



MONTGOMERY COUNTY PLANNING DEPARTMENT
THE MARYLAND-NATIONAL CAPITAL PARK AND PLANNING COMMISSION

MCPB
ITEM #
11/29/07



MEMORANDUM

DATE: November 16, 2007

TO: Montgomery County Planning Board

VIA: Rose Krasnow, Chief *RK*
Development Review Division

FROM: Catherine Conlon, Subdivision Supervisor (301-495-4542)
Development Review Division *CC*

REVIEW TYPE: Preliminary Plan Amendment

APPLYING FOR: Reallocation of 79,772 square feet of unused office density included in Preliminary Plan No. 11997077A, Orchard Center, back to Preliminary Plan No. 11991039A, Westfarm Tech Park, from which it was transferred.

PROJECT NAME: Westfarm Technology Park and Orchard Center

CASE NOS. 11991039A and 11997077A (both formerly also covered by Preliminary Plan No. 119820680)

REVIEW BASIS: Pursuant to Chapter 50, the Subdivision Regulations

ZONING: I-3 and C-6

LOCATION: In the southeast quadrant of the intersection of Colesville Road (MD 29) and Cherry Hill Road

MASTER PLAN: Fairland

APPLICANT: Westfarm Development, LLC

ENGINEER: Loiderman Soltesz Associations, Inc.

ATTORNEY: Holland and Knight

FILING DATE: June 20, 2007

HEARING DATE: November 29, 2007

Staff Recommendation:

Approval of the amendment to **Preliminary Plan No. 19910390** (formerly 1-91039), subject to the following conditions:

- 1) Amend condition #1 of the August 1, 1991 Planning Board Opinion for Preliminary Plan No. 19910390 (formerly 1-91039) to read as follows:
 - 1) Agreement with Planning Board to limit development (as modified by Preliminary Plan No. 119970770 (formerly 1-97077) and 11997077A) to a maximum density of 0.4 FAR. Averaging of the 0.4 FAR over all lots may be allowed provided that all other requirements of the I-3 zone are met. (The adequate public facilities agreement will implement the development administration agreement previously entered into between the applicant and Planning Board.)
 - 2) All other conditions of approval as contained in the Planning Board Opinion for Preliminary Plan No. 119910390, dated August 1, 1991, remain in full force and effect.

Approval of the amendment to **Preliminary Plan No. 19970770** (formerly 1-97077), subject to the following conditions:

- 1) Replace condition #1 of the July 28, 1997 Planning Board Opinion for Preliminary Plan No. 19970770 (formerly 1-97077) with the following language:
 - 1) Applicant to amend or provide an addendum to the Adequate Public Facilities Agreement with the Planning Board to reflect the following:
 - a) Development under this Preliminary Plan is limited to a maximum of 395,114 square feet of retail use and a maximum of 25,000 square feet of sit-down restaurant use, or an equivalent amount of retail uses allowed in the C-6 zone (five restaurant buildings of 5,000 square feet, with no more than one restaurant with a drive-in window).
 - b) Development on the remaining I-3 zoned portions of the property (as approved under Preliminary Plan 119910390 (formerly 1-91039), and 11991039A) is hereby adjusted to reflect the remaining development potential of 771,280 square feet of general office use.
 - 2) All other conditions of approval as contained in the Planning Board Opinion for Preliminary Plan No. 119970770, dated July 28, 1997, remain in full force and effect.

SITE DESCRIPTION

The West*Farm Technology Park property (“Subject Property” or “Property”) consists of several recorded parcels of land encompassing approximately 140 acres and falling within the I-3

and C-6 zones. The Property is located in the southeast quadrant of the intersection of Colesville Road (MD 29) and Cherry Hill Road on either side of Plum Orchard Drive, within the Fairland Master Plan area (Attachment A). The land is developed with a combination of general office and retail uses except for four parcels on the west side of Plum Orchard Drive in the southwest quadrant of the property which remain vacant.

BACKGROUND

The Subject Property was originally subdivided in 1982 with the Planning Board's approval of Preliminary Plan No. 119820680 (formerly 1-82068) (see Planning Board Opinion in Attachment B). At that time, the entire property was zoned I-3. After this original approval, three of the subdivided lots were sold to Kaiser Permanente, one was sold to Altek, and Westfarm Development, LLC (the "West*Farm" or "Applicant") retained ownership of the rest (see Attachment C). The original plan approval established limits on vehicle trips rather than specific limits on density, but in 1990, density limits were imposed for the land owned by Kaiser and West*Farm under two separate Development Administration Agreements. These agreements were made between the County and the property owners to implement density limitations that were then being proposed in a County Trip Reduction Master Plan Amendment for the MD Route 29 area. The lot sold to Altek was not made subject to this requirement.

The West*Farm agreement established a density limitation of 0.4 Floor Area Ratio (FAR), based upon the gross tract area owned by them at the time. This density limitation translated into a maximum development density of 1,968,699.4 square feet (calculated as office use or equivalent) for the land then owned by West*Farm. A separate limitation was established for the Kaiser properties¹. As part of the West*Farm agreement, the Planning Board required that notations be made on the record plats for the West*Farm properties, making reference to the agreement and its limitations. In order to make the notation on the record plats and confirm the reduction in development potential from the original subdivision for purposes of Adequate Public Facilities Ordinance review, a new preliminary plan of subdivision was processed in 1991 for the West*Farm owned property (see Attachment C). The 1991 plan, Preliminary Plan No. 119910390 (formerly 1-91039) was approved by the Board with the conditions specified in an Opinion dated August 1, 1991 (Attachment D).

The 1997 Fairland Master Plan recommended a new zone and land use for approximately 45 acres of the then I-3 zoned land owned by West*Farm (see Attachment C). The Master Plan proposed to establish a retail "power center" under a new zoning classification, the C-6 zone. This zone was created as a Euclidean Zone in conjunction with the Master Plan and the 45 acres were rezoned by Sectional Map Amendment in 1997. Preliminary Plan No. 119970770 (formerly 1-97077) and Site Plan No. 819970240 (formerly 8-97024) were processed in 1997 for development of the 45 acre C-6 zone area as the Orchard Center. The Planning Board's July 28, 1997 Opinion for the Preliminary Plan approval (Attachment F) established a density limitation for the Orchard Center of 460,000 square feet of retail use by allocating a part of the density

¹ The previous density limits for the Kaiser-owned land are not being amended by the current application, so they are not discussed in any detail. However, detailed information concerning the history and development of the entire West*Farm Technology Park is included in the attached memorandum, updated November 14, 2007, from Community Based Planning staff (Attachment G).

previously established by Preliminary Plan No. 119910390 when the property was zoned I-3. The Planning Board accepted a ratio of two square feet of office space being equivalent to one square foot of retail space for the conversion based on trip generation from each use. As a result, 920,000 square feet of office use were deducted from the then-remaining balance of the original maximum development density of 1,968,699.4 square feet for Preliminary Plan No. 119910390.

PROPOSED PRELIMINARY PLAN AMENDMENTS

Sale of each parcel at Orchard Center by West*Farm to a retail user included a covenant that limited the usable density to only the amount sold to that user. Most of this square footage has now been built although, in some instances, the retail purchasers/users have not utilized the full amount of density they purchased. The requested preliminary plan amendments would permit the Applicant to reallocate 79,772 square feet of office density that was never sold to a retail user from Orchard Center back to the remaining I-3 zoned lots that were included in Preliminary Plan No. 119910390. To accomplish this reallocation, the Applicant proposed amendments to all three of the previously approved preliminary plans. In staff's opinion, however, only the 1991 and 1997 plans need to be amended. The amendment to the 1997 plan modifies the previously approved limits on development to reallocate the 79,772 square feet of office density. The amendment to the 1991 plan adds a reference to the 1997 approval, and the current amendment. Such a reference between the plans actually should have been made at the time of the original 1997 approval since the 1991 plan was affected.

In support of this request, the Applicant has provided a letter dated June 20, 2007 (Attachment F) that provides background information and the data to support the availability of the density they wish to reallocate. As noted in the letter, this density would be added to the unused density remaining in the I-3 portion of the Westfarm Technology Park, which includes density from lots originally owned by both Kaiser Permanente and West*Farm, and made available to one purchaser for use on a consolidation of the remaining vacant lots. Adventist HealthCare, Inc. has already purchased the Kaiser lots and is under contract to purchase the West*Farm lots to facilitate the possible relocation of the Washington Adventist Hospital from Takoma Park to this location. That proposal requires separate Special Exception and Site Plan review and is not part of this amendment.

ANALYSIS

Staff has reviewed the Applicant's justification for reallocation of densities and compared the Density Summary chart in the June 20, 2007 letter with data staff has collected since 2003 regarding the drawdown of approved development in the Westfarm Technology Park (and successors). The numbers in that chart correspond to staff's data (a full report of which is included in Attachment G) and staff agrees that there are 79,772 square feet of unused density within the Orchard Center that could be reallocated for use on the remaining I-3 zoned lots. Further, staff finds that such reallocation would not change the intent of any of the original approvals since it does not increase the total amount of density that was established by the original preliminary plans.

CONCLUSION

Based on the finding discussed above, staff recommends approval of the preliminary plan amendments to modify the previous conditions of Preliminary Plan No. 119910390 and 119970970 as specified in the conditions above.

Attachments:

Attachment A – Vicinity Map

Attachment B – Board Opinion for Plan No. 119820680

Attachment C – Previous Preliminary Plan Boundaries and Property Ownership

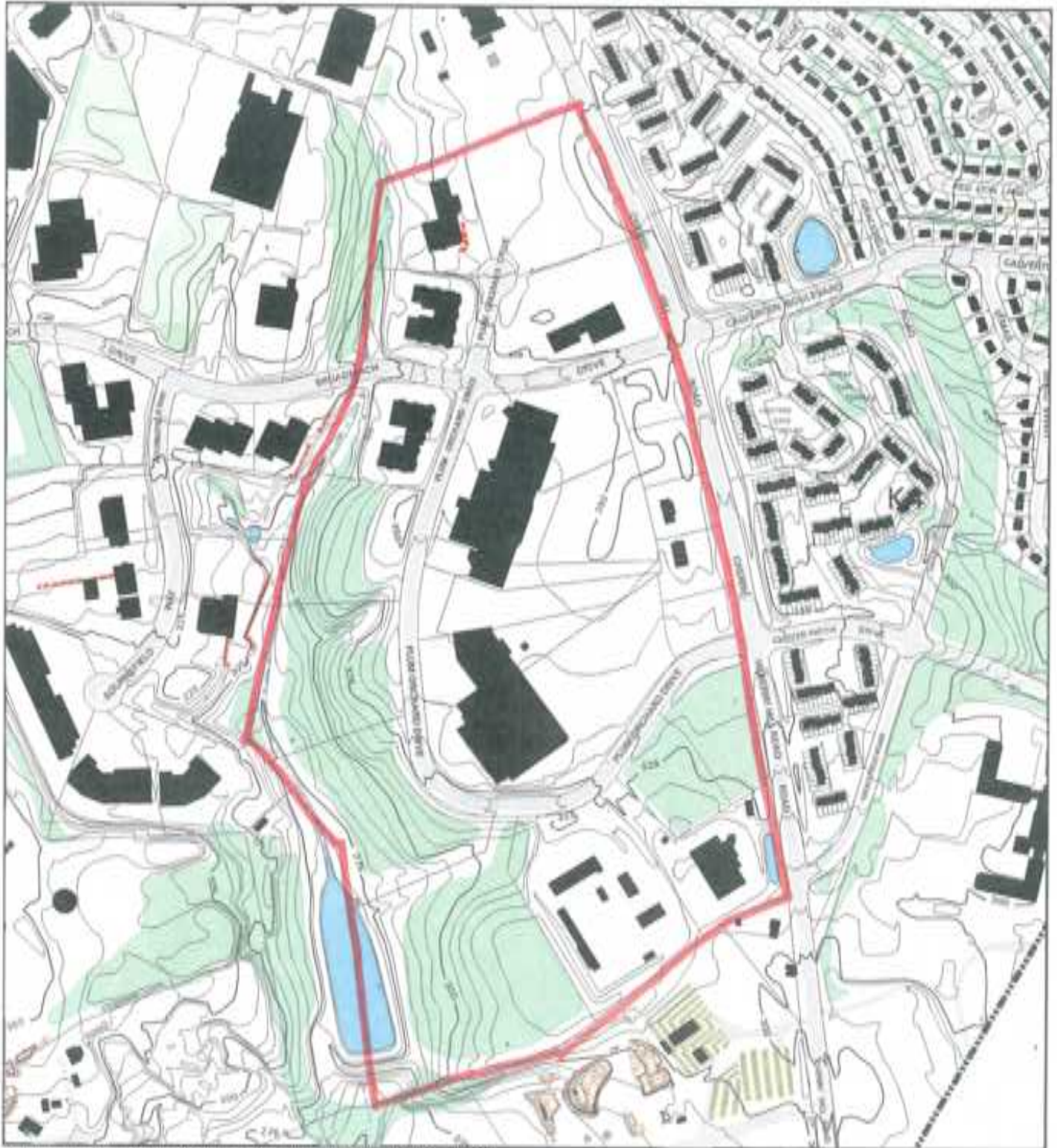
Attachment D – Board Opinion for Plan No. 119910390

