



City of Rockville

MEMORANDUM

April 16, 2007

TO: Planning Commission

FROM: Rebecca Torma, Planner

SUBJECT: Time Extension Request – Use Permit USE2005-00685
Twinbrook Commons, West Side, east side of Chapman Avenue, just north of
Halpine Road and north of Thompson Avenue

At its June 28, 2005 meeting, the Planning Commission reviewed and conditionally approved the referenced application. This use permit allows for 325,000 square feet of office space, 359 multi-family residential units, and 97,600 square feet of retail space. The approval also included two parking garages consisting of a 420-space WMATA parking garage and a 1,838-space private parking garage. The applicant subsequently also requested an amendment to the Use Permit, which the Planning Commission approved on July 12, 2006. The Commission's approval of the amendment allows for the shifting of the WMATA parking garage to the south, relocating the access to the garage from the west side to the north side and revising the design to allow for an "out board" stairwell and elevator on the west side of the building. In addition, the amendment re-approved the 325,000 square foot office building with 18,000 square feet of ground floor retail and the 1,838-space private parking garage. At this time, the residential/retail building, located south of the WMATA parking garage and north of the office/retail building, still requires Planning Commission approval of a future amendment. Approval of a Use Permit amendment does not extend the validity period for the Use Permit.

In order for the subject Use Permit to remain in full force and effect, and fully satisfy all of the associated conditions of the project's approval, the applicant requests a twelve (12) month time extension of the application's expiration date, as per the reasons set forth in the attached time extension request.

In accordance with Section 25-193(d) of the Planning and Zoning Ordinance, "construction or operation of the proposed use was to commence within two (2) years of the date of application approval or the use permit becomes void." As per the Commission's letter approving the referenced use permit dated December 19, 2005, the use permit would expire on December 19, 2007, without commission approval of the time extension request as submitted. Approval of the

Holland Knight

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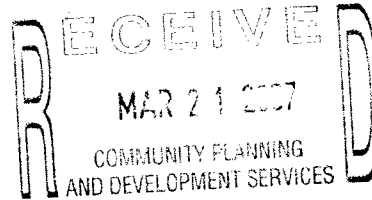
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3 Bethesda Metro Center, Suite 800
Bethesda, MD 20814-6337
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Patricia A. Harris
301 215 6613
patricia.harris@hklaw.com

March 20, 2007

VIA UPS

Mr. James Wasilak
Chief of Planning
Rockville City Hall
111 Maryland Avenue
Rockville, Maryland 20850



Re: Twinbrook Station -- Request for Extension of Use Permit Application USE2005-0685A on Behalf of Twinbrook Commons, LLC

Dear Mr. Wasilak:

On behalf of Twinbrook Commons, LLC ("Twinbrook Commons," or the "Applicant"), and pursuant to Section 25-193(d) of the City of Rockville Zoning Ordinance, we respectfully request a one-year extension of Use Permit Application USE2005-0685A (the "Use Permit Amendment"). The original Use Permit (to which the Use Permit Amendment is tied) was approved on December 19, 2005 and is currently due to expire on December 19, 2007. For your convenience, enclosed please find a copy of the Use Permit Amendment and the original Use Permit approval letters.

As reflected by letter dated December 19, 2005, from the Chief of Planning, the original Use Permit approved the development on the west side of Twinbrook Commons for 325,000 square feet of office; 97,600 square feet of retail; 359 residential units and a 428-space WMATA parking garage. The Use Permit Amendment was necessitated by changes to the WMATA parking garage and was intended solely to address those changes and not the remaining portion of the west side subject to the original Use Permit approval.

Although the Applicant is actively proceeding with its plans for developing the Project (previously known as Twinbrook Commons and now known as Twinbrook Station), there is a strong likelihood that the Applicant will not yet be ready to commence construction prior to the expiration of the Use Permit on December 19, 2007. The need to convert the existing surface WMATA parking to a structured parking garage will be triggered when development on the east side commences, which will result in an overall decrease of surface parking spaces. However, the first stage of development on the east side (Phase 2A) has been delayed by the Applicant's need to redesign Phase 2A, to among other things, accommodate the WSSC easement along Street A. While the construction of Phase 2A is expected to commence late third quarter or early fourth quarter 2007, the Applicant is concerned that it may not be able to commence the

Mr. James Wasilak

March 20, 2007

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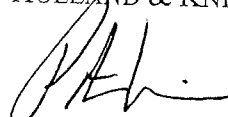
construction on the west side WMATA garage prior to the expiration of the Use Permit. Thus, in an effort to consolidate administrative resources, the Applicant requests the extension to the Use Permit approval now, at the time the Planning Commission is considering other Twinbrook Station matters.

