



MEMORANDUM

July 3, 2013

TO: Planning Commission

FROM: Jeremy Hurlbutt, AICP, Planner III

SUBJECT: Recommendation to Mayor and Council to allow for 144 additional townhouse units in King Farm Development.

At its meeting of July 8, 1996, the Mayor and Council adopted Resolution 10-96 (see Attachment #1) which approved the King Farm Comprehensive Planned Development (CPD1995-00002). The King Farm development was approved with a development density of 3,100,000 square feet of office, 125,000 square feet of neighborhood retail, and 3,200 dwelling units, and was later modified to add a hotel and life care facility. The subject application is requesting (see Attachment #2) that the Mayor and Council approve an additional 144 townhouse dwelling units, to be located at 900 and 901 King Farm Boulevard. The approved resolution and Annexation Agreement allows for up to 400 additional dwelling units to be approved by the Mayor and Council as follows:

*The gross land area designated for residential uses is approximately 334.42 acres. **The total number of residential units may not exceed 3,200 units; provided, however, that subject to the approval of the Mayor and Council, the number of residential dwelling units may be increased to 3,600 dwelling units.** The development pattern for the residential uses on the King Farm equates to an overall residential density of 9.52 units per acre. The location of single family detached, single family attached and multi-family units shall be as shown on the Land Use Plan (Exhibit 2). The combined total number of single family detached and single family attached units may not exceed 1,570 units, the combined total number of multi-family units including an elderly housing component, may not exceed 2,030 units; provided, however, in no event, shall the total number of residential units, in the aggregate, exceed 3,200 dwelling units, unless, after approval of the Mayor and Council, the number of residential units are increased to an aggregate amount not to exceed 3,600 dwelling units in total.*

And in the annexation agreement:

...Rockville and Owners further agree that at a future date, Owners may, subject to the reasonable approval of Rockville, increase the number of residential dwelling units to be constructed on the Subject Property to 3,600, to include 3,200 market rate units and 400 MPDUs. The term "Project Development shall

automatically be deemed to be revised by number of dwelling units above 3,200 as may be approved by Rockville in accordance with this Paragraph 2 wherever said term is used in this agreement.

To date 3,200 dwelling units have been approved and constructed, including 394 single-unit detached dwellings, 919 single-unit attached dwellings and 1,887 multi-unit dwellings.

The Planning Commission is asked to provide a recommendation to the Mayor and Council on the additional 144 townhouse dwelling units being requested. The commission's recommendation is based on the approved Resolution and that the request maintains the findings made at time of the approval of the Resolution for the entire King Farm development, which include the following:

1. *Will not adversely affect the health or safety of persons who will reside or work in the neighborhood of the proposed development; and*
2. *Will not be detrimental to the public welfare or injurious to property or improvements located or to be located in or adjacent to the development; and*

The proposed development will not adversely affect public safety, public welfare, or the public in any other way. The development will result in fewer vehicular trips than the proposed office development.

3. *Will not be inconsistent with the intent or purpose of Article XII, Division 7; and (CPD)*

The request is detailed in the approved Comprehensive Planned Development (CPD) Resolution and consistent with the requirements of the CPD, which allows for a mix of residential unit types, including townhouses, in the community.

4. *Will not be contrary to the requirements contained in Division 5 of Article XII; (OPEN SPACE)*

On site open space will be provided, the nature of, which will be determined at Site Plan approval. The King Farm CPD dedicated regional open spaces in the overall community.

5. *Will not overburden public services including water, sanitary sewer, public roads, storm drainage, or other public improvements; and*

The requested 144 townhouse residential units will be serviced by existing infrastructure which includes: WSSC water and sewer, regional stormwater facilities, open space, existing roads (King Farm Boulevard and Piccard Drive), and other public improvements. These existing facilities were planned to meet the requirements of the whole community. This proposed townhouse development will generate less.

6. *Complies with the development standards and requirements set forth in Division 7 of Article XII; and*

7. *Complies with any applicable development staging and adequate public facilities requirements included in the Concept Plan Application; and*

Section 25.20.04.a.1. Zoning Ordinance states that, “Any Planned Development identified in Section 25.14.07 of this Chapter (King Farm is Identified as PD-KF) is deemed to satisfy the Adequate Public Facilities Standards...”. The 144 townhouse development will be located in the Gaithersburg High School cluster, which no school is to exceed 110% capacity.

8. *Complies with the provisions of Chapter 25 of the Zoning and Planning Ordinance; and*
9. *Will not be inconsistent with the Plan as said term is defined in Chapter 25 of the Zoning and Planning Ordinance; and*

The project will be subject to a full development review process and for compliance with the King Farm Comprehensive Planned Development approved Resolution 10-96 (as amended), the Zoning Ordinance and all other applicable ordinances.

10. *Will not adversely affect the health or safety of persons residing or working in the subdivision or neighborhood; and*
11. *Will be suitable for the type of development, the use contemplated, and available public utilities and services, and*

The approved CPD notes that residential may be added to the Irvington Centre section of King Farm where the proposed sites are located.

12. *Will not unreasonably disturb existing topography, in order to minimize stormwater runoff and to conserve the vegetation cover and soil.*

The proposed development sites were previously proposed and approved for office development and are currently cleared, graded, and stabilized.

The additional 400 residential dwelling units allowable were included in the analysis done at the time of the original Comprehensive Planned Development and were found to meet the required findings at that time. The project will be subject to a full development review process and for compliance with the King Farm Comprehensive Planned Development approved Resolution 10-96 (and as amended), the Zoning Ordinance and all other applicable ordinances.

The 144 townhouse dwelling unit development is proposed to be located to the west of Piccard Drive at the intersection of King Farm Boulevard, which runs between the two properties. The properties are approved for 615,282 square feet of office development. To the east across Piccard Drive and to the south there are exists office buildings. Some of these buildings have restaurants at the ground floor. Further to the east there are townhouses, condos, and a senior housing complex in the Irvington Centre section of King Farm. North of the property is the mixed use development,

Upper Rock, with a parking structure and multifamily buildings closest to the subject property. To the west is a hotel and I-270 off ramps. The future Corridor Cities Transitway (CCT) will run between the two properties. The King Farm shuttle bus currently provides a connection to Shady Grove Metro Station and the King Farm Village Center. The project will be made up of 126 market rate units and 18 Moderately Price Dwelling Units (MPDU). The request is consistent with the Comprehensive Planned Development Resolution and Zoning Ordinance requirements, which allows for additional units to be added in this section of King Farm.

The project and the design details will be subject to a Level 2 Site Plan that will come back before the Planning Commission for final action at a later date if the Mayor and Council approve the additional units. The project will be subject to the approved King Farm Design Guidelines, and approval by the King Farm Architect. The Planning Commission is asked to provide a recommendation to the Mayor and Council at this time.

Recommendation

Recommend to the Mayor and Council approval of the request to allow 144 residential townhouse dwelling units in the Irvington Centre section of King Farm, to replace the F5 and F6 approved office buildings.

Attachments

1. King Farm Resolution 10-96
2. May 21, 2013, Letter from Applicant
3. Vicinity Map

ATTACHMENT A

Resolution No. 10-96 RESOLUTION: To approve a Concept Plan for 430.63 acres of land, more or less, known as the King Farm, located east of Interstate 270, north of Gude Drive, south of Shady Grove Road and west of Frederick Road (MD 355)

WHEREAS, Concept Plan Application CPD95-0002 ("Concept Plan Application") was filed on November 8, 1995, by Helios/Towle, LLC, 8830 Boone Boulevard, Suite 460, Vienna, VA, 22182 applicant, hereinafter referred to as "Helios/Towle," or "the Applicant" requesting approval of a concept plan application for a comprehensive planned development on 430.63 acres, more or less, hereinafter referred to as the "King Farm" or "the property," "the development," or "the project," located east of Interstate 270, north of Gude Drive, south of Shady Grove Road, and west of Frederick Road (MD355), in accordance with a plan submitted under the 0-3 Zone, Comprehensive Planned Development Special Development Procedure provisions of the City of Rockville Zoning and Planning Ordinance; and

WHEREAS, the property was annexed into the City of Rockville from Montgomery County, effective September 22, 1995, and an annexation agreement was signed on August 7, 1995 by Helios/Towle and the Mayor and Council of Rockville to outline issues related to the future development of the property. The Annexation Agreement is attached hereto as Exhibit 1.

