

ATTACHMENT 3.a.

NANCY P. REGELIN | ATTORNEY AT LAW
T 301.230.5224 | nregelin@shulmanrogers.com

SHULMAN
ROGERS

GANDAL
PORDY
ECKER

Amended February 23, 2015

Mr. Casey Anderson, Chair
Montgomery County Planning Board
The Maryland-National Capital Park and Planning Commission
8787 Georgia Avenue
Silver Spring, Maryland 20910

**Re: 9601 Blackwell Road, Rockville, Maryland 20850 (“9601 Property”)
Preliminary Plan Amendment Application to 1-99033R
Amended Statement of Justification**

Dear Mr. Anderson and Members of the Planning Board:

This Statement of Justification is submitted on behalf of the Applicant, Wellblack 1, LLC, which is the new owner of the 9601 Property which is the subject of this Application. The Application is an Amendment to Preliminary Plan 1-99033R, originally approved as Preliminary Plan 1-990330 by Opinion of the Planning Board dated January 14, 1999, and revised by Opinion of the Planning Board dated June 29, 2000. Copies of each Opinion are appended hereto, respectively as Attachment A and Attachment B. Applicant is seeking to amend the Preliminary Plan, with respect to Lot 1 commonly known as the 9601 Property, to permit up to 100% of the office building situated on the 9601 Property (the “9601 Building”) to be occupied by Medical Clinic use, or any less intensive use permitted in the LSC zone, as well as up to 40% General Office use as permitted in the LSC zone. For clarity, the Amendments proposed by this Application are to the 9601 Property only and no amendment is proposed to the Preliminary Plan for Lot 2 owned by an unrelated party, commonly known as the 9600 Property and further described in the Existing Approvals/Approval History section below.

Concurrently with this Application, Applicant is submitting an Application for Amendment to Site Plan 8-99014, the Site Plan for the 9601 Property. With the Amendment to the Site Plan, Applicant is specifically requesting an amendment to use current parking standards pursuant to Zoning Ordinance Section 7.7.1.B.3.b to amend the parking requirements for the proposed uses in a manner that satisfies the parking requirements of Zoning Ordinance Sections 6.2.3 and 6.2.4. All documents referenced herein which concern the Site Plan are appended to the Site Plan Amendment Application.

Existing Development and Use

The 9601 Property which this Amendment concerns is more fully described as 9601 Blackwell Road, Rockville, Maryland 20850, is subdivided as Lot 1, Decoverly Hall South, per Plat No. 21199, recorded on September 28, 1999 and appended hereto as Attachment C. The Deed for the 9601 Property showing the current owner and Applicant is appended hereto as

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The Maryland-National Capital Park and Planning Commission
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Attachment D. The 9601 Property is improved with a 128,038 square foot office building and surface parking lot with access to Blackwell Road, a public street. The 9601 Property is currently zoned LSC – Life Sciences Center. Prior to the implementation of the *2010 Great Seneca Science Corridor Master Plan*, the 9601 Property was zoned R&D – Research and Development. The 9601 Building development was approved under the R&D Zone Optional Method development standards, was constructed in 1999, and occupied in 2000. The 9601 Property is not within the Greater Shady Grove Transportation Management District. The 9601 Property is located with the R&D Policy Area. The 9601 Building is not fully occupied. The 9601 Building has had significant vacancy over time which is the reason for this Amendment. Tenant occupancy in the 9601 Building varies, but it currently includes approximately 10,000 square feet of general office use and a small café for local workers. Applicant was the successful bidder on the 9601 Property at an auction in 2014.

Existing Approvals/Approval History

The 9601 Property is part of a two-lot Preliminary Plan which encompasses the 9601 Property as well as 9600 Blackwell Road (“9600 Property”) which is owned by others and located directly confronting the Property across Blackwell Road to the South. The 9600 Property is subdivided as Lot 2, Decoverly Hall South, per Plat No. 21199 and is also part of the same 2-lot Site Plan which encompasses the exact same area. (The 9600 Property has the same zoning as the 9601 Property and is located in the same R & D Policy Area.) The Preliminary Plan was originally approved for 236,156 square feet of “office” use on the entire site (both lots). The Preliminary Plan was amended, apparently to correct a surveying error, and the approved Preliminary Plan states: *“This Plan proposes a maximum of 236,735sf of GFA. The specific land uses, lot size and configuration, and building size and configuration will be determined at the final site plan stage.”* The Site Plan was subsequently amended on August 3, 2000 to conform to the approved amended Preliminary Plan.