Attachment E – Board Opinion for Plan No. 119970770

Attachment F – Applicant's June 20, 2007 letter

Attachment G – Community Based Planning Summary Report for West*Farm

WESTFARM TECHNOLOGY PARK VICINITY MAP



Map compiled on November 18, 2007 at 12:26 PM | Site located on base sheet no- 216A603

NOTICE

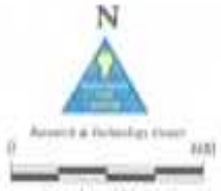
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MONTGOMERY COUNTY DEPARTMENT OF PARK AND PLANNING
THE MARYLAND-NATIONAL CAPITAL PARK AND PLANNING COMMISSION

497 Route 428 - Silver Spring, Maryland 20910



MONTGOMERY COUNTY PLANNING BOARD

OPINION

Preliminary Plan 1-82068
NAME OF PLAN: WESTFARM

On 04-29-82, WESTFARM ASSOC. INC. , submitted an application for the approval of a preliminary plan of subdivision of property in the I3 zone. The application proposed to create 23 lots on 142.19 ACRES of land. The application was designated Preliminary Plan 1-82068. On 10-21-82, Preliminary Plan 1-82068 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 1-82068 to be in accordance with the purposes and requirements of the Subdivision Regulations (Chapter 50, Montgomery County Code, as amended) and approves Preliminary Plan 1-82068, subject to the following conditions:

- . Dedication along East Randolph Road (relocated) and Cherry Hill Road in accordance with master plan
- . Record plat to show 100 year flood plain and 25' building restriction line
- . Denied access to relocated East Randolph Road
- . Site plan to show appropriate buffer along stream, south of Broadbirch Drive
- . Necessary slope and drainage easements
- . Plan to meet conditions of Transportation Memo dated 10/5/82
- . No clearing or grading or recording of plats prior to approval of site plan for streets and buffer area by Montgomery County Planning Bd
- . DOT requirements in connection with relocated East Randolph Road

The Maryland National Capital
Park and Planning Commission

Montgomery County Planning Board

Approved Preliminary Subdivision
Plan No. 1-82068

At its meeting of 10/21/82

DOT letter dated 10/21/82

Subject to:

1. Valid local requirements
2. Necessary slope and drainage
3. Subdivision and street names being approved by M-NCPBC prior to submission of record plats
4. Dedication along East Randolph Road (relocated) and Cherry Hill Road in accordance with master plan
5. Record plat to show 100 year flood plain and 25' building restriction line
6. Denied access to relocated East Randolph Road
7. Site plan to show appropriate buffer along stream south of Broadbitch Drive
8. Plan to meet conditions of Trans memo dated 10/5/82
9. No clearing or grading or recording of plats prior to approval of site plan for streets and buffer area by MCPB
10. DOT requirements in connection with relocated East Randolph Road

Technical Staff recommendation made to MCPB by

Charles R. Todd
Development Coordinator



WESTFARM PREVIOUS APPROVALS EXHIBIT

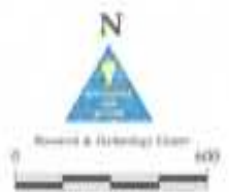


- Boundary of Preliminary Plan 119820680 (formerly 1-82068)
- Boundary of Preliminary Plan 119910390 (formerly 1-91039)
- Boundary of Preliminary Plan 119970770 (formerly 1-97077)

212 FOR A

This map is compiled from a variety of data sources, and may not reflect the most current conditions in any one location and may not be completely accurate or up to date. All map features are approximately within five feet of their true location. This map may not be the same as a map of the same area plotted at an earlier time as the data is continuously updated. Use of this map other than for general planning purposes is not recommended. Copyright 1998

MONTGOMERY COUNTY DEPARTMENT OF PARK AND PLANNING
 THE MARYLAND-NATIONAL CAPITAL PARK AND PLANNING COMMISSION
 2707 Georgia Avenue - Silver Spring, Maryland 20910-1707



1 inch = 600 feet
 (1:7200)



Action: Approved Staff Recommendation with Modifications (Motion of Comm. Keeney, seconded by Comm. Floreen, with a vote of 5-0; Comms. Keeney, Floreen, Bauman, Baptiste and Richardson voting in favor.)

Attachment D

MONTGOMERY COUNTY PLANNING BOARD

OPINION

Preliminary Plan 1-91039

NAME OF PLAN: WESTFARM TECH. PARK (I-3)

On 03-15-91, WESTFARM ASSOC. LTD. PART., submitted an application for the approval of a preliminary plan of subdivision of property in the I3 zone. The application proposed to create 14 lots on 112.99 ACRES of land. The application was designated Preliminary Plan 1-91039. On 07-18-91, Preliminary Plan 1-91039 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 1-91039 to be in accordance with the purposes and requirements of the Subdivision Regulations (Chapter 50, Montgomery County Code, as amended) and approves Preliminary Plan 1-91039, subject to the following conditions:

1. Agreement with Planning Board to limit development to a maximum density of 0.4 FAR. Averaging of the 0.4 FAR over all lots may be allowed provided that all other requirements of the I-3 zone are met. (The adequate public facilities agreement will implement the development administration agreement previously entered into between the applicant and the Planning Board)
2. Conditions of DEP stormwater management concept dated 4-8-91
3. No clearing or grading prior to site plan approval
4. Size and location of buildings to be determined at site plan
5. Environmental issues including delineation of stream buffers and final tree preservation plan to be resolved at site plan

- continued -

- . Denied access to Cherry Hill Road
- . Record plat to show 100-year floodplain and 25' building restriction line
- . Access and improvements as required to be approved by MCDOT
- . Prior to site plan approval, provision of an environmental manhole easement in the general vicinity of the intersection of Broadbirch Drive and Cherry Hill Road on Parcel BBB, the exact location to be determined by consultation between applicant and C & P, subject to staff approval
- . Necessary easements

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. Baptiste, seconded
by Comm. Holmes with a vote of 3-0;
Comms. Baptiste, Holmes and Hussmann
voting in favor. Comms. Aron and
Richardson absent).

Attachment E

MONTGOMERY COUNTY PLANNING BOARD

REVISED OPINION

Preliminary Plan 1-97077

TITLE OF PLAN: ORCHARD CENTER AT WEST*FARM

On 03-27-97, WEST*FARM ASSOCIATES, submitted an application for the approval of a preliminary plan of subdivision of property in the C6 zone. The application proposed to create 10 lots on 45.49 ACRES of land. The application was designated Preliminary Plan 1-97077. On 07-17-97, Preliminary Plan 1-97077 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 1-97077 to be in accordance with the purposes and requirements of the Subdivision Regulations (Chapter 50, Montgomery County Code, as amended) and approves Preliminary Plan 1-97077, subject to the following conditions:

-) Amend current Adequate Public Facilities Agreement, dated November 22, 1991, with the Planning Board, and revised October 11, 1994, to reflect the following:
 - a) Development under Preliminary Plan No. 1-97077 is limited to a maximum of 435,000 square feet of retail use and a maximum of 25,000 square feet of sit-down restaurant use, or an equivalent amount of retail uses allowed in the C-6 Zone (five restaurant buildings of 5,000 square feet, with no more than one restaurant with a drive-in window).
 - b) Development on the remaining I-3 zoned portions of the property have been adjusted to reflect the remaining development potential of 691,508 square feet of general office use.
-) All proposed grading for the proposed shopping center must occur outside of the "Do Not Disturb" boundary as shown on the preliminary forest conservation plan
-) All construction entrances must conform to the ultimate site entrance locations, approved by MCDPW&T. The existing street

trees, adjoining the entrances, are to be protected with fencing or other measures acceptable to staff

- 4) Authorization to grade the site and to install utilities is contingent on the applicant providing all necessary public utility easements and receiving all appropriate approvals from the utility companies prior to the initiation of grading
- 5) Final location of buildings to be determined at site plan
- 6) Environmental issues, including delineation of stream buffers and final tree preservation plan, to be resolved at site plan
- 7) No direct access to Cherry Hill Road
- 8) Record plat to reflect delineation of the 100-year flood-plain and building restriction line
- 9) Access and improvements as required and approved by MCDPW&T
- 0) Conditions of MCDPS stormwater management concept approval, dated 04/22/97
- 1) Other necessary easements

Attachment F

MEMORANDUM

William Kominers
301-215-6610
william.kominers@hklaw.com

TO: Montgomery County Planning Board

FROM: Holland & Knight, LLP
William Kominers **WK.**

RE: West*Farm Technology Park – Background and Prior Approvals Related to Reallocation of Residual Density from Orchard Center to I-3 Zone Sector

DATE: June 20, 2007

The purpose of this Memorandum is to set forth the background information and sequence of regulatory approvals that relate to certain residual density currently allocated to the Orchard Center Retail Center (the "Orchard Center"). The Orchard Center is located on the west side of Cherry Hill Road, between Broadbirch Drive and Plum Orchard Drive. The Orchard Center is part of the larger West*Farm Technology Park. The residual density that is the subject of these applications consists of 79,772 square feet of office use (or the equivalent) (the "Residual Density").

The Residual Density arises from the original subdivision approval for the I-3 Zone portion of West*Farm Technology Park, the development capacity restrictions that were put in place on the Park thereafter, and the subsequent development approvals that created the Orchard Center. The Residual Density is to be reallocated back to its source, the I-3 Zone Sector at West*Farm, in order to be utilized on Parcels BB, CC, RR and SS

therein. The Orchard Center and Parcels BB, CC, RR and SS, all were created by the same original preliminary plan of subdivision.

Approvals. The land comprising West*Farm Technology Park ("West*Farm") is classified in two zones, the I-1 Zone and I-3 Zone. The property lies in the southeast quadrant of the intersection of Route 29 and Cherry Hill Road. Generally, the western part of West*Farm is the I-1 Zone Sector and the eastern part is the I-3 Zone Sector. Both portions are covered by the U.S. 29/Cherry Hill Road Employment Center Overlay Zone. Each Sector is subject to its own original Preliminary Plan of Subdivision.

Source of Density. The source of Residual Density is the original I-3 Zone Sector of West*Farm, which was subdivided by Preliminary Plan No. 1-82068. Preliminary Plan No. 1-82068 included the entire I-3 Zone Sector at West*Farm as shown in outline on the Tax Map excerpt attached as Exhibit "1". This original subdivision approval created the original parcels that now comprise Orchard Center and Parcels BB, CC, RR and SS. (In most cases, the original parcel designations have changed, due to subsequent record plats.) After that original subdivision, three lots were sold to Kaiser Permanente (Parcels W, BB and CC) (the "Kaiser Parcels") and one lot to Altek (Parcel Y).

Density Limitations Created in 1990. In response to the County's proposal for a Trip Reduction Master Plan Amendment for the Route 29 area, the owners of West*Farm and of the Kaiser Parcels proposed limitations on the overall density potential for their respective properties. These created the same effect as the Master Plan proposed by the County by establishing a maximum density limitation for the properties.

The West*Farm approach established a limitation of 0.4 FAR for all of West*Farm, based upon the gross tract area owned at that time. With respect to the I-3 Zone Sector, based upon the remaining properties comprising West*Farm at that time, this density limitation translated into a total potential development density of 1,968,699.4 square feet (calculated as office use or equivalent). This density limit was imposed on the I-3 Zone Sector through a certain Development Administration Agreement, dated May 11, 1990 (the "West*Farm Agreement"). Kaiser Permanente established its own density limitation with regard to the Kaiser Parcels, through an agreement dated May 14, 1990 (the "Kaiser Agreement"). (The West*Farm Agreement and the Kaiser Agreement are collectively referred to as the "Density Agreements.") The Density Agreements established the overall development capacity for each of areas owned by the respective property owners.

The West*Farm Agreement established 1,968,699.4 square feet as the Maximum Development Density for the I-3 Zone Sector of West*Farm, (excluding properties sold,

such as to Kaiser). As subsequent development occurred, the amount of density being used was to be deducted from the Maximum Development Density to establish the amount that would remain available. The Maximum Development Density represented a reduction in density from the amount originally approved for West*Farm under Preliminary Plan No. 1-82068.

As a part of the West*Farm Agreement, the Montgomery County Planning Board (the "Planning Board") required that notations be made on the record plats for the West*Farm properties, making reference to the West*Farm Agreement and its limitations, so that any subsequent owner would be on notice.

In order to make the notation on the record plats to reference the new West*Farm Agreement, and to confirm the reduction in development potential for purposes of Adequate Public Facilities Ordinance review, a new preliminary plan of subdivision was processed for this portion of West*Farm in 1991.

1991 Preliminary Plan Approval. At the time of the West*Farm Agreement, in order to record a new record plat with the required note, the property was required to proceed through the process for Preliminary Plan of Subdivision with the Planning Board. (At the time, the only way that a new plat could be recorded was following, and in furtherance of, an approved Preliminary Plan of Subdivision under Chapter 50.) Application was made for Preliminary Plan No. 1-91039 (I-3 Zone Sector) (the "1991 Plan"). The 1991 Plan was approved by the Planning Board on August 1, 1991; new plats were recorded in November, 1991 for all the property at West*Farm that was covered under the West*Farm Agreement and the 1991 Plan. This included, *inter alia*, all the parcels that comprised the Orchard Center. (The parcel identifications all changed as a result of these new plats.)