WHEREAS, said Concept Plan Application proposes a major residential and office development with related services, containing approximately 3,100,000 square feet of office space, 3,200 dwelling units, and 125,000 square feet of neighborhood commercial/retail space; and

WHEREAS, the general development concept proposed for the King Farm is found to be consistent with both the Montgomery County Gaithersburg Vicinity Master Plan Amendment, Stage III, Shady Grove Study Area, July 1990, and the City's October, 1993, Approved and Adopted Master Plan, (collectively referred to as the "Master Plan") and an appropriate alternative to standard subdivision and land development permitted by right in the O-3 Zone; and

WHEREAS, the Concept Plan Application responds to the objectives of creating a mixed-use, transit-oriented community, as defined in the Master Plan, through incorporation of the following major design features:

- a framework of well-designed and interconnected streets;
- public open spaces central to each neighborhood;
- an integrated mix of uses;
- a transitway to connect to existing public transportation;
- higher standards for planning and site design than could be accomplished under traditional zoning; and

WHEREAS, the Concept Plan Application also makes provision for a network of public and private open spaces, including stream buffers, a grid roadway system of public and private streets; a transitway running through the property; and methods for environmental protection, including several stormwater management facilities, stream buffers, and tree preservation areas; and

WHEREAS, pursuant to Section 25-653 of the Zoning and Planning Ordinance, the Planning Commission, at its meetings of March 6, 1996 and March 27, 1996 reviewed the subject application and forwarded its recommendation thereon to the Mayor and Council of Rockville by memo dated April 10, 1996; and

WHEREAS, pursuant to Section 25-653 of the Zoning and Planning Ordinance, the Mayor and Council of Rockville gave notice that a public hearing on said application would be held by the Mayor and Council of Rockville in the Council Chambers at Rockville City Hall on April 15, 1996, at 7:30 p.m. or as soon thereafter as it may be heard, at which time parties in interest and citizens would have an opportunity to be heard; and

WHEREAS, on April 15, 1996, the Concept Plan Application came on for hearing at the time and place indicated in said notice; and

WHEREAS, said matter having been fully considered by the Mayor and Council, the Mayor and Council adopting as its findings of fact, the findings of fact set forth in the Staff Report of March 1, 1996, the Mayor and Council having decided that a Comprehensive Planned Development on the King Farm would promote the health, safety, and general welfare of the citizens of the City of Rockville, the Mayor and Council further finding, pursuant to Section 25-655 of the Zoning and Planning Ordinance, based upon Concept Plan Application CPD95-0002, the Staff Reports dated March 1, 1996, and March 14, 1996, the Planning Commission Report and Recommended Conditions dated April 10, 1996, and the public hearing of April 15, 1996, as well as the remaining matters contained in the record that the proposed development and application, as amended, subject to the conditions, limitations, additions, and modifications set forth herein:

1. Will not adversely affect the health or safety of persons who will reside or work in the neighborhood of the proposed development; and

2. Will not be detrimental to the public welfare or injurious to property or improvements located or to be located in or adjacent to the development; and

3. Will not be inconsistent with the intent or purpose of Article XII, Division 7; and

4. Will not be contrary to the requirements contained in Division 5 of Article XII;

and

5. Will not overburden public services including water , sanitary sewer, public roads, storm drainage, or other public improvements; and

Resolution No. 10-96

-4-

6. Complies with the development standards and requirements set forth in Division 7 of Article XII; and

7. Complies with any applicable development staging and adequate public facilities requirements included in the Concept Plan Application; and

8. Complies with the provisions of Chapter 25 of the Zoning and Planning Ordinance; and

9. Will not be inconsistent with the Plan as said term is defined in Chapter 25 of the Zoning and Planning Ordinance; and

10. Will not adversely affect the health or safety of persons residing or working in the subdivision or neighborhood; and

11. Will be suitable for the type of development, the use contemplated, and available public utilities and services, and

12. Will not unreasonably disturb existing topography, in order to minimize stormwater runoff and to conserve the vegetation cover and soil.¹

NOW, THEREFORE, BE IT RESOLVED BY THE MAYOR AND COUNCIL OF ROCKVILLE, MARYLAND, that Concept Plan Application CPD95-0002, as amended, be, and the same is hereby approved in accordance with the terms, conditions and limitations, set forth in the Approved Concept Plan described herein.

¹ The above findings are those findings required by Sections 25-655 and 25-727(e). Pending Text Amendment TXT95-0154 requires the Mayor and Council, in conjunction with their consideration of the Concept Plan, to make the findings required by Section 25-727(e). Further, the Mayor and Council finds that the Approved Concept Plan contains the information and materials required by Sections 25-651 and 25-652 for purposes of compliance with this Text Amendment.

I. APPROVED CONCEPT PLAN

For purposes of this Resolution, the Approved Concept Plan shall mean this Resolution and all Exhibits to this Resolution listed below and attached hereto, including notations, references, descriptions, and writings on the Exhibits.

- Annexation Agreement (Exhibit 1)
- Land Use Plan (Exhibit 2A-D)
- Open Space Network Plan (Exhibit 3)
- Parking Framework Plan (Exhibit 4A-D)
- Framework Street Plan (Exhibit 5)
- Framework Street Cross Sections (Exhibit 6A-B)
- Optional Street Plan (Exhibit 7)
- Optional Street Cross Sections (Exhibit 8)
- Pedestrian Framework Plan (Exhibit 9)
- Phasing Plan (Exhibit 10)
- Development Staging Schedule (Exhibit 11)
- Revised Transportation Improvements Phasing Plan (Exhibit 12)
- Transportation Demand Management (TDM) Plan (Exhibit 13)
- Natural Resource Inventory/Forest Stand Delineation (Exhibit 14)
- Preliminary Forest Conservation Plan (Exhibit 15-1, 2, 3, and 4)
- Forest Stand Delineation Narrative (Exhibit 15A)
- Stormwater Management Concept Plan (Exhibit 16)
- King Farm Stream Monitoring Program (Exhibit 17)
- Water and Sewer Framework Plan (Exhibit 18)

The term "Concept Plan" as used herein shall mean the Approved Concept Plan and this Resolution shall apply to Helios/Towle, its successors and assigns.

II. LAND USE PLAN

Exhibits 2A, 2B, 2C and 2D dated June 12, 1996, hereinafter collectively referred to as "Exhibit 2, " shall constitute the Land Use Plan for the Concept Plan.

III. DEVELOPMENT DENSITY

a. Nonresidential.

The gross land area designated for nonresidential use under the Approved Concept Plan is approximately 96.21 acres. The maximum amount of permitted office density shall be 3,100,700 square feet of office space. Based on this amount of office space, the density of the office space development on the King Farm is 0.74 FAR. The amount of permitted commercial density is approximately 125,000 square feet of retail to be located in the Village Center. Additional retail space may be located on the ground floor of the office buildings and along King Farm Boulevard in accordance with Design Guidelines defined in Section VI. below and as approved by the Planning Commission in future Detailed Application(s). Subject to approval of a special exception, an automobile filling station, permitting retail sales of food, shall be permitted as shown on Exhibit 2. Alternately, the automobile filling station Pod may be used for additional retail space.

b. Residential.

The gross land area designated for residential uses is approximately 334.42 acres. The total number of residential units may not exceed 3,200 units; provided, however, that subject to the approval of the Mayor and Council, the number of residential dwelling units may be

increased to 3,600 dwelling units. The development pattern for the residential uses on the King Farm equates to an overall residential density of 9.52 units per acre. The location of single family detached, single family attached and multi-family units shall be as shown on the Land Use Plan (Exhibit 2). The combined total number of single family detached and single family attached units may not exceed 1,570 units, the combined total number of multi-family units including an elderly housing component, may not exceed 2,030 units; provided, however, in no event, shall the total number of residential units, in the aggregate, exceed 3,200 dwelling units, unless, after approval of the Mayor and Council, the number of residential units are increased to an aggregate amount not to exceed 3,600 dwelling units in total.

c. Permitted and Special Exception Uses.

The permitted uses shall be governed by Section 25-643 of the Zoning and Planning Ordinance, which specifies the permitted uses by right in a Comprehensive Planned Development ("CPD"). The uses in the CPD also include all uses permitted by special exception in the C-1, Local Commercial zone, as it may be amended from time to time. An automobile filling station, as shown on the Land Use Plan (Exhibit 2), currently is permitted as a special exception in the C-1 zone. The Mayor and Council find that the site shown on Exhibit 2 for a future automobile filling station is generally suitable for said use.

d. Development Plan.

Development shall be allocated among the development areas ("Pods") identified on the Land Use Plan (Exhibit 2).

e. Density Shifting.