Although the Preliminary Plan and Site Plan were approved for “office” use per the Montgomery County Zoning Ordinance in effect through October 29, 2014 (“Prior Zoning Ordinance”), General Office use was limited to 50% of Gross Floor Area in the R&D Zone at the time the Preliminary Plan and Site Plan were originally approved (and was limited as such up through October 29, 2014). See Prior Zoning Ordinance Sections 59-C-5.2, FN 13 and 59-C-5.477(c) and (d). At the time of this Application which concerns the 9601 Property only, the 9601 Property is zoned LSC under which General Office use is limited to 40% of the Gross Floor Area. The existing General Office Use in the 9601 Building does not exceed 40% of the Gross Floor Area of the 9601 Building. Therefore, the allowable uses requested in this Application include up to 40% General Office use for the 9601 Building as currently permitted in the Zoning Ordinance for the LSC zone and as further detailed herein and in the concurrently submitted Site Plan Amendment Application. This request is not intended to impact or affect the allowable uses in the adjacent 9600 Property which is not a part of this Application.

Applicant's Proposal

The Applicant proposes an Amendment to its Preliminary Plan (and Site Plan by separate Application filed concurrently herewith) with respect to Lot 1, the 9601 Property, to permit up to 100% of the Gross Floor Area of the 9601 Building to be occupied by Medical Clinic use, or any permitted use which is a less intensive traffic generator, including up to 40% General Office use which is the maximum permitted in the LSC zone. No additions, changes or expansions to the actual 9601 Building footprint or Gross Floor Area are proposed. Any changes reflected on the Site Plan and/or Preliminary Plan not related to the change in use are *de minimis* corrections to reflect the as-built 9601 Building and 9601 Property improvements and are more fully explained in the Site Plan Amendment Application submitted concurrently herewith.

The 9600 Property and 9600 Building are not a part of this Application. All use changes and site layout clarifications in this Amendment pertain solely to the 9601 Property and 9601 Building.

Change Of Use Permitted

Pursuant to the Use Table at Section 3.1.6 of the Zoning Ordinance which went into effect on October 30, 2014 ("Zoning Ordinance"), Medical Clinic is a permitted use in the LSC Zone. Medical Clinic was also a permitted use in the LSC Zone per Section 59-C-5.2 of the Prior Zoning Ordinance in effect on October 29, 2014.

Pursuant to Zoning Ordinance Section 7.7.1.B.3:

An applicant may amend any previously approved application [including Preliminary Plans and Site Plans] under the standards and procedures of the property's zoning on October 29, 2014 if the Amendment:

- i. does not increase the approved density or building height unless allowed under Section 7.7.1.C; and
- ii. either:
 - (a) retains at least the approved setback from property in a Residential Detached zone that is vacant or improved with a Single-Unit Living use; or
 - (b) satisfies the setback required by its zoning on the date the amendment or the permit is submitted.

Because Applicant has a previously approved Preliminary Plan and Site Plan for the 9601 Property under which the existing 9601 Building was constructed, and because Applicant is only changing the use to a use permitted in the LSC zone and not undertaking any physical changes to the 9601 Property, this Application satisfies the provisions of the above Section 7.7.1.B.3.i. Applicant is not abutting or confronting any property in a Residential Detached

zone. Accordingly, Applicant satisfies the provisions of the above Section 7.7.1.B.3.ii.(a). Accordingly, Applicant's Preliminary Plan may be amended under the standards of the LSC zone in effect on October 29, 2014. Per Section 59-C-5.477 (c), any building that existed for which a building permit was issued before the date the LSC zone was applied to the property is a conforming structure. As stated above, the 9601 Building was constructed and received use and occupancy permits under the R&D Zone in 1999 and 2000 respectively, prior to a rezoning of the 9601 Property to the LSC zone by sectional map amendment in 2010 after the adoption of the *2010 Great Seneca Science Corridors Master Plan*. Accordingly, because Applicant is only changing the use to a use permitted in the LSC zone and not undertaking any physical changes to the 9601 Property, Applicant need not satisfy the physical development standards of the LSC zone in effect on October 29, 2014 and may be continued as currently built.

