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January 24, 2018

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VIA HAND DELIVERY

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

Re: Twinbrook Redevelopment – Project Plan Application for Redevelopment of 1500–1616
Rockville Pike, City of Rockville (the “Property”)

Dear Mr. Wasilak:

On behalf of Saul Holdings Limited Partnership (the “Applicant”), please find enclosed an application (the “Application”) for a project plan (the “Project Plan”) for the Property, submitted pursuant to Section 25.07.07 of the City of Rockville (the “City”) Zoning Ordinance (the “Zoning Ordinance”). The Application proposes redevelopment of the Property in order to transform the outdated existing single-story suburban commercial uses and vast surface parking into a transit-oriented, mixed-use “destination location” composed of 11 buildings, along with a landscaped pedestrian promenade adjacent to Rockville Pike, one new north-south and two new east-west connector streets, underground and aboveground structured parking, public use spaces and open areas, and related amenities (the “Project”).

Of critical importance, it is requested that the Project be designated as a “Rockville Champion Project” pursuant to the 2016 Rockville Pike Neighborhood Plan (the “Rockville Pike Plan”)¹ and the Zoning Text Amendment (“ZTA”) and Sectional Map Amendment (“SMA”) adopted by the City’s Mayor and Council on January 22nd effectuating changes to the City’s Zoning Ordinance and Zoning Map. The ZTA modifies Section 27.07.07.6 of the Zoning Ordinance to

¹ The City of Rockville Mayor and Council (“Mayor and Council”) adopted the Rockville Pike Plan on August 1, 2016 to update a portion of the City’s 2002 Comprehensive Master Plan and replace the 1989 Rockville Pike Neighborhood Corridor Plan.

Mr. James Wasilak
January 24, 2018
Page 2

allow an applicant to request designation of a project as a “Rockville Champion Project” at the Mayor and Council briefing at the Project Plan stage. Therefore, the Applicant is including with this Application filing a request that the Project be designated as a “Rockville Champion Project” as part of the briefing process. This is discussed in detail below.

On August 11, 2017, the Applicant filed a pre-application submission for the Project Plan with the City (the “Pre-Application”). The Pre-Application area community meeting required by Section 25.07.02.a.2 of the Zoning Ordinance was conducted on September 14, 2017, and the City’s Development Review Committee (“DRC”) meeting on the Pre-Application took place on September 28, 2017. As a result of comments received from interested members of the community at the Pre-Application area meeting and from City staff at the DRC meeting and through written comments, the Applicant has made the following clarifications and revisions to the Pre-Application with the submittal of this Application (all as described in further detail below):

1. The Project will satisfy the Rockville Champion Project criteria by providing more than the required 15% publicly accessible space, increased mobility options, and an increase in employment in the area.
2. Public use space/open area will be provided as a percentage of net lot area (specifically, more than 15% public use space/open area will be provided).
3. Formulation of street sections for Chapman Avenue (both north and south of Festival Street), Congressional Lane, the north side of Halpine Road adjacent to the Project, the new private Festival Street, and the Rockville Pike interim condition have been provided.
4. A potential future connection to the Twinbrook Metro Station has been noted at Building 7. The Applicant is continuing discussions with WMATA regarding this possible connection, and/or improved connections and accessibility to Metro generally.
5. An Infrastructure Phasing Plan has been included with the Application, specifying proposed phasing of road, water, and sewer improvements.
6. Forest conservation and landscape requirements have been refined. Specifically, 48% of forest conservation requirements will be provided on-site and within public rights-of-way, with fee-in-lieu for the remainder. Additionally, 210 trees are proposed to be planted on-site.

Since the Pre-Application submission, the Applicant has also settled on a name for the Project – Twinbrook Quarter. Twinbrook Quarter is in reference to the four distinct areas that have developed around the Twinbrook Metro Station. The original Twinbrook neighborhood, east of the Metro tracks and north of Halpine Road, creates the northeast quarter. Twinbrook Station, a

Mr. James Wasilak
January 24, 2018
Page 3

JBG development east of the Metro and south of Halpine Road, consisting of The Alaire and The Terano multi-family mixed-use projects, creates the southeast quarter. The southwest quarter is comprised of JBG's The Galvan, as well as the Hilton Hotel, JLB's new residential building, and a townhome community developed by Winchester Homes. The northwest quarter, north of Halpine Road and west of the Metro tracks, is the Project – Twinbrook Quarter. From a historical perspective, "Quarters," such as the French Quarter in New Orleans, were typically designed around a public square where the community gathered and commerce took place. This historical design feature fits well with the central park in the proposed Project. The "Quarter" moniker also appropriately reflects the transition of the area from a suburban to more urban existence.

PROPERTY DESCRIPTION AND BACKGROUND

The Property is zoned Mixed-Use Transit District ("MXTD") and is located within the boundaries of the Rockville Pike Plan. The Property is composed of six parcels and/or lots totaling approximately 18.36 acres and is bound by Rockville Pike to the west, the Metro tracks and CSX/MARC rail line to the east, Halpine Road to the south, and an approximately 121,968 square-foot property to the north. The specific parcels and lots that comprise the Property are identified in the chart included below:

Tax ID #	Property Address	Block	Lot	Parcel	Land Area (sf)	Plat #	Dedications
04-00154762	1500 Rockville Pike	A	2	N054	291,705	8037	None listed on plat
04-01781073	1580 Rockville Pike	A	17	N108	52,156	11607	None listed on plat
04-00157355	1582 Rockville Pike	A	5	N110	57,807	9008	None listed on plat
04-00156271	1584 Rockville Pike	A	7	N160	46,619	9266	None listed on plat
04-03074041	1592 Rockville Pike	A	P24	N210	293,979	19548	2,618 sf
04-03418707	1616 Rockville Pike	A	25	N275	56,449	22661	169 sf