We trust that this explanation satisfies the requirement of Section 25-193(d) that for good cause shown, the Planning Commission may grant a one-year extension of the Use Permit validity period. We understand that if the requested extension is granted by the City, the Use Permit will expire on December 19, 2008. We also understand that if the requested extension is granted, Section 25-193(e) will require construction for all buildings subject to the Use Permit to commence within eight years (i.e., by December 19, 2016).

We look forward to reviewing this request with the Planning Commission prior to the expiration of the Use Permit. If you have questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

HOLLAND & KNIGHT LLP



Patricia A. Harris

Enclosure

cc: Ms. Rebecca Torma ✓
Mr. Kevin Roberts

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Paul T. Glasgow

CORRECTED COPY

December 19, 2005

Patricia Harris, Esquire
Holland and Knight, LLP
Twinbrook Commons, LLC
3 Bethesda Metro Center
Suite 800
Bethesda, Maryland 20814

Re: Use Permit Application USE2005-00685, use permit application approval for a portion of the Twinbrook Commons development located on the West Side, and consisting of 359 residential units, 97,600 square feet of retail space, 325,000 square feet of office space, and a 420-space WMATA parking garage.

Dear Patricia Harris:

At its meeting of June 28, 2005, the Rockville Planning Commission reviewed and conditionally approved the above-referenced Use Permit Application. The application is for use permit approval for a portion of the Twinbrook Commons development located on the West Side which consists of 359 residential units, 97,600 square feet of retail, 325,000 square feet of office space, and a 420-space WMATA parking garage.

In addition, one condition in the Preliminary Development Plan resolution required a *"temporary transit resource center to be provided in connection with the first three use permits for the development, and shall remain operational until the permanent transit resource center is constructed. The timing, location and design of the temporary center shall be approved by the Department of Public Works prior to the issuance of the first use permit."* Staff met with the applicant and determined that the following concept meets that requirement. Permanent transit center must be constructed within 150' of the portal of the metro within 12 months of issuance of the first residential occupancy permit for any phase. If not, a temporary transit center must be constructed within the same time frame until the permanent transit center is constructed.

Approval is recommended for these phases, subject to the following conditions:

1. Submission, for approval by the Chief of Planning, of eleven (11) copies of the site plan, revised according to Planning Commission Exhibit A.
2. Submission for the approval of the Chief of Planning, of eleven (11) copies of a Landscape Plan that is revised according to Planning Commission Exhibit B.

3. Applicant shall comply with all conditions detailed in the stormwater management concept approval letters dated June 8, 2005 and June 21, 2005, as may be amended by the Department of Public Works.
4. All the internal and external traffic control devices (i.e., signs, signals, markings, and devices placed on, over or adjacent to a roadway or pathway to regulate, warn, or guide pedestrians and/or vehicular traffic) must comply with the latest edition of the Manual on Uniform Traffic Control Devices (MUTCD); which is currently the Millennium Edition. A signage and pavement-marking plan must be submitted to the Department of Public Works and approved by the Chief of Traffic and Transportation before the issuance of a Public Works Permit.
5. Post bonds and obtain permits from Department of Public Works.
6. Submit detailed engineering plans for approval by Department of Public Works for sediment control and stormwater management and public improvements.
7. All curb ramps must be aligned with crosswalks per Department of Public Works.
8. Sidewalks, open areas, stormwater management facilities in the streets and certain street maintenance responsibilities will be subject to a Declaration of Reciprocal Easements and Covenants ("Declaration") or similar document. Said Declaration will also provide the City and the public with unobstructed public access across the public open space and sidewalks. The Applicant and the City will enter into the Declaration prior to the issuance of the first occupancy permit. Applicant shall minimize the placement of stormwater management facilities in the street rights-of-way.
9. The PDP requires the "Applicant [to] establish and fund a Twinbrook Commons Management Group ("TCMG") or other comparable entity responsible for the maintenance and operations of the sidewalks, Village Green, stormwater management facilities within the street right-of-way, other open spaces, and those improvements to the dedicated streets that are above and beyond the City's standard improvements. The TCMG's responsibilities shall include, but are not necessarily limited to: snow removal and cleaning of sidewalks; all components associated with landscaping, including but not limited to planting, irrigation and maintenance; sidewalk repair and maintenance; repair and maintenance of special surface treatment within the dedicated streets; coordination with City of community activities and events within the development; and promotion of Twinbrook Community. All non-residential and residential property owners, including condominium owners, will be required to participate in the TCMG."
10. Applicant must grant to the City such easements across the Property as may be necessary to allow for the installation and maintenance of various City-owned improvements, including, but not limited to street lights, street signage, storm drains, parking meters, and traffic signals.
11. Applicant must provide the Department of Public Works with cost estimates of the Off-site Transportation Improvements prior to construction of each improvement and with invoices within 60 days of the completion of each improvement per PDP resolution.