Kaiser Permanente. The Kaiser Parcels (Parcels W, BB and CC) were originally part of West*Farm and were originally subdivided by Preliminary Plan No. 1-82068, the original I-3 Zone Sector subdivision for West*Farm. Kaiser Permanente pursued its own separate density limitation agreement, the Kaiser Agreement, in 1990, as noted above. Construction occurred on Parcel W. Parcels BB and CC remained vacant.

1997 Fairland Master Plan. The 1997 Fairland Master Plan (the "Master Plan") recommended a new zone and land use for approximately 45 acres of the I-3 Zone Sector at West*Farm. The Master Plan proposed to establish a retail "power center" at West*Farm, under a new zoning classification, the C-6 Zone. The C-6 Zone was created as a Euclidean Zone in conjunction with the Master Plan and the 45 acres that became the Orchard Center were rezoned by Sectional Map Amendment G-747 in 1997.

Density for Orchard Center. Preliminary Plan No. 1-97077 (the "1997 Preliminary Plan") and Site Plan No. 8-97024 (the "1997 Site Plan") were processed in 1997 for development of the 45 acre C-6 Zone area as the Orchard Center.

The C-6 Zone property was essentially a "successor" to a portion of the I-3 Zone Sector at West*Farm. Preliminary Plan No. 1-97077 functioned, as an amendment of the 1991 Plan, to allocate a part of the I-3 Zone Sector's Maximum Development Density from the area remaining under only Preliminary Plan No. 1-91039 to Orchard Center. The density originally created by Preliminary Plan No. 1-82068 was reduced as it flowed into the I-3 Zone Sector of the 1991 Plan. A portion of that amount similarly was allocated from the main I-3 Zone Sector over to the C-6 Zone portion. Preliminary Plan No. 1-97077 documented that allocation. Preliminary Plan No. 1-97077 also established the conversion ratio for converting the density approved for office use into retail use.

The density conversion was done on the basis of trip generation, whereby the approved office square footage was converted to trips and then the necessary number of trips converted into retail square footage. The Planning Board accepted a ratio of two (2) square feet of office space being equivalent to one (1) square foot of retail space for the conversion. Preliminary Plan No. 1-97077 essentially allocated a portion of the office density from the Maximum Development Density, to the C-6 Zone property at the conversion rate for retail. This amount was deducted from the then-remaining balance of the original Maximum Development Density of 1,968,699.4 square feet.

The Orchard Center was approved in Site Plan No. 8-97024 for 460,000 square feet of retail use. Under the 2:1 conversion ratio, this is the equivalent of 920,000 square feet of office space.

As each parcel at Orchard Center was sold to a retail user, a covenant was placed on the property limiting the usable density on that parcel to only the amount sold to that user. Thus, only that certain amount would be available; no greater amount could be used on the particular property. The amount in each such covenant was deducted from the available portion of the Maximum Development Density. (In some instances, the retail purchasers/users did not utilize the full amount of density that they purchased.) The amounts allocated by each of the covenants are set forth in the chart below. The chart indicates that the total amount allocated to the individual lots is 840,228 square feet. This leaves 79,772 square feet remaining from the original 920,000 square feet allocated to Preliminary Plan No. 1-97077.

Development in Orchard Center C-6 Zone (Originally Zoned I-3)

Parcel	Owner	Office SF Purchased from West*Farm	Retail SF Built
TTT	Target	271,020	135,510
VVV	Superfresh	130,056	65,028
WWW	Kohl's	185,152	92,576
XXX	PetSmart (First Sec Bank)	49,200	19,653
YYY	Frontier	10,000	5,000
ZZZ	Tosco Refining (Mobil)	10,000	2,561
AAAA	McDonald's	10,000	3,857
BBBB	Friendly's	10,000	4,165
CCCC	BB&T Bank	10,000	0
DDDD	7 th Day Adventists	80,000	39,992
JJJJ	Babies R Us	74,800	37,362
Subtotal	All Retail	840,228	405,704
	Unused/West*Farm	79,772	0
Total		920,000	405,704

All the parcels at Orchard Center have now been sold. The allocations to each of those parcels at Orchard Center leave the Residual Density as the unused remainder of the originally-allocated 920,000 square feet from the 1997 Preliminary Plan and the 1997 Site Plan. The Residual Density totals 79,772 square feet of office space (or its trip equivalent).

Reallocation to the I-3 Zone Sector. The allocation to Orchard Center, and the remaining unbuilt density potential retained in the balance of the I-3 Zone Sector of West*Farm, is reflected in Conditions 1(a) and (b) in the Revised Opinion of Preliminary Plan No. 1-97077 (the 1997 Preliminary Plan). Those Conditions state as follows:

"1. Amend Current Adequate Public Facilities Agreement, dated November 22, 1991, with the Planning Board, and revised October 11, 1994, to reflect the following:

(a) Development under Preliminary Plan No. 1-97077 is limited to a maximum of 435,000 square feet of retail use and a maximum

of 25, 000 square feet of sit-down restaurant use, or an equivalent amount of retail uses allowed in the C-6 Zone (five restaurant buildings of 5,000 square feet, with no more than one restaurant with a drive-in window).

"(b) Development on the remaining I-3 zoned portions of the property have been adjusted to reflect the remaining development potential of 691,508 square feet of general office use."

At the time of this approval, the 1997 Site Plan and 1997 Preliminary Plan for Orchard Center contemplated that any density not allocated to retail users would return to the I-3 Zone Sector after completion of the Orchard Center. This procedure was described in a July 22, 1997, letter from Thomas D. Fleury of West*Group to Charles Loehr, Chief of the Development Review Division (attached as Exhibit "2") (the "Fleury Letter"). This letter states on page 2:

"If the Center ultimately does not construct 460,000 square feet of additional Gross Floor Area, either by under-building the Center, never building mezzanine space or a combination of both, the unused density can and will be transferred and used to develop the four remaining I-3 lots by utilizing the Certificate of Remaining Density procedure outlined in the Density [sic] Administration Agreement. My point is that by allocating 460,000 square feet to the Center, and not using all 460,000 square feet, we are not wasting the unused portion and it can be used on other parcels at a later date."

This series of proposed Amendments is intended to effectuate the return of the unused Residual Density to its original source. Amending the applicable preliminary plans and site plan will memorialize and document the return of the Residual Density, just as the conditions in the 1997 Preliminary Plan documented the original allocation of the necessary density to the Orchard Center and the remaining available amount in the I-3 Zone Sector. (This amendment procedure effectuates the same method as the procedure outlined in the Fleury Letter.)

Location of Density Return – Receiving Area. The original source of the development capacity for both the Orchard Center and West*Farm I-3 Zone Sector (including the Kaiser Parcels), is Preliminary Plan No. 1-82068. The subsequent density limitations and related preliminary plans operate as an allocation of that then-unbuilt density among the different owners of the properties. The undeveloped land purchased originally by Kaiser Permanente and the remaining undeveloped I-3 property (Parcels RR and SS) at West*Farm (with various successor-owners) have now been reunited in the

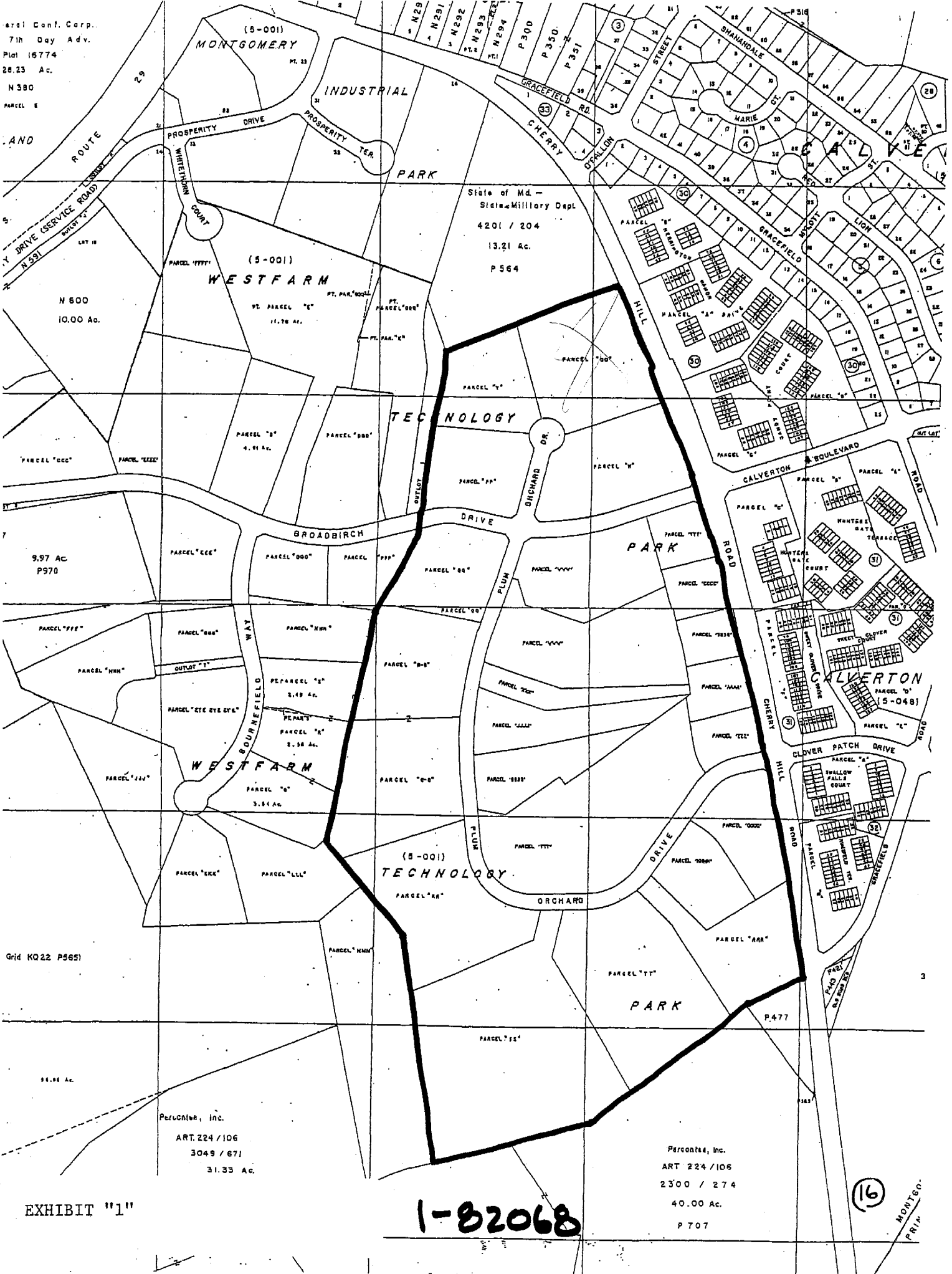
single ownership of Adventist HealthCare, Inc. The collective result of these Amendments will be to similarly reunite the density with the parcels, so that this Residual Density and the density remaining on the four I-3 Zone parcels, may be implemented on any of those original I-3 parcels now owned by Adventist HealthCare, Inc. – Parcels BB, CC, RR and SS.

Density Summary – Parcels BB, CC, RR, SS

Parcels	Density on Current Approved Site Plans	Density Available for Future Site Plans After Amendments
BB/CC	294,847	802,619
RR/SS	428,000	
Total	722,847	802,619 ✓
Orchard Center	920,000	840,228
Cumulative Total	1,642,847	1,642,847

The Conditions of Approval of Preliminary Plan Nos. 1-82068 and 1-91039 do not change. No change in the text of those conditions was made when the allocation was made to Orchard Center in the 1997 Preliminary Plan. The sequential usage of density associated with the buildout of those plan approvals has been documented by Planning Board Staff.

ardl Conf. Corp.
7th Day Adv.
Plat 16774
28.23 Ac.
N380
PARCEL E



AND
ROUTE
PROSPERITY DRIVE
WHITEHORN COURT
N 500
10.00 Ac.

State of Md. -
State Millitary Dept.
4201 / 204
13.21 Ac.
P564

9.97 Ac.
P970

Grid KQ22 P565)

94.94 Ac.

Percontia, Inc.
ART.224 / 106
3049 / 671
31.33 Ac.

Percontia, Inc.
ART 224 / 106
2300 / 274
40.00 Ac.
P 707

EXHIBIT "1"

1-82068

16

MONTGO.
PLAT

July 22, 1997

Charles R. Loehr, Chief, Development Review Division
Montgomery County Park and Planning
8787 Georgia Avenue
Silver Spring, MD 20910

Dear Mr. Loehr:

On Thursday, July 17, 1997, the Planning Board approved our Preliminary Plan No. 1-97077 and Site Plan No. 8-97024. The approvals were for 430,000 square feet of retail which is comprised of 405,000 square feet of large store retail and five pad sites of 5,000 square feet each or 25,000 square feet. This momentous event allowed us to close with our primary anchor, Target, and preliminary closing commenced on Monday, July 21, 1997.

