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November 30, 2015

VIA IZIS AND HAND DELIVERY

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

Re: Applicant's Supplemental Post-Hearing Submission – Z.C. Case No. 15-14
Consolidated PUD and Related Map Amendment @ Squares 744S and 744SS

Dear Members of the Commission:

On behalf of the District of Columbia, as fee owner of the above-referenced property, by and through the District of Columbia Water and Sewer Authority (“DC Water” or “Applicant”), we hereby submit the following information in response to the concerns that Forest City raised at the public hearing on this application, and in Forest City’s submission dated November 16, 2015 (Exhibit 32). This submission replaces the Applicant’s responses to Forest City’s concerns as outlined in item number 2 in the Applicant’s submission dated November 9, 2015, and replaces the revised plan sheets (Exhibit 31).

As shown on the Revised Architectural Plans and Elevations (the “Revised Plans”) attached hereto as Exhibit A, the Applicant has revised the project and the location of the property line such that the property line is consistent with the original location as shown on the plans approved as part of Z.C. Case No. 13-05. Accordingly, there are no longer any “overlapping PUDs” and DC Water’s and Forest City’s projects can move forward without requiring any modification to Z.C. Order No. 13-05 to address the property line or 1½ Street concerns raised by Forest City.

As a result of this change, and as shown on the landscape drawings and site plan included with the Revised Plans, the PUD’s western property line and DC Water’s proposed building have been shifted east, and the proposed 1½ Street streetscape geometry and improvements are consistent with what is shown on the plans approved as part of Z.C. Case No. 13-05. Therefore, the order approving the DC Water PUD does not need to include any conditions regarding the 1½ Street streetscape since that land is completely within the Forest City PUD site and not a part of the DC Water PUD site. The Applicant believes that returning the property line to the original location as

shown on the plans approved pursuant to Z.C. Case No. 13-05 addresses the legal consideration raised by Forest City, and resolves all of Forest City's concerns regarding the design of the proposed 1½ Street.

Given the geometry of DC Water's revised site boundary, the Revised Plans now result in the need for side yard relief along the western edge of the proposed building. Pursuant to Section 637.2 of the Zoning Regulations, a side yard with a minimum width of 25 feet is required for the building. However, due to the revised property boundary line, combined with the location of the existing O Street Pumping Station and the existing infrastructure facilities, DC Water is hereby requesting flexibility from the side yard width requirement since the building is now only setback three feet from the western property line. DC Water notes that although the building does not include a complying side yard, the site includes ample open space to the north, east, and south of the building. Moreover, the site's low lot occupancy results in substantial open space on the site. Finally, the relief is necessitated in order to allow for the proposed 1½ Street streetscape geometry and improvements shown on the plans approved as part of Z.C. Case No. 13-05.

Forest City has also requested that the Zoning Commission include conditions in DC Water's order that would require DC Water to accommodate Forest City's loading and grading. Forest City proposes to utilize DC Water's PUD site in order to access Forest City's proposed loading facilities for the approved movie theatre on the F1 Parcel. DC Water notes that Decision No. B(6) of Z.C. Order No. 13-05 approving Forest City's PUD includes the following conditions:

6. The Project shall provide loading consistent with the Approved F1 Plans, provided that the Applicant [Forest City] shall have the following flexibility to modify such plans in response to continued coordination efforts with DC Water:
 - a. The Applicant [Forest City] shall refrain from using WB-50 trucks to service the F1 Parcel, if required by DC Water to accommodate the design of DC Water's proposed new administrative headquarters building;
 - b. The Applicant [Forest City] shall modify the location and design of the trash berth, if required to accommodate the design of DC Water's proposed new administrative headquarters building; and
 - c. The Applicant [Forest City] shall coordinate the time for such deliveries and trash service with DC Water.

Z.C. Order No. 13-05, Decision No. B(6), at pages 19-20.