12. The applicant is required to provide for art in the Twinbrook Commons development in accordance with the Publicly Accessible Art in Private Development ordinance (adopted February 2004). The required expenditure for the entire project calculated in accordance with current rates is \$477,241.25 and calculated as follows:

Residential units*	
First 100 units x \$485.10 per d.u. =	\$48,510
Next 100 units x \$363.86 per d.u. =	\$36,386
For units in excess of 200 (1,155 units) x \$242.55 =	\$280,145.25
Total	\$365,145.25
Commercial	
First 100,000 square feet x \$.32 =	\$32,000
Second 100,000 square feet x \$.25 =	\$25,000
Additional 345,000 square feet x \$.16 =	\$55,200
Total	\$112,200
Total Commercial and Residential	\$477,241.25

* The remaining 240 units are MPDUs and do not pay a fee.

- Applicant is considering satisfying its art requirement by providing infrastructure and/or art space to the Musical Theatre Center. Because this will not be implemented until later stages of the project development, Applicant is required to post bond(s) or other acceptable forms of security to guarantee satisfaction of the art requirement. Prior to the issuance of a building permit for each non-garage structure, Applicant shall post a bond in the amount of its art obligation attributable to that structure calculated in accordance with the contribution rate in effect at the time of building permit approval. This means that the art obligation for each successive building permit will be recalculated in accordance with the contribution rates in effect at that time. Applicant shall also enter into a recordable agreement with the City setting forth the terms and conditions governing the bond and satisfaction of the art requirement, including, but not limited to, the establishment of a date by which the art requirement must be implemented, and such other terms and conditions acceptable to the City Attorney's office. With the approval of City staff, the Applicant can elect at any time to "front load" its art obligation by bonding the remaining amount of its art obligation under USE2005-00684 and USE2005-00685 or for the entire project, said bond amount to be calculated in accordance with the contribution rates in effect at the time such bond is posted.
13. Bike locker detail must be submitted for review and approval by DPW prior to detailed engineering.
14. Applicant must provide written approval from Ride-On for relocated bus stops and written approval from CSX for site approval prior to issuance of first non-garage building permits. If the garage building permit moves the bus stops, then the applicant must provide the City with written approval from Ride-On prior to the issuance of this building permit.

15. Liner Building (Phase 2B) construction must begin within 3 years of completion of garage or upgraded facade treatments must be constructed. The Planning Commission must approve all facade treatments.
16. Applicant must commence construction of second right turn lane on northbound Chapman Avenue at Twinbrook Parkway (Item 15 on off-site mitigation table) prior to issuance of occupancy permit for WMATA garage and construction must be completed within one year of issuance of occupancy permit for WMATA garage. Design and permits must be issued for Halpine/Chapman intersection and Halpine Road from Chapman to MD 355 (Items 3 and 9 on off-site mitigation table) within 4 years of issuance of occupancy permits for WMATA garage or in conjunction with permitting for phases 2A or 2B, whichever is first per DPW requirements. If DPW determines the project cannot be constructed, the applicant must construct a comparable project from the Off-Site Mitigation table per revised DPW schedule, or contribute an equivalent dollar amount based on a cost estimate that is approved by DPW.
17. Private driveway entrance at intersection of Halpine Road and Chapman Avenue shall be properly aligned with Chapman Avenue, per Department of Public Works approval.
18. Provide an access easement for the existing off site lots that will utilize the entrance at the intersection of Chapman Avenue and Halpine Road.
19. Applicant shall construct a 6-foot sidewalk and a 7-foot tree lawn on Bouic Avenue from Chapman Avenue to Rockville Pike per Department of Public Works requirements and per PDP approval, they must be constructed prior to issuance of occupancy permits for garage.
20. Applicant shall comply with all WMATA parking standards per PDP resolution for WMATA parking facilities and all other garages must meet City of Rockville standards per Department of Public Works requirements.
21. On the record plat, the applicant shall show future right of way dedication for extension of Chapman Avenue, including a future Public Utility Easement that is a minimum 10 feet wide beyond the tree panel.
22. This use permit requires Forest Conservation Plan (FCP) approval. Significant tree replacement and afforestation required on-site. Forest Conservation Easement required over entire site along with signed maintenance agreement and bond. Seven-foot continuous soil panels required for streetscape. Overall FCP for entire project must be approved prior to permit release. This approval to include recordation of easement, execution of maintenance agreement and posting of forestry bond.
23. All streetlights shall be decorative post top style lights such as post M1925 poles with style "G" luminaire, by Union Metal Corp. or Washington Style post with Lincoln luminaire, by Spring City Electrical Mfg. Co. Posts shall be 12 feet or 14 feet in height. The lamps shall be 100 watt HPS. All street light specifications, locations, and spacing shall be as approved the Department of Public Works during detailed engineering review.
24. The applicant must mill and overlay Thompson Avenue prior to issuance of garage B3 occupancy permit.