The Property and most of the surrounding area is older prototypical suburban commercial development, with the Property itself being currently improved with approximately 240,756 square feet of single-story retail, office, and restaurant uses, with approximately 12 acres of surface parking. The properties immediately to the north and south on the east side of Rockville Pike and west across Rockville Pike are similarly commercial in nature and use, with single-story retail uses and vast amounts of surface parking. The properties further to the south across Halpine Road are developed with a Hilton Hotel as well as The Galvan, which includes multi-family residential dwellings above ground-floor retail and restaurant uses. To the east of the Property, across the Metro tracks and CSX/MARC rail line, are five single-family residential homes and several industrial properties. Near the northern end of the Property, where the proposed Project heights are lowest, the nearest single-family home is located approximately 140 feet from the nearest edge of the Property; however, near the southern end of the Property where

Mr. James Wasilak
January 24, 2018
Page 4

the greatest heights are proposed, the nearest single-family home is well over 400 feet from the edge of the Property.

Located just 600 feet from the entrance to the Twinbrook Metro Station, the Property is ideally situated for a transit-oriented, mixed-use “destination location,” with quality public and private amenities that are complemented by multimodal transportation facilities. The Property is a short ride north on Metro’s Red Line to downtown Rockville or south to the National Institutes of Health, downtown Bethesda, or Washington, D.C. The Property is also within easy walking distance of significant office and retail concentrations in the vicinity of the Twinbrook Metro Station, and enjoys excellent access in all directions via major arterial roads such as Rockville Pike, Twinbrook Parkway, Montrose Road, and Veirs Mill Road.

The Mayor and Council previously approved Project Plan No. PJT2012-00002 for the portion of the Property identified as 1592 Rockville Pike on June 4, 2012 (the “Prior Project Plan”). The Prior Project Plan authorized development on this portion of the Property with up to 792 multi-family dwelling units, a 190-room hotel with 2,000 square feet of assembly area, 162,000 square feet of office, 36,000 square feet of health club, 39,000 square feet of retail, 14,000 square feet of restaurant, and 1,278 structured parking spaces. Subsequently, the City of Rockville Planning Commission (the “Planning Commission”) approved Site Plan No. STP2013-00140 for a portion of the Prior Project Plan (the southern- and western-most portions of the Property), located between Rockville Pike and the proposed Chapman Avenue Extension and south of the proposed new Festival Street (the “Prior Site Plan,” and collectively with the “Prior Project Plan” the “Prior Approvals”). The Prior Site Plan allowed development with up to 407 multi-family dwelling units, 140,000 square feet of office, up to 10,000 square feet of retail, up to 9,000 square feet of restaurant uses (plus up to 1,500 square feet of outdoor restaurant seating), 44,000 square feet of health club, and a 781-space parking garage.

While the Applicant purchased the portion of the Property subject to the Prior Approvals while the approvals were still in effect, the redevelopment strategy changed when the Applicant decided to purchase additional parcels resulting in the ultimate assemblage of the Property. The Applicant allowed the Prior Approvals to expire, thereby clearing the way for the Property to be comprehensively planned and designed as one cohesive community that is now the proposed Project. Over the past several years, as the City has undertaken its work on the Rockville Pike Plan, the Applicant actively participated in the discussions, hearings, and worksessions on the Plan, intent upon implementing a long-term build-out of the Project as the long-term owners and investors in this exciting new community.

With the Mayor and Council’s adoption on January 22, 2018 of the ZTA and SMA, the City’s Zoning Ordinance and Zoning Map are now consistent with the recommendations of the Rockville Pike Plan. In anticipation of the redevelopment envisioned with the Rockville Pike

Mr. James Wasilak
January 24, 2018
Page 5

Plan, the Applicant has not only allowed leases in the existing buildings on the Property to expire, but also has begun the long process of lining up exciting new retail tenants to help bring the new Project to life. With approval of the ZTA and SMA by the Mayor and Council on January 22nd, the Applicant is prepared to move expeditiously in gaining necessary entitlements for the Project, beginning with this Application.

PROJECT DESCRIPTION

The Application proposes a complete redevelopment of the Property to transform the existing outdated and disconnected single-story retail uses and surface parking into a vibrant, transit-oriented, mixed-use “destination location”. The proposed 18.36-acre development site is situated on Rockville Pike adjacent to the Twinbrook Metro Station, and has direct access to bus transit (and future Bus Rapid Transit – “BRT”) along the Pike. This dramatic redevelopment Project is poised to create a world-class transit-oriented development (“TOD”) in the City of Rockville. As transit-oriented walkable urban places with 24/7 options to live, work, shop, and play are becoming increasingly sought after in and around our cities, this transformative Project has been designed to provide convenient access to a dynamic mix of uses and amenities for residents, shoppers, workers and the citizens of Rockville.

The Applicant envisions a well-situated mixed-use community with great shopping and dining offerings and complimentary retailers, active public spaces with programmed events, best-in-class office space, and a mix of residential units to accommodate a variety of family sizes and incomes. Highly-valued green and hardscaped open spaces, including a large approximately 1.1-acre central park – the heart of the community, will offer residents and citizens of Rockville a place to gather as a community for both everyday activities and special community events. Likewise, the broad landscaped sidewalks and pedestrian passageways throughout will provide residents and visitors with organized connectivity and an abundance of places to walk, sit, dine, and people-watch. Leveraging all of these uses into a compatible and welcoming environment will create a wonderful pedestrian-friendly destination that will have a significant qualitative impact on the lifestyles of Rockville’s burgeoning community for decades to come. Ample fitness amenities and private rooftop courtyards are planned throughout for active and passive use by residents and tenants, providing a highly amenitized and highly sustainable community. Such a transformative combination of connected uses with convenient proximity to transit will provide the residents of Rockville and the greater DC metro area with a new amenity-rich area for decades to come.