Per section 59-C-5.2, FN 13, of the Prior Zoning Ordinance, General Office is a limited use in the LSC zone and is limited to 40% of the Gross Floor Area. Applicant is proposing that the Preliminary Plan be updated to reflect that with respect to the 9601 Property only, consistent with the Prior Zoning Ordinance and the Zoning Ordinance, that in addition to the change in use to Medical Clinic and all less traffic intensive uses permitted in the zone, General Office use be permitted in up to 40% of the Gross Floor Area of the 9601 Building.

The language proposed for the Amended Preliminary Plan reflecting the permitted uses is set forth on the Amended Preliminary Plan submitted as a part of this Application.

Traffic / Transportation Mitigation Payment

The 9601 Building was completed and a use and occupancy permit issued in the year 2000, more than 12 years ago. Accordingly, traffic review should be evaluated based on the net new trips between the currently approved number of trips for the approved office use, and the number of trips that would be generated by the maximum 100% Medical Clinic use. Applicant conducted a traffic study which has been submitted as a part of this Application to both the M-NCPPC Transportation Planning Division and Montgomery County Department of Transportation. The study shows that Applicant's proposed change in use does not raise the Critical Lane Volumes for any of the applicable intersections above the applicable congestion standards and does not necessitate the need for mitigating road improvements. The results of the study are more fully set forth in the Traffic Study and Executive Summary which are submitted with this Application.

At the request of Montgomery County Department of Transportation, the Applicant submitted the following: (1) a signal warrant study for the intersection of Blackwell Road at Shady Grove Road prepared by its traffic consultant, Wells & Associates; (2) a site distance certification for Blackwell Road at Shady Grove Road intersection prepared by its consultant, Macris Hendricks & Glascock, PA; and (3) a statement certifying that no additional impervious

area was being proposed by this Application prepared by its consultant, Macris Hendricks & Glascock, PA. Copies of these have been uploaded as supplemental Application documents.

As set forth in the Traffic Study, no Transportation Mitigation Payment under Transportation Policy Area Review (“TPAR”) requirements is due because the Transportation Mitigation Payment would be calculated at \$0. Per Montgomery County Code (“Code”) Section 52-59, the TPAR Transportation Mitigation Payment is only applicable to “any building on which a [Development] impact tax is imposed...”. Per Code Section 52-47, “Development Impact Tax” is defined as “a pro rata per unit or per square foot of gross floor area tax imposed before a building permit is issued which is intended to defray a portion of the costs associated with impact transportation improvements that are necessary to accommodate the traffic generated by the development.” Per Code Section 52-49 “The development impact tax does not apply to: (1) any reconstruction or alteration of an existing building or part of a building that does not increase the gross floor area of the building.”

Accordingly, because the Applicant is not proposing any increase in gross floor area, no development impact tax is due. Because no development impact tax is due, no Transportation Mitigation Payment is due. No development impact tax could be determined to be due as there is no increase in floor area and the impact tax rate for the existing office use is at the highest rate of all non-residential uses. The change in use to medical clinic is either equal or less than the office rate and therefore any Development Impact Tax would be equal to \$0. Because the Transportation Mitigation Payment is calculated as 25% percent of the Development Impact Tax in the R&D Policy Area pursuant to TPAR guidelines, it would also be equal to \$0.

Parking

Applicant satisfies the parking requirements of the Zoning Ordinance on-site on the 9601 Property for the full range of uses proposed, from Medical Clinic to General Office, for the 9601 Building. The 9601 Property lies within a Reduced Parking Area and the existing ratio of parking spaces on the 9601 Property at 3.68 spaces per 1,000 square feet of Gross Floor Area falls within the allowable ranges under the Zoning Ordinance Section 6.2.4.B. The explanation of parking requirements is more fully set forth in the Site Plan Amendment Application Statement of Justification.