25. Provide drainage study at detailed engineering for Chapman Avenue and Thompson Avenue.
26. Applicant shall provide bicycle parking spaces at locations approved by the Department of Public Works. Bicycle parking shall be provided as follows:
Block A- 36 bicycle locker parking spaces for residential use and 30 bicycle rack parking spaces for the retail uses. Block B- 30 bicycle locker parking spaces for office use and 4 bicycle rack parking spaces for retail uses.
27. Contribute 29 percent of Lewis Avenue water main prior to issuance of first non-garage building permit for Phase 2.
28. Provide minimum 16-foot vertical clearance over sanitary sewer under pedestrian bridge per Department of Public Works requirements.
29. Provide adequate lighting along Chapman Avenue for each phase.
30. Concrete bus pads in the right of way must be maintained by TCMG.
31. Location of crosswalks at drop off loop shall be approved by Department of Public Works prior to the issuance of the first building permit for Phase 2.
32. Provide a canopy/shelter for waiting area at building "B1."
33. Assuming phase 2B proceeds phase 2A, the applicant shall mill and overlay Chapman Avenue along the frontage of phase 2B (excluding the "kiss and ride" loop) prior to the issuance of the first occupancy permits for phase 2B. If building permits for phase 2A are not issued within one year of issuance of final occupancy permits for phase 2B, the remainder of the site frontage must be milled and overlaid at that time. Within two months of completion of mill and overlay work for phase 2B, the applicant shall relocate and install lighted crosswalk on Chapman Avenue at north edge of "kiss and ride" loop. If phase 2A proceeds phase 2B, the applicant shall mill and overlay Chapman Avenue along the frontage of phase 2A (excluding the kiss and ride loop) prior to the issuance of first occupancy permits for phase 2A. If building permits for phase 2B are not issued within one year of issuance of final occupancy permits for phase 2A, the remainder of the site frontage must be milled and overlaid at that time.
34. Provide a minimum of 25-foot driveway entrance at the building face for all non-loading driveway entrances.
35. Show all pedestrian and other access points from garages and buildings.
36. Provide 16" pavers along back of curb within the tree panel on all streets with parking.
37. Show square footage and dwelling unit numbers per buildings on plans.
38. Underground utilities along east side of Chapman Avenue.
39. No tiebacks or foundations are permitted in the right of way.
40. The following must be constructed prior to the issuance of occupancy permits for either phase 2A or 2B, whichever comes first if not constructed within four (4) years of construction of WMATA garage:
 - a. Install raised intersection at Halpine Road and Chapman Avenue.
 - b. Construct reduced road section with bike lanes on Halpine Road, between Chapman Avenue and Rockville Pike.

41. The following must be constructed prior to issuance of first occupancy permits for Phase 2A:
 - a. Install stamped crosswalks at Chapman Avenue and Thompson Avenue
 - b. Remove channelized right turns on southbound Chapman Avenue and westbound Twinbrook Parkway.
 - c. Construct right turn on westbound Twinbrook Parkway at Rockville Pike. If DPW determines the project cannot be constructed, the applicant must construct a comparable project from the Off-Site Mitigation table per revised DPW schedule, or contribute an equivalent dollar amount based on a cost estimate that is approved by DPW.
 - d. Re-stripe westbound Bou Avenue at Rockville Pike for triple left turn. If DPW determines the project cannot be constructed, the applicant must construct a comparable project from the Off-Site Mitigation table per revised DPW schedule, or contribute an equivalent dollar amount based on a cost estimate that is approved by DPW.
42. The following must be constructed prior to issuance of first occupancy permits for Phase 2B:
 - a. Construct second left turn on westbound Rollins Avenue at East Jefferson Street. If DPW determines the project cannot be constructed, the applicant must construct a comparable project from the Off-Site Mitigation table per revised DPW schedule, or contribute an equivalent dollar amount based on a cost estimate that is approved by DPW.
43. Provide sanitary sewer capacity analysis of sanitary sewer system within the development, including under WMATA and CSX tracks prior to first building permit in Phase 2. Per Department of Public Works and WSSC requirements, upgrade sanitary sewer system including sleeves for all new lines beneath WMATA and CSX tracks.
44. Applicant must contribute TDM fees per Trip Reduction Agreement and PDP.
45. No occupancy permits will be issued for any phase until the stormwater management facilities for that phase have been constructed and accepted by Department of Public Works.
46. Locations of parking lot gates and/or booths at all garage entrances shall be approved by Department of Public Works prior to the issuance of any building permits.
47. The applicant must shift the service drive located to the west of the above grade parking structure to the east in order that it is closer to the garage and further away from the existing building directly to the west.