The Project proposes an appropriate and complimentary mix of uses to activate the Property given its convenient proximity to the Twinbrook Metro Station. The Project is composed of 11 mixed-use buildings ranging from 20 feet to 200 feet in height. In total, the Project proposes development of up to 1,865 multi-family residential units, 431,440 square feet of office uses,

Mr. James Wasilak
January 24, 2018
Page 6

472,950 square feet of retail uses (composed of retail, restaurant, and grocery uses), and up to a 9,000 square-foot entertainment venue. Retail and dining uses are anticipated to comprise the majority of the ground floor uses. However, as noted above, the Applicant requests flexibility to adjust the amount and mix of uses of this multi-phased development at the time of each site plan application.

The Project also includes construction of the landscaped and pedestrian-friendly Chapman Avenue Extension, running north-south, parallel to Rockville Pike from Halpine Road at the southern end of the Property to the northern edge of the Property. The Project will further knit together the street and pedestrian network in the area through construction of the east-west Festival Street, connecting Rockville Pike and the Chapman Avenue Extension, as well as the Congressional Lane Extension, similarly connecting the Pike and Chapman. The pedestrian experience will be further enhanced by a wide pedestrian promenade along the Project's Rockville Pike frontage.

Festival Street will be the "Main Street" of the Project. Entering the Project from Rockville Pike and moving eastward, guests and residents will experience lush landscape areas, sidewalk dining, and an array of retail offerings. As one approaches the Chapman Avenue Extension, the expansive central park comes into view. Retail kiosks, groves of trees, and landscaped plazas will provide the backdrop for unique events such as farmer's markets, community festivals, and live music events. Festival Street is proposed to be private in order to allow flexibility for street closures for special events. The central park will be a place with a variety of offerings and experiences – a place to unwind, relax, dine, and meet up with friends. Building 11 is proposed to anchor the northern end of the central park and is designed for two levels of retail/restaurant uses, with upper level dining terraces overlooking the central park.

Within the Property the streets will include convenient parallel parking and safe pedestrian crosswalks, and will be designed as neighborhood streets – to calm traffic and create a sense of "place". Areas within the Property are designed with convenience in mind – from the convenient park drop-off south of Building 11, to designated valet areas, and easy access to structured parking garages. Pedestrian vistas have been considered throughout – with a focus on residential lobby entrances and retail shops. Great care has been taken to limit truck traffic on the primary streets (the Chapman Avenue Extension, Festival Street, and the Congressional Lane Extension). Instead, pedestrians will experience semi-private courtyards, pocket parks, and promenades without the noise of truck traffic. A Proposed Street Sections exhibit is included with the Project Plan reflecting the sections for Chapman Avenue both north and south of Festival Street, Congressional Lane, Festival Street, the north side of Halpine Road, and the interim Rockville Pike frontage.

Mr. James Wasilak
January 24, 2018
Page 7

Buildings 1, 2, 3, 4, 5, 6, and 7 are all proposed to offer podium courtyards and amenities for residents and office workers. These “rooftop” areas will provide unique areas for congregation amongst lush landscape and hardscape designs. With connectivity to residential and office buildings, these areas are designed to be outdoor “extensions” of the buildings and offer social experiences in a private and engaging setting.

Buildings 1, 2, 3, and 4, front Rockville Pike – perhaps the region’s best retail corridor. For that reason we envision one- and two-story retail facades occurring on Rockville Pike at the base of the mixed-use buildings with “prime” visibility. Building 1 is intended as a feature building; proudly situated at the corner of Rockville Pike and Halpine Road it will act as an architectural gateway to not only the Project, but to the Twinbrook Metro Station and Rockville. Above the retail podium, the building will be anchored by an office tower on the southwest corner and wrapped with multi-story residential on the north, east, and west sides. The ground floor level will include a large anchor tenant as well as several smaller retailers and restaurant uses with outdoor dining. The upper level deck will provide terraced and landscaped areas for residents and office workers, providing ample space for amenities, outdoor events, and gatherings. Below-grade parking will be provided for all shoppers, office workers, and visitors to the site, while fully-wrapped above-grade parking is reserved for residents.

Buildings 2 and 4 will incorporate residential buildings above the retail podium, while Building 3 will incorporate an office tower above the retail podium. In all cases parking will be provided in either above- or below-grade parking structures. All buildings will feature an assortment of retailers along the ground level in both one- and two-level applications, providing a variety of opportunities and visual interest.

Buildings 5, 6, and 7 will all front the Chapman Avenue Extension with ground floor retail and restaurants and residential buildings above the podium. All parking will be provided in either above- or below-grade parking structures, while all service will occur behind the buildings (on the east side) with a shared service drive. There is also a potential new connection to the Twinbrook Metro Station adjacent to Building 7.

Building 8 is located directly adjacent to the Twinbrook Metro Station and parking garage. This one-story retail building will serve as the transit anchor at the south end of the site and offer a pedestrian scale experience at street level. It is anticipated that Building 8, due to its proximity to transit, will offer much needed service and convenience retail for the both Metro and community patrons. It will be the ideal location to pick up a newspaper, a coffee, or a snack on the way to and from morning and evening destinations.

Building 11, located in the center of the re-development, will be a two-story retail and restaurant building overlooking the central park and fronting the pedestrian promenade. Four-sided

Mr. James Wasilak
January 24, 2018
Page 8

architecture with outdoor rooftop dining terraces and ground floor al fresco dining areas will provide a vibrant setting for social engagement and fine dining. Seen as a “signature” building, Building 11 will become a destination for the entire City of Rockville. The intent of the building is to provide second level outdoor dining to overlook events in the park – be they craft fairs, farmer’s markets, or live music – while anchoring the Chapman Avenue Extension, Congressional Lane Extension, and the pedestrian promenade along the east side of Buildings 2 and 3. It is an important building because it is in the “center of the action” and requires great storefront designs on all four sides.