At the request of staff, the Applicant will provide five (5) additional short term bicycle spaces near the main entrances to the 9601 Building to supplement the existing twenty (20) bicycle spaces provided pursuant to the existing Site Plan.

Development Standards

Applicant satisfies the development standards of the Zoning Ordinance and Prior Zoning Ordinance pursuant to Section 7.7.1.B.3.a as originally approved under the Optional Method for the Research & Development Zone in place at the time of Preliminary Plan approval for lot size,

setbacks, height, green area, and development density as set forth in detail on the Amended Preliminary Plan.

Summary of Compliance with Requirements

In sum, as reflected on the Amended Preliminary Plan and as set forth herein, this Preliminary Plan Amendment Application fully complies with all applicable requirements.

- a. The proposed use of up to 100% Medical Clinic for the 9601 Building is a permitted use in the LSC zone and was a permitted use in the LSC zone under the Prior Zoning Ordinance. The proposed use includes any less traffic intensive uses permitted in the LSC zone, including up to 40% General Office.
- b. At the time of approval of the Preliminary Plan and Site Plan, the 9601 Property fully complied with all applicable development standards of the R&D zone then in effect and setbacks approved by the Planning Board. No changes to the existing 9601 Building and existing site conditions are proposed. Therefore the Preliminary Plan Amendment fully complies with all applicable development standards of the LSC zone as set forth in Section 7.7.1 B.3 of the Zoning Ordinance and Section 59-C-5.477(c) of the Prior Zoning Ordinance.
- c. The Preliminary Plan Amendment is not subject to a Transportation Mitigation Payment under TPAR guidelines and pursuant to Section 52-59 of the Code.
- d. A Traffic Study was conducted. After analysis of four key study intersections and site driveway intersections after incorporation into background of ten pipeline developments, the Traffic Study demonstrates that the proposed Amendment will have no adverse impact on the study intersection CLVs which are and remain below both the Adequacy of Traffic Flow threshold of 1600 CLVs and the Policy Area congestion standard of 1600 CLVs in both the am and pm peak hours. The new trips generated by the change of use have minor impact on traffic operations of study intersections and would be adequately accommodated by the existing roadway network. No mitigation is required for the change in use.
- e. A signal warrant study for the intersection of Blackwell Road at Shady Grove Road and a site distance certification was prepared by Applicant and submitted for review by Montgomery County Department of Transportation. The signal warrant study concludes that warrants are not met for current conditions but may be met in the future whether or not this change in use is approved based on increases generated by pipeline development in the area. Applicant is awaiting review and response from MCDOT.
- f. The required parking review is addressed by the concurrently submitted Site Plan Amendment Application and Applicant has requested an amendment pursuant to Section

7.7.1.B.3.b to amend the parking requirements in a manner that satisfies the parking requirements of Zoning Ordinance Sections 6.23 and 6.24. Parking will be satisfied on-site on the 9601 Property for the full range of proposed change in uses including up to 100% Medical Clinic and 40% General Office for the 9601 Building, in compliance with the parking standards under the Zoning Ordinance for the LSC zone in a Reduced Parking Area. At the request of staff, five (5) additional bicycle spaces will be added to supplement the existing 20 short term bicycle spaces on site to provide the maximum 25 spaces.

- g. This Preliminary Plan Amendment completely satisfies all of the applicable findings to be made by the Planning Board, as discussed herein: i) Public facilities for roads will be adequate as demonstrated by the Traffic Study for the proposed amended change in use. No additional Adequate Public Facilities or other review is required as this Amendment concerns a currently existing building and no changes to the 9601 Building itself or any expansion of floor area is being proposed; ii) The Amendment is a limited amendment and, to the extent applicable for a limited amendment of an existing developed property proposing no additional Gross Floor Area or change in building footprint, is in substantial conformance with the applicable master plan, the *2010 Great Seneca Science Corridor Master Plan*, (“Master Plan”) which states that while LSC Central District in which the 9601 Property is located should continue to focus on medical and biotech uses, the Master Plan recommends modifying the LSC zone to permit more uses. The change in use to the 9601 Building will meet the goals of the Master Plan by providing for a broader mix of uses – from medical clinic, health services, high technology, and research and development uses, to general offices and accessory services to meet the needs of the future workers in the Master Plan area; (iii) The 9601 Property provides the necessary connections constructed pursuant to the original Preliminary Plan and Site Plan and an extension of an off-site shared use path for pedestrians and bicycles within the available right-of-way of Blackwell Road to connect to the Life Sciences Center Loop Trail along Medical Center Drive pursuant to a proposed condition of this Amendment; and (iv) A forest conservation plan is in place and no grading or disturbance of existing trees is proposed by the Amendment.