As set forth on the Land Use Plan (Exhibit 2), the number of residential units shown on Exhibit 2 for each Pod of the same type of dwelling unit may be shifted among Pods

Resolution No. 10-96

-8-

of the same unit type at Applicant's discretion provided the number of units shown on Exhibit 2 for any Pod is not increased by more than 30% or, for multi-family units along King Farm Boulevard marked with a double asterisk (**) on Exhibit 2, by 50%, over the number of units shown on any Pod on Exhibit 2. The Planning Commission shall review any density shifting as described herein for compliance with the Approved Concept Plan at time of Detailed Application(s). Notwithstanding the above, those Pods in Phase II with single family attached units marked with an asterisk (*) may also be developed with single family detached units in lieu of single family attached units.

f. Development Statistics.

Helios/Towle will provide updated statistical reports on density and unit mix for the entire development to the Rockville Department of Community Development as each Detailed Application is submitted in such form as is acceptable to the Chief of Planning. This report will include, but not be limited to, dwelling unit and type mix, amount of parking spaces provided, and calculation of the Green Area provided in each Detailed Application plus the cumulative Green Area for the entire development.

IV. HEIGHT LIMITATIONS.

a. Multi-Family.

The multi-family units located along proposed Apartment Boulevard as shown on Exhibit 2 shall be limited to four (4) stories in height. Other multi-family developments shall be limited to a maximum height of 120 feet.

b. Office Buildings.

The ranges of permitted heights (expressed in stories) for each office Pod are set forth on Exhibit 2. The maximum height of any office building shall be limited to 120 feet.

c. Single Family Detached and Single Family Attached.

No single family detached or attached building may exceed a height of 35 feet.

d. Village Center.

Buildings may contain a mix of heights from one to four stories.

e. Elderly Housing.

The potential elderly housing project of up to 400 units may not exceed 120 feet in height.

f. Accessory Buildings.

Detached accessory buildings may not exceed a height of fifteen (15) feet.

V. MODIFICATIONS TO DEVELOPMENT STANDARDS AND SIGN REQUIREMENTS.

The 0-3 Zone development standards and sign requirements are modified as set forth below.

a. Development standards.

(1) Minimum lot area - None

(2) Maximum lot coverage - None, provided that the minimum green

space shall be 40% computed on gross acreage of entire site covered by the Approved Concept Plan.

(3) Floor Area Ratio (FAR) - The maximum FAR for all nonresidential uses shall be 0.75 computed on the basis of the gross acreage covered by the commercial/nonresidential portion of the development area (approximately 96 acres). Individual lots or development sites may exceed that ratio so long as the overall FAR of 0.75 for all nonresidential development is not exceeded.

(4) Minimum Setback Requirements - Minimum 0-3 Zone setback requirements for nonresidential units are waived. The following shall be the setbacks for nonresidential uses from public rights of way that replace the minimum setback requirements of Section 25-646(2) in the 0-3 Zone:

- a) Parking structures - 10 feet
- b) All other structures - 0 feet

Pursuant to Section 25-646(1), the setback from the boundary of the CPD for nonresidential structures (other than parking structures) in the Office District abutting land zoned nonresidential by the City of Rockville shall be 100 feet. The Mayor and Council recognize that a modification of this standard to 75 feet has been requested by the Applicant. The Mayor and Council interpret the Zoning and Planning Ordinance to prohibit modification of this standard pursuant to Section 25-644 as requested. The Mayor and Council will cooperate with the Applicant to develop an appropriate text amendment to permit such a reduction.

(5) The following chart establishes the Minimum Lot, Yard, and Setback requirements for residential lots for each type of approved dwelling unit within the King Farm development, as shown on the Land Use Plan (Exhibit 2).

DEVELOPMENT STANDARD	SINGLE FAMILY DETACHED	SINGLE FAMILY ATTACHED	SINGLE FAMILY ATTACHED (*COURTYARD)	MULTIFAMILY
Minimum Lot Area	3000 SF	960 SF	900 SF	N/A
Minimum Lot Width (@ Front Lot Line)	25'	16'	18'	N/A
Minimum Lot Width (@ Front Setback Line)	35'	16'	18'	N/A
Minimum Front Setback	**	**	**	**
Minimum Side Setback	0' (8' AGGREGATE ON BOTH SIDES. BUT THERE MUST BE A MINIMUM OF 8' BETWEEN DWELLING UNITS)	0'	0'	10' (20' AGGREGATE ON BOTH SIDES)
Minimum Rear Setback	^20'	16'	4'	10'
Maximum Height	35'	35'	35'	120'

* *Courtyard townhouses* are defined as townhouses whose garages load from the rear of the site and which may contain a courtyard or patio towards the front, or street side of the unit.

** This dimension is specified in the King Farm Guidelines.

^ If a garage is attached to the rear of a single-family detached dwelling, the required rear setback is 7' from the garage face and the garage may sit on the side lot line.

Resolution No. 10-96

-12-

Free-standing accessory structures on any interior residential lot shall be governed by the following development standards:

DEVELOPMENT STANDARD	AMOUNT
Maximum Rear Yard Coverage	50%
Minimum Front Setback	60'
Minimum Side Setback	0'
Minimum Rear Setback	0'
Maximum Height	15'

Accessory structures on corner lots shall be governed by the following standards:

DEVELOPMENT STANDARD	AMOUNT
Maximum Rear Yard Coverage	50%
Minimum Front Setback	N/A
Minimum Side Setback	10'
Minimum Rear Setback	0'
Maximum Height	15'

b. Sign requirements applicable to signs in the O-3 Zone for size, height, location and content are waived. A comprehensive sign design package for the entire development shall be subject to review by the Sign Review Board and approval by the Planning Commission.

VI. DESIGN GUIDELINES/STREETSCAPE STANDARDS

a. A comprehensive set of architectural design guidelines (the "Design Guidelines") has been prepared by the Applicant to implement the urban design principles described in the Concept Plan Application. The Design Guidelines are divided into two general categories: architectural features and building siting. The Design Guidelines are subject to review and approval by the Chief of Planning for reasonable compliance with the urban design principles described in the Concept Plan Application. The Design Guidelines shall be subject to review and approval by the Chief of Planning, as provided above, prior to approval of the first Detailed Application that includes dwelling units, office buildings, or commercial space, or within sixty (60) days of submittal of the Design Guidelines to the Chief of Planning, whichever comes first. Prior to the decision by the Chief of Planning on the initial Design Guidelines and within the time frame specified above, the Planning Commission, without a public hearing, may review the initial Design Guidelines in the format submitted by the Applicant for reasonable compliance with the urban design principles described in the Concept Plan Application and provide comments to the Chief of Planning. The initial Design Guidelines may be modified by the Applicant, from time to time, subject to review and approval by the Chief of Planning, within fifteen (15) days of their submittal to the Chief of Planning, for reasonable compliance with the urban design principles of the Approved Concept Plan. The Design Guidelines shall not violate any requirement of the Zoning and Planning Ordinance or City Code.

b. Once the design guidelines and any modifications have been reviewed and approved by the Chief of Planning in accordance with the above paragraph, the Design Guidelines will be administered, implemented and enforced by the King Farm community association(s) responsible for the administration, implementation and enforcement of the Design Guidelines.

c. All Detailed Applications and building permit applications must be in substantial conformance with the applicable provisions of the Design Guidelines.

d. The Mayor and Council shall retain the authority to review elevations and locations for nonresidential buildings and proposed public buildings, without further public hearing. The Mayor and Council shall provide their comments on said elevations and locations to the Planning Commission during the Detailed Application review.

e. At the time of submission for the Detailed Application for all or part of the Village Center, a separate overall design plan for the entire Village Center shall be submitted by the Applicant, including the overall landscaping and parking related to the improvements, for approval by the Chief of Planning.

VII. PARKS AND RECREATION/OPEN SPACE

a. Park/School Sites.

Helios/Towle will dedicate two park/school sites to the City of Rockville, as set forth in the Annexation Agreement. The sites will be used for construction of recreational facilities by the City to serve development on the King Farm, and by the Montgomery County Board of Education (MCBE) to build schools required to serve the development.

(1) Size, Location and Timing of Dedication.

(i) The park/elementary school site will consist of 12 acres, located and configured as shown on the Open Space Network Plan (Exhibit 3), south of Redland Road, within the single family development area.

(ii) The park/elementary school site will be dedicated to the City simultaneous with recordation of the initial final record plat for the first Detailed Application that

includes single family dwelling units. When construction of an elementary school to serve development on the King Farm is required, as determined by the Montgomery County Board of Education (MCBE), the City will convey a portion of the park/elementary school site to MCBE for construction of the elementary school, as provided in the Annexation Agreement.

(iii) The park/middle school site will consist of 28 acres located and configured as shown on the Open Space Network Plan (Exhibit 3), generally north of Redland Road, on Pleasant Road.

