

ATTACHMENT 3.b.

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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”)
Site Plan Amendment Application to 8-99014
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 Site Plan 8-99014 (“Site Plan”), originally approved 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 Site Plan only with respect to Lot 1, commonly known as the 9601 Property, to permit up to 100% of the existing 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. Applicant is also specifically requesting an amendment to use current parking standards pursuant to Montgomery County Zoning Ordinance (“Zoning Ordinance”) Section 7.7.1.B.3.b to amend the parking requirements for the 9601 Property in a manner that satisfies the requirements of Zoning Ordinance Section 6.2.3 and 6.2.4. For clarity, the Amendments proposed by this Application are to the 9601 Property only and no amendment is proposed to the Site 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 Preliminary Plan 1-99033R, the Preliminary Plan for the 9601 Property. All documents referenced herein which concern the Preliminary Plan are appended to the Preliminary Plan Amendment Application. Please note that the Preliminary Plan Amendment requires a traffic study which has been submitted along with that Application and is addressed in the Preliminary Plan Amendment Statement of Justification, and therefore is not addressed again in this Statement of Justification.

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 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 Property is currently zoned LSC – Life Sciences Center. Prior to the implementation of the *2010 Great Seneca Science Corridor Master Plan* and when the 9601 Property was originally site-planned and the 9601 Building constructed, the 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 which went to auction in 2014.

Existing Approvals/Approval History

The 9601 Property is part of 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 a 2-lot Site Plan which encompasses the exact same properties. 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 again, only concerns the 9601 Property, 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 further detailed herein and in the concurrent Preliminary Plan Amendment Application. This request is not intended to impact in any way the 9600 Property which is not a part of this Application.

Applicant's Proposal

The Applicant proposes an Amendment to its Site Plan and its Preliminary Plan (by separate Application filed concurrently herewith) to permit up to 100% of the Gross Floor Area of the 9601 Building to be occupied by Medical Clinic use or any other permitted use in the LSC zone 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 to the Site Plan not related to the change in use are *de minimis* corrections to reflect the as-built 9601 Building and 9601 Property improvements as explained herein. Applicant also proposes that, pursuant to Section 7.7.1.B.3.(b) of the Zoning Ordinance, the Site Plan Amendment incorporate the Reduced Parking Area requirements of Section 6.2.4 of the Zoning Ordinance for the proposed change in use.

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. No addition to the building or modification to the site improvements is proposed with this amendment, therefore Section 7.7.1.B.3.ii related to required setbacks for improvements proposed under the amendment is not applicable. Accordingly, Applicant's Preliminary Plan may be amended under the standards of the LSC zone in effect on October 29, 2014. 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*. 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. 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 requesting that the Site Plan be updated to reflect that in addition to the requested change in use, consistent with the Prior Zoning Ordinance, General Office use also be permitted in up to 40% of the Gross Floor Area of the 9601 Building.

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

Traffic / Transportation Mitigation Payment

Because adequacy of traffic facilities is addressed as part of Preliminary Plan review, applicable traffic and trip mitigation issues are fully discussed in Applicant's Preliminary Plan Amendment Application. As more fully set forth therein, no trip mitigation payment is required.

Amendments to Site Plan

Applicant has provided an Amended Site Plan as part of this Application. It has been updated to reflect as-built existing conditions on the site which differ from the approved Site Plan. The changes are *de minimis* and include showing the existing bicycle parking, a small concrete pad adjacent to the building foundation for a previous and future generator, benches, and the location of the existing monument sign. Per direction from planning staff, Applicant is also adding three (3) or more bicycle racks for five (5) additional bicycle spaces which are shown on the Amended Site Plan near the main entrances to the 9601 Building. Applicant is also correcting the square footage for the 9601 Building to reflect as-built conditions, as well as editing numerous typos on the approved Site Plan. It is Applicant's position that none of these changes require any further justification, save the parking which is addressed below. Applicant is not including the adjacent 9600 Property on the Amended Site Plan and has included a note for clarification that all Amendments apply to the 9601 Property only.

Parking

Applicant is not proposing any change to the parking layout shown on the existing, approved Site Plan; however the parking tabulation table on the Site Plan is being corrected to show the actual number of 475 parking spaces on the 9601 Property (Lot 1).