Also located within the central park area are Buildings 9 and 10, which are intended as intimate, one-story restaurant buildings providing ample outdoor dining areas for a casual, family-friendly experience. These buildings help to “break up” the scale of the large lawn into smaller, more intimate outdoor spaces, while offering fast casual convenience and urban atmosphere.

Whether arriving to the neighborhood by car, bicycle, or mass transit, residents, workers, shoppers, and visitors will have easy access to all the ample amenities of this sustainable “Smart Growth” community. The high visibility of this community from Rockville Pike will enable everyone – no matter their mode of transportation – to find an open and inviting urban setting. Drivers and bikers arriving from Rockville Pike, Halpine Avenue, Festival Street, Congressional Lane, or Chapman Avenue will be able to choose between bike racks, convenient on-street parking, or structured parking in a “park once” atmosphere throughout the site – with parking for a total of over 3,700 cars. Just steps away is the Twinbrook Metro Station, enabling transit riders to live, work, shop, and play in a car-free, 24/7 atmosphere.

The Applicant believes that the area surrounding the Twinbrook Metro Station shows enormous promise now and well into the future in terms of redevelopment opportunities and strong economics in this mixed-use, transit-proximate destination. Given the large size of the Property and the magnitude of the Project, this is a very long-term hold and build-out for the Applicant – extending several years and perhaps several decades into the future. For this reason, the Project Plan proposes both an extended validity period to allow for build-out of the Project over an extended period of time, as well as an overall “trip cap” on the uses that are proposed to allow for flexibility in the ultimate mix of uses that will be responsive to market conditions over the life of the Project.

Specifically, Section 25.07.07.18.b of the Zoning Ordinance provides that if construction on all phases of an approved Project Plan has not commenced within the time period set forth in the Project Plan approval, the Project Plan approval will expire. Section 25.07.07.18.a also requires that a site plan application implementing all or a portion of a project plan be filed within six (6) months of the date of the Mayor and Council’s approval of the project plan, or within such other period of time as may be provided in the approval. While the Applicant expects to file a site plan

Mr. James Wasilak
January 24, 2018
Page 9

application for the first phase of the Project within six months of the Mayor and Council's approval of the Project Plan (in compliance with subsection (a)), the Applicant is requesting per subsection (b) that the Project Plan remain valid so long as construction has commenced on all phases within 30 years of the Mayor and Council's approval of the Project Plan.

With respect to the ultimate amount and mix of uses proposed for the Project, the Applicant is proposing under the Project Plan a maximum number of residential dwelling units and square footage of non-residential uses for the overall Project. However, given the size of the Project and the long-term ultimate build-out, there is simply no way to predict the actual amounts to be constructed years into the future. For this reason, the Applicant requests that the amount and mix of uses proposed be used to establish an overall "trip cap" for the full build-out of the Project. At such time that site plan applications are submitted for each phase and/or building, the uses proposed by that site plan will be specified and the amount of the trip cap utilized both by that site plan application and any other prior site plan approvals will be determined. The Project could not exceed the trip cap approved by this Project Plan without the Applicant seeking an amendment to the Project Plan. However, to the extent that the ultimate amount and mix of uses fall within the trip cap, there would be flexibility to adjust the uses proposed in accordance to the demand and market dynamics of the time, without having to amend this Project Plan. For the same reason, while the Project Plan generally indicates the uses envisioned for each proposed building, the Applicant has not delineated specifics related to each building, with the exception of proposing a minimum and maximum building height for each, or the phasing of site plan applications and construction. Specific uses and amounts will be proffered at the time of each site plan application.

ROCKVILLE CHAMPION PROJECT

The Rockville Pike Plan and ZTA recognizes the Mayor and Council's authority to designate a development project as a "Rockville Champion Project." (p. 4-8 of the Rockville Pike Plan and Section 25.03.02 of the ZTA). The Project is designed to satisfy the Rockville Pike Plan and ZTA's definition for a "Rockville Champion Project," and as noted above the Applicant is seeking a determination at the Mayor and Council's briefing that the Project can be processed as a "Rockville Champion Project," in advance of the Mayor and Council's consideration of the Project Plan itself. The requirements for designation as a "Rockville Champion Project" as identified in the Rockville Pike Plan and ZTA are as follows:

- (1) A development project that is located within the South Pike;

The Property is located in the South Pike area pursuant to the Rockville Pike Plan, which coincides with the Twinbrook Metro Performance District.

Mr. James Wasilak
January 24, 2018
Page 10

(2) That contains at least five (5) acres of private property that is (i) contiguous, or (ii) confronting, separated only by a Business District Class I or Class II street;

The Property comprises approximately 18.36 contiguous acres, which exceeds the minimum requirement.

(3) That significantly advances one or more of the following goals:

- Increases multifamily housing that provides more than the minimum requirement of moderately priced dwelling units near the Twinbrook Metro Station;
- Provides more than the required public use space;
- Provides more than the required vehicular, bicycle and/or pedestrian safety measures and/or provides pedestrian and bicycle access over or under the CSX/Metro tracks; and/or
- Provides a significant increase in the amount of employment.