(iv) The park/middle school site will be dedicated prior to construction of the 1,201 dwelling unit. When construction of a middle school to serve development on the King Farm is required, as determined by the Montgomery County Board of Education (MCBE), the City will convey a portion of the park/middle school site to MCBE for construction of the middle school as provided in the Annexation Agreement.

b. Neighborhood Park

The Applicant will dedicate a five acre neighborhood park to the City, as set forth in the Annexation Agreement. The neighborhood park will be located and configured in conformance with the site as shown on the Open Space Network Plan (Exhibit 3), along MD 355, west of Piccard Drive extended. This site includes barns and farmhouses for which the City may develop a comprehensive development and use plan. This 5-acre parcel will be dedicated simultaneous with recordation of the initial final record plat for the first Detailed Application encompassing single family detached units.

c. Squares and Greens

(1) Two open civic centers, one located in the Village Center at the transit stop and one located in the area of office development near the office transit stop, will be

provided, generally as shown on the Land Use Plan (Exhibit 2). These open spaces will provide nodes for activity for their respective districts.

(2) More intimately scaled greens will be provided, generally as shown on the Land Use Plan (Exhibit 2), within the residential neighborhoods to provide a focus for public neighborhood activity. The exact configurations and locations of these greens will be determined at the Detailed Application stage for the residential neighborhoods.

d. Open Space Network Plan

The Open Space Network Plan (Exhibit 3) also delineates the major open space linkages (stream buffers), both public and private, as well as locations for a landscape buffer along MD 355, private recreational areas, the King Farm Boulevard promenade, and up to two optional private recreation areas. If these two optional private recreational areas are not built, the areas as generally shown on the Concept Plan will remain as open space.

e. Green Area Calculation

In making calculations of the green area requirements of Section 25-649, no distinction shall be made between publicly owned space and privately owned space so long as such areas are part of the gross acreage covered by the Concept Plan.

VIII. DESIGNATION OF STREETS AS PUBLIC OR PRIVATE

- a. Those streets, including alleys, shown as private on the Parking Framework Plan (Exhibit 4A), shall be private streets.
- b. All Master Plan Streets identified on the Framework Street Plan (Exhibit 5) shall be public as will be Pleasant Road, King Farm Boulevard, streets abutting the Park/Elementary School site, and the streets serving single family detached housing units.

IX. PARKING

- a. With the exception of multiple (apartment) dwellings which shall be parked at 1.7 spaces for each unit regardless of the number of separate bedrooms, Helios/Towle will provide the required parking under the current Zoning and Planning Ordinance for all uses within the King Farm development, and no waiver of parking requirements is being granted as part of this Concept Plan Application. Shared parking for mixed use commercial or office areas shall be determined and approved at the Detailed Application(s) stage and may be calculated per Section 25-648(6) of the Zoning and Planning Ordinance.
- b. On-street parking shall be permitted on all private streets in accordance with the Parking Framework Plan (Exhibit 4A). Pursuant to Section 25-648 of the Zoning Ordinance, on-street parking on said private streets shall count toward the parking requirements of the Zoning and Planning Ordinance.
- c. On-street parking on public streets will be permitted in accordance with the Parking Framework Plan (Exhibit 4B, 4C, and 4D).

d. Notation of areas where on-street parking will be permitted on public roads, as shown on the Parking Framework Plan (Exhibit 4B, 4C and 4D), does not limit, abridge, or affect the authority of the City to prohibit or otherwise restrict parking on these streets.

e. As permitted by Section 25-648(1) of the Zoning and Planning Ordinance, for the entire comprehensive planned development, but not necessarily for each building, the minimum amount of structured parking for office use shall not be less than 25% of all off-street parking spaces provided, however, that the Planning Commission may require Helios/Towle to increase the amount of structured parking above the 25% level during review and approval of Detailed Application(s) if the Planning Commission determines that the proposed at-grade parking for any building or buildings creates safety or environmental concerns, contributes to traffic problems, or is not adequately screened.

X. COMMON AREAS/PRIVATE ROAD MAINTENANCE

a. Prior to submission of the first Detailed Application for residential units on the King Farm, Helios/Towle shall submit, for review and approval by the City Attorney, the documents to establish and maintain the association(s) which will exercise control and responsibility over certain common areas including private roads, and other recreation and open space areas of the King Farm. These documents will include, among other provisions, a budget and lien supported assessment mechanism that provides for the reasonable capitalization of the association(s) for, among other things, maintenance of the private roads within the King Farm.

b. Prior to the execution of any contract for the first sale or lease of any dwelling unit or lot upon which a dwelling unit is to be constructed, Helios/Towle will notify the purchaser or lessee that such dwelling unit or lot upon which a dwelling unit is to be constructed

is located within a Comprehensive Planned Development (CPD) area, and identify the types, quantities and location of dwelling units permitted in such CPD area, as required by Section 25-659 of the Zoning and Planning Ordinance. These notices shall be approved for form and content by the City Attorney prior to distribution by sales or leasing agents.

c. The documents conveying land to the City shall be subject to the approval of the City Attorney for form and content.

XI. ON-SITE ROADWAYS, OTHER INTERNAL STREETS AND STREET CROSS SECTIONS

a. Helios/Towle will be responsible for the building, modification, and/or extension of the following Master Plan Roads (sometimes also called "On-Site Roadways") within the boundaries of the King Farm development as shown on the Framework Street Plan (Exhibit 5).

- (1) Gaither Road (extension and modification of existing roadway)
- (2) Piccard Drive (extension)
- (3) Redland Road (modification)
- (4) Indianola Road
- (5) Pleasant Road (to its intersection with Piccard Drive Extended)
- (6) Choke Cherry Road

b. The dedication or use of the right-of-way for the On-Site Roadways or any other roadways to be built on the King Farm will not be used as a basis for reducing permissible density on the King Farm.

c. The type of street to be built for each of the internal streets (including Framework Streets, Master Plan Streets and Optional Street Types) on the King Farm is shown on the Framework Street Plan (Exhibit 5). This plan corresponds to the Framework Street Sections shown on Exhibits 6A and 6B, which outlines street types A-M and AA and BB, and defines the total right-of-way (ROW) width, street ROW's and parking dimensions, street tree planting strip dimension, sidewalk width, restrictions on residential driveway access, Public Utility Easement (PUE) dimensions, bike trail widths and materials, and building setback lines. The Framework Street Sections (Exhibits 6A and 6B) establish the street sections that shall be used for each of the Master Plan and Framework Streets identified on the Framework Street Plan (Exhibit 5). Further, the Framework Street Plan (Exhibits 6A and 6B) specifies the City roadway classification for each type of street.

d. For Indianola Drive and Redland Road, final details regarding transitional roadway sections, special geometric treatment at intersections, and corner truncations will be determined at the time of Detailed Application. This may include a required increase in pavement width on approaches to intersections with MD355 which is also delineated on the Framework Street Sections (Exhibits 6A and 6B).

e. The Optional Street Plan (Exhibit 7) establishes the choice of optional street types that will be used for the internal streets other than Framework and Master Planned Streets. The Optional Street Sections (Exhibit 8) define seven street sections for residential and commercial streets, including a section for a residential alley. Sections from Type 1 to Type 7 are keyed to the Optional Street Plan, as shown on Exhibit 7.

f. The Framework Street Sections (Exhibits 6A and 6B) and the Optional Street Sections (Exhibit 8) establish the limits of dedication and all cross-sections for the

roadways to be built on the King Farm. These street sections shall be used for development of the King Farm as specified on the Framework Street Plan (Exhibit 5) and Optional Street Plan (Exhibit 7). The adoption of this Resolution by the Mayor and Council shall constitute approval of necessary waivers from the City Road Code to implement the Framework Street Sections (Exhibits 6A and 6B) and the Optional Street Sections (Exhibit 8) and no further waivers from the City's Road Code are required to implement these approved street sections.

g. Public and Private Streets, Other Matters

As discussed above, there will be a combination of public and private streets in the King Farm development. In this regard the following shall apply:

(1) Without limiting the provisions of subparagraph XI(f) above, all streets, whether public or private, will be constructed to the standards of the Rockville City Code.

(2) Helios/Towle will enter into an agreement with the City to provide for enforcement of traffic regulations on private streets.

(3) While the road parallel to MD 355 in the apartment area of the project, known for purposes of the Approved Concept Plan as Apartment Boulevard, is approved to be a private road, it should be converted to a public road as soon as practicable if on-street parking on the road is determined by the Applicant not to be necessary to fulfill the parking requirements of the Zoning and Planning Ordinance for the multi-family units.