Pursuant to Section 7.7.1B.3.b of the Zoning Ordinance, Applicant may request an amendment to the Site Plan to avail itself of the Reduced Parking Area requirements in the Zoning Ordinance. Pursuant to the definition of Reduced Parking Area in Section 1.4 of the Zoning Ordinance, the 9601 Property is located in a Reduced Parking Area because it is in the LSC zone and not in a Parking Lot District. Pursuant to Section 6.2.4 of the Zoning Ordinance, the minimum required parking for Medical Clinic use in a Reduced Parking Area is one (1) parking space per 1,000 square feet of Gross Floor Area and the maximum is four (4) spaces per 1,000 square feet of Gross Floor Area. The 9601 Building contains 128,038 square feet of Gross Floor Area and currently has four hundred seventy five (475) parking spaces, which equates to 3.68 spaces per 1,000 square feet which falls squarely within the 1.0 spaces per 1,000 square feet minimum and 4.0 spaces per 1,000 square feet maximum parking ratio required in a Reduced Parking Area for 100% Medical Clinic use under Section 6.2.4.B of the Zoning Ordinance.

For information purposes only (in the unlikely event that no medical clinic use occupies the 9601 Building after this amendment), the Reduced Parking Area requirements for Office uses are a minimum of two (2) and a maximum of three (3) spaces per 1,000 square feet of Gross Floor Area. While the 9601 Property has 3.68 per 1,000 square feet as calculated above, more than the maximum permitted amount, the 9601 parking lot is already built as previously approved. Applicant is not required to reduce its as-built parking in order to retain the flexibility to park all uses that would be permitted under this amendment.

At the request of planning staff, Applicant will provide five (5) additional short term bicycle parking spaces near the main entrances to the 9601 Building to bring the total number of bicycle parking spaces on the 9601 Property to twenty five (25). Per Section 6.2.4.C of the Zoning Ordinance, the minimum bicycle parking required for Medical Clinic use (or Office use) is one (1) space per 5,000 square feet of Gross Floor Area with a maximum of 25. The 9601 Building contains 128,038 square feet of Gross Floor Area which is large enough to reach (exactly) the maximum requirement of 25 spaces, which is what Applicant is providing.

Accordingly, the parking on the 9601 Property complies with the Reduced Parking Area requirements of the Zoning Ordinance for the full range proposed changes in use.

The total number of parking spaces for the 9600 Property and the 9601 Property combined was calculated on the approved Site Plan and so is calculated on the Amended Site Plan using the number of parking spaces approved by the Site Plan for the 9600 Property. No change to the parking is being proposed or shown on the Amended Site Plan for the 9600 Property. Applicant is not certifying that the number of parking spaces on the 9600 Property as built is the same as on the Site Plan.

Summary of Compliance with Requirements

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

- a. The proposed use of up to 100% Medical Clinic use is a permitted use in the LSC zone. The proposed use includes any less traffic intensive uses permitted in the LSC zone, including up to 40% General Office use.
- b. The Site Plan Amendment fully complies with all applicable development standards of the LSC zone and the Zoning Ordinance. 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 building and site conditions are proposed. Therefore the Site 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.
- c. This Site Plan Amendment fully complies with all applicable parking requirements. Applicant has requested an amendment to utilize current parking standards 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, all less traffic intensive uses permitted in the LSC zone, and up to 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 twenty (20) short term bicycle spaces on site.