Your attention is directed to Section 25-193(e) as Amended per Ordinance number 28-4 of the City of Rockville Zoning Ordinance, which describes the commencement and construction length.

By Direction of the City
of Rockville Planning Commission

R. James Wasilak

R. James Wasilak
Chief of Planning

Note: A building permit may be issued only when the conditions of approval have been met and a copy of the following acknowledgment, signed and executed by the applicant, has been returned to the Planning Division office. Be advised that this approval does not constitute approval by any department or agency having jurisdiction over this development project.

This letter supersedes the previous approval letter dated August 8, 2005 for this application.

I ACKNOWLEDGE RECEIPT OF USE2005-00685, AND AGREE TO FULLY COMPLY WITH CONDITIONS UPON WHICH APPROVAL WAS GRANTED. I FURTHER ACKNOWLEDGE THAT FAILURE TO COMPLY WITH THESE CONDITIONS MAY CAUSE APPROVAL TO BE REVOKED BY THE PLANNING COMMISSION.

Applicant's Signature

Date

Applicant's Printed Name

Date

/rjt

cc: Art Chambers, Director of Community Planning and Development Services
Craig Simoneau, Director of Public Works
Charles Baker, Chief of Inspection Services
Mark Wessel, Civil Engineer III
Carrie Sanders, Transportation Planner I
John Scabis, Civil Engineer II - Environment
Susan Nolde, City Forester
Rebecca Torma, Planner II
Planning Commission



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CITY ATTORNEY
Paul T. Glasgow

July 14, 2006

Patricia Harris
Holland & Knight, LLP
Twinbrook Commons LLC
3 Bethesda Metro Center, Suite 800
Bethesda, Maryland 20814

Re: Use Permit Amendment Application USA2005-0685A, use permit for approval of a portion of the Twinbrook Commons development located on the west side and consisting of a 428-space WMATA parking garage (Phase 1C, block A4) and an office/retail building with an 1,838 space parking garage (Phase 2A, block B-1 through B-3).

Dear Ms. Harris:

At its meeting of July 12, 2006, the Rockville Planning Commission reviewed and conditionally approved the above-referenced Use Permit Amendment Application. The applicant is for use permit amendment approval for a portion of the Twinbrook Commons development located on the west side, which consists of a 428-space parking garage, and an office/retail building with an 1,838 space parking garage.

In addition, one condition in the Preliminary Development Plan resolution required a *"temporary transit resource center to be provided in connection with the first three use permits for the development, and shall remain operational until the permanent transit resource center is constructed. The timing, location and design of the temporary center shall be approved by the Department of Public Works prior to the issuance of the first use permit."* Staff met with the applicant and determined that the following concept meets that requirement. Permanent transit center must be constructed within 150' of the portal of the metro within 12 months of issuance of the first residential occupancy permit for any phase. If not, a temporary transit center must be constructed within the same time frame until the permanent transit center is constructed.

This letter supersedes the previous approval letters dated August 8, 2005 and December 19, 2005 for USE2005-00685. Approval is granted for an amendment to Phase 1C, block A4 and Phase 2A, block B1, B2 and B3, subject to the following conditions (*A majority of the conditions are restated from the approved Use Permit USE2005-00685 approval [unless otherwise provided, each condition pertains to each phase]*):

1. Submission, for approval by the Chief of Planning, eleven (11) copies of the site plan for Phase 1C, block A4; and Phase 2A, block B1, B2 and B3, revised according to the Planning Commission meeting on July 12, 2006.
 - a. Provide 16-inch pavers along the back of curb within the tree panel on all streets with parking.
 - b. Show square footage and dwelling unit numbers per buildings.
 - c. Bike locker and bike rack detail must be submitted for review and approval by DPW prior to issuance of first building permit.
 - d. Show all pedestrian and other access points from garages and buildings on plans prior to issuance of first building permit.
2. Submission, for approval by the Chief of Planning, eleven (11) copies of the Landscape Plan for Phase 1C, block A4; and Phase 2A, block B1, B2 and B3, revised according to the Planning Commission meeting on July 12, 2006.
3. Submission, for the review and approval of the Planning Commission, of a Final Record Plat for the property. Plat must be recorded prior to the issuance of a building permit for building construction.
4. Applicant shall comply with all conditions detailed in the Stormwater Management Concept approval letters dated June 8, 2005 and June 21, 2005, as may be amended by the Department of Public Works (DPW).
5. All the internal and external traffic control devices (i.e., signs, signals, markings, and devices placed on, over or adjacent to a roadway or pathway to regulate, warn, or guide pedestrians and/or vehicular traffic) must comply with the latest edition of the Manual on Uniform Traffic Control Devices (MUTCD); which is currently the Millennium Edition. A signage and pavement-marking plan must be submitted to the Department of Public Works and approved by the Chief of Traffic and Transportation before the issuance of any Public Works permits.
6. Post bonds and obtain permits from Department of Public Works prior to issuance of the first building permit.
7. Submit detailed engineering plans for approval by the Department of Public Works for sediment control and stormwater management and public works improvements prior to issuance of the first building permit.
8. All curb ramps must be aligned with crosswalks per Department of Public Works approval.

