 69 required. The Applicant has also committed to providing an additional 50 parking spaces off-site.
- c. **§§ 411.3, 400.7, 411.5 Roof Structure:** The Applicant requests flexibility for the proposed roof plan:
  1. Structure: There will be more than one structure on the roof
  2. \*Setback: The two roof structures are not set back at 1:1 distance from the surrounding walls
  3. Height: The roof on the west side will have two heights due to elevator overrun\*Note: Option B would not require setback relief
- d. **§ 3202.3 Record Lot:** Regulations require the existence of a record lot in order to obtain a building permit. The Applicant requests flexibility to record a plat of computation consistent with the boundaries of the PUD site. This request is because of the larger, overall redevelopment of these Squares with a previously-approved PUD as well as a public street that is shown through the proposed lot. (see page 2 of Applicant's October 6, 2015 letter)

The Applicant also requests additional flexibility to allow them to:

1. Vary location and design of interior components but not change the exterior configuration of the building
2. Vary the location and arrangement of parking (vehicular and bicycle) spaces
3. Vary sustainable design features within LEED platinum rating standards
4. Vary final selection of exterior materials and details, within the color ranges and material types shown

## IX. PUD EVALUATION STANDARDS AND PUBLIC BENEFITS AND AMENITIES PUD

The purpose and standards for Planned Unit Developments ("PUD") are outlined in 11 DCMR, Chapter 24. Section 2400.1 and 2400.2 states "The PUD process is designed to encourage high quality developments that provide public benefits....The overall goal is to permit flexibility of development and other incentives, such as increased building height and density; provided, that the project offers a commendable number or quality of public benefits and that it protects and advances the public health, safety, welfare, and convenience." The Applicant has requested various flexibilities detailed above and also offers several public benefits and amenities.

Per § 2403.3 PUD Evaluation Standards, the PUD regulations further state that "[t]he impact of the project on the surrounding area and upon the operations of city services and facilities shall not be unacceptable, but shall instead be found to be either favorable, capable of being mitigated, or acceptable given the quality of public benefits in the project."

Sections 2403.5 – 2403.13 of the Zoning Regulations state the definition and evaluation standards of public benefits and project amenities. Public benefits are tangible, quantifiable superior features of a proposed PUD that benefit the surrounding neighborhood or public in general to a significantly greater extent than would likely result from a by right project. A project amenity is type of public benefit that is a functional or aesthetic feature of a development that adds to the attractiveness, convenience or comfort of the occupants and immediate neighbors.

In its review of a PUD application, § 2403.8 states that “...the Commission shall judge, balance, and reconcile the relative value of the project amenities and public benefits offered, the degree of development incentives requested, and any potential adverse effects according to the specific circumstances of the case.” To assist in the evaluation, the Applicant is required to describe amenities and benefits, and to “show how the public benefits offered are superior in quality and quantity to the typical development of the type proposed...” (§2403.12).

Benefit package evaluation is partially based on an assessment of the additional development gained through the application process. The proposed project gains additional height through the PUD request. OP is supportive of the additional height on this site, which will be in keeping with other recently-approved buildings and will provide a distinctive architecturally significant building along the waterfront.

The consolidated PUD includes a number of benefits including:

1. Urban design, architecture, landscaping –a distinctive and visible building with significant landscaping in a waterfront setting
2. Site planning and efficient land utilization – redevelopment of an underutilized industrial site, incorporation of the pumping station, viewsheds of the waterfront
3. Connections to transit – the location of the building has good access to transit and the Applicant is proposing to provide employee bicycle parking
4. Historic preservation – the applicant has been encouraged to highlight and feature the historic pumping station as a public benefit
5. Environmental Benefits –LEED Platinum rating goal, storm water runoff controls, innovative heat recovery system, preservation of open space along waterfront; in keeping with the District’s sustainability goals.
6. Other public benefits – the addition of 350 office workers will benefit the area’s commercial businesses

OP has suggested potential additional benefits and amenities, including::

- Interpretive signage to be developed in conjunction with the Office of Planning’s Historic Preservation staff to highlight the historic pumping station. Signage could include historic photographs of the building and an explanation of the pumping process occurring within the building. Signage should be located at the front of the building along Tingey Street after current construction in that location is completed.
- Cleaning and/or partial restoration of the historic pumping station’s exterior
- Limited or controlled opportunities for some public access to the subject site, such as guided tours or portions of the stie, to allow waterfront accessand to allow members of the public to learn more about the DC Water facility and the waterfront landscaping.

## **X. AGENCY REFERRALS**

The DC Department of Transportation (DDOT) and Department of Environment and Energy (DOEE) are expected to file reports under separate cover.

## **XI. COMMUNITY COMMENTS**

Advisory Neighborhood Commission 6D “supports the proposed development and believes that the proposed development would be an improvement over the existing condition of the site, will help continue the positive development of the area, and will result in a number of important public benefits. ANC 6D therefore recommends that the Zoning Commission approve the Applicant’s proposed development and the requested consolidated planned unit development and related zoning map amendment for Squares 744S and 744SS.” (Exhibit 19)

JS/af