In the process of closing, the final review of the Operation and Easement Agreement (OEA), which all stores participate in and which dictates common area provisions of the center, allows stores to construct mezzanines for storage only, but requires that such mezzanine areas must be parked as storage only. We, being the land use team, were not aware of mezzanine provisions in the OEA nor the contracts, and therefore did not include area for mezzanines in any of our gross floor area computations or recitations in the Site Plan, Preliminary Plan, Site Plan Enforcement Agreement or Second Amendment to the APFO Agreement which were all executed by the owners and Planning Board on Friday, July 18, 1997. While it is still unclear whether all stores want, need or plan to physically build mezzanines for storage purposes, the signed OEA allows them to do so, up to certain limitations that collectively do not exceed 30,000 square feet total or 10,000 square feet per store. The Zoning Ordinance appears to include mezzanine space as gross floor area. Consequently we are in the position of having agreed to mezzanine space, but not accounted for it in our gross floor area computations.

The Site Plan and Preliminary Plan limit us to 430,000 square feet of gross floor area (GFA). To provide mezzanine space, technically, we potentially need a total of 460,000 square feet if in fact every store builds its pro-rata share of 30,000 square feet of storage mezzanine. Therefore, pursuant to 59-D-2.6 of the Zoning Ordinance, we ask that you consider the addition of 30,000 square feet of mezzanine space as gross floor area as a Minor Plan Amendment. This will entail making pen and ink changes to signature sets of the Site Plan, Preliminary Plan, SPEA and APFO Agreement Amendment, as well as corresponding revisions to the formal Opinion for the Site Plan and Preliminary Plan.

Charles R. Loehr, Chief, Development Review Division
page 2
July 23, 1997

The storage mezzanine will not generate any more traffic. We will provide parking for the mezzanine area (which will be accommodated in the existing parking), but this will not affect open area, landscaping, screening or site lighting because its all interior space. It will increase FAR from .22 to .23, but will not increase intensity of the uses.

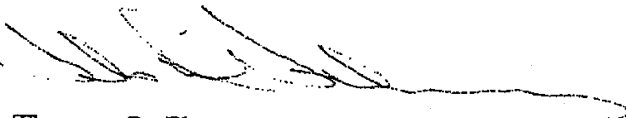
From a traffic stand point we believe a reasonable argument could be made that mezzanine space used as storage should not be taken down at the 2:1 ratio prescribed in the APFO Agreement and Staff Report because the space is to be used only as storage. Nevertheless, we are willing to take down the added 30,000 square feet at the same 2:1 rate as regular retail space.

If the Center ultimately does not construct 460,000 square feet of Gross Floor Area, either by under-building the Center, never building mezzanine space or a combination of both, the unused density can and will be transferred and used to develop the four remaining I-3 lots by utilizing the Certificate of Remaining Density procedure outlined in the Density Administration Agreement. My point is that by allocating 460,000 square feet to the Center, and not using all 460,000 square feet, we are not wasting the unused portion and it can be used on other parcels at a later date.

If the administrative approval of the Minor Amendment we propose is acceptable to you, we will forward revisions to documents to you immediately. Please advise.

Very truly yours,

WEST*GROUP



Thomas D. Fleury
Vice President
Development Services

Stormwater management is provided by the existing quantity and quality facility serving the entire 253 acre West*Farm Technology Park (see Stormwater Management Plan No.: B405150007 and letter by the Office of the County Attorney dated February 21, 1997).

Servicing utility companies are:

- Water and Sewer: WSSC
- Electric: PEPCO
- Telephone: C & P
- Natural Gas: Washington Gas

The location of existing underground utilities are shown in their approximate locations as per available utility company records. The exact location of all underground utilities should be verified by "Miss Utility" (1-800-257-7777) prior to any excavation. Macris, Hendricks, and Glascock, P.A. does not express or imply any guarantee or warranty as to the location of existence of any underground utility.

DEVELOPMENT STANDARDS

(per the C-6 zone and the U.S. 29/Cherry Hill Road Employment Area Overlay Zone)

	Required/Permitted	Provided*
Floor Area, retail uses (59-C-4.414):	0.25 FAR max** (495,370 s.f. GFA)	^{0.23} 0.22 FAR (435,000 s.f. GFA) 460,000
Coverage Limitations (of gross tract):		
- Buildings (59-C-4.415(a)):	35% max.	24%
- Green Area (59-C-4.415(b)):	20% min.	22%
- Impervious Area:	n/a	77%
Setbacks (59-C-4.416):		
- from Cherry Hill Road (Min.)	150'BSL, 100'PSL	150'BSL, 100'PSL
- from Plum Orchard Drive	20'BSL, 20'PSL	20'BSL, 20'PSL
- from Broadbirch Drive	20'BSL, 20'PSL	20'BSL, 20'PSL
Building Height (59-C-18.132.(b)(3)):	40 ft. max.	40 ft. max.
Retail Commercial Development (59-C-18.132(b)(6)(A)):		
- GFA of single retail use:	10,000 s.f. min.	10,000 s.f. min.
- No. of users > 100,000 s.f. GFA:	1 use max.	1 use max.
Parking Spaces for retail, general (59-E-3.2)***:		
- 435,000 GSF at 5/1,000 GSF:	2175 spaces min. 2300	2,198 front spaces <u>239 rear spaces</u> 2,437 total spaces
Handicapped Spaces	34 Spaces	34 Spaces
Motorcycle Spaces	10 Spaces	10 Spaces
Bicycle Spaces	20 Spaces	20 Spaces

SP-3

Site Plan

d Center at West * Farm

J", "VVV", "WWW", "XXX", "YYY", "ZZZ",
BBB", "CCCC", "DDDD", "EEEE", "FFFF"

West * Farm Technology Park

District Montgomery County, Maryland

Attachment G

September 5, 2003
August 6, 2004
2/02/2005 update
May 27, 2005
April 19, 2006
August 11, 2006¹
November 14, 2007²

THIS MEMORANDUM IS FOR INTERNAL USE ONLY. THE TABLES IN THIS REPORT CONTAIN NUMBERS THAT REPRESENT THE BEST AVAILABLE DATA. IF THE NUMBERS IN THIS DOCUMENT CONFLICT WITH OTHER DOCUMENTS FILED IN THE LAND RECORDS OR ANY AGREEMENTS FILED WITH THE LEGAL DEPARTMENT, THE NUMBERS IN THOSE DOCUMENTS WOULD TAKE PRECEDENCE.

MEMORANDUM

TO: Cathy Conlon, Subdivision Supervisor, Development Review
Shariar Etemadi, Transportation Planning
Cherian Eapen, Transportation Planning
Ed Axle, Transportation Planning
Karl Moritz, Chief, Research and Technology

FROM: Piera Weiss, Eastern County Team, Community-Based Planning

SUBJECT: Periodic Update of my original September 5, 2003 Memorandum, "An Update on the 1990 Master Plan Trip Reduction Amendment in Eastern Montgomery County."

I. Purpose of Memorandum

In July 2002, the Council decided to lift the moratorium on employment in the Fairland/White Oak Policy Area (eastern county). The lifting of the moratorium allowed property owners within a given policy area to apply for new development approval.

In a later unrelated action, the Council amended the Cherry Hill Road Employment Overlay Zone³ to allow R/D uses. The overlay zone is located at the southeast quadrant

¹ Corrects DARCAR numbers, see pages 5, 6, 19, 20 as per Trip Agreement

² Adds information regarding lots purchased by Wash. Adventist Hospital and minor corrections.

of Cherry Hill Road and US 29 and lies within the Fairland/White Oak Policy Area. The Council amended the zoning ordinance to encourage the development of the Eastern County Tech Center, a proposed public/private partnership to be located on the closed WSSC Site II facility, and within the overlay zone. Site II is near the FDA relocation site and, therefore, a good location for any tech development spin-off that might occur.

This amendment to the overlay zone to allow R/D uses also provided for the transfer of any unused approvals between properties in the overlay zone under certain circumstances. This language was requested by the attorneys on behalf of GBLLC (a.k.a. Grosvenor), owner of the WesTech Business Park, a large industrial park in the overlay zone.

The transfer of density option means that a property owner who has not utilized all approvals could sell the unused portion to an owner of unsubdivided land within the overlay zone. Since these approvals have already met the APF requirements, the purchaser would not be subject to the APF test at the time of subdivision, but would still have to record a plat before a building permit could be issued.

WesTech and other property owners have not utilized all their approvals to date. This means that the developer of the proposed East County Tech Center has two options to pursue development: acquire remaining approvals within the overlay zone and not have to meet the APF test at the time of subdivision or apply for new development approval and address APF requirements at subdivision.

A. Accounting of Approvals

In contemplating the implications of these changes to the Zoning Ordinance and Annual Growth Policy, I realized that staff did not yet have a clear accounting of the unused approvals and that to get such an accounting would require shedding light on an arcane bit of master plan history, namely the *1990 Trip Reduction Amendment to the 1981 Eastern County Master Plan*. There are a number of properties located within the overlay zone that are subject to development restrictions emanating from the 1990 Amendment. The current property owners could sell or transfer unused approvals on these as well. Some of the current property owners are not in the business of development, as is WesTech, and some of the properties are owned by public agencies, such as the Montgomery County Public Schools, State Highway Administration and the U. S. Postal Service. The public agencies purchased much more development than they built and may not be aware that they could transfer or sell leftover approvals. If the developer for the East County Tech Center wished to acquire approvals from the public agencies, staff should have an independent accounting of the available unused density.

³ The overlay zone covers more than 500 acres in the I-1, I-2, I-3, I-4 and C-6 zones. The Montgomery Industrial Park and the WesTech Park are two developments within the overlay zone and account for 200 or so acres.

B. Monitoring Development

The second use of this memorandum is to assist staff in monitoring on-going development and conformance with prior binding agreements. I have tried to collect and describe the history of these development approvals should an accounting be necessary in the future. Staff from the Transportation, Legal and Development Review Divisions maintains records regarding the particulars about trip mitigation or reduction agreements and the amount of remaining development relative to the total amount of allowed development. However, the information is not contained in any central file and is traceable only by plowing through the preliminary plan files and recorded agreements for the various properties. The following information represents my analysis of available data, hence the disclaimer on the front page, and also does not necessarily correspond to pipeline numbers.

II. General Background

A. Location

Map 1 is appears in the 1997 Fairland Master Plan and shows the US 29/Cherry Hill Area Employment Area over which the overlay zone was placed. The Employment Area is located at the southeast quadrant of the US 29 and Cherry Hill Road intersection.

B. Trip Reduction Agreements emanating from the 1990 Master Plan Amendment

In 1988, the County Council asked the Planning Board to undertake a master plan review of existing and future traffic congestion in eastern Montgomery County covered by the *1981 Eastern Montgomery County Master Plan: Cloverly, Fairland and White Oak*. Both the Cloverly and Fairland/White Oak Policy Areas had been placed in moratorium when the Council determined through the Annual Growth Policy that the amount of development had outstripped the road capacity by thousands of trips.

In 1990, the Council approved the *Trip Reduction Amendment to the 1981 Eastern Montgomery County Master Plan*. This Amendment recommended a goal of reducing future traffic by 13,550 trips for both residential and industrially zoned land. The Amendment removed recommendations from the 1981 Master Plan allowing higher residential densities through PD and TDR zoning for specific residential properties, resulting in a reduction of residential traffic by 3,350 trips. The Amendment further proposed traffic reduction measures for specific non-residential properties that would result in 10,200 fewer trips. The measures took the form of trip reduction agreements that would be recorded in the land records by the property owners.

Map 2 is a current tax map showing the industrially zoned properties subject to the 1990 Master Plan Amendment. The traffic limitation agreements (a.k.a. trip reduction agreements) were filed by the following property owners:

West*Farm Technology Park, all parcels owned by West*Group;
Parcels B, C, and D owned by Gannett and located in West*Farm Technology Park;
Parcel 32 located in the Montgomery Industrial Park owned by Eastern Diversified Properties (DarCars)
10-acre property in the Montgomery Industrial Park owned by the Washington Post
Parcels S, R, T, BB, CC and W in West*Farm Technology Park owned by Kaiser Permanente

C. *Traffic Related Restrictions Not Related to the 1990 Master Plan Amendment*

There have been other attempts to restrict future development in addition to the master plan trip reduction agreements. In 1989, the Executive initiated legislation for regulating already approved and built development, namely the Loophole Closure Legislation. This legislation prevented build-out to the full FAR otherwise allowed in the zoning ordinance for approvals completed prior to the enactment of the AGP. The legislation targeted development approved prior to 1982 and included some of the subject properties (registered loophole properties). The loophole legislation expired July 25, 2001:

In 1989, the District Council amended the I-3 zone to include Special Trip Reduction Guidelines. These requirements would be imposed on properties during site plan review, at which time the developer would set a goal for reducing traffic generated from the subject site. Subsequent to the zoning text amendment, any site plan approval for an I-3 parcel includes a trip reduction goal agreement. While this legislative requirement is separate and distinct from the master plan Traffic Reduction Agreements filed in 1990, there tends to be confusion because the both types of agreements have similar titles.⁴

D. *Agreements Stemming from the 1990 Master Plan Amendment*

The 1990 Trip Reduction Amendment to the 1981 Eastern Montgomery County Master Plan recommended a limitation on various properties in the two industrial parks located at the southeastern quadrant of Cherry Hill Road and US 29. Legal Counsel to the Planning Board, in a memorandum dated May 7, 1990 (Agenda Item 10), explained how the trip reduction agreements were to be proffered and recorded in the land records by the

⁴ With respect to I-3 mitigation on West*Farm and Kaiser Permanente properties, in 1989, the Planning Board approved an amendment to the Streets Only Site Plan (8-84088) as part of site plans for the Talbot and Dorchester Buildings (8-88032 and 8-88038). The amendment included the formation of a traffic mitigation club once 50 % of all the recorded parcels in the I-3 zone were built. This amendment affected those I-3 properties originally part of the I-3 subdivision 1-82068 as well as two previously approved West*Farm Site Plans 8-88032, 8-88038, and two Kaiser Permanente Site Plans, 8-89072 and 8-91001.