Forest Conservation

There is an existing Forest Conservation Plan which will remain unchanged because no physical changes are being proposed to either the 9600 Property or the 9601 Property. A statement to this effect is being submitted along with this Application. A tree survey has been completed and submitted by Applicant.

Summary and Request

The Applicant respectfully requests approval of the proposed Amendment to the Preliminary Plan for good cause and compliance with all requirements as set forth in this Statement of Justification.

Respectfully Submitted,

SHULMAN, ROGERS, GANDAL
PORDY & ECKER, P.A.

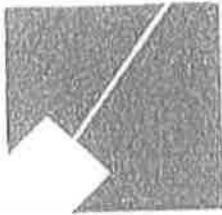
By:


Nancy P. Regelin, Esq.

cc: Brian Cornell, Wellblack 1, LLC
Toby Wilson, Macris, Hendricks & Glascock, P.A.
Michael Workosky and William Zeid, Wells & Associates
Michael Goodwin, Esq., Shulman Rogers

S. January 14, 1999

M-NCPPC



MONTGOMERY COUNTY DEPARTMENT OF PARK AND PLANNING

THE MARYLAND-NATIONAL CAPITAL
PARK AND PLANNING COMMISSION8787 Georgia Avenue
Silver Spring, Maryland 20910-3760Action: Approved Staff Recommendation
Motion of Comm. Bryant, seconded by
Comm. Perdue with a vote of 4-0;
Comms. Bryant, Perdue, Hussmann and
Holmes voting in favor. Comm.
Richardson temporarily absent

MONTGOMERY COUNTY PLANNING BOARD

OPINION

Preliminary Plan 1-99033

NAME OF PLAN: DECOVERLY HALL SOUTH

On 10-19-98, FOULGER PRATT DEVELOPMENT submitted an application for the approval of a preliminary plan of subdivision of property in the R&D zone. The application proposed to create 2 lots on 10.84 acres of land. The application was designated Preliminary Plan 1-99033. On 01-07-99, Preliminary Plan 1-99033 was brought before the Montgomery County Planning Board for a public hearing. At the public hearing, the Montgomery County Planning Board heard testimony and received evidence submitted in the record on the application. Based upon the testimony and evidence presented by staff and on the information on the Preliminary Subdivision Plan Application Form, attached hereto and made a part hereof, the Montgomery County Planning Board finds Preliminary Plan 1-99033 to be in accordance with the purposes and requirements of the Subdivision Regulations (Chapter 50, Montgomery County Code, as amended) and approves Preliminary Plan 1-99033, subject to the following conditions:

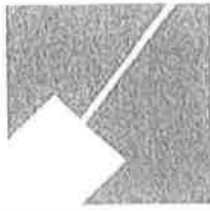
Approval, pursuant to the FY99 Annual Growth Policy (AGP) Alternative Review Procedures for Expedited Development Approval ("Pay-and-Go") subject to the following conditions:

- (1) Prior to recording of plat(s), applicant to enter into an Adequate Public Facilities (APF) agreement with the Planning Board to limit development to a maximum of 236,156 square feet of office use and pay to the Montgomery County Department of Finance the balance of the expedited development approval excise tax (EDAET), prior to receipt of building permits, as provided by County law
- (2) Compliance with the conditions of approval of the preliminary forest conservation plan. The applicant must meet all conditions prior to recording of plat(s) or MCDPS issuance of sediment and erosion control permit, as appropriate
- (3) Dedication of Blackwell Road for 70 foot right of way as identified in the May, 1996 Gaithersburg Vicinity-Shady Grove Master Plan Amendment
- (4) Conditions of MCDPS stormwater management approval dated 11-10-98