9. Sidewalks, open areas, stormwater management facilities in the streets and certain street maintenance responsibilities will be subject to a Declaration of Reciprocal Easements and Covenants ("Declaration") or similar document. Said Declaration will also provide the City and the public with unobstructed public access across the public open space and sidewalks. The applicant and the City will enter into the Declaration prior to the issuance of the first non-garage occupancy permit. Applicant shall minimize the placement of the stormwater management facilities in the street right-of-way.
10. The Preliminary Development Plan (PDP) requires the "Applicant [to] establish and fund a Twinbrook Commons Management Group ("TCMG") or other comparable entity responsible for the maintenance and operations of the sidewalks, Village Green, stormwater management facilities, within the street right-of-way, other open spaces, and those improvements to the dedicated streets that are above and beyond the City's standard improvements. The TCMG's responsibilities shall include, but not limited to planting, irrigation and maintenance; sidewalk repair and maintenance; repair and maintenance of special surface treatment within the dedicated streets; coordination with City of community activities and events within the development; and promotion of Twinbrook Community. All non-residential and residential property owners, including condominium owners, will be required to participate in the TCMG."
11. Applicant must grant the City such easements across the property as may be necessary to allow for the installation and maintenance of various City-owned improvements, including but not limited to street lights, street signage, storm drains, parking meters, and traffic signals.
12. Applicant must provide the Department of Public Works with cost estimates of the off-site transportation improvements prior to the construction of each improvement and with invoices within 60 days of the completion of each improvement per the PDP resolution.
13. The applicant is required to provide for art in the Twinbrook Commons development in accordance with the Publicly Accessible Art in Private Development ordinance (adopted February 2004). The required expenditure for the entire project calculated in accordance with rates at the time of the Use Permit approval on June 28, 2005, is \$477,241.25 and calculated as follows:

<i>Residential units*</i>	
First 100 units x \$485.10 per d.u. =	\$48,510
Next 100 units x \$363.86 per d.u. =	\$36,386
For units in excess of 200 (1,155 units) x \$242.55 =	\$280,145.25

Total	\$365,145.25
Commercial	
First 100,000 square feet x \$.32 =	\$32,000
Second 100,000 square feet x \$.25 =	\$25,000
Additional 345,000 square feet x \$.16 =	\$55,200
Total	\$112,200
Total Commercial and Residential	\$477,241.25

* The remaining 240 units are MPDUs and do not pay a fee.

Applicant is considering satisfying its art requirement by providing infrastructure and/or art space. Because this will not be implemented until later stages of the project development, Applicant is required to post bond(s) or other acceptable forms of security to guarantee satisfaction of the art requirement. Prior to the issuance of a building permit for each non-garage structure, Applicant shall post a bond in the amount of its art obligation attributable to that structure calculated in accordance with the contribution rate in effect at the time of building permit approval. This means that the art obligation for each successive building permit will be recalculated in accordance with the contribution rates in effect at that time. Applicant shall also enter into a recordable agreement with the City setting forth the terms and conditions governing the bond and satisfaction of the art requirement, including, but not limited to, the establishment of a date by which the art requirement must be implemented, and such other terms and conditions acceptable to the City Attorney's office. With the approval of City staff, the Applicant can elect at any time to "front load" its art obligation by bonding the remaining amount of its art obligation under USE2005-00684 and USE2005-00685 or for the entire project, said bond amount to be calculated in accordance with the contribution rates in effect at the time such bond is posted.