On December 16, 1993, West*Farm and Kaiser Permanente discussed these trip mitigation obligations with the Planning Board and bound these requirements to approval of the MCPS bus facility in the I-1 zone. This mitigation agreement involved West*Farm, Kaiser Permanent, MCDOT (MCDPWT) and the Planning Board and fulfilled all the I-3 trip mitigation requirements applicable to West*Farm/Kaiser Permanente and their successors.

affected parties in conformance with the *1990 Trip Reduction Amendment to the 1981 Eastern Montgomery County Master Plan*. Subsequently, the five affected property owners recorded agreements in the land records limiting their future development to a specific amount, calculated either by trips or square footage. The trip agreements and affected properties are identified in Table 1. The numbers in the table reflect the numbers established in the recorded agreements. The column entitled "Trips" indicates the maximum number of trips anticipated for the properties based on the densities in the agreements. Since 1990, there have been re-subdivisions and re-designation of parcels that add confusion as to which parcels are covered by which agreements. There is a time limit for approvals and these limits are noted in the report.

Table 1: Trip Reduction Agreements As Filed in Compliance with 1990 Trip Reduction Amendment to the 1981 Eastern Montgomery County Master Plan

Owner/Parcel	Zone	Acreage or SF	Max Office SF Allocated (1990)	Existing Office SF (1990)	Potential Remaining Office SF (1990)	*All Trips
A. Wash. Post	I-1	10.0 ac		0		178
B. DarCars Parcel 32	I-1	4.35 ac	18,478	0	18,478	85
C. Gannett						
Parcel B	I-1	226,904	315,789	55,000	260,789	536
Parcel C	I-1	273,663	425,774	0	425,774	443
Parcel D	I-1	201,017	Included with Parcel C	0	Included with Parcel C	
D. Kaiser Per.						
Q	I-1	154,562	120,000	0	120,000	90
R	I-1	110,924	51,450	51,450	0	88
S	I-1	110,612	40,000	0	40,000	68
W	I-3	271,135	73,111	0	73,111	181
BB	I-3	252,959	294,847	0	294,848	502
CC	I-3	336,737	0	0	0	0
E. West*Farm	I-1	75.4 ac	1,313,921	542,010	771,911	1,620
West*Farm	I-3	112.9 ac	1,968,699	77,298	1,891,401	3,980
TOTAL TRIPS						7,771

*This is the total number of trips per property (ies) identified in the agreements, which includes existing and future trips.

- West*Farm calculated the total SF by multiplying gross tract by .4 FAR and converting it into trips only for the purpose of analysis; the agreement is based on area @ .4 FAR only.
- Kaiser calculated trips by using formulae for office, warehouse and clinic use.
- Gannett used office and warehouse conversion for trip calculations.
- West*Farm and Gannett clearly indicated the existing office space in their calculations.
- Gannett specifically distinguished between general office and warehouse uses and associated trip generation.

*E. Parcels within the West*Farm Technology Park Not Subject to the 1990 Master Plan Trip Reduction Agreements*

In the I-1 zone, West*Farm sold Parcel E to Rojak, a hotel chain. Rojak received special exception approval for a hotel and was required to go through site plan review as a result of the special exception even though the property was zoned I-1 (8-88069). Rojak never built the hotel and subsequently sold Parcel E to Home Depot. This parcel is not subject to any trip reduction agreements. Home Depot, however, purchased and owns other parcels (QQQ and Outlot 1) in the I-1 zone that *are subject to trip reduction agreements*.

In the 1-3 zone, West*Farm sold Parcel Y to Cameron Properties who built the Altek Building. The Planning Board approved 62,500 SF for Parcel Y through site plan review (8-87022). There are no trip reduction agreements for Parcel Y. As noted earlier, the I-3 zone was amended to require trip mitigation agreements after 1989, two years after the site plan approval of this property; therefore, there are no trip mitigation requirements associated with this property. If, however, the owner wished to add square footage, the request would be reviewed under the current regulations for I-3 zoning and a goal for trip mitigation agreement would be required. Parcel Y is not subject to the 1990 trip reduction agreements.

West*Farm sold recorded parcels previously approved in Preliminary Plans 1-80200 and 1-82068 to Gannett and Kaiser Permanente before 1990. The agreements on these properties were created separately. Map 3 indicates the West*Farm holdings by zone as of 1993.

III. 2002-2004 Update

A. Washington Post - Trip Limitation Agreement

The Washington Post Company owned an *unsubdivided* parcel containing about 10 acres in 1990 that was subject to a trip agreement of 178 trips. (See Table 1). After the *1990 Master Plan Trip Reduction Amendment*, the site was acquired by WSSC. WSSC subdivided the property (1-99003) for use as a laboratory. The project went through the mandatory referral process and was constructed in 1999. The Planning Board approved the preliminary plan with 27,000 square feet of office and 37 employees. While the development was well below the limits established by the trip reduction agreement, the Planning Board approval of the subdivision limited the square footage to 27,000 SF. The owner would have to seek additional subdivision approvals (APFO) for the unused capacity.

B. DarCars - Trip Limitation Agreement

Parcel 32 was the only other *subdivided* property, other than the original West*Farm holdings, affected by a trip reduction agreement. The property had been subdivided in Preliminary Plan 1-82008R and recorded as Parcel 32 in 1986. The Trip Reduction Agreement capped maximum development for Parcel 32 at 18,478 SF for automobile

sales and service and 85 trips. The site now contains a Lexus Dealership located in a 15,850 square foot sales and service building. The amount of unused square footage is 2,628.

C. *Gannett*

Gannett purchased three parcels zoned I-1, Parcels B, C and D, from West*Farm before 1990 and built a 55,000 SF office building on Parcel B. In 1989, Gannett registered the parcels as loophole properties because the parcels had been created prior to 1982 (Preliminary Plan 1-80200) and subject to the loophole legislation. In 1990, Gannett recorded a "Basic Trip Reduction Agreement" on the three parcels in conformance with the 1990 Trip Reduction Amendment. Gannett calculated future development on the basis of office and warehouse space, uses that have different trip generation rates. Table 1 shows the limitations allocation of development by square footage of office and warehouse space and trips generated. In 1991, Gannett rerecorded two of the parcels and renamed the parcels. Table 4 indicates the current parcels numbers and sizes. Gannett has not constructed any more buildings. There were unused approvals on the Gannett holdings of approximately 260,789 SF of office space and 425,774 SF of warehousing space. These approvals expired when the rights under the loophole legislation expired in 2001. The owner would have to pursue approval for the same amount or any more development under the Adequate Public Facilities Ordinance.

D. *Kaiser Permanente*

Prior to 1990, Kaiser Permanente purchased three I-1 and three I-3 zoned parcels from West*Farm. Table 2 indicates the parcels and square foot/trip allocations. The Planning Board approved Site Plan 8-89072 on Parcel W (I-3 zone) for 46,300 square feet of clinic space. Kaiser Permanente built an Administrative Center on Parcel R (I-1 zone).

In 1990, Kaiser Permanente filed a Traffic Reduction Agreement covering all its holdings to comply with the 1990 Trip Reduction Amendment. After filing the agreement, Kaiser sought approval of Site Plan 8-91001 for 294,847 square feet of office space for Parcels BB and CC, an amount conforming to the square footage limitation in the agreement.

In April 2001, Kaiser Permanente requested that the Planning Board extend the validity period of Preliminary Plan 1-82068 for Parcels BB and CC. The Planning Board has the authority to extend the APF approval if at least 40 percent of the approved development was built or under construction and 10 percent had been built in the last 4 years. Based on testimony presented to the Board, the Planning Board determined that the cumulative total of development exceeded the required percentages and approved the extension request on April 26, 2001. The extension affected those parcels still subject to Preliminary Plan 1-82068E. In December 2001 Kaiser Permanente applied for a building permit to add 5,250 SF to the General Administrative Office and Commuter Data Center located on Parcel R.

Table 2 shows that 579,408 SF office use is the maximum allowed for the Kaiser Permanente holdings. To date 392,597 SF offices use has been approved, but only 92,965 SF were built. The remaining potential is 486,443 SF, but the approved remainder is 299,632 SF.

Table 2: Post 1990 Approvals for Kaiser Permanente

A	B	C	D	E	F	G=C- E	H
Parcel	Zone	SF Limitation	SF Approved	SF Built	SF Not Built	SF Remaining	Trips
Q	I-1	120,000	0	0	0	120,000	90
R	I-1	51,450		46,830	4,620	4,620	88
S	I-1	40,000	0	0	0	40,000	68
W	1-3	73,111	46,300	46,135	165	26,976	181
BB	1-3	294,847	294,847	0	294,847	294,847	502
CC	1-3	0	0	0	0	0	0
Total		579,408	392,597	92,965	299,632	486,443	929

Kaiser Update:

On October 20, 2005 attorneys for Kaiser Permanente appeared before the Planning Board requested extension of the validity period for Parcels BB and CC (119820680/1-820680) for an additional two years, which the Planning Board approved. The new expiration date is July 25, 2007.

*E. West*Farm/WesTech*

In the early 1980s, West*Farm subdivided their holdings into two sectors by zoning: the I-1 and I-3 sectors. The I-1 subdivision was approved in Preliminary Plan 1-80200; the I-3 portion in 1-82068.

Site Plan review is required for all I-3 zoned properties. The Planning Board approved a "Streets only Site Plan" (8-84088) and two other Site Plans, 8-88032 for 39,600 SF on Parcel QQ (Talbot Building) and 8-88038 for 39,600 SF on Parcel PP (Dorchester Building). The buildings were built at a slightly smaller square footage totaling 77,298 SF, leaving 1,902 SF remaining. West*Farm built four other buildings in the I-1 zone, the Hartford, Allegany, Kent and Garrett buildings, that together totaled 542,010 square feet, by their own accounting.

After the 1990 Trip Reduction Amendment, West*Farm rerecorded those parcels originally approved under Preliminary Plan 1-82068 (I-3 sector) and 1-80200 (I-1 sector). The I-1 sector was resubdivided under Preliminary Plan 1-91038 and the I-3 sector under Preliminary Plan 1-91039. All the parcels were renumbered.

i. *Public Uses at West*Farm*

After the new parcels were recorded in the land records, West*Farm sold parcels to various government bodies for public uses. The Planning Board approved two of these uses through the mandatory referral process. All of the parcels are still subject to the trip reduction agreements. Each public agency purchased a total amount of office square footage and could use up to that amount until such time as the approvals expired. It should be noted that all three public users (School bus lot, post office, SHA maintenance facility) require a large amount of parking of official vehicles and use of the property will probably not shift to office uses in the foreseeable future.

a. *The MCPS Bus Depot (Mandatory Referral 95006), Parcels FFF, HHH, GGG, III and Outlot 7 (I-1 Zone)*

MCPS purchased four parcels and 1 Outlot (14.92 acres) and a total of 260,028 SF of office use. Office development for the site was calculated to generate 434 AM and 394 PM trips. The use as a bus depot would remove these 400 potential peak period office trips. The bus facility site was sold to the county, pursuant to an agreement approved by the MCPB, at a discount to offset the costs that West*Farm had to pay MCDPWT for trip mitigation. The cost of the bus depot was based on the assessed value less a discount for a portion of the trip mitigation cost. The building on the site contains 20,453 SF. There is an unused remainder of 239,575 SF is still available. The use of the property will probably not change in the foreseeable future.

b. *USPS Distribution Center, Parcel RRR (I-3 Zone)*

The Planning Board heard the Mandatory Referral in 1994 and concluded that development on Parcel RRR could not exceed 28,500 SF plus 900 feet for a loading dock. USPS was required to participate in the Traffic Mitigation Program. West*Farm sold 98,354 SF office space to USPS. The actual building built was 33,580 SF. The remainder of purchased SF allocated to Parcel RRR is 64,774 SF.

c. *SHA Maintenance Facility, Parcel TT (I-3 Zone)*

West*Farm sold Parcel TT to the SHA with an allocation of 181,539 SF office space. As far as I can determine, this project did not go through the mandatory referral process. SHA built 20,900 square feet of office space. SHA paved the remainder of the site for storage of road maintenance equipment. There is an unused remainder of 160,639 SF.

ii. *Private Development*

a. *State Farm (I-1 Zone)*

State Farm purchased Parcel F, zoned I-1, with an allocation of 89,452 square feet of office space. Parcel F was rerecorded in 1991 as DDD. In 1994, State Farm received approvals for an office building for up to 34,591 SF, but built only 25,900 SF. There are 63,552 SF remaining between what State Farm purchased from West*Farm and what was actually built.

b. *Orchard Center*

The 1997 Fairland Master Plan recommended C-6 zoning (regional retail development) for a 45-acre portion of the I-3 zone with frontage on Plum Orchard Drive, Broad Birch Drive and Cherry Hill Road. The 45-acre area contained 6 parcels designated as MM, HH, LL, JJ, II, and KK under Preliminary Plan 1-82068 and were resubdivided as AAA, BBB, ZZ, YY, XX and WW in Preliminary Plan 1-91039. In 1997, the District Council granted the C-6 zoning through the sectional map amendment process.

