

Executive Summary

Newland Communities is pleased to present the Retail Core of Clarksburg Town Center in Montgomery County, Maryland. As the mixed-use core of our community, the Retail Core will include a combination of retail, residential, and civic space, creating an urban center for residents in Clarksburg and neighboring communities.

There are five sections of the Retail Core in this offering, Parcels A, B, C, D & E, each outlined in this document. All are being offered individually, however combined offers are welcome. With 139,700 square feet of retail space, 117 multi-family residential over retail units, 18 townhomes, and 51 live works, the Retail Core offers developers an exceptional opportunity to create an incredible place to live.

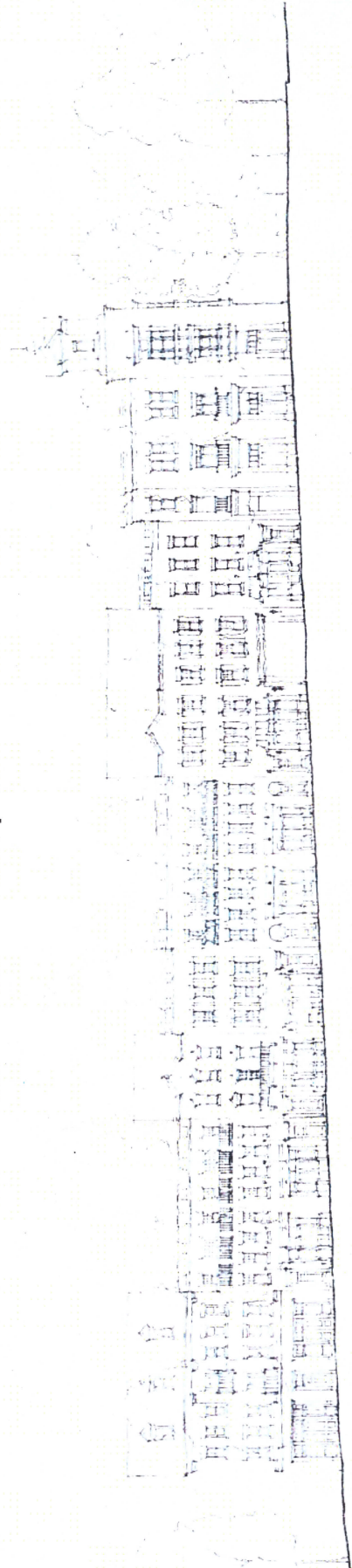
The Retail Core's planning team includes Torti Gallas & Partners and Duany Plater-Zyberk; two firms on the leading edge of Traditional Neighborhood Development innovation and best practices. The collaborative effort between these planners, the citizens of Clarksburg, and Newland adds great value to all of Clarksburg Town Center.

Detailed instructions regarding responses to this RFP are included in this document. We have also included a supplemental CD with several documents you should find helpful in your evaluation of this opportunity.

Thank you for your interest in Clarksburg Town Center and we look forward to your response.



Conceptual rendering of Main Street.



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Newland Communities



Existing single-family residences at Clarksburg Town Center

Newland Communities is a privately-owned company that creates residential and urban mixed-use communities from coast to coast. With expertise in creating a special sense of community, we bring to life the unique history, culture and traditions of the land we develop. We believe it is our responsibility to create enduring, healthier communities so people may live life in ways that matter most to them. Newland currently has nearly 40 communities underway in fourteen states.

Visit our website at www.newlandcommunities.com.

Our Cornerstones

Healthy Living Systems

At Newland, we believe it is our responsibility to make a positive difference in the world by creating enduring, healthier communities. We have a respect for the unique heritage and traditions of the land we develop, and the quality of life our communities provide for those who live there. We are intentional about the interaction of place, people, environment and investment to heal the land, providing a tradition of pride and an authentic sense of place.

Home

Newland creates places where people feel comfortable at home in their neighborhoods and can live their lives and share meaningful experiences with neighbors, friends and family in ways that matter most. In a Newland community, friends and family can enjoy an amenity-rich lifestyle with recreation centers, social infrastructure, mixed-use commercial, special third places, signature niche retail, and work/play spaces like community hot spots and business centers – or they can simply relax, knowing these opportunities are there if they need.

Innovation

At Newland, we proactively challenge the status quo, both within and outside our industry to establish innovative best practices that improve our residents' and team members' quality of life. We work hard to stay relevant in times that are changing quickly, by working with the best talent and looking out ahead at new innovations that will improve the quality of life for our residents.