With respect to these four goals, the Project will provide more than the required public use space, provide more than the required vehicular, bicycle, and pedestrian safety measures and potentially a future additional pedestrian connection to the Twinbrook Metro Station, and will also provide a significant increase in the amount of employment in the area. With respect to public use space, as noted on the plans included with the Project Plan submission, approximately 18% of net lot area will be provided as public use space/open area. In addition, approximately 83,000 square feet of public use space/open area will be provided within dedicated right-of-way. Per the definition of "public use space" in Section 25.03.02 of the Zoning Ordinance, public use space may consist of open areas recommended in an adopted master plan, including enhanced public walkways and off-site public improvements. The Rockville Pike Plan (p. 4-39) provides that "[t]he 'complete street' multi-way boulevard itself will provide public open space in the Plan Area by providing broad continuous sidewalks, bikeways that connect to the City's trail system, and trees and landscaping along the medians." For this reason, the Project Plan reflects that, while greater than 15% of net lot area will be provided on-site as public use space/open area, an additional large amount of publicly accessible space will be provided in the form of improvements to right-of-way, widened and improved sidewalks, and other related improvements. The specific amount of publicly accessible space to be provided in each phase will be detailed at the time of each site plan application. However, the Applicant currently anticipates constructing the entire one-acre central park at the time of construction of Building 2.

In addition, as mentioned above and discussed further below, the construction of the Chapman Avenue Extension running north-south through the Property parallel to Rockville Pike, as well as construction of two new east-west streets through the Property (Festival Street and the

Mr. James Wasilak
January 24, 2018
Page 11

Congressional Lane Extension), will create new vehicular and pedestrian linkages along Rockville Pike and increase mobility options in the South Pike area. The Applicant also hopes to incorporate a future additional pedestrian connection to the Twinbrook Metro Station through Building 7.

Finally, the Project will provide a significant increase in the amount of employment in the area. Through the provision of both retail and office uses, there will be an increase in the number of workers in the area, furthering the mixed-use nature of the Project and the 18-hour/day activity in the area.

REQUIREMENTS FOR PROJECT PLAN APPROVAL

Pursuant to Section 25.07.01(b)(2) of the Zoning Ordinance, a Project Plan application may be approved provided that the Mayor and Council find that approval of the application will not:

- (a) Adversely affect the health or safety of persons residing or working in the neighborhood of the proposed project;
- (b) Be in conflict with the Plan;
- (c) Overburden existing and programmed public facilities as set forth in Article 20 of this Chapter and as provided in the adopted Adequate Public Facilities Standards;
- (d) Constitute a violation of any provision of this Code or other applicable law; or
- (e) Adversely affect the natural resources or environment of the City or surrounding areas.

As discussed fully below, the Project satisfies all of the requirements for approval of the Application.

- (a) The Project will not adversely affect the health or safety of persons residing or working in the neighborhood of the proposed project.

The Project will have no adverse impact on the health or safety of persons residing or working in the neighborhood of the Project. The Property is surrounded by commercial uses along Rockville Pike to the north, south, and west and is separated from the nearest single-family residential neighborhood and several industrial properties by the Metro tracks and the CSX/MARC rail line.² The existing surrounding area is generally described as follows: To the

² The closest residential use to the Property is a multi-family residential project further to the south of the Property in close proximity to the Twinbrook Metro Station (The Galvan).

Mr. James Wasilak
January 24, 2018
Page 12

east are the Metro tracks and the CSX/MARC rail line, which provide a significant buffer from the nearest single-family residential neighborhood to the east. To the west is Rockville Pike and Congressional Plaza, which contains single-story box stores and surface parking, as well as smaller stores and fast-food restaurants. To the north is an approximately 121,968-square-foot property currently improved with single-story retail uses and surface parking, similar to the current uses on the Property. To the immediate south is Halpine Road, and just south across Halpine Road is a seven-story office building and a Hilton hotel.

Further south across Bouic Avenue is The JBG Companies' Twinbrook Station project, for which the City approved 1,596 dwelling units, 325,000 square feet of office uses, 220,000 square feet of retail uses, 2,409 private parking spaces, and 1,151 parking spaces for Metro commuters. When complete, the Twinbrook Station project will have 18 buildings, of which two will be 170 feet in height and four others will be 130 feet in height. To date, The Alaire, a multi-family residential building with 279 units and part of the Twinbrook Station project, and The Galvan, a mixed-use project with 360 multi-family dwelling units (along with 99,500 square feet of ground floor retail and restaurant uses), are constructed and occupied by residents.

The zoning on this Property and surrounding properties provide significant future development and redevelopment opportunities. The immediately adjacent property to the south is similarly zoned MXTD and could be redeveloped with the same densities and heights as proposed for the Property. The properties to the west and north are zoned MXCD, which allows for medium density development of retail, office, and residential uses. The properties to the west, north, and south are also located within the boundaries of the Rockville Pike Plan. The Rockville Pike Plan recommends mixed-use, transit-oriented development near the Twinbrook Metro Station. To that end, the Project is compatible with all surrounding uses and properties as they exist today and as they are planned to exist in the future.

The construction of the Chapman Avenue Extension running north-south through the Property parallel to Rockville Pike, as well as construction of two new east-west streets through the Property (Festival Street and the Congressional Lane Extension), will create new vehicular and pedestrian linkages along Rockville Pike and will help the City to create a true street grid in this South Pike location. These infrastructure improvements are anticipated to divert traffic away from Rockville Pike towards the internal street grid which the Project helps to create. All of these public benefits will be further steps in improving the appearance, functionality, and value of this stretch of Rockville Pike and will directly benefit the public.