14. The applicant must provide written approval from Ride-On for relocated bus stops and written approval from CSX for site approval prior to issuance of first non-garage building permits. If the garage building permit moves the bus stops, then the applicant must provide the City with written approval from Ride-On prior to the issuance of this building permit.
15. The Liner Building (Phase 2B) construction must begin within 3 years of completion of the garage or upgraded façade treatments must be constructed. The Planning Commission must approve all façade treatments.
16. Applicant must commence construction of the second right turn lane on northbound Chapman Avenue at Twinbrook Parkway (Item 15 on the off-site mitigation table) prior to the issuance of the occupancy permit for the

WMATA garage and construction must be completed within one year of issuance of occupancy permit for WMATA garage. If DPW determines the project cannot be constructed, per revised DPW schedule, the applicant must construct a comparable project from the Off-Site Mitigation table or contribute an equivalent dollar amount based on a cost estimate that is approved by DPW.

17. DPW permits must be issued for Halpine/Chapman intersection and Halpine Road from Chapman to MD 355 (Items 3 and 9 on the off-site mitigation table) within 4 years of issuance of the occupancy permits for WMATA garage or in conjunction with permitting for phases 2A and 2B, whichever is first per DPW requirements. If DPW determines the project cannot be constructed, per revised DPW schedule, the applicant must construct a comparable project from the Off-Site Mitigation table, or contribute an equivalent dollar amount based on a cost estimate that is approved by DPW.
18. Private driveway entrance at intersection of Halpine Road and Chapman Avenue shall be properly aligned with Chapman Avenue, per Department of Public Works approval.
19. Provide an access easement for the existing off site lots that will utilize the entrance at the intersection of Chapman Avenue and Halpine Road prior to issuance of the first building permit.
20. Applicant shall construct a 6-foot sidewalk and a 7-foot tree lawn on Bouic Avenue from Chapman Avenue to Rockville Pike per Department of Public Works requirements and per PDP approval, they must be constructed prior to issuance of occupancy permits for garage.
21. Applicant shall comply with all WMATA parking standards per the PDP resolution for WMATA parking facilities and all other garages must meet the City of Rockville standards per DPW.
22. On the record plat, the applicant shall show future right-of-way dedication for extension of Chapman Avenue, including a future Public Utility Easement (PUE) that is a minimum 10 feet wide beyond the tree panel.
23. This use permit requires the Forest Conservation Plan (FCP) to be approved by the City Forester prior to the Forestry and Sediment Control permits are issued. At least 85 percent of the required significant replacement trees and afforestation trees shall be planted on-site. All site landscaping must be shown on the FCP. Prior to the issuance of the Forestry permit, a Forest Conservation Easement is required over the entire site along with a signed warranty and maintenance agreement and forestry bond. Seven (7) foot continuous soil panels are required for streetscape to be shown on the


- signature set. The overall FCP for the entire project must be approved prior to the Forestry permit for Phase 1 is issued. This approval includes recordation of the forest and conservation easement, execution of warranty and maintenance agreement and posting of forestry bond.
24. All streetlights shall be decorative post top style lights such as post M1925 poles with style "G" luminaire, by Union Metal Corp. or Washington Style post with Lincoln Luminaire, by Spring City Electrical Mfg. Co. Posts shall be 12 to 14 feet in height. The lamps shall be 100 watt HPS. All streetlight specifications, locations, and spacing shall be as approved by the DPW during detailed engineering review.
 25. The applicant shall mill and overlay Thompson Avenue prior to issuance of garage B3 occupancy permit.
 26. Provide drainage study for Chapman Avenue and Thompson Avenue at detailed engineering stage.
 27. Applicant shall provide bicycle parking spaces at locations approved by the Department of Public Works. Per condition 1c, bike locker and bike rack locations must be submitted for review and approval by DPW prior to issuance of first non-garage building permit. Bicycle parking shall be provided as follows: Block A- 36 bicycle locker parking spaces for residential use and 30 bicycle rack parking spaces for the retail uses. Block B- 30 bicycle locker parking spaces for office use and 4 bicycle rack parking spaces for retail uses.
 28. Contribute to City of Rockville the cost of 29 percent of the Lewis Avenue water main project prior to issuance of first non-garage building permit for Phase 2A or 2B, whichever comes first.
 29. Provide minimum 16-foot vertical clearance over sanitary sewer under pedestrian bridge per Department of Public Works requirements.
 30. Provide adequate lighting along Chapman Avenue for each phase.
 31. Concrete bus pads in the right-of-way must be maintained by the TCMG.
 32. Location of crosswalks at drop off loop shall be approved by Department of Public Works prior to the issuance of the first building permit for either Phase 2A or 2B, whichever comes first.
 33. Provide a canopy/shelter for waiting area at building "B1" prior to issuance of the first occupancy permit for the building.