- (5) Access and improvements, as required, to be approved by MCDPW&T prior to recording of plat(s)
- (6) Final building locations, parking facility plan and landscape plan to be approved at site plan review
- (7) No recording of plat(s) or grading of site prior to site plan approval
- (8) Necessary easements
- (9) In accordance with the provisions of the EDAET of the FY99 AGP, this preliminary plan will remain valid until February 14, 2001 (25 months from the date of mailing, which is January 14, 1999). Prior to the expiration of this validity period, a final record plat for all property delineated on the approved preliminary plan must be recorded. In order for the approval to remain valid, all building permits must be issued within two years of the recordation of the associated plat(s).

Date Mailed: August 2, 2000

M-NCPPC



MONTGOMERY COUNTY DEPARTMENT OF PARK AND PLANNING

THE MARYLAND-NATIONAL CAPITAL
PARK AND PLANNING COMMISSION

8787 Georgia Avenue
Silver Spring, Maryland 20910-3760

Action: Approved Staff Recommendation

Motion of Comm. Bryant, seconded
by Comm. Holmes with a vote of 5-0;
Comms. Bryant, Holmes, Hussmann
Perdue and Wellington voting in favor

MONTGOMERY COUNTY PLANNING BOARD

OPINION

Preliminary Plan 1-99033R

NAME OF PLAN: DECOVERLY HALL SOUTH

On 06/22/00, FOULGER PRATT DEVELOPMENT COMPANY, submitted an application requesting to revise the previous conditions of approval of a preliminary plan of subdivision of property in the R&D zone. The previously approved preliminary plan created 2 lots on 10.84 acres of land. The application was designated Preliminary Plan 1-99033R. On 06/29/00, Preliminary Plan 1-99033R was brought before the Montgomery County Planning Board for a public hearing. At the public hearing, the Montgomery County Planning Board heard testimony and received evidence submitted in the record on the application. Based upon the testimony and evidence presented by staff and on the information on the Preliminary Subdivision Plan Application Form, attached hereto and made a part hereof, the Montgomery County Planning Board finds Preliminary Plan 1-99033R to be in accordance with the purposes and requirements of the Subdivision Regulations (Chapter 50, Montgomery County Code, as amended) and approves the revision of the previous conditions of approval for Preliminary Plan 1-99033, subject to the following conditions:

- (1) Submit an amended Adequate Public Facilities (APF) agreement with the Planning Board limiting development to a maximum of 236,735 square feet of office use and pay to the Montgomery County Department of Finance the balance of the expedited development approval excise tax (EDAET), prior to receipt of building permits, as provided by County law
- (2) All previous conditions contained in the Planning Board opinion for Preliminary Plan No. 1-99033 dated January 14, 1999 remain in full force and effect

ATTD

49101 200

AFTER RECORDING, PLEASE RETURN TO:
Attn: Patricia A. Harper
First American Title Insurance Co.
1825 Eye Street, N.W., Suite 302
Washington, D.C. 20006
Re: 658693
Upon recording, return to:

Alan Poter
Novare National Settlement Services
320 Commerce Street, Suite 150
Irvine, California 92602

FILED
LORETTA E. WRIGHT
CLERK'S OFFICE
MONTGOMERY CO. MD.

2014 AUG 27 PM 4:25

SPECIAL WARRANTY DEED

THIS DEED, made as of the 13th day of August, 2014, by and between GCCFC 2007-GG9 BLACKWELL ROAD, LLC, a Delaware limited liability company ("Grantor"), and WELLBLACK 1, LLC, a Colorado limited liability company ("Grantee").

In consideration of the sum of Sixteen Million Five Hundred Ninety Thousand Dollars (\$ 16,590,000. 00), receipt of which is hereby acknowledged, and which the Grantor certifies under the penalties of perjury as the actual consideration paid or to be paid, Grantor does grant and convey unto the Grantee, in fee simple, with special warranty of title, all the land and improvements lying and being in the County of Montgomery, State of Maryland, described on the attached Exhibit A (the "Property"), BEING the same property conveyed by a Trustee's Deed from Steven P. Henne and Stephen B. Jackson, Substituted Trustees, unto Grantor, dated July 17, 2012, and recorded among the Land Records of Montgomery County, Maryland in Liber 44441, folio 064.