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Community Context

The 260-acre Clarksburg Town Center is located in Montgomery County, Maryland, approximately 35 miles northwest of Washington, D.C., one-half mile from the Clarksburg exit off I-270. This mixed-use community will include a total of 1,240 single-family detached homes, townhomes, live/work, and condominium units. Approximately 750 residential units have been completed to date.

Amenities consist of a main recreation center that includes an 8,320-square-foot Residents' club with a pool, greenway trails, pocket parks, and the 70-acre Piedmont Park. The new Little Bennett Elementary School is located in the community and welcomed its first group of children in 2007. Proposed amenities include a heated, covered lap pool adjacent to the existing Residents' Club pool, a town center green with a 2,000-square-foot open-air market building, a county library, and a 2,000-square-foot addition to the Residents' Club for community meeting space.

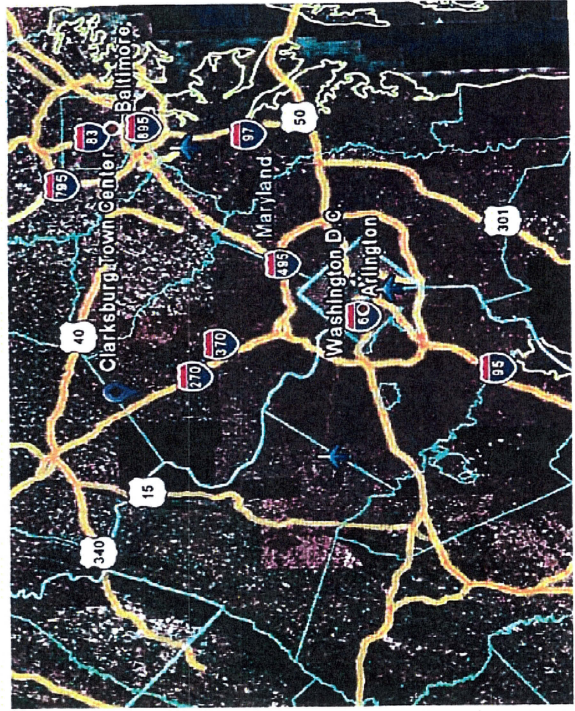
Clarksburg Town Center is within a 30-minute drive of major metropolitan area employment centers, and sits in Montgomery County's designated growth area. There has been, and continues to be, a significant amount of economic activity in the state of Maryland, and with the shift of growth to upper Montgomery County along the I-270 corridor, the attractiveness of the County and Clarksburg continues to be enhanced.

Montgomery County Schools are ranked in the top tier in the state and in the top third in the nation. In September 2006, Clarksburg welcomed a new high school, middle school and elementary school (located in Clarksburg Town Center) to meet the increasing demand. Each of these facilities offers superior architecture, interior spaces, and athletic facilities. These resources play an important role in the decision making of home buying families.

Clarksburg Town Center will have the only major retail component for all of the surrounding planned communities. The homes are competitively priced with others available in Montgomery County and offer superior architecture in the neo-traditional style. Clarksburg Town Center is nestled in a rural setting yet is pedestrian friendly; it offers the characteristics of a "small-town" community while appealing to the sophisticated lifestyle. At Clarksburg Town Center we adhere to Newland Communities' Cornerstones as we create a place where people feel comfortable and at home in their neighborhoods, with opportunities to live and share meaningful experiences with friends and family in ways that matter most to them.



Existing townhome development in Clarksburg Town Center.



