

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]



Affidavit of John Lecker, Vice President, Development at Forest City Realty Trust

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

1. I am a Vice President of Development at Forest City Realty Trust, an affiliate of 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 Vice President, 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 Building**"). The PUD granted consolidated approval for the F1 Parcel Building, which will be located on Lots 808 and 812 in Squares 744S ("**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. The Commission approved a two-year extension of the consolidated PUD in February 2016, in Z.C. Order No. 13-05A.
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. The design modifications were reviewed and approved by the Zoning Commission in Fall 2016 in Z.C. Order No. 13-05B.
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 Facilities Services. 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 Sewer Services 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) secure funding for the acquisition and development of the replacement facilities. DC Water must then design, permit, and construct the replacement facilities, and relocate to the replacement facilities.
8. To date, DMPED and DC Water have identified and closed on two relocation sites for the Fleet Maintenance and Sewer Services operations and reached agreement on the scope

and responsibility for the replacement facilities. The first site was conveyed in May 2015, and the second site was conveyed in May 2017. DMPED and DC Water have also secured the funding for the relocation effort. The Council for the District of Columbia approved the funding in December 2017, and the funding agreement between the parties was executed in January 2017. The remaining steps required for relocation still need to be undertaken.

9. In addition to the relocation efforts, the development of the Property pursuant to the PUD also requires coordination and agreement between DMPED, DC Water, and Forest City, on the construction and operation of the PUD alongside DC Water operations that will remain on land adjacent to the Property. These issues include:
 - Relocation of an existing dedicated electrical service connection to DC Water's facilities, including utility duct banks and lines, which currently run through the F-1 Parcel;
 - Access and setback easement agreements necessary to facilitate the construction of the approved building on the F-1 Parcel;
 - Agreements regarding the rights and responsibilities of the parties with respect to the proposed new street network within the PUD;
 - Construction coordination items required to permit the construction of the F-1 Parcel Building;
 - Building maintenance coordination items required to facilitate the ongoing operation of the F-1 Parcel Building.
10. Over the past year, DMPED, DC Water, and Forest City have outlined, negotiated, and finalized an "omnibus" agreement to govern the construction and operational issues outlined above, as well as individual agreements on each issue.
 - a. In January 2017, Forest City and DC Water executed a letter agreement setting forth a shared understanding of the future boundaries of the remaining DC Water campus.
 - b. In August 2017, Forest City and DC Water executed an agreement to govern the relocation of the dedicated electrical service connection, which will be relocated at Forest City's expense.
 - c. By February 2018, the parties anticipate executing the "omnibus" agreement, which contains finalized "form" agreements that address the remaining issues. Forest City and its counsel participated actively in these discussions; Forest City helped manage the collaboration process and its counsel took the lead in drafting many of the required agreements.
11. Since the approval of the PUD, Forest City has spent approximately \$4,259,676 relating to its negotiation of the LDA and lease with Showplace Icon, further development of the design of the F1 Parcel, assistance in the relocation of DC Water operations, relocation of the electrical service connection, and negotiation and execution of site coordination, construction, and operational agreements with the District and DC Water.

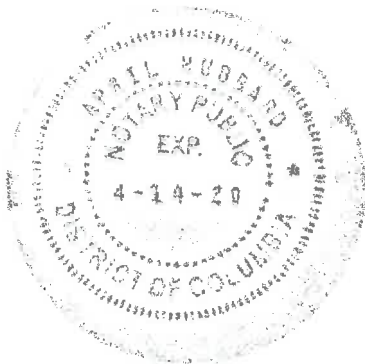
FOREST CITY REALTY TRUST

By: *John Lecker*
Name: John Lecker
Title: Vice President, Development

Subscribed and sworn to before me this 18th day of January 2018.

April Hubbard
Notary Public

My Commission expires: APRIL HUBBARD
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires April 14, 2020



**Affidavit of Peter Calkins, Vice President of Forest City Washington, Inc.,
the Managing Member of FC Ballpark LLC**

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

1. I am a Vice President at Forest City Washington, Inc. ("**Forest City**"), the managing member of 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 (as subsequently extended and modified, the "**PUD**").
2. As Vice President, 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 F-1 Parcel ("**F-1 Parcel Building**"). The PUD granted consolidated approval for the F-1 Parcel Building, which will be located on Lots 808 and 812 in Square 744S ("**F-1 Parcel**").
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. The Commission approved a two-year extension of the consolidated PUD in February 2016, in Z.C. Order No. 13-05A and a one-year extension of the consolidated PUD in February 2018.
4. On June 18, 2015, Forest City entered into a lease with Showplace Icon, the movie theater operator for the F-1 Parcel. Since that time, Forest City has worked with Showplace Icon to refine the design of the F-1 Parcel to meet the operational needs and code requirements of the movie theater. The design modifications were reviewed and approved by the Zoning Commission in the fall of 2016 in Z.C. Order No. 13-05B.
5. The F-1 Parcel is currently owned by the District of Columbia and occupied by DC Water. DC Water uses the F-1 Parcel for certain operations, such as Fleet Maintenance and Facilities Services. 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 F-1 Parcel ("**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 Sewer Services 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)

secure funding for the acquisition and development of the replacement facilities. DC Water must then design, permit, and construct the replacement facilities, and relocate to the replacement facilities.