- d. The required traffic review is addressed by the concurrently submitted Preliminary Plan Amendment Application.
- e. This Site Plan Amendment completely satisfies all of the applicable findings to be made by the Planning Board Pursuant to Section 7.3.4 of the Zoning Ordinance as detailed herein: i) the Amendment satisfies the previous approval applicable to the site under which the existing improvements were developed; ii) the Amendment satisfies the green area requirement under the prior approval; iii) the Amendment satisfies applicable use standards, development standards and general requirements of the Zoning Ordinance as detailed on the Amendment to the Site Plan; iv) the Amendment is subject to a Forest Conservation Plan with which it complies, or for which a compliance plan has been submitted, – no land disturbance activities are proposed in this Amendment so no further Sediment Control or Forest Conservation requirements are applicable; and v) the Amendment makes no changes to the existing well-lit parking lot, well-integrated site layout and building plan, circulation patterns, building massing, and pedestrian connections.
- f. This Site Plan Amendment is a limited amendment which, as stated above, proposes no change to the gross floor area or footprint of the existing 9601 Building. Accordingly, to the extent required for such a limited amendment, it substantially conforms to the recommendations of the applicable master plan, the *2010 Great Seneca Science Corridor Master Plan*, (“Master Plan”) which states that while the LSC Central District in which the 9601 Property is located should continue to focus on medical and biotech uses, the Plan recommends modifying the LSC zone to permit a broader range of uses. The addition of uses in the 9601 Building will meet the goals of the Master Plan by providing for a broad 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; it is well served by existing adequate public services and facilities and has demonstrated at the amendment to the Preliminary Plan that the change in use will not adversely impact the roads, and the change in use of the existing development on the 9601 Property is compatible with existing and pending development in the LSC area.

Forest Conservation

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

Summary and Request

The Applicant respectfully requests approval of the proposed Amendment to the Site 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

MONTGOMERY COUNTY PLANNING BOARD

OPINION

DATE MAILED: January 14, 1999
SITE PLAN REVIEW: #8-99014
PROJECT: Decoverly Hall South

Action: Approval subject to conditions. Motion was made by Commissioner Bryant, seconded by Commissioner Purdue, with a vote of 4-0, Commissioners Bryant, Holmes, Hussmann and Purdue voting for. Commissioner Richardson was absent.

The date of this written opinion is January 14, 1999, (which is the date that this opinion is mailed to all parties of record). Any party authorized by law to take an administrative appeal must initiate such an appeal, as provided in the Maryland Rules of Procedure, on or before February 13, 1999, (which is thirty days from the date of this written opinion). If no administrative appeal is timely filed, then this site plan shall remain valid for as long as Preliminary Plan #1-99033 is valid, as provided in Section 59-D-3.8.

On January 7, 1999, Site Plan Review #8-99014 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 on the testimony and evidence presented and on the staff report which is made a part hereof, the Montgomery County Planning Board finds:

1. The Site Plan is consistent with the approved development plan or a project plan for the optional method of development, if required;
2. The Site Plan meets all of the requirements of the zone in which it is located;
3. The locations of the buildings and structures, the open spaces, the landscaping, and the

pedestrian and vehicular circulation systems are adequate, safe, and efficient;

4. Each structure and use is compatible with other uses and other site plans and with existing and proposed adjacent development;
5. The site plan meets all applicable requirements of Chapter 22A regarding forest conservation.

The Montgomery County Planning Board APPROVES Site Plan Review #8-99014 which consists of 236,156 square feet of office and R & D and is subject to the following conditions:

1. The Planning Board approves the requested parking lot setback waivers by finding that they provide an enhanced site design and pedestrian environment and they would not have an adverse impact on adjacent land. The waivers allow the following: a 15 setback to north; a 17 foot setback to the west; 10 feet to the south; and 25 feet to each public street.
2. Standard Conditions dated October 10, 1995, Appendix A.
3. The Applicant shall add to the landscape plan prior to signature set, two shade trees per island within each parking lot and three clusters of evergreen trees within Lot 1 along the Shady Grove Frontage.
4. The Applicant shall provide 10 carpool or vanpool spaces per lot. They shall be located near the lobby entrance and their number may be adjusted to meet demand.

APPENDIX A: STANDARD CONDITIONS OF APPROVAL DATED 10-10-95:

1. Submit a Site Plan Enforcement Agreement and Development Program for review and approval prior to approval of the signature set as follows:
 - a. Development Program to include a phasing schedule as follows:
 - 1) Street tree planting must progress as street construction is completed, but no later than six months after completion of the building adjacent to those streets.
 - 2) Community-wide pedestrian pathways and sitting areas must be completed prior to occupancy.
 - 3) Landscaping associated with each parking lot and building shall be completed as construction of each facility is completed.
 - 4) Pedestrian pathways and seating areas associated with each facility shall be completed as construction of each facility is completed.
 - 5) Clearing and grading to correspond to the construction phasing, to minimize soil erosion;
 - 6) Coordination of each section of the development and roads;
 - 7) Phasing of dedications, stormwater management, sediment/erosion control, forestation, community paths, trip mitigation or other features.
2. Signature set of site, landscape/lighting, forest conservation and sediment and erosion control plans to include for staff review prior to approval by Montgomery County Department of Permitting Services (DPS):
 - a. Limits of disturbance;
 - b. Methods and location of tree protection;
 - c. Forest Conservation areas;
 - d. Conditions of DPS Stormwater Management Concept approval letter dated July 31, 1998;
 - e. Note stating the M-NCPPC staff must inspect tree-save areas and protection devices prior to clearing and grading;
 - f. The development program inspection schedule.
 - g. Conservation easement boundary
 - h. Street trees 45 +/- feet on center along all public streets;
3. Forest Conservation Plan shall satisfy all conditions of approval prior to recording of plat and DPS issuance of sediment and erosion control permit.
4. No clearing or grading prior to M-NCPPC approval of signature set of plans.

M-NCPPC



MONTGOMERY COUNTY DEPARTMENT OF PARK AND PLANNING

THE MARYLAND-NATIONAL CAPITAL
PARK AND PLANNING COMMISSION6787 George Avenue
Silver Spring, Maryland 20910-1700

MONTGOMERY COUNTY PLANNING BOARD

O P I N I O N

DATE MAILED: August 2, 2000

SITE PLAN REVIEW: #8-99014A

PROJECT: Deeverly Hall South

Action: Approval subject to conditions. Motion was made by Commissioner Bryant, seconded by Commissioner Holmes, with a vote of 5-0. Commissioners Bryant, Holmes, Hassmann, Perdue and Wellington voting for

The date of this written opinion is August 3, 2000 (which is the date that this opinion is mailed to all parties of record). Any party authorized by law to take an administrative appeal must advise such an appeal, as provided in the Maryland rules of Procedure, on or before September 2, 2000 (which is thirty days from the date of this written opinion). If no administrative appeal is timely filed, this site plan shall remain valid for as long as Preliminary Plan #1-99033 is valid, as provided in Section 59-11.18. Once the property is recorded, this site plan shall remain valid until the expiration of the project's APD approval, as provided in Section 59-11.18.

On June 29, 2000, Site Plan Review #8-99014A 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 on the testimony and evidence presented and on the staff report which is made a part hereof, the Montgomery County Planning Board finds:

- (1) Submit an amended Site Plan Enforcement agreement, Site Development and Landscape Plan to reflect the adjustments in lot area and building size for technical staff review and approval
- (2) All previous conditions contained in the Planning Board opinion for Site Plan No. 8-99014 dated January 14, 1999

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26



TAX MAP No. F5561

PLAT No. 21199

- NOTICE:
- This property is a land plat.
 - The recording of this plat is preliminary to the recording of a deed.
 - The plat is subject to the provisions of the Subdivision Control Act, Article 28B, Chapter 300, of the Code of Maryland, and to the provisions of the Subdivision Control Regulations, Chapter 300, of the Code of Maryland.
 - The property shown hereon is subject to the requirements of the Montgomery County Planning Commission, Article 28B, Chapter 300, of the Code of Maryland, and to the provisions of the Subdivision Control Regulations, Chapter 300, of the Code of Maryland.
 - The property shown hereon is subject to the requirements of the Montgomery County Planning Commission, Article 28B, Chapter 300, of the Code of Maryland, and to the provisions of the Subdivision Control Regulations, Chapter 300, of the Code of Maryland.
 - The plat is subject to the provisions of the Subdivision Control Act, Article 28B, Chapter 300, of the Code of Maryland, and to the provisions of the Subdivision Control Regulations, Chapter 300, of the Code of Maryland.
 - The plat is subject to the provisions of the Subdivision Control Act, Article 28B, Chapter 300, of the Code of Maryland, and to the provisions of the Subdivision Control Regulations, Chapter 300, of the Code of Maryland.