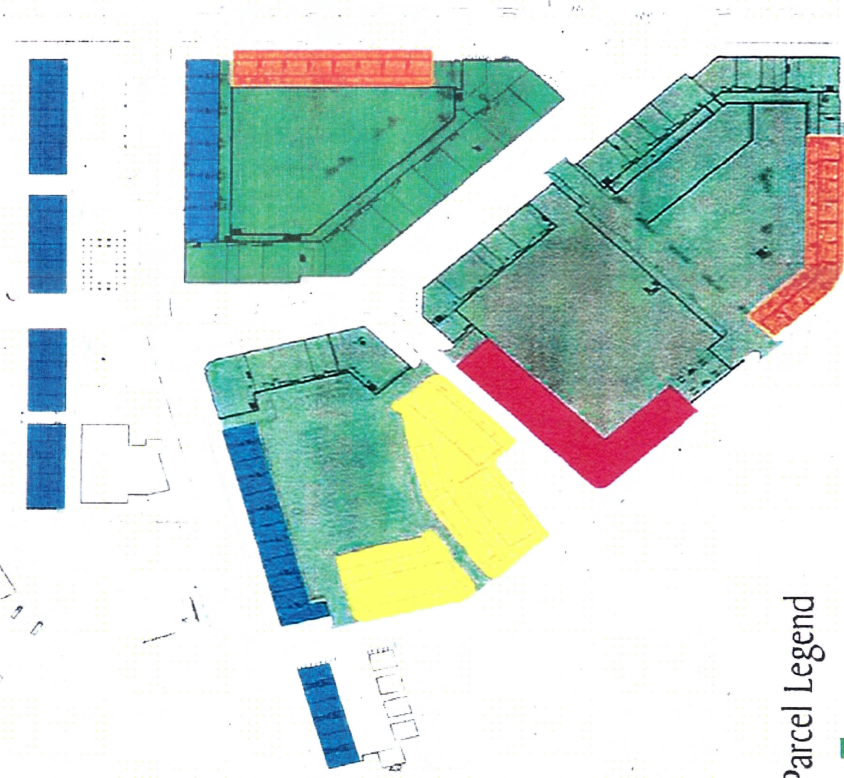
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**Newland
COMMUNITIES**

AT THE HEART OF EVERYTHING

Retail Core Parcel Map and Offering



Parcel Legend

- A Mixed-Use Retail/Residential
- B Live - Works
- C Fee - Simple Liner Townhomes
- D Fee - Simple Courtyard Townhomes
- E Fee - Simple Townhomes

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Offering

Clarksburg Town Center is intended to become the new downtown and the symbolic center for Clarksburg, having a retail core inspired by the traditional main streets and walkable downtowns found at the centers of towns and cities across the United States. Newland Communities is seeking a partner experienced in mixed-use (residential/retail) compact development to acquire, build and lease/sell this focal point of the Clarksburg Town Center community.