DC Water's site is currently and will continue to be used primarily as an operating pump station. DC Water has designed its loading facilities to adequately serve DC Water's existing operations and the proposed new office functions. Forest City proposes to use DC Water's existing pumping station site for service its proposed movie theater on the F1 Parcel. DC Water acknowledges Decision No. B(6) in Z.C. Order No. 13-05, which requires Forest City to coordinate the operations of its proposed loading facilities with DC Water. DC Water has also indicated that it will work with Forest City on loading operations once the movie theater is constructed. However,

DC Water does not believe that adding a loading condition to the order approving DC Water's application is necessary since specific language is already included in Z.C. Order No. 13-05 approving Forest City's PUD. DC Water also does not believe it is appropriate to add a loading condition that might burden or otherwise interfere with DC Water's loading operations since such operations are existing and will continue to occur completely on DC Water's site.

With respect to grading, DC Water is not proposing to change the grading of any portion of the land included in Forest City's PUD, nor is DC Water proposing to change the grading of its site adjacent to Forest City's F1 Parcel. DC Water notes that the approved Forest City PUD plans, an excerpt of which is attached hereto as Exhibit B, include the following note: "GRADING SUBJECT TO APPROVAL BY DC WATER." DC Water anticipates that all grading associated with Forest City's project will occur within Forest City's PUD site boundaries, and consistent with the language included on Forest City's plans, DC Water anticipates that any proposed grading impacting the use or operation of DC Water's facilities will require approval by DC Water as part of the permitting process. However, DC Water is requesting that the order approving DC Water's application include the following flexibility:

- DC Water shall have the flexibility to adjust the grading along the portion of the DC Water PUD site that is adjacent to the southern edge of Forest City's proposed movie theatre site if DC Water determines such adjustments are necessary and do not materially change DC Water's approved PUD plans and do not adversely impact the operations of DC Water's facilities.

Finally, Forest City noted that it objects to DC Water's proposed condition that DC Water submitted in response to DDOT's request for information regarding the location of interim parking. In order to address Forest City's concern, DC Water proposes to revise the condition as follows:

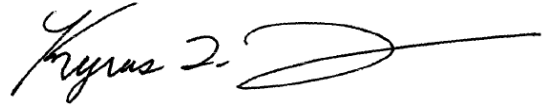
- Prior to any construction by Forest City on Parcel F1, DC Water will work with Forest City and the District to ensure that any parking spaces located on Parcel F1 and serving DC Water are relocated ~~(at no expense to DC Water) by Forest City or the District~~ to a location in close proximity to the DC Water PUD Site, and that the parking spaces are located such that there are adequate pedestrian improvements for employees to access the DC Water site.

Thus, this condition as revised, does not impose the burden of the cost of DC Water's parking spaces on Forest City, as requested in Forest City's submission dated November 16, 2015 (Exhibit 32).

The Applicant has worked diligently to reasonably resolve the issues raised by Forest City, and as noted in the letter of support from Councilmember Charles Allen attached hereto as Exhibit C, and the letter of support from the Capitol Riverfront BID attached hereto as Exhibit D, DC Water's proposed project is an important addition to Ward 6, and demonstrates an efficient and attractive adaptive use of industrial space in a dense urban environment while contributing to the economy of the Capital Riverfront neighborhood and the District of Columbia. Moreover, the Applicant believes that the project as currently sited and designed meets all applicable review standards, has addressed all concerns raised since the public hearing, and thus should be approved by the Zoning Commission.

We look forward to the Zoning Commission's favorable consideration of this application.

Sincerely,

A handwritten signature in black ink, appearing to read "Kyrus L. Freeman", with a long horizontal flourish extending to the right.

Kyrus L. Freeman
Jessica R. Bloomfield

Enclosures

cc: Advisory Neighborhood Commission 6D (with enclosures, Via U.S. Mail)
 Meredith Fascett, Single Member District 6D07 (with enclosures, Via U.S. Mail)
 Anne Fothergill, D.C. Office of Planning (with enclosures, Via Hand)
 Ryan Westrom, District Department of Transportation (with enclosures, Via Hand)
 David Avitabile, Goulston & Storrs (with enclosures, Via Hand)