TRACT	AREA	PERCENTAGE OF TOTAL AREA	PERCENTAGE OF TOTAL AREA
LOT 1	242,248 sq. ft.	5.5154%	5.5154%
LOT 2	178,142 sq. ft.	4.0337%	4.0337%
TOTAL	420,390 sq. ft.	9.5491%	9.5491%



SUBMISSION RECORD PLAT
 LOTS 1 & 2
 DECOVERLY HALL SOUTH
 ELECTION DISTRICT No. 9
 MONTGOMERY COUNTY, MARYLAND
 SCALE: 1" = 100' AUGUST, 1999
 MACRIS, HENDRICKS & GLASCOCK, P.A.
 ENGINEERS • PLANNERS • SURVEYORS
 9220 WIGHTMAN ROAD, SUITE 120
 MONTGOMERY VILLAGE, MD 20886-1279
 (301) 670-0840



DECOVERLY HALL SOUTH
 The property shown hereon is subject to the provisions of the Subdivision Control Act, Article 28B, Chapter 300, of the Code of Maryland, and to the provisions of the Subdivision Control Regulations, Chapter 300, of the Code of Maryland. The property shown hereon is subject to the requirements of the Montgomery County Planning Commission, Article 28B, Chapter 300, of the Code of Maryland, and to the provisions of the Subdivision Control Regulations, Chapter 300, of the Code of Maryland.

8/15/99
 8/17/99
 8/19/99
 8/23/99

PLAT TABLED
 Number of Lots - 2
 Area of Lots - 420,390 sq. ft.
 Area of Street - 34,480 sq. ft.
 Total Area - 454,870 sq. ft.
 or 10.4860 acres

FOR PUBLIC WATER AND SEWER ONLY. SEE THE RECORDING PLAT.

THE MARYLAND NATIONAL CAPITAL PARK & PLANNING COMMISSION
 MONTGOMERY COUNTY PLANNING BOARD
 DEPARTMENT OF PERMITTING SERVICES

APPROVED: [Signature] 8/19/99
 CHAIRMAN

APPROVED: [Signature]
 SECRETARY-TREASURER

DATE: _____
 PREPARED BY: _____

5/25/99
 8/25/99
 8/25/99
 8/25/99



57-440
MSASSA 100-37113

Att D

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: 659693
Upon recording, return to:

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

FILED
LORETTA MIGHT
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
Rcpt # 19336
LEK KAG Blk # 7224
AUG 27 2014 04:24 PM

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

8295000
200
[Signature]

MONTGOMERY COUNTY, MD
APPROVED BY KC

AUG 27 2014

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

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.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

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

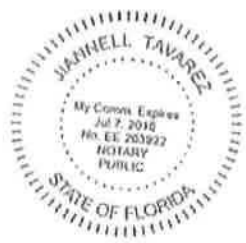
Signature: [Signature]
Print Name: Andrea F. Delgado

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

Signature: [Signature]
Print Name: Mark Harker

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.



[Signature]
Notary Public **Jannell Tavaraz**
Print Name:
Serial No. (if any): EE203922

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 Plans 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

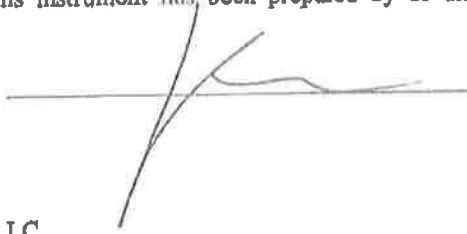
limits of Shady Grove Road and the northerly right-of-way limits of Blackwell Road (70' R/W) the following six (6) courses:

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.

49101 204

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

MONTGOMERY COUNTY CIRCUIT COURT (Land Records) LEK 49101, p. 0205 MSA_CE63_19058, Date available 09/02/2014, Printed 12/08/2014



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: Rodolfo S. Laurido Title: Vice President

49101 206

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 Assessment and Taxation, and County Finance Office only.
(Type or Print in Black Ink Only - All Copies Must Be Legible)