(4) The requirements of Section 25-743 shall be modified to provide that dead-end alleys with adequate turn around area are permitted to be reviewed at the Detailed Application stage.

(5) The requirements of Section 25-742(b)(2) shall be modified to permit single family detached and single family attached units to front on Gaither Road, Redland

Road, Frederick Road, Indianola Drive and Pleasant Road. In this regard, service drives shall not be required, and lots with reverse frontages will be prohibited. Vehicular access to these units shall be provided via alley at the rear of the units.

XII. TRANSITWAY

a. The "Transit Project Dedication" as defined at Paragraph 4 of the Annexation Agreement will be provided within King Farm Boulevard. The Street Section for King Farm Boulevard is shown on the Framework Street Sections (Exhibit 6B) as Type L. This Street Section includes a one hundred and twenty (120) foot right of way with a thirty (30) foot wide median that is recommended to include a transit platform and shelter to be built by other than Helios/Towle at the proposed transit stops as well as green area that includes street trees and a pathway/biketrail system between transit stops. The limit, extent and location of the Transit Project Dedication within King Farm Boulevard is shown on this street cross-section (Type L) as two "13' (foot) Future Rail" segments and "30' (foot) median" and is a total of fifty-six (56) feet in width.

b. Helios/Towle will implement a phased dedication of the Transit Project Dedication to the City of Rockville in accordance with Paragraph 4 of the Annexation Agreement. The Transit Project Dedication will be restricted to transit use in accordance with the Approved Concept Plan, including but not limited to the use of the 30' Median shown on the Type L street cross-section for street trees and a pathway/biketrail system.

c. Helios/Towle shall have the obligation and the right to dedicate and construct the roadway portions of King Farm Boulevard as well as the streetscape and pathway/biketrail system within the thirty foot (30') median as shown on the Type L street cross-section (Exhibit

6B) in accordance with the Approved Concept Plan, including without limitation the Phasing Plan (Exhibit 10), Development Phasing Schedule (Exhibit 11) and Revised Transportation Improvements Phasing Plan (Exhibit 12) discussed below, without regard to the status of any plans for the transitway.

d. The dedication of the Transit Project Dedication as provided in this Paragraph XII shall satisfy the requirements of paragraph 4 of the Annexation Agreement regarding a determination of the size, extent and location of the transitway.

XIII. BIKEWAY/PEDESTRIAN CONNECTIONS

a. The Pedestrian Framework Plan (Exhibit 9) outlines the primary pedestrian sidewalks, secondary sidewalks, bicycle routes, and combination pathways/bicycles paths for the King Farm. These pathway delineations may be refined at each Detailed Application as a result of the City's FY97 Bikeway Plan, but must remain consistent with the Approved Concept Plan.

XIV. STAGING AND ADEQUACY OF PUBLIC FACILITIES

a. Helios/Towle will implement the development of the King Farm in accordance with the Phasing Plan (Exhibit 10) and the Development Staging Schedule (Exhibit 11). The entire completion of one phase is not necessary for the commencement of subsequent phases. Detailed Applications may be submitted for portions of the phases in any sequence.

b. The staging of the dedication and construction of the On-Site Roadways and other required on-site transportation improvements is set forth on the Development Staging Schedule (Exhibit 11), the Phasing Plan (Exhibit 10), and the Revised Transportation

Improvements Plan dated April 10, 1996 (Exhibit 12). The aforementioned documents represent the On-Site Roadway Staging Plan required by Paragraph 6 of the Annexation Agreement.

c. Subject to the terms of the Annexation Agreement, the Applicant shall construct or participate in construction of those off-site transportation improvements identified on the Revised Transportation Improvements Plan (Exhibit 12). Based on a review of the transportation analysis performed pursuant to the City's Standard Traffic Methodology, Exhibit 12 provides a list of improvements that can be implemented to assist in mitigating the traffic impacts created by the King Farm development. The Revised Transportation Improvements Plan (Exhibit 12), Development Staging Schedule (Exhibit 11) and Phasing Plan (Exhibit 10) represent the Off-Site Staging Plan required by Paragraph 7 of the Annexation Agreement. The Annexation Agreement places a monetary cap on the required off-site roadway improvements and any right-of-way costs at \$1.25 million. Therefore, within this monetary cap, it is possible that not all improvements on the off-site transportation improvements list will be the financial responsibility of Helios/Towle. At the time of Detailed Application(s), the Planning Commission will determine, with input from the Applicant, which off-site improvements listed on the Revised Transportation Improvements Plan (Exhibit 12) for the Phase in which the Detailed Application is located will be linked to the development proposed by the Detailed Application under consideration.

d. The Transportation Demand Management Program (TDM) (Exhibit 13) shall be implemented by the Applicant in accordance with the requirements of the Annexation Agreement. The length of the TDM program is twelve years from the start of the program and there is a monetary cap on the Applicant's participation of \$1.25 million over the entire twelve-year period. There is also a yearly participation cap of \$250,000. The City will determine when

implementation of the TDM program is to take place, based on the amount of development necessary to support a viable TDM program. Upon receipt by Applicant of City notice to implement the TDM pursuant to the Annexation Agreement, a revised TDM will be submitted by Applicant to contain the specific measures, generally outlined in Exhibit 13, to be implemented, along with a schedule for implementation for review by the Planning Commission and approval by the Chief of Planning. The Revised TDM shall be subject to all of the terms and conditions of the Annexation Agreement. If sufficient development does not occur on the King Farm to necessitate implementation of the TDM program within ten years of approval of the initial Detailed Application for the King Farm, the total dollar amount specified in the Annexation Agreement will be paid to the City.

e. Helios/Towle has provided the City with a Standard Traffic Methodology Study for traffic impact for the King Farm. No further transportation studies pursuant to the Standard Traffic Methodology, or otherwise, will be required for development in accordance with the Land Use Plan (Exhibit 2).

XV. ENVIRONMENTAL CONSIDERATIONS

a. Stormwater Management Concept Plan

Development of the King Farm shall take place in accordance with the Approved SWM Concept Plan, and defined below, submitted by Loiederman Associates, Inc. The Stormwater Management Concept Plan consists of:

(i) the King Farm Stormwater Management Concept Report, dated November 1995, revised March 28, 1996, (Exhibit 16A);

(ii) Addendum to the King Farm Stormwater Management Concept, King Farm Stormwater Management and Best Practices System, dated June 12, 1996, (Exhibit 16B);

(iii) Stormwater Management and Best Management Practices Framework Plan dated March 18, 1996 (Exhibit 16C); and

(iv) letter of approval from the Department of Public Works dated June 13, 1996 (collectively "Approved SWM Concept Plan").

These Exhibits are attached hereto as Exhibits 16A, 16B, 16C, and 16D, collectively "Exhibit 16." The program to be established pursuant to the Approved SWM Concept Plan, to also include water quality monitoring as discussed below, consists of seven major elements as follows: Regional Stormwater Management Facilities, Stream Buffers, Stream Enhancements, Best Management Practices ("BMPS"), Stream Monitoring, Sediment Control and Education.

(1) In accordance with the Approved SWM Concept Plan (Exhibit 16), a comprehensive stormwater management system will be provided for the King Farm. This system will provide both water quantity and water quality control for a majority of the site. A combination of in-line and off-line stormwater management facilities, stream buffers, and redundant water quality measures will be provided.

(2) Stormwater Management for all or a portion of the northeast corner of the King Farm, as shown on Exhibit 16C, may be provided in one or more of the on-site stormwater management ponds to be located on the King Farm. Alternatively, participation in the City's regional stormwater management program may be undertaken for all or a part of this portion of the site. The runoff from this area drains to the existing Montgomery County Crabbs Branch Regional SWM facility. The method of safe conveyance of the runoff to the Crabbs Branch SWM facility will be submitted by the Applicant and approved by the Montgomery

County Department of Environmental Protection and the City of Rockville prior to approval of regional stormwater management participation by the Mayor and Council.

(3) A comprehensive Stream Monitoring Program will be undertaken by Helios/Towle, as described in the King Farm Stream Monitoring Program, Exhibit 17, dated June 12, 1996. The Stream Monitoring Program is for informational purposes only.

(4) Helios/Towle will be responsible for acquiring all required permits, if any, from local, state and federal agencies for construction of all elements of the Approved SWM Concept Plan (Exhibit 16).

(5) Helios/Towle will be responsible for the construction of the elements of the Approved SWM Concept Plan (Exhibit 16) pursuant to the design plans approved by the City of Rockville.