Residents of the City and employees working in the area of the Property will benefit from the increased pedestrian connectivity between Rockville Pike and the Twinbrook Metro Station that will be provided by the Project. Specifically, the Applicant intends to construct a wide pedestrian promenade along Rockville Pike, and sidewalks along the Chapman Avenue

Mr. James Wasilak
January 24, 2018
Page 13

Extension and the two new east-west streets to create attractive, safe, and walkable linkages between Rockville Pike and the Twinbrook Metro Station. The Project also includes a potential new connection to the Metro Station adjacent to Building 7. Additionally, the development of a variety of residential, office, fitness, grocery, restaurant, retail, and entertainment uses at the Property will deliver the critical mass and diversity of uses necessary to further the economic vitality of this transit-oriented location. The Project will also increase green space, open area, and public use space through the creation of a central park framed by the Chapman Avenue Extension and Festival Street, along with rooftop courtyards on many of the buildings proposed, which will benefit the health and welfare of persons residing or working in the neighborhood of the Project. The proposed design includes a landscape buffer along Rockville Pike coupled with street trees and ground plantings along the Chapman Avenue Extension and the two new east-west streets. These plantings will provide shading and will transform this corridor into a visual amenity. The Project will also vastly improve the current functioning of the Property from an environmental perspective, by complying with the City's green building and forest conservation standards, enhancing the experience of area residents, workers, and visitors of the Project, as well as complying with the City's stormwater management requirements.

(b) The Project will not be in conflict with the Plan.

The Project satisfies both the general corridor planning principles and the principal land use recommendations for the Property identified in the recently approved Rockville Pike Plan. The Property is located in the South Pike area of the Rockville Pike Plan, which is recognized as having "the greatest potential to receive the bulk of the population growth within the corridor, as well as a significant portion of the City's population growth, over the next few decades," as well as "the most potential to transform from a commercial suburban development pattern into an urban center, complementing Rockville Town Square to the north." (p. 1-7). The Rockville Pike Plan designates the portion of the Property between Halpine Road and Congressional Lane (1580 – 1616 Rockville Pike) for Core (transit-oriented) land uses, while the portion of the Property north of Congressional Lane is designated for Corridor (mobility-oriented) land uses. The Project is designed to leverage the Property's transit-oriented location to allow for an active urban mixed-use redevelopment, which is consistent with the Rockville Pike Plan "vision ... for a livable, desirable, and economically vibrant environment defined by thoughtful urban design, multi-modal transportation, active public spaces, and green spaces." (p. 4-21).

The Project complies with the Rockville Pike Plan's general corridor planning principles and principal land use policies as follows:

- Attractive and inviting community design and development. (p. 3-2)

Mr. James Wasilak
January 24, 2018
Page 14

The Rockville Pike Plan emphasizes a “coherent relationship among the buildings, transportation infrastructure, and open spaces, in a manner that creates an attractive and inviting community.” (p. 3-2). The Application proposes to transform this underutilized asset of single-story retail and surface parking uses into a transit-oriented core redevelopment that is attractive and pedestrian friendly for residents, employees, patrons, and the general public. The Project will achieve the Rockville Pike Plan vision by bringing buildings closer to the street with façade improvements, reducing the prominence of surface parking, and creating green areas and public gathering spaces.

- Mixed uses and mixed-income new neighborhoods. (p. 3-2)

As noted, the Project proposes a diverse mix of uses – residential, office, fitness, grocery, restaurant, retail, and entertainment venue. 15% MPDUs are proposed, which meets the City’s requirement of 15% for projects located in the MXTD Zone. While the ultimate mix of residential unit types is still to be determined with each site plan application for residential uses, it is expected that the Project will include studios, one-, two-, and three-bedroom units, to accommodate residents of a mix of incomes and living situations.

- Inviting conditions for walking and biking. (p. 3-2)

The Project will transform what is currently a retail strip with vast amounts of surface parking into a new community based upon creation of a street network of new north-south and east-west connections and wider sidewalks with street trees and landscaping. In addition, a bike lane is proposed along the north side of Halpine Road, along with shared travel lanes along the Chapman Avenue Extension, Congressional Lane Extension, and Festival Street.

- Appealing parks and public open spaces for community gathering and activity. (p. 3-2)

As noted, the Project proposes an over one acre central park framed by the Chapman Avenue Extension and Festival Street. Further, the internal street network to be created (the Chapman Avenue and Congressional Lane Extensions, as well as Festival Street) and the Rockville Pike frontage will be improved with wide sidewalks, street trees, and other landscaping features, all furthering the pedestrian experience.

- Environmentally friendly and sustainable. (p. 3-3)

The Property is currently comprised almost entirely of impervious surfaces, mostly in the form of surface parking. The Project will vastly improve the current functioning from an environmental perspective, by complying with the City’s green building and forest conservation standards, enhancing the experience of area residents, workers, and visitors of the Project, as

Mr. James Wasilak
January 24, 2018
Page 15

well as complying with the City's stormwater management requirements. The Project will comply with Chapter 5, Article XIV of the City Code, which identifies the City's Green Building Regulations.

- An urbanizing corridor, distinct from Rockville's suburban development. (p. 3-3)

The Property is located adjacent to the Twinbrook Metro Station, and proposes a density and intensity that is appropriate for such a locale. The Project proposes a vibrant TOD with a mix of uses and amenities for residents, shoppers, workers, and citizens of Rockville that will help to establish a distinctive urban character for the Rockville Pike Corridor. The inclusion of activating ground-floor uses and public use space at the Property will help to improve the appearance and economic success of the Rockville Pike Corridor. The Project will be both functional and compatible with nearby development located in Montgomery County's jurisdiction as envisioned by the Rockville Pike Plan.

- Access and movement choices for all travel modes that provide connections within the corridor and with surrounding areas. (p. 3-3)

The construction of the Chapman Avenue Extension running north-south through the Property parallel to Rockville Pike, as well as construction of two new east-west streets through the Property (Festival Street and the Congressional Lane Extension), will create new vehicular and pedestrian linkages along Rockville Pike and will help the City to create a true street grid in this South Pike location.