Space Reserved for County Clerk Recording Validation

Type(s) of Instruments	<input checked="" type="checkbox"/> (Check Box, If Addendum Intake Form is Attached)																	
	(1) Deed Trust	(2) Deed of Trust	(3)	(4)														
Conveyance Type (Check Box)	<input type="checkbox"/> Improved Sale Arms-Length (1)	<input type="checkbox"/> Unimproved Sale Arms-Length (2)	<input type="checkbox"/> Multiple Accounts Arms-Length (3)	<input type="checkbox"/> Not an Arms-Length Sale (9)														
Tax Exemptions (if Applicable)	Recreation State Transfer County Transfer																	
Cite or Explain Authority																		
Consideration and Tax Calculations	Consideration Amount		Finance Office Use Only															
	Purchase Price/Consideration	16,590,000.00	Transfer and Recordation Tax Consideration															
	Any New Mortgage	15,300,000.00	Transfer Tax Consideration															
	Balance of Existing Mortgage		Deed Exemption Amount (4)															
	Other:		Total Transfer Tax															
	Existing IDOT being Assumed		Recordation Max Consideration															
Other:		Transfer Tax Subject \$500																
Full Cash Value		TOTAL DUES																
Fees	Amount of Fees	Doc: 1	Doc: 2	Agent														
	Recording Charge	20.00	75.00	Tax Bill														
	Surcharge	40.00		C.B. Credit														
	State Recordation Tax	164,350.00		Ag. Tax/Other														
	State Transfer Tax	82,950.00																
	County Transfer Tax	165,900.00																
Other																		
Transferred From	District	Property Tax ID No. (1)	Grantor Liber/Folio	Map	Parcel No.	Var. LOG (5)												
	9	1-3271395	4444/064															
	Subdivision Name	Lot 3(a)	Sec/A/R(c)	Blk/Ref.	Sq Ft/Acreage (4)													
	Meters and bounds				5,51534													
	Location/Address of Property Being Conveyed (2)																	
	170 Woodholme Avenue																	
Transferred To	Other Property Identifiers (if applicable)			Water Meter Account No.														
	Residential	for Non-Residential	Fee Simple	or Ground Rent	Amount:													
	Partial Conveyance?	Yes	No	Description/Amt. of Sq Ft/Acreage Transferred:														
	If Partial Conveyance, List Improvements Conveyed:																	
	Doc. 1 - Grantor(s) Name(s)			Doc. 2 - Grantor(s) Name(s)														
	GCCPC 2007-GG9 Blackwell Road, LLC			Wellblock 1, LLC														
Other Names to be Indexed	Doc. 1 - Grantee(s) Name(s)			Doc. 2 - Grantee(s) Name(s)														
	Wellblock 1, LLC			Great Western Ranch, LLC														
	New Owner's (Grantee) Mailing Address																	
	252 Clayton Street, 4 th Floor, Denver, CO 80206																	
Contact/Mail Information	Instrument/Submitted By or Contact Person			Return to Contact Person														
	Name: Patricia A Harper Firm: First American Title Insurance Company Address: 1825 Eye Street, N.W., Washington, D.C. 20006 Phone: 202-530-1441			<input type="checkbox"/> Hold for Pickup <input checked="" type="checkbox"/> Return Address Provided														
IMPORTANT: BOTH THE ORIGINAL DEED AND A PHOTOCOPY MUST ACCOMPANY EACH TRANSFER																		
Assessment Information																		
<input type="checkbox"/> Yes X Will the property being conveyed be the grantee's principal residence?																		
<input type="checkbox"/> Yes X a Does transfer include personal property? If yes, identify:																		
<input type="checkbox"/> Yes X n Was property surveyed? If yes, attach copy of survey (if recorded, no copy required).																		
Assessment Use Only - Do Not Write Below This Line																		
<input type="checkbox"/> Terminal Verification <input type="checkbox"/> Agricultural Verification <input type="checkbox"/> Wildlife <input type="checkbox"/> Park <input type="checkbox"/> Trust/Project Verification																		
Transfer Number: _____ Date Received: _____ Assessor/Inspector: _____ Assigned Property No: _____																		
<table border="1"> <tr> <td>Year</td> <td>Zone</td> <td>Use</td> <td>Area</td> <td>Value</td> <td>Notes</td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </table>							Year	Zone	Use	Area	Value	Notes						
Year	Zone	Use	Area	Value	Notes													
REMARKS																		

MON. RECOVERY COUNTY CIRCUIT COURT Land Records LER 49101, p. 0006, VSA_C553_49101 Data available 04/12/2014 4:11:02 PM

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