The parcels were resubdivided again under the C-6 Zone in Preliminary Plan 1-97077. The Planning Board approved 460,000 SF of retail in Site Plan 8-97024, Orchard Center. The conversion of office use to retail use as measured against the trip reduction agreement yielded the equivalent of 920,000 square feet of office. Office uses converted to retail uses at a 2 to 1 ratio.

According to Table 5, of the 920,000 SF approved by the Planning Board and used at Orchard Center by West*Farm, there remains 108,592 SF of office uses or 54,296 square feet of retail use. Table 5 indicates which owner has maximized their allotments.

c. *WesTech*

West*Farm sold all their non-commercial holdings in 1998 to GB/Grosvenor and the development was renamed WesTech Business Park. GB/Grosvenor developed some of the remaining parcels. A 35,000 square foot building was constructed on Parcel NNN zoned I-1.

The Planning Board approved Site Plan 8-00007 for 149,800 square feet of office on parcel OO (I-3 zone), which has been constructed. WesTech subdivided parcel SSS into parcels HHHH and GGGG. Parcel HHHH was sold to Clark Security with an allocation of 24,100 square feet of office.

In May 2003, WesTech sold Parcel GGGG to Marriott International with an allocation of 60,000 square feet of office space. The Board of Appeals granted a special exception for a 130-room hotel (S-2554) on Parcel GGGG and the

Planning Board approved a site plan (8-) for the hotel in May 2003. The hotel used 41,176 square feet of office, leaving 18,824-office square feet unused.

In June 2004, WesTech received approval for Site Plan (8-04002) for Parcels RR and SS zoned I-3. The flex office space plans showed 84,000 SF on Parcel RR and 168,000 SF on Parcel SS a total of 252,000 SF.

In October 2004, the Planning Board approved an alternate Site Plan (8-04001) for flex office space on Parcels RR and SS. The office square footage, 418,000, was allocated in equal parts to Parcels RR and SS. Should WesTech build this site plan; the remaining square footage totals will be different. Compare Tables 6A and 6B and Table 8A and Table 8B.

Parcel MMM is undeveloped but contains a storm water management facility. Map 4 indicates the WesTech Development as of 2000.

IV. Updates

January 2005 Update

On January 11, 2005 Grosvenor submitted Site Plan 8-05022 for WesTech Village Corner. The site plan application covered two properties: a portion of Parcel CCC and an adjacent property, Parcel 36 in the Montgomery Industrial Park. Parcel CCC is part of the original West*Farm Subdivision and therefore subject to the Trip Reduction Amendment. Parcel 36 was created in the 1960s out of the original industrial zoning and is not subject to the trip reduction agreements. Both properties are zoned I-1. The site plan shows retail and restaurant uses for a total of 44,000 square feet. Trip generation for retail use is calculated at four times the office uses; therefore this development will yield approximately the equivalent of trips in a 176,000 square feet development. The existing square footage associated with Parcel 36 (24,899), however, is not subject to trip reduction. This means that the retail uses would only amount to 151,101 SF of office use. The total remaining square footage shown in Table 8 for GBLLC properties zoned I-1 is 258,297 SF less 151,101 SF for a remainder of 107,196 SF office use.

April 2006 Update

On July 27, 2005, a petition for special exception for a hotel, Hilton Garden Inn, was submitted to the Board of Appeals. The development was located on the remainder of Parcel CCC, which had been platted as Lot 39 (Plat 23171) on June 3, 2005. Parcel CCC is still subject to the Trip Reduction Amendment. The applicant, Baywood Hotels, Inc., received approval on April 12, 2006 for a 67,850 square feet hotel with 104 units. According to the trip generation analysis, the equivalent general office use would be 34,118 square feet.

The Planning Board approved Site Plan 8-06031 (820060310) on March 4, 2006. The total square footage remaining in the I-1 zone will be 107, 196 less 34,118 or 73,078 square feet.

November 2007

In April 2007, Washington Adventist Hospital purchased five parcels, BB, CC, RR, SS (zoned I-3) and MMM, zoned I-1 and also used as the regional storm water management parcel. The intent of the purchaser is to relocate the hospital from Takoma Park. The Adventist Hospital needs special exception approval for the hospital use. The owner is also interested in assembling any unused approvals in the I-1 and I-3 zones and seeking an extension of the approvals. If the Planning Board does not approve the extension request, then the owner will have to proceed through APFO as a new project under the AGP guidelines as approved November 2007 by the County Council.

According to the attorneys, there is residual density from the Orchard Center project totaling 79,722 SF office uses they are proposing to transfer back to parcels BB, CC, RR and SS. Based on the tables in this report, I agree that there is residual or unused approved density that could be used on the I-3 zoned parcels originally included in the Preliminary Plan 1-91039.

Amount of Unused or Residual SF Proposed for WAH

Parcels Zoned I-3 and C-6	Approved SF	SF Built or Sold to others	Available SF
BB/CC (Table 2)*	294,847	0	294,847
RR/SS (Table 6B) **	428,000	0	428,000
Orchard Center (Table 5)	920,000	840,228	*** 79,772
TOTAL	1,642,847	840,228	802,619

*Pending extension request, expired July 2007

** Approved Flex Office Uses- Site Plan 8-04001

*** Remainder held by West*Farm and could be sold to Washington Adventists

V. Conclusion

The tables in this memorandum depict allocations, approvals, and square feet constructed within the overlay zone on properties subject to the agreements and limitations. Table 1 is a summary of the original 1990 trip reduction agreements. Table 2 represents the Kaiser Permanente agreements. Tables 3 and 4 indicate the current owners of the properties in the original West*Farm development. Table 5 is a breakdown of the development at Orchard Center. Tables 6A, 6B and 7 detail the transactions within the I-1 and I-3 sectors owned by West*Farm and its successor WesTech. Table 8 A and Table 8B contain a summary of the current status of the properties described in Table 1. Map 5 is the current tax map for the Cherry Hill/US 29 Employment Area.

The total amount of square footage as shown in the tables that would be allowed to develop under the 1990 agreements was 4,221,633 SF of office and 425,774 square feet of warehouse space. Today, after more than decades of acquisition and approvals, property owners have constructed 2,399,659 office square feet equivalent and 260,789 SF have been lost through expiration. There are approximately 1,561,185 SF office space equivalents remaining. (See Table 8A*). Public agencies own approximately 465,000 SF.

All the properties shown in Table 1 have gone through the subdivision process; therefore the development approvals that have not expired should be in the pipeline. This point is made in a letter dated May 14, 2002 to Ron Welke from Holland and Knight, Attorneys for WesTech Business Park. (See attached.) This letter presents a summary of pipeline development assumptions for the WesTech Business Park as of that date. The numbers in the letter reflect allocations and approvals since 1990 and what remains for WesTech. The letter does not discuss the amount of development that West*Farm sold to public agencies and is no longer under the purview of WesTech.

* Table 6A and Table 8A reflect the flex space plan (252,000 SF) for the I-3 Sector in WesTech. Table 6B and Table 8B reflect the campus site plan (428,000 SF) for the same site. Please note that in Table 6B and Table 8B, there are approximately 1,385,185 SF remaining.

Table 3: Current Ownership in the West*Farm I-3 and C-6 Sectors

(Originally All Zoned I-3 and All Once Owned by West*Farm)

Parcel #	Zone	Owner
MM	I-3	GBLLC
PP	I-3	GBLLC
QQ	I-3	GBLLC
GGGG	I-3	Marriott Int.
RR	I-3	Wash. Advent. Hosp
SS	I-3	Wash. Advent. Hosp
QQ	I-3	GBLLC
OO/Tech I&II	I-3	GBLLC
TT	I-3	SHA
Y	I-3	Cameron
HHHH	I-3	Clark Sec
RRR	I-3	USPS
W	I-3	Kaiser
BB	I-3	Wash. Advent. Hosp.
CC	I-3	Wash. Advent. Hosp
TTT	C-6	Target
VVV	C-6	Superfresh
WWW	C-6	Kohl's
XXX	C-6	First Security Bank
YYY	C-6	Frontier Development
ZZZ	C-6	Tosco Refining
AAAA	C-6	McDonalds
BBBB	C-6	Friendly's
CCCC	C-6	SunTrust Bank
DDDD	C-6	7thDay Adv.
JJJ	C-6	Babies R Us

Table 4: Current Ownership in I-1 Sector Originally Owned by West*Farm

Parcel #	Zone	Owner
Outlot 2	I-1	GBLLC
(CCC) Parcel 36 Lot 39	I-1	GBLLC Restaurants Baywood
EEE	I-1	GBLLC
OOO	I-1	GBLLC
PPP	I-1	GBLLC
MMM	I-1	Wash. Advent. Hosp
JJJ	I-1	GBLLC
KKK	I-1	GBLLC
LLL	I-1	GBLLC
NNN	I-1	GBLLC
Outlot 1	I-1	Home D
QQQ	I-1	Home D
EEEE (B)	I-1	Gannett
FFFF (C)	I-1	Gannett
D	I-1	Gannett
DDD	I-1	State Farm
Q	I-1	Kaiser
R Pt S	I-1	Kaiser
S	I-1	Kaiser
III	I-1	MCPS
HHH	I-1	MCPS
GGG	I-1	MCPS
FFF	I-1	MCPS
Outlot 7	I-1	MCPS

Table 5: Development in Orchard Center C-6 Zone (Originally Zoned I-3) Preliminary Plan 1-97077*

Parcel #	Owner	Office SF Purchased from West*Farm	Retail SF Built	Remainder Office SF	Remainder Equivalent Retail SF
		A	B	C	D
			$B \times 2 = A$	$B \times 2 - A = C$	$D = C/2$
TTT	Target	271,020	135,510	0	0
VVV	Superfresh	130,056	65,028	0	0
WWW	Kohl's	185,152	92,576	0	0
XXX	PetSmart (First Sec Bank)	49,200	19,653	9,894	4,947
YYY	Frontier	10,000	5000	0	0
ZZZ	Tosco Refining (Mobil)	10,000	2,561	4,878	2,439
AAAA	McDonald's	10,000	3,857	2,286	1,143
BBBB	Friendly's	10,000	4,165	1,670	835
CCCC	BB&T Bank	10,000	0	10,000	5,000
DDDD	7 th Day Adventists	80,000	39,992	16	8
JJJJ	Babies R Us	74,800	37,362	76	38
Subtotal		840,228	405,704	28,820	14,410
	Unused/owned by West*Farm/Successors	79,772	0	79,772	39,861
Total		920,000	405,704	108,592	54,296

Preliminary Plan 1-97077 was approved for a total of 920,000 SF feet of office space or 460,000 SF of retail. Of that total, West*Farm and its successors did not sell 79,772 office SF. This square footage is eligible to be transferred within the I-3 or C-6 zones by amending the previously approved Preliminary and Site Plans.

Table 6A: Current Remaining SF in the 1-3/C-6 Sectors Still Subject to the West*Farm 1990 Development Administration Agreement

Site Plan 8-04002

A Parcel	B Owner	C Original Maximum	D Purchased (Sold)	E Built/ Approved	F=D-E Remaining
	West*Farm	1,968,699.4	(1,968,699.4)		0
	Orchard Cent.		920,000	811,408	108,592
HHHH	Clark Security		24,100	14,100	10,000
TT	SHA		181,539	20,900	160,639
RRR	USPS		98,354	33,580	64,774
GGGG	Marriott Int.		60,000	41,176	18,824
	<i>Subtotal</i>		<i>1,283,993</i>	<i>921,164</i>	<i>362,829</i>
	GBLLC		*684,706		
PP	GBLLC			38,649	
QQ	GBLLC			38,649	
RR	GBLLC			**84,000	
OO	GBLLC			149,800	
SS	GBLLC			**168,000	
	<i>Subtotal</i>		<i>684,706</i>	<i>479,098</i>	<i>205,608</i>
	TOTAL	1,968,699	1,968,699	1,400,262	568,437

*Residue of potential SF established in the agreements

**These projects have been approved but have not yet been built.

Table 6B: Current Remaining SF in the 1-3/C-6 Sectors Still Subject to the West*Farm 1990 Development Administration Agreement

Alternate Site Plan 8-04001

A Parcel	B Owner	C Original Maximum	D Purchased (Sold)	E Built/ Approved	F=D-E Remaining
	West*Farm	1,968,699.4	(1,968,699.4)		0
	Orchard Cent.		920,000	811,408	108,592
HHHH	Clark Security		24,100	14,100	10,000
TT	SHA		181,539	20,900	160,639
RRR	USPS		98,354	33,580	64,774
GGGG	Marriott Int.		60,000	41,176	18,824
	<i>Subtotal</i>		<i>1,283,993</i>	<i>921,164</i>	<i>362,829</i>
	GBLLC		*684,706		
PP	GBLLC			38,649	
QQ	GBLLC			38,649	
RR	WAH			**214,000	
OO	GBLLC			149,800	
SS	GBLLC			**214,000	
	<i>Subtotal</i>		<i>684,706</i>	<i>655,098</i>	<i>29,608</i>
	TOTAL	1,968,699	1,968,699	1,576,262	392,437