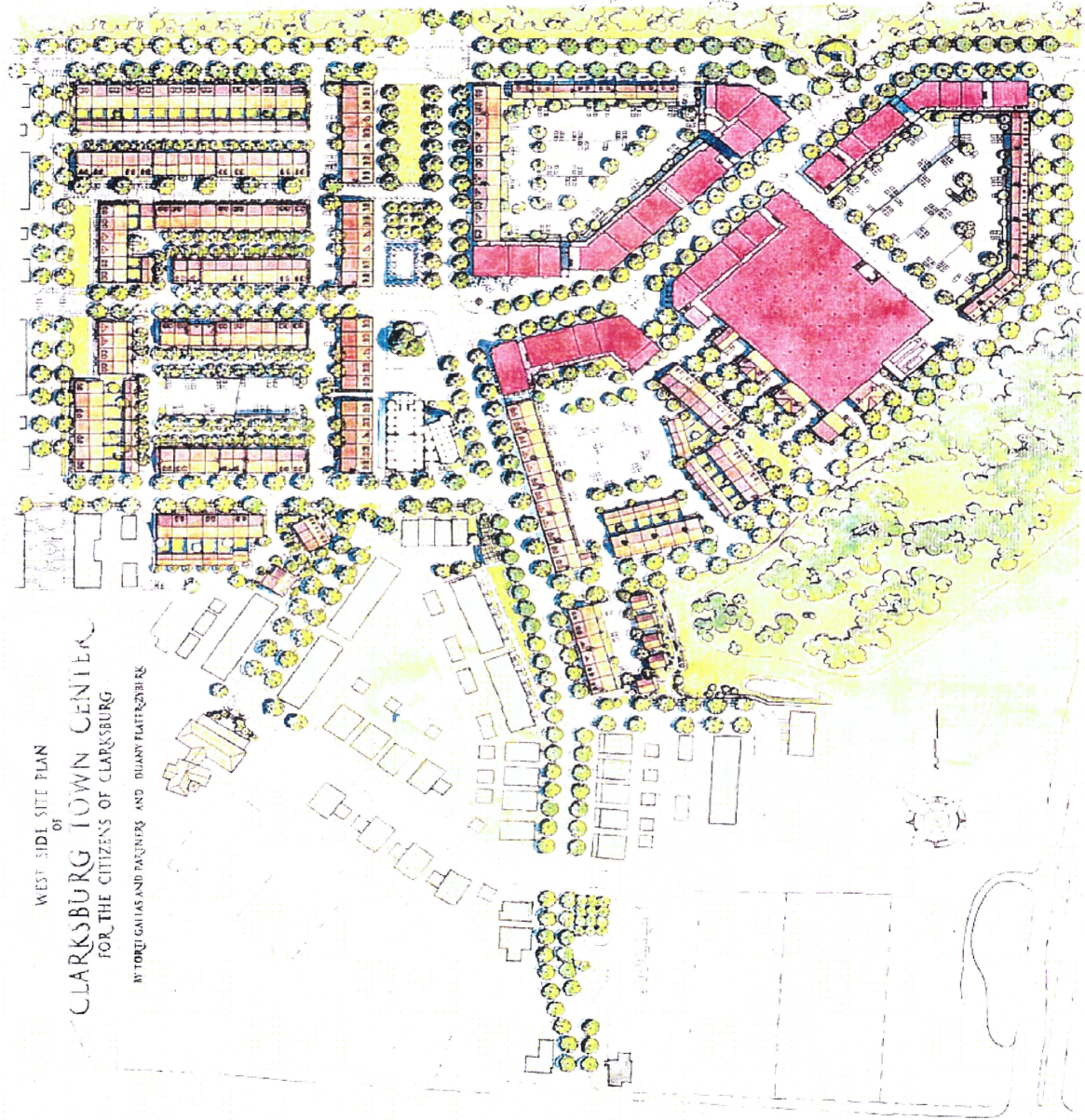


The Retail Core is made up of five interconnected blocks. Development within the Retail Core will be a compact, mixed-use, mixed residential type downtown with a pedestrian-scale retail center and mid-block structured parking. The five block Retail Core will also include a Town Square anchored by a 20,000 square foot Montgomery County public library, together with a plaza and fountain, seating areas, and an open air market building for outdoor civic events.

Newland Communities is offering five distinct parcels within the Retail Core in order to establish a vibrant, active pedestrian-oriented downtown. Parcel A, its commercial core, contains a variety of uses including a grocery store, street facing retail with multi-family residential units on the upper floors oriented along both sides of a Retail Main Street, and parking areas located in the centers of blocks. Parcel B, contains Live/Work units located along both sides of Clarksburg Square Road. Parcel C, contains attached residential units, located on abutting lots, with a direct entrance in the front and lining structured parking decks, thereby screening them from view from the surrounding streets. Parcel D, contains groups of two attached residential units, located on abutting lots, sharing a side parking court and abutting the grocery building. And Parcel E, traditional fee-simple townhome lots.

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Retail Core Entitlement Status



The Clarksburg Town Center Project Plan and Preliminary Plan of Subdivision were approved by the Montgomery County Planning Board in June 1995 and March 1996, respectively. The Project Plan Amendment, Preliminary Plan Amendment and the West Side Site Plan filed with the Planning Board on April 25, 2007 requests approval of 74,700 square feet of street-facing retail, a grocery store containing 65,000 square feet, 70,780 square feet of potential first floor live/work space, and up to 55,180 square feet of potential second floor live/work space in the West Side.

The Compliance Program approved by the Planning Board in August 2006 requires completion of the entire project by June 15, 2010, unless extended by the Planning Board. Newland Communities has reserved the right in its application to seek an extension in the event market forces or other factors require that additional time be provided. Approval of the Project Plan Amendment, Preliminary Plan Amendment and West Side Site Plan is anticipated in the fall of 2007. Newland is anticipating recording the subdivision plats for the sections included in this offering in 2008. A complete copy of the Compliance Program is included on the Supplemental CD.

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Retail Core Parcel A—Mixed-Use Retail/Residential

This section of the offering consists of 74,700 square feet of street-level retail, a 53,500 square foot grocery store pad with additional mezzanine space of 11,500 square feet, and 117 two-story multi-family residential units over the street-level retail space spread over a three block area, Blocks KK, LL and MM. Parcel A also includes two structured parking garages and a surface parking lot. On-street parking will also be available along General Store Road, Clarksburg Square Road, and Overlook Park Drive.