- Safe and accessible pedestrian and biking infrastructure and experience. (p. 3-4)

As noted above, the pedestrian environment will be vastly improved along the Rockville Pike frontage, with new pedestrian sidewalks provided along all of the internal streets to be constructed (the Chapman Avenue Extension, the Congressional Lane Extension, and Festival Street) and a pedestrian promenade along Rockville Pike. As noted, a bike lane is proposed along the north side of Halpine Road, along with shared travel lanes along the Chapman Avenue Extension, Congressional Lane Extension, and Festival Street.

- Smooth and safe vehicular flow. (p. 3-4)

The Project will reduce the amount of existing curb cuts along the Property's Rockville Pike frontage in an effort to address traffic safety concerns reflected in the Rockville Pike Plan. The Project is consistent with the goal of eliminating traffic fatalities and serious injuries as embodied in Vision Zero. More specifically, the Project prioritizes the safety of all individuals traveling to and from the Property through the creation of a pedestrian friendly environment that relates favorably to the public realm. The Applicant intends to accommodate street network

Mr. James Wasilak
January 24, 2018
Page 16

enhancements and intersection improvements as necessary in an effort to facilitate smoother and safer vehicular flow. Between the northern boundary of the Property and Halpine Road there are seven existing curb cuts along Rockville Pike. The Project proposes to maintain approximate locations of two existing curb cuts and proposes two in addition, thereby reducing the total number of curb cuts from seven to four.

- Retention and attraction of a diverse retail community. (p. 3-5)

By redeveloping this outdated retail strip with residential, office, grocery, retail, and restaurant uses, the Project utilizes the Property to its highest and best use and provides an optimal environment to attract successful national and local retailers and other excellent business and residential end users.

- City support for successful development. (p. 3-5)

The Rockville Pike Plan recognizes that “the highest density in the Plan Area should be closest to the Twinbrook Metro Station” under the rationale that “[c]oncentrating development near transit and other existing infrastructure has environmental and economic benefits.” (p. 3-5). Consistent with this policy, the Project proposes increased heights and densities at this urban core location that is in close proximity to the Twinbrook Metro Station. This Project will help to reduce the use of automobiles to and from the Property by replacing a large amount of surface parking with a pedestrian friendly TOD containing an energetic mix of uses and public amenities. The Project will allow for the continued revitalization of the Rockville Pike Corridor and support and increase the City’s tax base.

- Expand the street network. (p. 4-13)

As noted, the Project proposes to implement the Chapman Avenue Extension north-south along the length of the Property. In addition, two new east-west streets are proposed within the Project – Festival Street and the Congressional Lane Extension – to connect Rockville Pike and the Chapman Avenue Extension.

- Seek to ensure a comfortable and functional relationship between public infrastructure and the private built environment. (p. 4-23)

The Rockville Pike Plan notes that the Core is where the highest density should be encouraged, by 1) allowing the tallest building heights in the Plan Area and 2) requiring that the majority of the building facades be located at the sidewalk. (p. 4-24) The southern two-thirds of the Project are located in the Core area, while the northernmost portion is located in the Corridor area. With respect to the Corridor area, the Plan notes that building placement, height, and form standards should be refined to reflect the different characteristics of the South, Middle, and North Pike and

Mr. James Wasilak
January 24, 2018
Page 17

the east and west sides, specifically noting that heights should be lower in the Middle and North Pike areas, rather than the South nearest Twinbrook Metro Station. The Project is reflective of this desired balance, with the greatest heights to the south and closest to Metro. In addition to delivering an urban mixed-used redevelopment with up to 1,865 multi-family residential units, 431,440 square feet of office uses, 472,950 square feet of retail uses (composed of retail, restaurant, and grocery uses), and up to a 9,000 square-foot entertainment venue within steps of the Twinbrook Metro Station, the Project will create a new infrastructure network of interconnected streets and sidewalks that will serve the public in the vicinity of the Project.

- Require buildings to be adjacent to sidewalks. (p. 4-24)

Throughout the Project buildings are proposed to front the streets. Buildings 9, 10, and 11 will all frame the central park space and are lower in scale (height) than the surrounding buildings. The diminished scale is intentional and provides a larger “core” of the project. Street walls are commonplace to provide a contiguous urban district.

- Create smaller blocks. (p. 4-27)

The Project proposes to break up the existing 18-acre super-block through construction of the north-south Chapman Avenue Extension running the entire length of the Property parallel to Rockville Pike, as well as the east-west Festival Street and Congressional Lane Extension, connecting Rockville Pike and the Chapman Avenue Extension.

- Provide wide and pleasant sidewalks. (p. 4-29)

The Rockville Pike frontage as well as the internal street network to be created (the Chapman Avenue and Congressional Lane Extensions and Festival Street) will be improved with wide sidewalks, street trees, and other landscaping features, all furthering the pedestrian experience.

- Enhance the pedestrian and bicycle environment. (p. 4-31)

As noted above, the pedestrian environment will be vastly improved along the Rockville Pike frontage, with new pedestrian sidewalks provided along all of the internal streets to be constructed (the Chapman Avenue Extension, the Congressional Lane Extension, and Festival Street). Further, a bike lane is proposed along the north side of Halpine Road, along with shared travel lanes along the Chapman Avenue Extension, Congressional Lane Extension, and Festival Street. As mentioned, the Applicant is also exploring a potential future connection to the Twinbrook Metro Station adjacent to Building 7.

- Ensure a mix of uses. (p. 4-32)

Mr. James Wasilak
January 24, 2018
Page 18

As discussed, the Project proposes a diverse mix of uses – residential, office, grocery, restaurant, retail, and entertainment.