(6) The Approved SWM Concept Plan (Exhibit 16) satisfies the requirements of Paragraph 10(a) and (b) of the Annexation Agreement.

b. Floodplain Variances

In accordance with the Approved Concept Plan, some construction may be permitted in the 100-year floodplain, however, no habitable structure will be allowed within the floodplain. However, road crossings, grading, infrastructure, forested wetlands, forested upland buffers, stormwater management Best Management Practices, streets and nature trails/paths may encroach into floodplains and such encroachments are anticipated to implement the Approved Concept Plan and may be permitted. Final detailed approvals by the Director of Public Works will be required for all floodplain variances for all encroachments within the 100-year floodplain.

c. Forest Conservation

(1) The Preliminary Forest Conservation Plan, approved by the City on March 20, 1996 (Exhibit 15-1, 2, 3 and 4) and the King Farm Forest Stand Delineation Narrative, dated September 1, 1995, Revised February 1, 1996, and approved by the City on March 18, 1996 (Exhibit 15A), satisfies the requirements of Paragraph 10(c) of the Annexation Agreement and shall form the basis for compliance with the City's Forest and Tree Preservation Ordinance.

XVI. WATER AND SEWER SYSTEMS

a. All extensions of on-site utility services to serve the total development will be the full responsibility of Helios/Towle and the Washington Suburban Sanitary Commission (WSSC), and are generally shown on the Water and Sewer Framework Plan (Exhibit 18).

b. Capacity augmentation of the off-site Watts Branch sewage transmission main for the King Farm must be staged to precede development as set forth in the Annexation Agreement, except for those flow levels provided for in the Annexation Agreement. The augmentation shall be accomplished with the City, WSSC and Applicant as potential participants as more fully addressed in the Annexation Agreement. Helios/Towle will be responsible for the full cost to augment the sewage capacity to serve the King Farm in accordance with the Annexation Agreement.

c. Any other modifications to existing water and sewer facilities necessitated as a result of the development of the King Farm shall be the sole responsibility of Helios/Towle.

XVII. PROVISIONS FOR THE PAYMENT IN LIEU OF TAXES (PILOT)

Helios/Towle shall provide a payment or payments to the City in lieu of taxes in the event that the cumulative total square footage of office space purchased by an entity or entities exempt from the payment of City of Rockville real property taxes exceeds 1.8 million square feet. Prior to March 1, 1997, or prior to the approval of the first Detailed Application encompassing an office building, whichever date first occurs, an agreement shall be executed by Helios/Towle and the Mayor and Council of Rockville, in form and content acceptable to the City Attorney, setting forth the terms and conditions of such payments.

XVIII. MODERATELY PRICED DWELLING UNITS (MPDU)

The Approved Concept Plan and Annexation Agreement provide for 3,200 dwelling units, including 350 Moderately Priced Dwelling Units ("MPDU's). Prior to commencing construction of the 500th market rate multi-family and/or single family attached unit, Helios/Towle shall commence construction of the first 50 MPDU'S. Construction of the first 50 MPDU's must be completed within two years of the issuance of a building permit for the first MPDU. Thereafter, except as provided herein, that number of MPDUs equal to 12.5 % of every 500 dwelling units completed must be constructed. The MPDU requirements relate to the residential development proposed by the Approved Concept Plan as a whole and not severally to each Detailed Application(s) that may be submitted for residential development on the King Farm. MPDUs may be built within the boundaries of one or more of the Detailed Applications to satisfy the MPDU requirements of development within areas covered or to be covered by other Detailed Applications.

Resolution No. 10-96

-30-

The location of the MPDU will be limited to those land areas designated for single family attached and multi-family development.

In the event an elderly housing component is included within the development, part of the MPDU requirements of the City may be satisfied based upon the number of elderly housing units that meet City requirements for MPDU's. The entire MPDU requirement, however, may not be met in the elderly housing component of the project.

This Paragraph XVIII shall be considered the MPDU Strategy Plan required by Paragraph 2 of the Annexation Agreement.

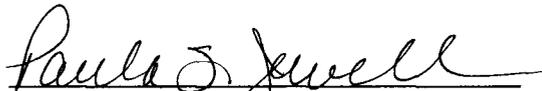
XIX. ANNEXATION AGREEMENT AND MISCELLANEOUS

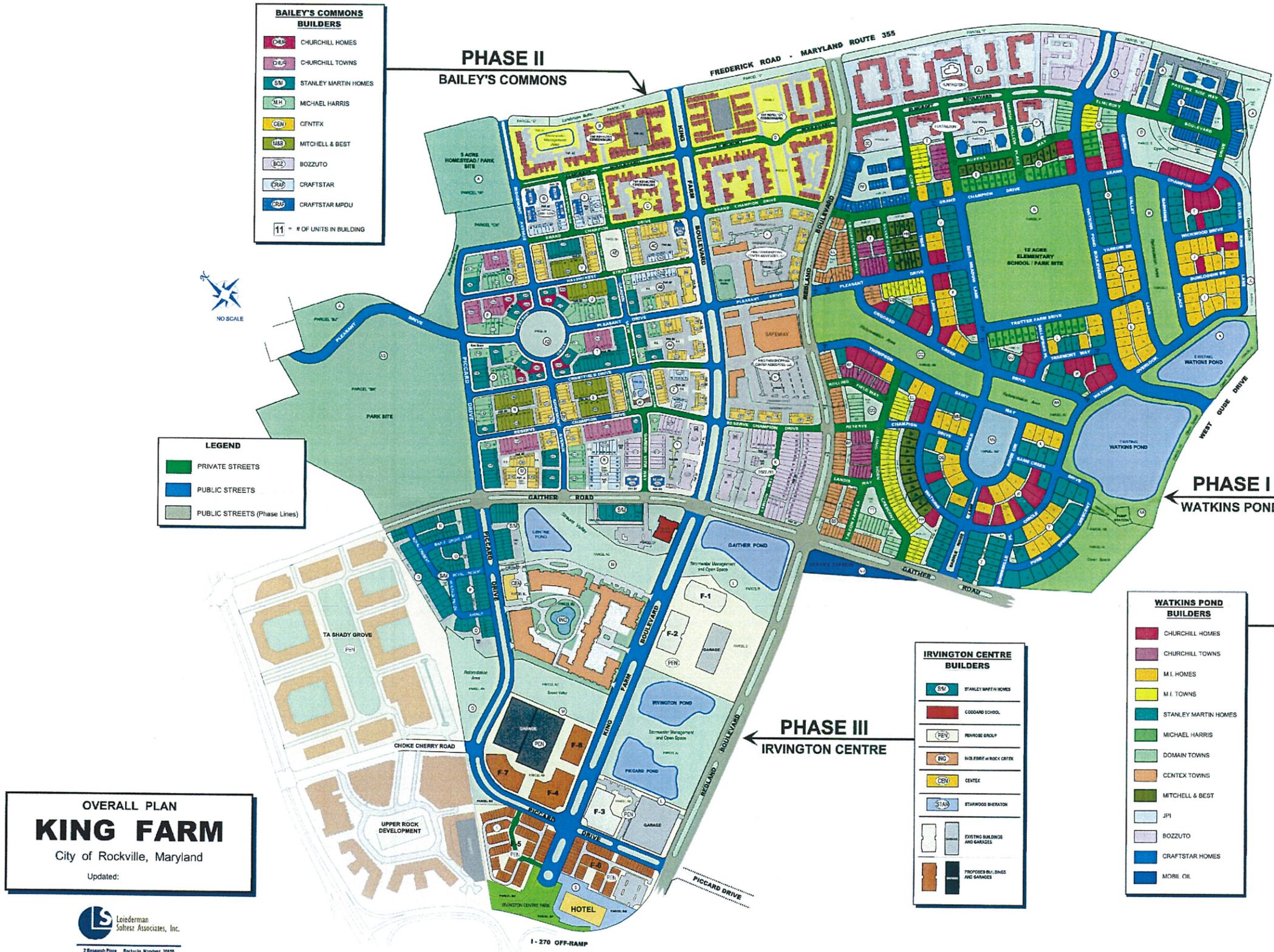
a. All provisions of the Annexation Agreement (Exhibit 1) signed on August 7, 1995, shall be applicable to this Resolution. None of the provisions of this Resolution are intended to alter, modify, or amend the terms and conditions of the Annexation Agreement. It is intended that this Resolution and the Exhibits be read together. However, to the extent any of the terms and conditions set forth in the body of this Resolution are contrary to, at variance with, or are inconsistent with any of the Exhibits or writings on the Exhibits, the terms of this Resolution shall control, except for the Annexation Agreement which shall control in the event any of the specific terms and conditions of the Approved Concept Plan are contrary to, at variance with, or inconsistent with the Annexation Agreement. The fact that this Resolution does not address a term or condition addressed in the Exhibits or writings on the Exhibits shall not mean that any such term or condition is contrary to, at variance with, or inconsistent with this Resolution. Similarly, the fact that the Annexation Agreement does not address a term or

condition addressed in the Approved Concept Plan shall not mean that any such term or condition is contrary to, at variance with, or inconsistent with the Annexation Agreement.

b. Pursuant to Section 25-649 of the Zoning and Planning Ordinance, as part of the Approved Concept Plan, the overhead powerline currently located along Old Fields Road and Redland Road may continue to be located above ground and those currently located along Old Fields Road shall be relocated as generally shown on the Land Use Plan (Exhibit 2).