* Residue of potential SF established in the agreements

** Alternate amount as per site plan, not built

Table 7: Current Remaining SF in the 1-1 Still Subject to the West*Farm 1990 Trip Reduction Agreement
 *2005 Update ** 2006 Update

Parcel	B Owner	C Original Maximum	D Purchased (Sold)	E Built	F=D-E SF Remaining
		1,313,921			
Outlot 2	GBLLC		835,307	542,010	
CCC Part of Lot 39	GBLLC Baywood			*151,101 **34,118	
EEE	GBLLC				
OOO	GBLLC				
PPP	GBLLC				
MMM	WAH				
JJJ	GBLLC				
KKK	GBLLC				
LLL	GBLLC				
NNN	GBLLC			35,000	
<i>Subtotal</i>			835,307	762,229	73,078
Outlot 1/QQQ	Home D		129,134	0	129,134
DDD	State F		89,452	25,900	63,552
III/HHH/GGG/FFF/Outlot 7	MCPS		260,028	20,453	239,575
<i>Subtotal</i>		1,313,921	478,614	46,353	432,261
TOTAL		1,313,921	1,313,921	808,582	505,339

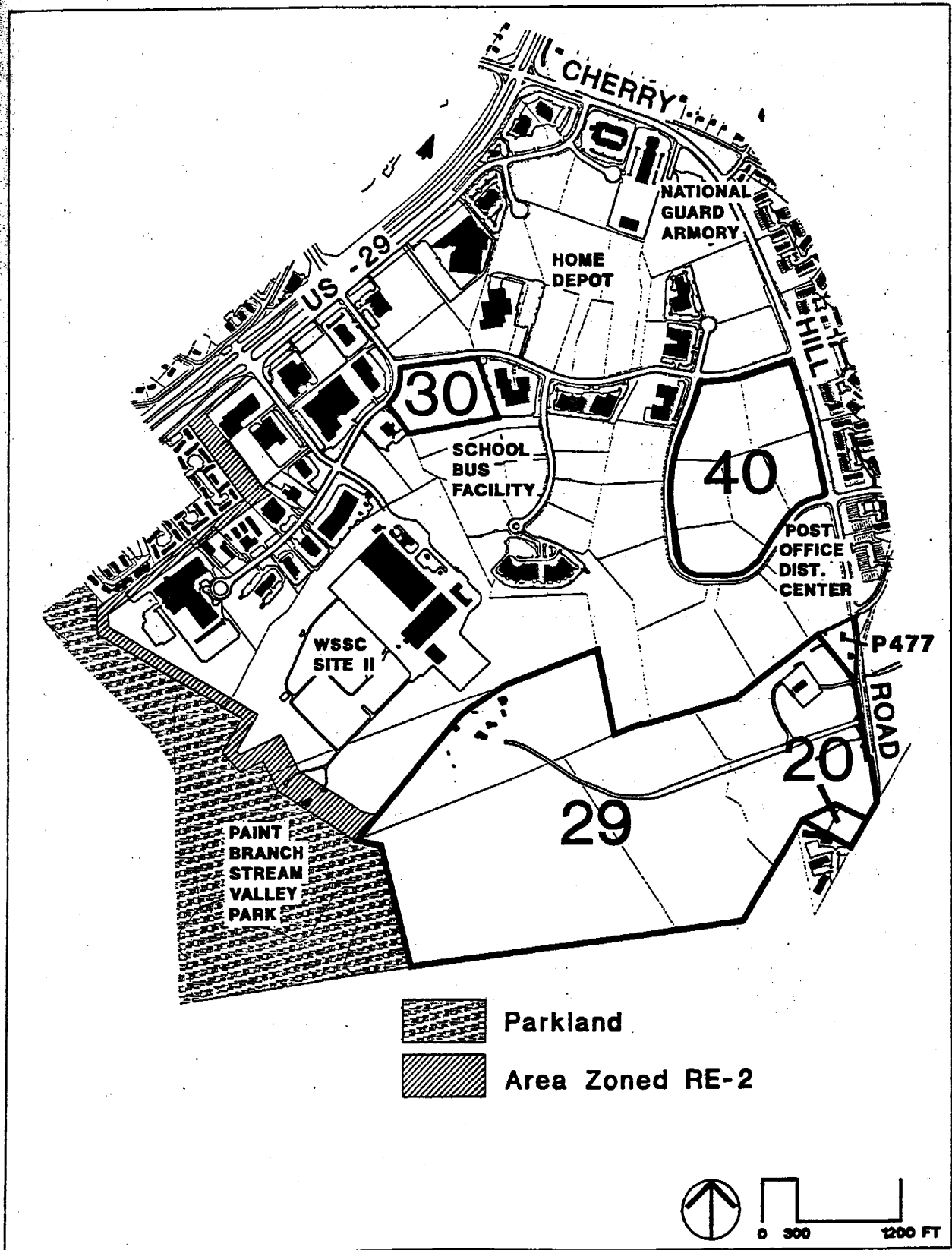
Table 8A: Remaining Development for Properties Subject to the 1990 Trip Reduction Agreements (See Table 6A)

* Gannett approval expired in 2001, see text.
 ** Gannett warehouse space is not included in the total because it has a different trip generation.
 *** Agreement references 179 trips. Subdivision approval allowed for 27,000 SF Office Space.

A Name	B Total SF Limit	C Sold Since 1990	D Approved and Built	E SF Lost/Expired	F=B - (D+E) Remaining
Gannett office	315,789	0	55,000	*260,789	0
Gannett warehouse	** 425,774	0	0	0	0
K Permanente	579,409	0	92,965		486,444
Washington Post	***27,000	0	27,000		0
DarCars	18,478	0	15,850		2,628
<i>Subtotal</i>	<i>940,676</i>	<i>0</i>	<i>190,815</i>	<i>260,789</i>	<i>489,072</i>
West*Farm (1-3)	1,968,699	(1,968,699)			0
GBLLC			479,098		205,608
USPS			33,580		64,774
SHA			20,900		160,639
Orchard Center			811,408		108,592
Clark Security			14,100		10,000
Marriott			41,176		18,824
<i>Subtotal</i>	<i>1,968,699</i>		<i>1,400,262</i>		<i>568,437</i>
West*Farm (I-1)	1,313,921	(1,313,921)			0
GBLLC			762,229		73,078
Home Dept			0		129,134
State Farm			25,900		63,552
MCPS			20,453		239,575
<i>Subtotal</i>	<i>1,313,921</i>		<i>808,582</i>		<i>505,339</i>
TOTAL	4,223,296		2,399,659	260,789	1,596,966

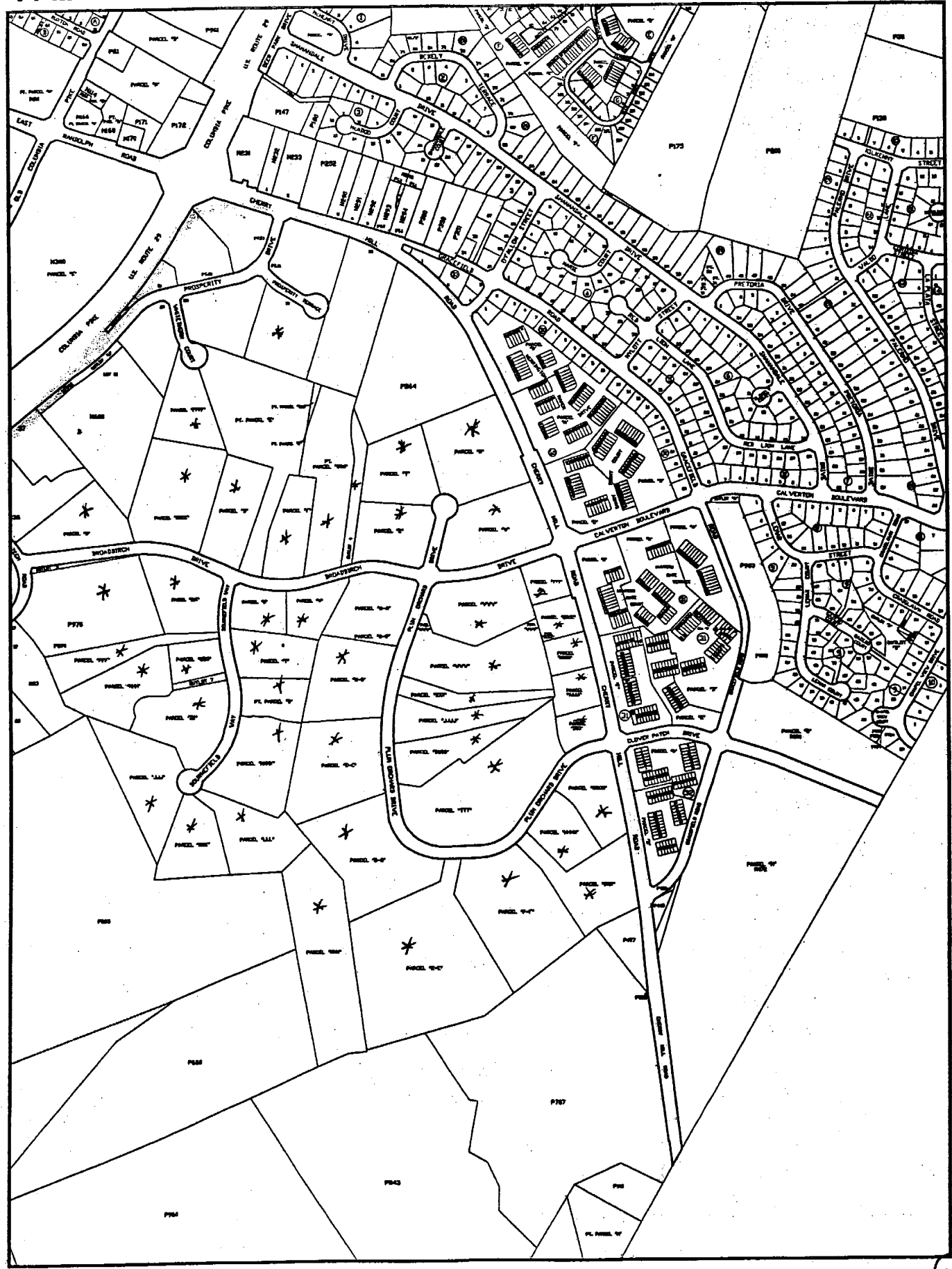
Table 8B: Remaining Development for Properties Subject to the 1990 Trip Reduction Agreements showing Alternate Drawdown using Site Plan 8-04001 (See Table 6B)

A	B	C	D	E	F=B - (D+E)
Name	Total SF Limit	Sold Since 1990	Approved and Built	SF Lost/Expired	Remaining
Gannett office	315,789	0	55,000	*260,789	0
Gannett warehouse	** 425,774	0	0		0
K Permanente	579,409	0	92,965		486,444
Washington Post	***27,000	0	27,000		0
DarCars	18,478	0	15,850		2,628
<i>Subtotal</i>	<i>940,676</i>	<i>0</i>	<i>190,815</i>	<i>260,789</i>	<i>489,072</i>
West*Farm (1-3)	1,968,699	(1,968,699)			0
GBLLC			655,098		29,608
USPS			33,580		64,774
SHA			20,900		160,639
Orchard Center			811,408		108,592
Clark Security			14,100		10,000
Marriott			41,176		18,824
<i>Subtotal</i>	<i>1,968,699</i>		<i>1,576,262</i>		<i>392,437</i>
West*Farm (I-1)	1,313,921	(1,313,921)			0
GBLLC			762,229		73,078
Home Dept			0		129,134
State Farm			25,900		63,552
MCPS			20,453		239,575
<i>Subtotal</i>	<i>1,313,921</i>		<i>808,582</i>		<i>505,339</i>
TOTAL	4,223,296		2,575,659	260,789	1,596,966.