34. Assuming Phase 2B precedes Phase 2A, the applicant shall mill and overlay Chapman Avenue along the frontage of Phase 2B (excluding the "kiss and ride" loop) prior to the issuance of the first occupancy permits for Phase 2B. If building permits for Phase 2A are not issued within one year of issuance of final occupancy permits for Phase 2B, the remainder of the site frontage must be milled and overlaid at that time. Within two months of completion of mill and overlay work for Phase 2B, the applicant shall relocate and install lighted crosswalk on Chapman Avenue at north edge of "kiss and ride" loop. If Phase 2A proceeds Phase 2B, the applicant shall mill and overlay Chapman Avenue along the frontage of Phase 2A (excluding the kiss and ride loop) prior to the issuance of first occupancy permits for Phase 2A. If building permits for Phase 2B are not issued within one year of issuance of final occupancy permits for Phase 2A, the remainder of the site frontage must be milled and overlaid at that time.
35. Provide a minimum 25-foot driveway entrance at the building face for all non-loading driveway entrances.
36. Underground utilities along east side of Chapman Avenue prior to issuance of the first occupancy permit of either Phase 2A or Phase 2B, whichever comes first.
37. No tiebacks or foundations are permitted in the right-of-way.
38. The following must be constructed prior to the issuance of the first occupancy permit for either Phase 2A or 2B, whichever comes first, if not constructed within four (4) years of construction of WMATA garage:
 - a. Install raised intersection at Halpine Road and Chapman Avenue.
 - b. Construct reduced road section with bike lanes on Halpine Road, between Chapman Avenue and Rockville Pike.
39. Detailed designs for the following must be submitted to DPW prior to issuance of the first building permit for Phase 2A and must be constructed prior to issuance of first occupancy permits for Phase 2A. If DPW determines the project cannot be constructed, the applicant must construct a comparable project from the Off-Site Mitigation table per revised DPW schedule or contribute an equivalent dollar amount based on a cost estimate that is approved by DPW:
 - a. Install stamped crosswalks at Chapman Avenue and Thompson Avenue
 - b. Remove channelized right turns on southbound Chapman Avenue and westbound Twinbrook Parkway.

- c. Construct right turn on westbound Twinbrook Parkway at Rockville Pike.
 - d. Re-stripe westbound Bou Avenue at Rockville Pike for triple left turn.
40. Provide sanitary sewer capacity analysis of sanitary sewer system within the development, including under WMATA and CSX tracks prior to first building permit in Phase 2. Per Department of Public Works and WSSC requirements, upgrade sanitary sewer system including sleeves for all new lines beneath WMATA and CSX tracks.
41. Applicant must contribute TDM fees per Trip Reduction Agreement and PDP.
42. No occupancy permits will be issued for any phase until the stormwater management facilities for that phase have been accepted by DPW and constructed.
43. Locations of parking lot gates and/or booths at all garage entrances shall be approved by DPW prior to issuance of any building permits.
44. The applicant must shift the service drive located to the west of the above grade parking structure to the east in order that it is closer to the garage and further away from the existing building directly to the west. This must be shown on the signature set and approved by DPW.
45. These conditions supersede the previous approval letter conditions for Phase 1C (block A4) and Phase 2A (block B1 through B3).
46. The applicant is required to get Planning Commission approval on Phase 2B (block A1, A2 and A3).

Your attention is directed to Section 25-193 (d), of the Zoning Ordinance, which stipulates that construction must begin within two years of Use Permit approval, or by August 8, 2007. The Planning Commission may grant two one-year extensions. Section 25-193(e) as amended, describes the time period by which construction must occur for the phases of the development.

By Direction of the City of Rockville Planning Commission



R. James Wasilak
Chief of Planning

Note: A building permit may be issued only when the conditions of approval have been met, unless otherwise stated in the conditions herein, and a copy of the following acknowledgment, signed and executed by the applicant, has been returned to the Planning Division office. Be advised that this approval does not constitute approval by any department or agency having jurisdiction over this development project.

I ACKNOWLEDGE RECEIPT OF USA2005-0685A, AND AGREE TO FULLY COMPLY WITH CONDITIONS UPON WHICH APPROVAL WAS GRANTED. I FURTHER ACKNOWLEDGE THAT FAILURE TO COMPLY WITH THESE CONDITIONS MAY CAUSE APPROVAL TO BE REVOKED BY THE PLANNING COMMISSION.

Applicant's Signature

Date

Applicant's Printed Name

Date

/rjt

cc: Art Chambers, Director of CPDS
Craig Simoneau, Director of Public Works
Charles Baker, Chief of Inspection Services
Mark Wessel, Civil Engineer III
Carrie Sanders, Transportation Planner I
John Scabis, Civil Engineer II - Environment
Wayne Noll, City Forester
Rebecca Torma, Planner II
Planning Commission