I hereby certify that the foregoing is a true and correct copy of a resolution adopted by the Mayor and Council at its meeting of July 8, 1996.


Paula S. Jewell, CMC, City Clerk



MICHAEL HARRIS HOMES
AT
KING FARM

DEVELOPER
PENROSE GROUP

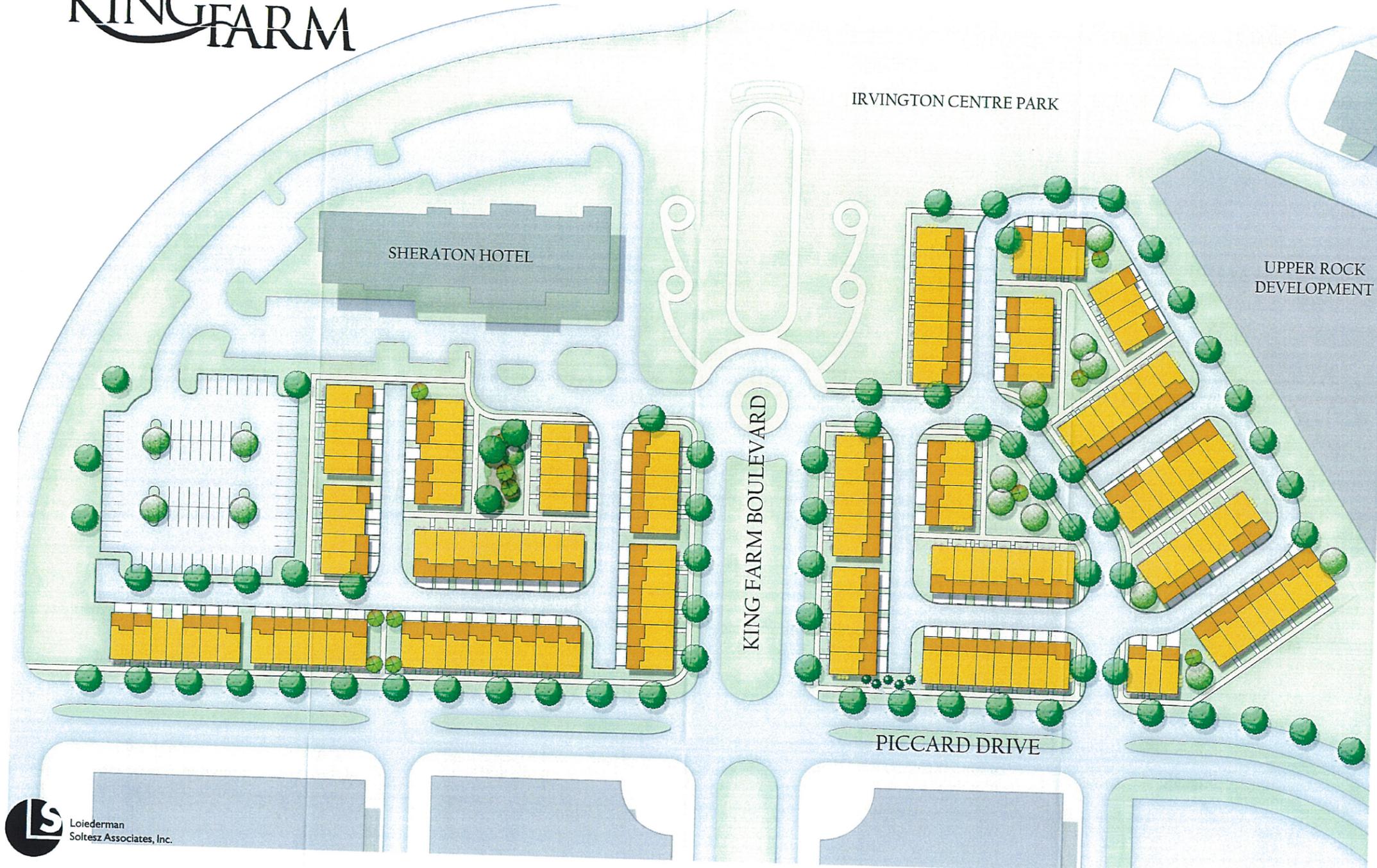


Exhibit - 11

LINOWES
AND BLOCHER LLP
ATTORNEYS AT LAW

May 21, 2013

Barbara A. Sears
bsears@linowes-law.com
301.961.5157

Mayor Phyllis Marcuccio
And Members of the City of Rockville Council
111 Maryland Avenue, 2nd Floor
Rockville, MD 20850

Re: Request by King Farm Associates to the Mayor and Council for Consent to Residential Use on Undeveloped Land within Irvington Centre at the King Farm

Dear Mayor Marcuccio and Councilmembers:

On behalf of King Farm Associates (“KFA”), the purpose of this letter is to request the Mayor and Council’s consent to the development of 144 residential dwelling units on two sites located in the Irvington Centre office area of the King Farm, identified as Parcels F-5 and F-6 (collectively, the “Property”). The Property is owned by KFA and has received approval of two detailed applications for office development identified as CPD2005-002AK (“F-5 Approval”) and CPD2007-002AM (“F-6 Approval”), respectively. Specifically, the F-5 Approval consists of a 352,565 square-foot office building, including 5,000 square feet of retail/restaurant and 4,087 square feet of conference and fitness space. The F-6 Approval consists of a 262,717 square-foot office building. The F-5 Parcel contains approximately 3.73 acres and the F-6 Parcel contains approximately 3.41 acres. Both the F-5 Parcel and the F-6 Parcel are located at the intersection of King Farm Boulevard and Piccard Drive, as shown on the Overall Plan for the King Farm attached as Exhibit “A”. As more fully explained below, the King Farm Annexation Agreement, Concept Plan and CPD Resolution (collectively the “Governing Documents”) authorize the Mayor and Council to consent to the additional residential use at these locations.

Key Language in the Governing Documents

The Governing Documents expressly permit the total number of residential units in the King Farm to be increased at a future date from 3,200 to 3,600 (additional 400 units).

Annexation Agreement

KFA and the City entered into an Annexation Agreement dated August 7, 1995 (the “Annexation Agreement”). The Annexation Agreement provides in Paragraph 1 that King Farm will be developed with (i) 3,200 dwelling units, including 350 Moderately Priced Dwelling Units (“MPDUs”) in a variety of dwelling types; (ii) 3,200,000 square feet (SF) of employment uses;



Mayor Phyllis Marcuccio and
Members of the City of Rockville Council
May 21, 2013
Page 2

and (iii) 110,000 SF of retail commercial uses (collectively defined therein as the “Projected Development”). The Annexation Agreement further provides in Paragraph 2 that:

“Rockville and Owners further agree that at a future date, Owners may, subject to the reasonable approval of Rockville, increase the number of residential dwelling units to be constructed on the Subject Property to 3,600, to include 3,200 market rate units and 400 MPDUs. The term ‘Projected Development’ shall automatically be deemed to be revised by the number of dwelling units above 3,200 as may be approved by Rockville in accordance with this Paragraph 2 wherever said term is used in this Agreement.”

To date, 3,200 dwelling units, including 350 MDPUs, have been approved and constructed on King Farm (see Exhibit “A”).

Concept Plan

At the time of annexation, King Farm was zoned O-3 Restricted Office under the Rockville Zoning Ordinance. Pursuant to the provisions of the O-3 Zone, and the Special Development Procedures for Comprehensive Planned Development (“CPD”), Concept Plan Application CPD95-002 for mixed-use development at King Farm (the “Concept Plan”) was approved by City Resolution 10-96 dated July 8, 1996 (the “CPD Resolution”). Regarding a future increase in the number of residential units above the approved 3,200 units, the CPD Resolution, in conformance with the Annexation Agreement, provides that “. . . subject to the approval of the Mayor and Council the number of residential dwelling units may be increased to 3,600 dwelling units.” (CPD Resolution, Section III.b.)