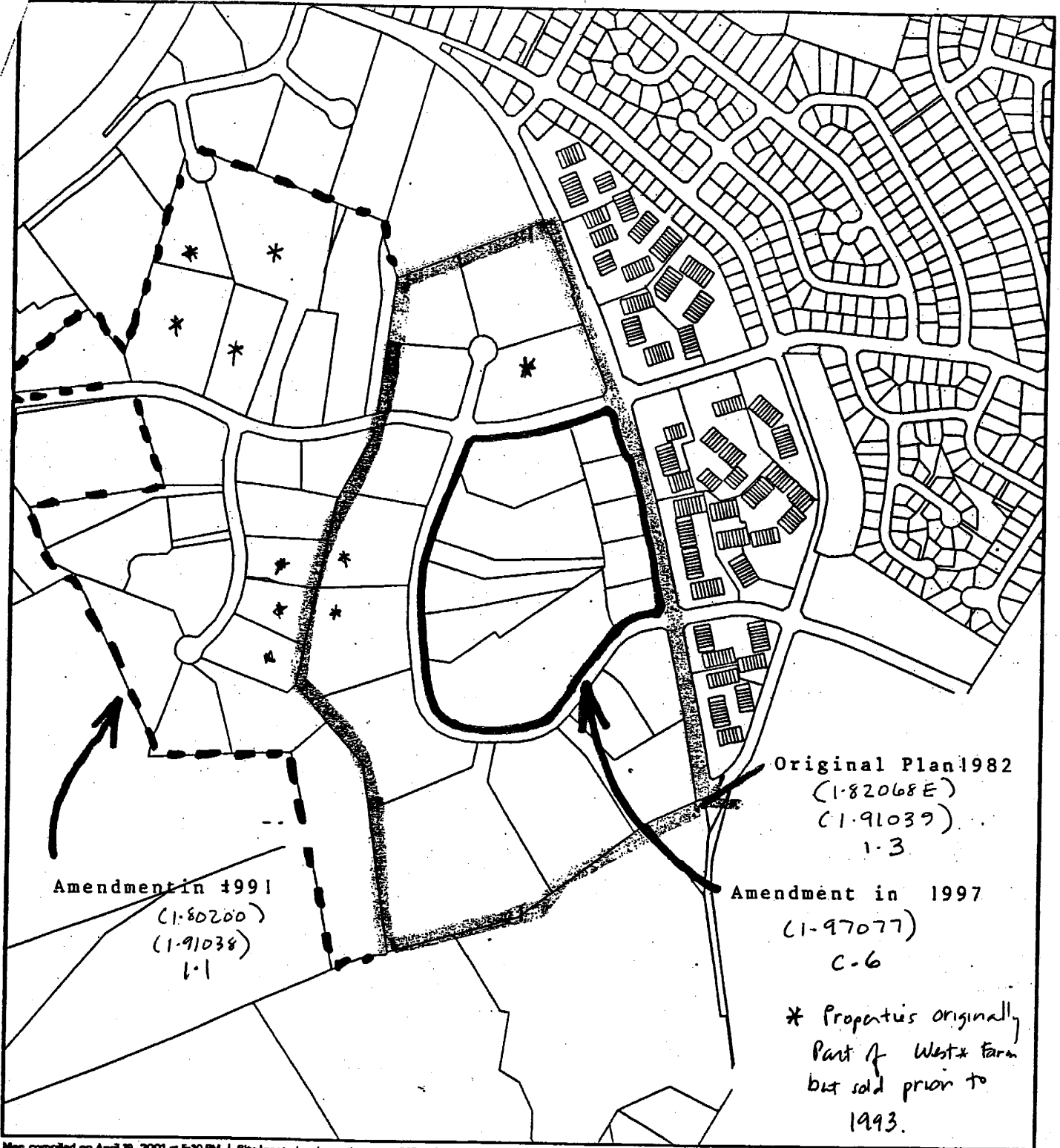
* Properties Subject to

TRIP REDUCTION AMENDMENT-2004 TAX MAP



UNITY MAP FOR
WESTFARM TECHNOLOGY PARK

MAP 3



Map compiled on April 19, 2001 at 5:10 PM | Site located on base sheet no - 216NE03

NOTICE

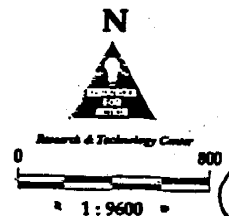
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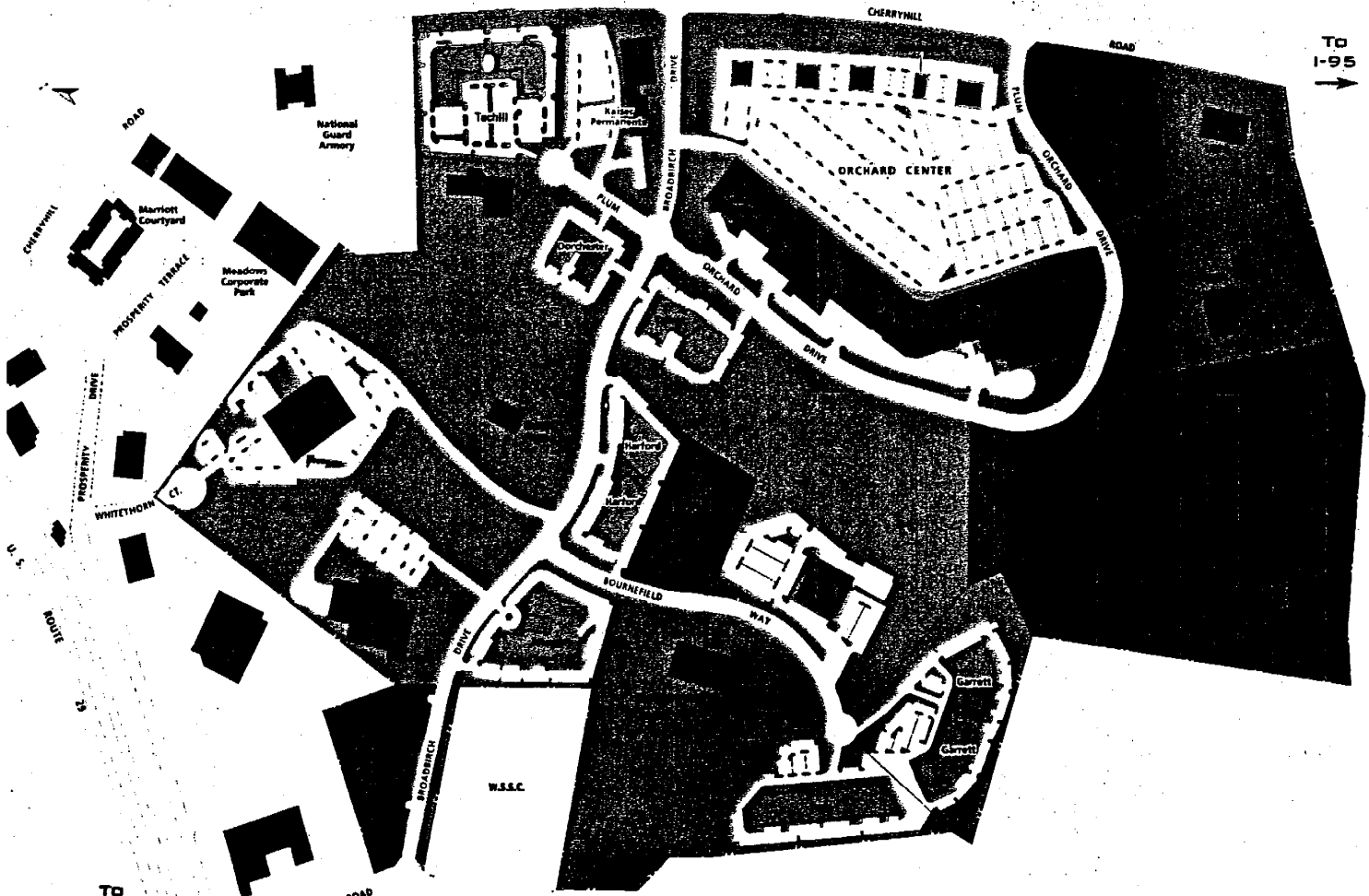
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MONTGOMERY COUNTY DEPARTMENT OF PARK AND PLANNING
 THE MARYLAND-NATIONAL CAPITAL PARK AND PLANNING COMMISSION
 5787 Georgia Avenue - Silver Spring, Maryland 20910-1760

Key Map



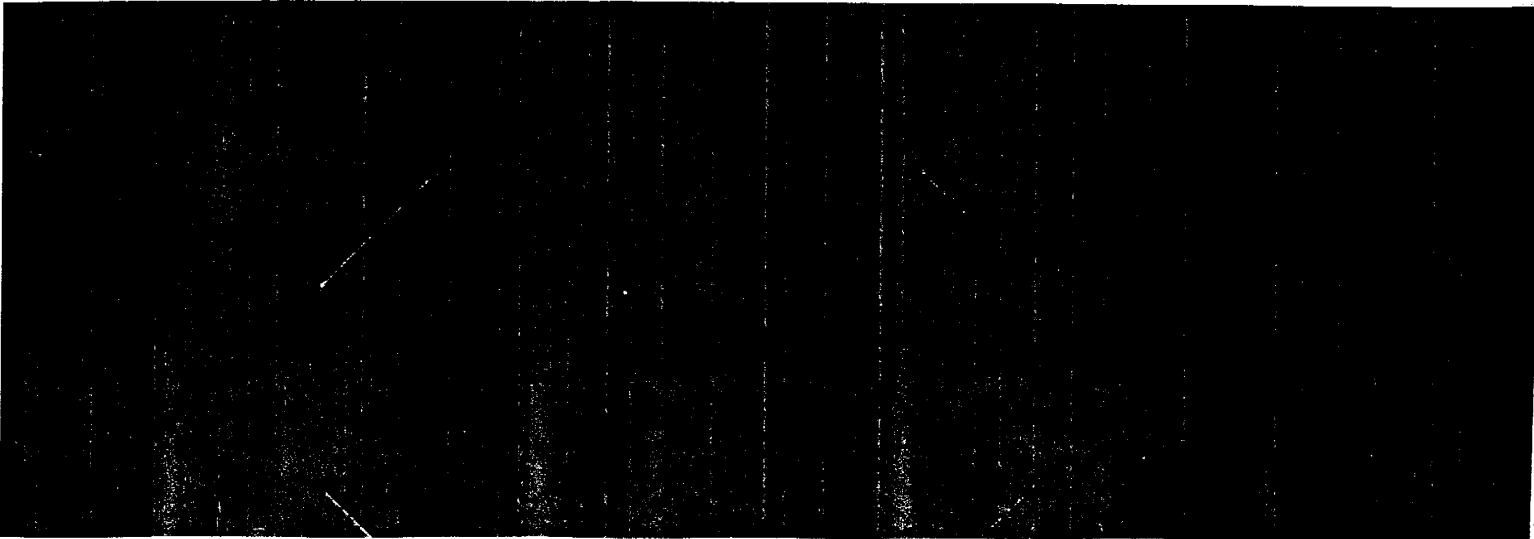
WESTTECH SITE PLAN



TO I-95

TO I-495

- WESTTECH DEVELOPMENT PARCELS
- ▣ WESTTECH EXISTING BUILDINGS



TRIP REDUCTION AMENDMENT-2004 TAX MAP



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May 14, 2002

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Mr. Ronald Welke
Transportation Planning Division
Montgomery County Planning Board
8787 Georgia Avenue
Silver Spring, Maryland 20910

Re: WesTech Business Park – Current Approvals

Dear Mr. Welke:

This letter is in response to your information on the pipeline development assumptions for WesTech Business Park (formerly, West*Farm Technology Park). I believe that some clarifications to your data may be needed. Please note the following with regard to the WesTech density approvals and their implementation.

1. Preliminary Plan No. 1-91038 (I-1 Zone).
 - A. APF validity period expires July 31, 2009
 - B. Total development density approved (pursuant to Traffic Reduction Agreement): 1,313,921.2 square feet
 - C. Development actually constructed to date: 588,363 square feet.
 - D. Density remaining available to be constructed under this Preliminary Plan (office square feet or equivalent): 725,558.2 square feet.

2. Preliminary Plan No. 1-91039 (I-3 Zone)
 - A. APF validity period expires July 31, 2009.
 - B. Total development density approved (pursuant to Development Administration Agreement): 1,968,699.4 square feet
 - C. Development actually constructed to date: 712,982 square feet
 - D. Density remaining available to be constructed under this Preliminary Plan (office square feet or equivalent): 871,613.4 square feet
 - (i) The density remaining available to be constructed represents the difference between the original approval and the amount of the existing development, after the existing redevelopment has been converted into its equivalent office square footage (see below).

3. In 1997, a portion of Preliminary Plan No. 1-91039 was the subject of a revision, No. 1-97077, for the retail center known as Orchard Center. Orchard Center was allocated 920,000 square feet of office development equivalent (to support 460,000 square feet of retail use at a 2:1 conversion ratio, meaning 2 square feet of office to 1 square foot of retail). This site was allocated the ability to utilize the full 460,000 square feet of retail (convertible to 920,000 square feet of office) if needed; any unused amount remained available in the general I-3 Zone allocation.

- A. Retail development at Orchard Center to date is 400,704 square feet (an equivalent of 801,408 square feet of office space).
- B. 59,296 square feet (the equivalent of 118,592 square feet of office space) remains available for construction at Orchard Center.
- C. These amounts are included in the general I-3 Zone amounts in Paragraph 2.

As I mentioned to you in our conversation, the intentions of Grosvenor Atlantic Limited and West*Farm Associates Limited Partnership are to utilize the full amount of the remaining available density in each category for the land that they own. Therefore, the total amount of development which should be allocated to the pipeline for this project is the equivalent of 3,282,620.60 square feet of office space (1,313,921.2 + 1,968,699.4). This should have no effect on the overall calculation of pipeline development in this Planning Area, as these

Mr. Ronald Welke
May 14, 2002
Page 3

maximum development densities have been in place and contemplated since the Traffic Reduction and Development Administration Agreements of May 1990, which were part of the basis for the Trip Reduction Master Plan for the Eastern Montgomery County Planning Area.

Please do not hesitate to contact me if you have any questions on this information.

Regards.

Very truly yours,

HOLLAND & KNIGHT LLP

Bill Kominers

William Kominers

cc: Mr. James Delmotte
Ms. Lorena Stranigan
Ms. Margaret McGirr
Mr. Karl Moritz
Mr. Thomas D. Fleury

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