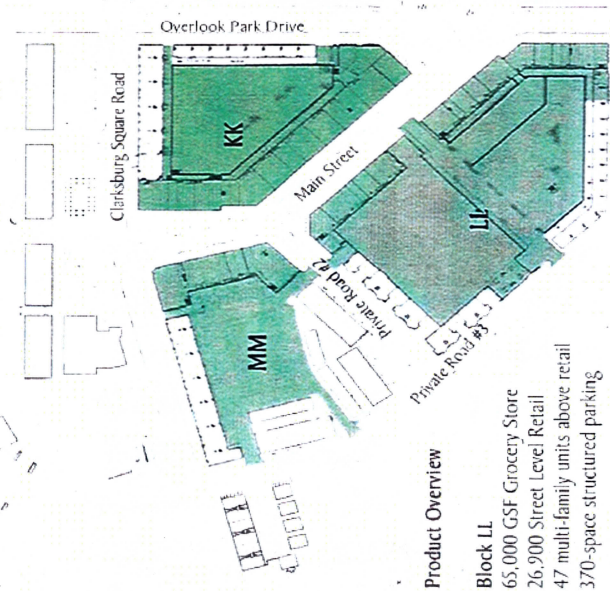
Block LL contains the 65,000 square foot grocery store and an additional 26,900 square feet of street-level retail with 47 multi-family residential units on the upper floors, 7 of which are reserved for the construction of Moderately Priced Dwelling Units (MPDU). This block also contains a three level 370-space parking structure whose top deck is at the grocery store entrance. The top and middle decks will be accessible from the Main Street and Private Road #3. The ground level will only be accessible from Private Road #3. Block LL construction must start first and continue to completion.

Block KK contains 33,500 square feet of street level retail with 53 multi-family residential units on the upper floors, 7 of which are reserved for the construction of Moderately Priced Dwelling Units. This block also contains a two level 193-space parking structure. The top deck will be accessed from Clarksburg Square Road and the ground level from Overlook Park Drive. Block KK construction must start soon after Block LL and continue to completion.

Block MM contains an additional 14,300 square feet of street-level retail with 17 multi-family residential units on the upper floors, 6 of which are reserved for Moderately Priced Dwelling Units. This block contains a 136-space surface parking lot accessible from either Private Road. Block MM construction must commence prior to the completion of Blocks KK and LL and continue to completion with the intent to create the Main Street "place."

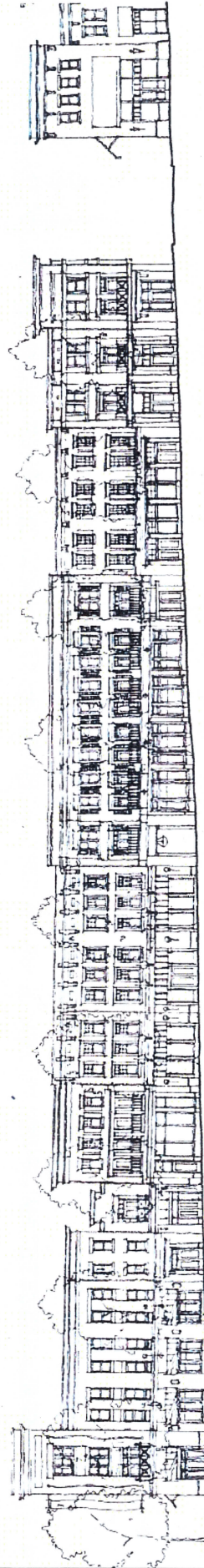
Newland Communities will construct the public and private adjacent streets, including sidewalks, streetlights, street trees, and site furnishings and will provide the lots rough graded to approximately street level with primary utility service connections at the property line. Due to the nature of the project, ongoing cooperation and scheduling coordination will be required.

Off street parking will be constructed and operated by the developer selected for Parcel A. Note that parking required for adjacent residential areas will utilize these facilities in some cases. A proposed operating scheme should be a part of your response.