TOGETHER with the improvements thereon and all and every the rights, alleys, ways, privileges, appurtenances and advantages thereunto belonging or in anywise appertaining TO HAVE AND TO HOLD the Property, together with the rights and appurtenances aforesaid, unto Grantee, its successors and assigns, in fee simple.

AND Grantor hereby covenants that it will warrant specially the Property hereby granted; and that it will execute such further assurances of the same as may be requisite.

IMP FD SURE 40.00
RECORDING FEE 20.00
TR TAX STATE 82,950.00
TOTAL 83,010.00
REC'D MDCG Rcpt # 19336
LEK KAG Blk # 7224
AUG 27, 2014 04:24 PM

MONTGOMERY COUNTY, MD
APPROVED BY KC

AUG 27 2014

\$ 164,350.00 RECORDATION TAX PAID
\$ 165,900.00 TRANSFER TAX PAID

8295000
40
30
10

MONTGOMERY COUNTY CIRCUIT COURT (Land Records) LEK 49101, p. 0200, MSA_CE63_49058. Date available 09/02/2014. Printed 10/06/2014.

49101 . 201

Title to the property hereinabove described is subject to (i) taxes and assessments for the year 2014 and subsequent years; and (ii) valid and enforceable easements, rights-of-way, covenants, restrictions and agreements of record.

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49101 202

IN WITNESS WHEREOF, Grantor has caused these presents to be executed as of the day and year first above written.

Witnesses:

GRANTOR:

GCCFC 2007-GG9 BLACKWELL ROAD, LLC, a Delaware limited liability company

By: LNR Partners, LLC, a Florida limited liability company, its manager

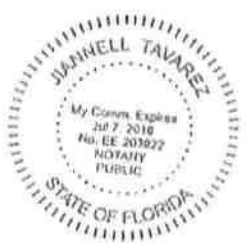
Signature: [Handwritten Signature]
Print Name: Andrea F. Delgado

By: [Handwritten Signature]
Name: Rodolfo S. Laredo
Title: Vice President

Signature: [Handwritten Signature]
Print Name: Matt Hooker

STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 4 day of August, 2014 by Rodolfo S. Laredo as Vice President of LNR Partners, LLC, a Florida limited liability company, as manager of GCCFC 2007-GG9 BLACKWELL ROAD, LLC, a Delaware limited liability company on behalf of the company. He is personally known to me or has produced a driver's license as identification.



[Handwritten Signature]
Notary Public **Jiannell Tavarez**
Print Name: **Jiannell Tavarez**
Serial No. (if any): EE203922

MONTGOMERY COUNTY CIRCUIT COURT (Land Records) LEK 49101. p. 0202, MSA_CE63_49058, Date available 09/02/2014, Printed 10/06/2014.

EXHIBIT ALEGAL DESCRIPTION

BEING a parcel of land located in the Ninth (9th) Election District of Montgomery County, Maryland and being part of land conveyed by Samuel C. Johnson, Jr. Family Limited partnership to Blackwell, L.L.C. by Special Warranty Deed dated May 3, 1999 and recorded among the Land Records of Montgomery County, Maryland in Liber 17056 at Folio 671 and also being all of Lot 1 as delineated on a Subdivision Record Plat entitled "DISCOVERLY HALL SOUTH" as recorded among the aforesaid Land Records as plat No. 21199 and being more particularly described in the Maryland State Plane NAD 83/91 Datum by Macris, Hendricks & Glascock, P.A. as follows:

BEGINNING at a point on the westerly right-of-way limits of Shady Grove Road (75' from centerline), said point also being the northeast front corner of the aforesaid Lot 1, then binding with the westerly right-of-way

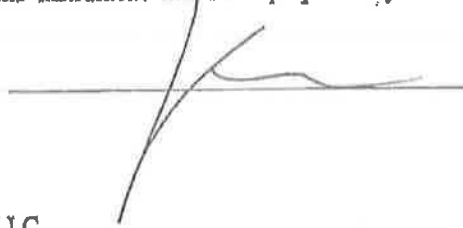
limits of Shady Grove Road and the northerly right-of-way limits of Blackwell Road (70' R/W) the following six (6) courses:

1. 152.94 feet along the arc of a curve deflecting to the right, having a radius of 1,834.86 feet and a chord bearing and length of South 25°43'13" West, 152.90 feet to a point, then
2. South 28°06'30" West, 186.12 feet to a point, then
3. South 70°45'10" West, 36.76 feet to a point, then
4. 328.77 feet along the arc of a curve deflecting to the left, having a radius of 1,991.93 feet and a chord bearing and length of North 71°39'09" West, 328.40 feet to a point, then
5. North 76°22'51" West, 213.16 feet to a point, then
6. 50.43 feet along the arc of a curve deflecting to the left, having a radius of 655.00 feet and a chord bearing and length of North 78°35'11" West, 50.42 feet to a point, then leaving said Blackwell Road and binding with the westerly and northerly platted limits of said Lot 1
7. North 14°56'44" East, 201.17 feet to a point, then
8. North 15°12'22" East, 192.06 feet to a point, then South 70°42'26" East, 693.73 feet to the point of beginning; containing 240,248 square feet or 5.51534 acres of land.

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ATTORNEY CERTIFICATION

The undersigned, an attorney duly admitted to practice before the Court of Appeals of the State of Maryland, hereby certifies that this instrument has been prepared by or under the supervision of the undersigned.



Grantee's Address: Wellblack 1, LLC
2352 Main Street, Suite 201
Concord, MA 01742

Tax Account Number/s: 9-1-3271395

Title Insurer: First American Title Insurance Company

MIAMI 4241377.1 72496/44251

49101 205


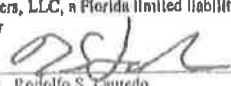
**Certification of Exemption from Withholding Upon Disposition of Maryland Real Estate
Affidavit of Residence or Principal Residence**

Based on the certification below, Transferor claims exemption from the tax withholding requirements of § 10-912 of Maryland's Tax General Article. Section 10-912 states that certain tax payments must be withheld when a deed or other instrument that affects a change in ownership of real property is recorded. The requirements of § 10-912 do not apply when a transferor provides a certification of Maryland residence or certification that the transferred property is the transferor's principal residence.

1. Transferor Information	
Name of Transferor	
GCCFC 2007-GG9 BLACKWELL ROAD, LLC, a Delaware limited liability company	

2. Reason for Exemption	
Resident Status	<input type="checkbox"/> I, Transferor, am a resident of the State of Maryland. <input checked="" type="checkbox"/> Transferor is a resident entity under § 10-912(A)(4) of Maryland's Tax General Article, I am an agent of Transferor, and I have authority to sign this document on Transferor's behalf.
Principal Residence	<input type="checkbox"/> Although I am no longer a resident of the State of Maryland, the Property is my principal residence as defined in IRC § 121.

Under penalty of perjury, I certify that I have examined this declaration and that, to the best of my knowledge, it is true, correct, and complete.

3a. Individual Transferors	
Witness	Name
	Signature
3b. Entity Transferors	
 Witness/Agent	GCCFC 2007-GG9 BLACKWELL ROAD, LLC, a Delaware limited liability company By: LNR Partners, LLC, a Florida limited liability company, its manager By:  Name: Rololfo S. Lauredo Title: Vice President

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State of Maryland Land Instrument Intake Sheet

Baltimore City County: Montgomery

Information provided is for the use of the Clerk's Office, State Department of Assessments and Taxation, and County Finance Office only. (Type or Print in Black Ink Only - All Copies Must Be Legible)

Space Reserved for Clerk/Clerk Recording Validation

Form sections: Type(s) of Instruments, Conveyance Type, Tax Exemptions, Consideration and Tax Calculations, Fees, Property Information, Transferred From, Transferred To, Other Names to be Indexed, Contact/Mail Information.

MC: MONTGOMERY COUNTY CIRCULAR (Long Records) LEK 49101 P. 206. MSA_CL53_48886 Date available 09-22-2014 Printed 10/06/2014

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Assessment Information, Assessment Use Only, Remarks