Under the comprehensive rewrite of the Zoning Ordinance adopted in December of 2008 and the City-wide rezoning that followed, the King Farm CPD was rezoned to Planned Development-King Farm (“PD KF”). The provisions of the PD KF Zone allow for the buildout of King Farm under all prior approvals, collectively defined as the “Planned Development Governing Documents” in Section 25.03.02 of the Zoning Ordinance, except when the proposed development is not in accord with or permitted under the Governing Documents. As outlined above, the Governing Documents for King Farm include the Annexation Agreement, the Concept Plan and the CPD Resolution which permit the requested increase in residential units.



Mayor Phyllis Marcuccio and
Members of the City of Rockville Council
May 21, 2013
Page 3

Land Use Plan

The Land Use Plan approved as part of the Concept Plan (Sheet 2D) designates Irvington Centre, which includes Parcel F-5 and Parcel F-6, for use as “Office – 3-12 stories.” Importantly, Sheet 2A of the Land Use Plan includes a note under the “Residential Land Use Summary” that states “300 units may be located in the Office Designated Area at owners option.” Sheet 2A of the Land Use Plan also contains a second note under the “Office Land Use Summary” referencing that 300 residential units may be located in the Office Designated Area. Additionally, the CPD Resolution includes a finding that the development approved under the CPD Resolution “[w]ill not overburden public services including water, sanitary sewer, public roads, storm drains or other public improvements....”

Accordingly, based on the above language, KFA requests the Mayor and Council’s consent to the development of Parcel F-5 and Parcel F-6 with 144 additional residential dwelling units, including MPDUs, as contemplated and permitted under the Annexation Agreement, Concept Plan and CPD Resolution. We have attached as Exhibit “B” an illustrative plan showing the potential layout of the 144 townhouse units proposed. Once the Mayor and Council consents to the requested increase in residential units, KFA will submit a Site Plan to the City for approval pursuant to Section 15.14.07.f to implement the residential use.

As noted above, the F-5 Parcel was approved for a 325,565 SF office building and associated parking structure and amenities, and the F-6 Parcel was approved for a 267,717 SF office building and associated parking structure and amenities. These Detailed Applications remain valid. We have included a memorandum dated May 15, 2013 from Wells & Associates evaluating the impact of 144 townhouse units compared to that of the approved office uses in terms of trip generation and parking as Exhibit “C”. In summary, Wells & Associates concludes that the townhouse use in lieu of the approved office uses results in (i) a trip reduction of 1,038 AM trips and 1,109 PM trips, and (ii) approximately 1,100 fewer parking spaces.

In summary, we respectfully request that the Mayor and Council schedule our request for consent to the proposed residential use for approval at its earliest convenience. Thank you for

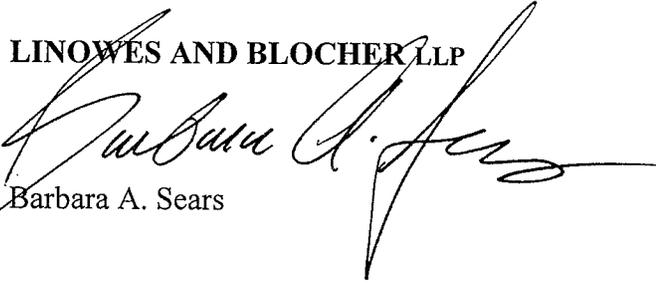
LINOWES
AND **BLOCHER LLP**
ATTORNEYS AT LAW

Mayor Phyllis Marcuccio and
Members of the City of Rockville Council
May 21, 2013
Page 4

your time and consideration in this matter. Please feel free to contact me if you have any questions.

Very truly yours,

LINOWES AND BLOCHER LLP



Barbara A. Sears

Enclosures

cc: James Wasilak
Bobby Ray
Ole Kollevoll
Mark Gregg
Tim McDonald
Harris Schwalb
Howard Katz

**WELLS + ASSOCIATES****MEMORANDUM**

TO: Tim McDonald
King Farm Associates

FROM: Chris L. Kabatt, P.E.
Kevin A. Berger

DATE: May 15, 2013

SUBJECT: **Irvington Centre**
Transportation Statement;
Montgomery County, Maryland

Introduction

This memorandum summarizes a trip generation and parking comparison of the proposed townhouses and the approved commercial uses known as Irvington Centre in the City of Rockville, Maryland.

The site of Irvington Centre is located to the east of Interstate 270 and west of Piccard Drive, near the intersection with King Farm Boulevard. Sections F-5 and F-6 of King Farm, known as Irvington Center was approved for office and restaurant uses. F-5 (CPD2005-002AK) was approved for 347,565 square feet of office space and 3,500 square feet of restaurant use. F-6 (CPD2007-002AM) was approved for 249,906 square feet of office space and 6,605 square feet of space for restaurant uses. The applicant, King Farm Associates, proposes to change the development program to include 144 townhome units.

Trip Generation Analysis

A trip generation estimate comparing the two development programs was performed using standardized rates and/or equations as recommended in the LATR/TPAR Guidelines from the Maryland-National Capital Park and Planning Commission (MNCPPC) and Institute of Transportation Engineers (ITE) Trip Generation, 9th Edition. The results of these calculations are presented in Table 1.

The approved program for Irvington Centre, both F-5 and F-6 was estimated to generate 1,109 AM peak hour trips (930 in, 179 out) and 1,213 PM peak hour trips (249 in, 964 out.) The proposed program with 144 townhomes was estimated to generate 71 AM peak hour trips (12 in, 59 out) and 104 PM peak hour trips (70 in, 34 out.) Accordingly, the proposed residential townhouses would generate significantly fewer peak hour trips than the approved commercial uses, 1,038 fewer AM peak hour trips and 1,109 fewer PM peak hour trips. Any impact to the surrounding road network would be significantly less for the townhouses, compared to the approved office and restaurant uses.

Parking

The number of parking spaces planned for the proposed townhomes was compared to the number of spaces planned with the approved commercial development for Sections F-5 and F-6 of King Farm. Per the approved concept development plans, 1,392 parking spaces would be constructed for the commercial office and retail uses.

The proposed program will include two (2) garage parking spaces per townhome. Therefore, a total of 288 vehicle parking spaces will be provided. According to City of Rockville parking requirements listed in the Zoning Ordinance, 1.5 vehicle parking spaces are required for each townhome with 1 or 2 bedrooms; two (2) vehicle parking spaces are required for each townhome with 3 or more bedrooms. Based on this requirement and assuming each townhome has at least 3 bedrooms, 288 parking spaces would be required for the 144 townhomes. The proposed number of garage parking spaces, 288 meets the parking requirement. On-street parking will also be provided within the community, as well as provided on the adjacent streets.

Comparing the approved plans to the proposed, approximately 1,100 ± fewer parking spaces would be built with the townhomes, depending on the number of on-street parking spaces throughout the site.

Summary

The purpose of this memorandum was to perform a comparison of trip generation estimates between the approved and proposed development programs for Irvington Centre. The analysis shows that the proposed program of 144 townhome units would result in 1,038 fewer AM peak hour trips, 1,109 fewer PM peak hour trips, and approximately 1,100 fewer parking spaces compared to the approved program of 597,471 square feet of office space and 10,105 square feet of restaurant space. Sufficient parking would be provided for the residential units, in accordance with parking requirements. It is concluded from these results that the proposed program would result in less traffic impact overall compared with the approved program.

Questions regarding this document should be directed to Wells + Associates.

CC: Howard Katz
Michael Harris Development

Barbara Sears, Esq.
Linowes & Blocher, LLP

Table 1
Irvington Centre
Site Trip Generation Summary

Land Use	Amount	Units	AM Peak Hour		PM Peak Hour		Total
			In	Out	In	Out	
<u>Approved Program</u>							
Block F-5	General Office (1)	347,565	507	76	107	520	627
	Restaurant (2)	3,500	<u>21</u>	<u>17</u>	<u>20</u>	<u>14</u>	<u>34</u>
	Total Block F-5		528	93	127	534	661
Block F-6	General Office (1)	249,906	363	54	83	404	487
	Restaurant (2)	6,605	<u>39</u>	<u>32</u>	<u>39</u>	<u>26</u>	<u>65</u>
	Total Block F-6		402	86	122	430	552
Total Approved			930	179	249	964	1213
<u>Proposed Program</u>							
Townhouses (1)	144	Dwelling Units	12	59	70	34	104
Net New Trips			-918	-120	-179	-930	-1109

Notes:

1. Based on LATR and PAMR Guidelines, as updated on February 9, 2012 by M-NCPPC.
2. Based on Institute of Transportation Engineers (ITE) Trip Generation, 9th Edition rates and/or equations for Land Use Code 932 (High-Turnover Sit-Down Restaurant.)