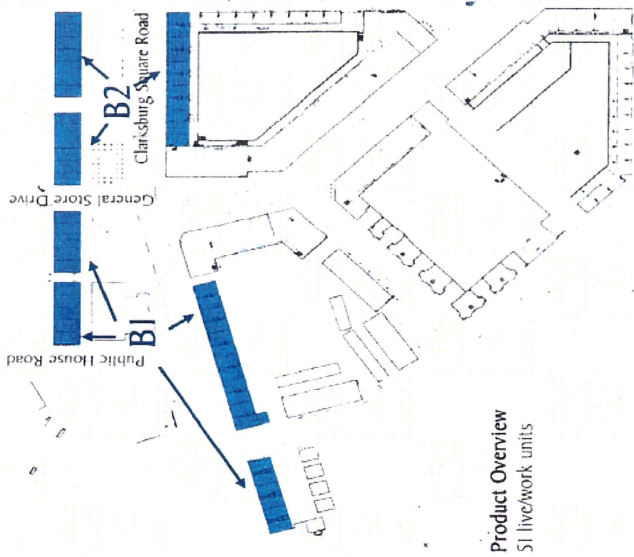
Product Overview

- Block LL**
65,000 GSF Grocery Store
26,900 Street Level Retail
47 multi-family units above retail
370-space structured parking
- Block KK**
33,500 GSF Street Level Retail
53 multi-family units above retail
193-space structured parking
- Block MM**
14,300 GSF Street level retail
53 multi-family units above retail
136-space surface parking



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Retail Core Parcels B₁ & B₂—Live/Works

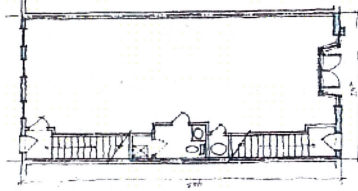


Product Overview
51 live/work units

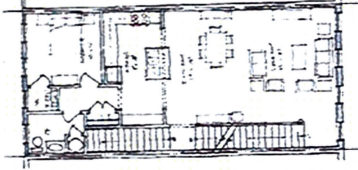
Fifty-one "live/work" units are available generally facing both sides of the Town Square. Lot sizes are generally 24-feet-wide by 55-feet-deep. Units will all be 3-story. First floor use may be retail, residential or office, second floor may be residential or office; third floor must be residential; all at the owner's discretion. Parking is on-site, surface or structured depending on location. Ultimate unit transaction will be vertical, i.e. all 3 floors of a unit. However, there is no restriction on purchasing/occupying adjacent units.

Newland will provide lots rough graded to approximately adjacent street level, will provide primary utility services stubbed out to the site, and will construct the adjacent streets, including sidewalks, streetlights, etc. and will also construct the Town Square area including plaza with fountain, Market Building, and Town Green. Montgomery County is responsible for library construction. Funds for facility design have been approved and construction funding is by development district. Due to the nature of the project, ongoing cooperation and scheduling coordination will be required.

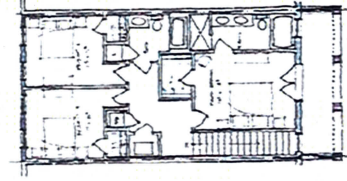
Construction timing - Units will be constructed generally in a sequence that begins at the intersection of Clarksburg Square Road and General Store Road, and proceeds outwards. Units in proximity of the proposed Montgomery County Library will be available for development upon completion of the Library. Construction must be coordinated with the development of shared parking facilities in some cases.



COMMERCIAL 1ST FLOOR

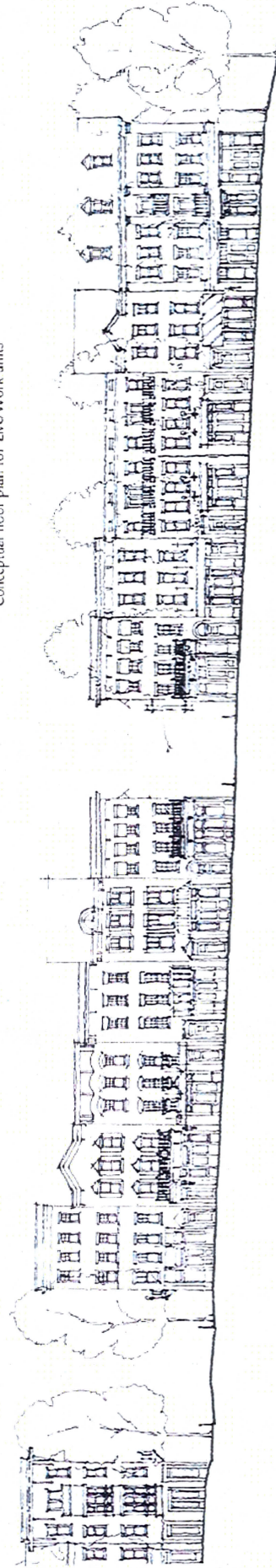


RESIDENTIAL SECOND FLOOR



RESIDENTIAL 3RD FLOOR

Conceptual floor plan for Live/Work units



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