8. To date, DMPED and DC Water have identified and closed on two relocation sites for the Fleet Maintenance and Sewer Services operations and reached agreement on the scope and responsibility for the replacement facilities. The first site was conveyed in May 2015, and the second site was conveyed in May 2017. DMPED and DC Water have also secured the funding for the relocation effort. The Council for the District of Columbia approved the funding in December 2017, and the funding agreement between the parties was executed in January 2018. The remaining steps required for relocation still need to be undertaken.
9. In addition to the relocation efforts, the development of the F-1 Parcel pursuant to the PUD also requires coordination and agreement between DMPED, DC Water, the District Department of Transportation (“DDOT”) and Forest City, on the construction and operation of the PUD alongside DC Water facilities that will remain on land adjacent to the F-1 Parcel and regarding access to the DC Water facilities and construction and control of public streets in the vicinity of such facilities. These issues include:
 - Relocation of the existing dedicated electrical service connection to DC Water's facilities, including utility duct banks and lines, which currently run through the F-1 Parcel;
 - Maintenance and setback agreements necessary to facilitate the construction and operation of the approved building on the F-1 Parcel;
 - Obtaining D.C. Council approval of the actions contemplated through the various property rights transfers contemplated in the agreements;
 - Agreements regarding the rights and responsibilities of the parties with respect to the proposed new street network within the PUD;
 - Construction coordination items required to permit the construction of the F-1 Parcel Building; and
 - Building maintenance coordination items required to facilitate the ongoing operation of the F-1 Parcel Building.
10. DC Water, Forest City, DMPED, and DDOT worked together to discuss and address site boundary issues surrounding DC Water's facilities, particularly within the rights-of-way that serve as the boundary between the DC Water campus and other properties within the

Southeast Federal Center controlled by Forest City. The parties spent much of the past year revising and finalizing plans around the perimeter of the DC Water campus in a manner that balanced DC Water's operational and security needs with the District's interests in maintaining an interconnected transportation network.

11. Over the past two years, DMPED, DC Water, and Forest City have outlined, negotiated, and finalized an “omnibus” agreement to govern the construction and operational issues outlined above, as well as individual agreements on each issue.
 - a. In January 2017, Forest City and DC Water executed a letter agreement setting forth a shared understanding of the future boundaries of the remaining DC Water campus.
 - b. In August 2017, Forest City and DC Water executed an agreement to govern the relocation of the dedicated electrical service connection, which will be relocated at Forest City's expense.
 - c. Throughout 2018, the parties expanded the scope of the “omnibus” agreement, which contains numerous sub-agreements that address the issues affected by the demarcation of DC Water's campus and control over portions of public rights of way. Forest City and its counsel participated actively in these discussions; Forest City helped manage the collaboration process and its counsel took the lead in drafting many of the required agreements.
12. Since the approval of the PUD, Forest City has spent approximately \$3,867,000 relating to its negotiation of the LDA and lease with Showplace Icon, further development of the design of the F-1 Parcel Building, assistance in the relocation of DC Water operations, relocation of the electrical service connection, and negotiation and execution of site coordination, construction, and operational agreements with the District and DC Water.
13. Forest City's rights with respect to the lease with the theater operator have expired. Despite efforts to reconstitute that deal, it is clear that Forest City will not be able to proceed with the original approved program for a 16-screen theater above a four-level parking garage. Forest City is now considering other tenants for the F-1 Parcel Building and anticipates revising the overall program and design of the F-1 Parcel Building.
14. Forest City is now pursuing additional refinements to the approved plans. The F-1 Building will likely continue to remain a similar size and scale as approved (i.e. 100-foot tall rectangular mass), with a similar mix of uses (i.e., the movie theater and the parking uses). However, alternatives under consideration could alter the program, such as reducing the size of the theater to reflect current market theater sizes and relocating the theater use to the ground floor, and/or incorporating other appropriate and compatible

uses for the site to ensure a viable project. Revised alternatives will also likely reconsider site access within the context of the overall Yards West Master Plan and the pedestrian-focused design for 1 ½ Street as well as relocate loading and service access from the DC Water service yard to N Place (thus resolving a key concern for DC Water). The building façade design will also require further study based on the final mix of uses within the building.

15. Forest City will soon be launching development of the adjacent Southeast Federal Center Redevelopment Zone, which together with the properties in this PUD are collectively known as “Yards West”. Within the next few months, the Commission will review the design of two new buildings on Parcel I and Parcel G to the north of the F-1 Parcel. Forest City will also begin construction of the first phase of the new road network in Yards West. Finalizing plans for and getting development of the F-1 Parcel underway continues to be a critical element in helping to establish this new neighborhood.

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FC BALLPARK, LLC, a Delaware limited liability company

By: Forest City Washington, Inc.,
Its Managing Member

By: [Signature]
Name: Peter Calkins
Title: V.P.

Subscribed and sworn to before me this 20th day of December 2018.
[Signature]
Notary Public

My Commission expires: August 31, 2022
[Notarial Seal]