- Ensure that new neighborhoods will accommodate residents of all incomes. (p. 4-34)

The Project proposes 15% MPDUs, satisfying the 15% MPDUs required under the City Code for projects zoned MXTD. While the ultimate mix of residential unit types is still to be determined with each site plan application for residential uses, it is expected that the Project will include studios, one-, two-, and three-bedroom units, to accommodate residents of a mix of incomes and living situations.

- Encourage enduring architecture that has visual interest. (p. 4-35)

Due to the scale and magnitude of the Project, no single architectural style will describe all buildings. Instead, a complementary group of architectural styles will be developed for the array of buildings. The design vocabulary will focus on enduring materials such as stone, brick, and other masonry treatments with a complementary “natural” material color pallet. The building designs will provide a base-middle-cap hierarchy to achieve a pedestrian-scale ground plane, a middle building mass broken up by groupings of windows and balconies, and an articulated conclusion for the top of each building to distinguish them from one another and further enforce the urban increment. A higher proportion of glazing will be utilized at the ground floor for the purposes of tenant storefronts and their merchandising displays. Building massing will be designed to allow for “breaks” in the buildings to minimize the horizontal mass of the buildings – also providing architectural interest and material changes upon the facades. The architecture proposed for each building will be further described and depicted at the time of each site plan application.

- Require the creation of public use space through redevelopment. (p. 4-38)

As noted, the Project will provide more than the required 15% publicly accessible space (with the specific amount of publicly accessible space to be provided at the time of each site plan application).

- Promote development that improves environmental conditions. (p. 4-39)

The Property is currently comprised almost entirely of impervious spaces, the vast majority of which is asphalt for surface parking lots. The Project will include stormwater management features that implement environmental site design to the maximum extent practicable, and will transform what is essentially an 18+-acre strip of runoff into a more pervious space complete with landscaping, street trees, microbioretention facilities, and other environmental features.

Mr. James Wasilak
January 24, 2018
Page 19

- Strategically locate and right-size parking. (p. 4-40)

The Rockville Pike Plan recommends, wherever possible, locating parking in structures behind or under buildings to minimize visual impact, promotes on-street parking as a means of slowing traffic and becoming part of the pedestrian realm, and encourages shared parking arrangements as a basis for reducing the amount of parking that is required. In the case of the Project, the Applicant is seeking to reduce the minimum parking required by approximately 43% in recognition of the trend that the Rockville Pike Corridor will become less reliant on automobiles and more urban and multi-modal over time. Since this Project will be phased over a long-term horizon, the constrained parking policy proposed by the Applicant provides the necessary flexibility for a successful TOD that is market responsive at this important location along the Rockville Pike Corridor.

- (c) The Project will not overburden existing and programmed public facilities as set forth in Article 20 of this Chapter and as provided in the adopted Adequate Public Facilities Standards.

The Project will satisfy the City's Adequate Public Facilities Ordinance ("APFO") found at Section 25.20.01 *et seq.* of the Zoning Ordinance, and the accompanying Adequate Public Facilities Standards ("APFS").

Transportation: The Applicant's infrastructure improvements and other mitigation measures will mitigate the transportation impact of the Project as required by the APFO, APFS, and Comprehensive Transportation Review ("CTR") requirements. The Project will mitigate its transportation impacts as required by the APFO and APFS by enhancing the street grid and through other mitigation. A TDM plan is being developed in order to realize TOA credit of 35 percent. The TDM plan will include the following four basic elements:

1. Education and Information.
2. Parking Management.
3. On-Site Construction.
4. Commuter Assistance Programs.

A detailed TDM program has been provided in the CTR as required by the City of Rockville and designed to promote the smart growth initiative in the City of Rockville. The proposed design includes a mix of complementary land uses, pedestrian-scale blocks, and pedestrian-scale intersections within close proximity to Metro and bus services. The design and associated improvements will also benefit the community in ways that are not quantifiable by the critical lane capacity analysis technique. This transit-oriented, pedestrian-friendly, compact, mixed-use development reduces peak hour and daily vehicle-trips and total vehicle-miles traveled, compared to the same level of development if located in a suburban area that is not served by

Mr. James Wasilak
January 24, 2018
Page 20

transit. These elements and development approach are similar to those programs that were previously approved by the City for the Twinbrook Commons project that recommended a comprehensive TDM program.

Schools: With regard to school capacity, the portion of the Property located to the south of the intersection of Congressional Lane and Rockville Pike is located in the Walter Johnson school cluster, and this portion of the Project's students will be assigned to Farmland Elementary School, Tilden Middle School, and Walter Johnson High School. The portion of the Property located north of the intersection of Congressional Lane and Rockville Pike is located in the Richard Montgomery school cluster, and this portion of the Project's students will be assigned to Beall Elementary School, Julius West Middle School, and Richard Montgomery High School. The FY2018 City of Rockville School Test projects sufficient capacity at all of these schools. More specifically, Walter Johnson High School and Beall Elementary School are open conditionally due to the County Council's approval of placeholder projects through the County's Capital Improvements Program. The other four applicable schools are all currently open with available capacity.

Given that the City's APFO and APFS require a finding at Project Plan as to adequacy of public facilities for the entirety of the Project, and given the very long build-out of this Project (e.g., several decades into the future), the Applicant is proposing as part of discussions with the City that the APFO and APFS test for schools be revised with respect to Rockville Champion Projects (which, are by their very definition, large projects with long implementation times) to allow a finding of adequacy of school facilities at the time of each site plan application implementing the approved Project Plan. This will allow school capacity to be assessed closer in time to the actual implementation of the new development requiring such school capacity, and will present a more accurate analysis than would an APF determination at Project Plan for development that may not be fully implemented for upwards of 30 years. If at the time of each site plan application, adequate school capacity cannot be found, the Applicant is proposing a fee in lieu in order to achieve a finding of adequate capacity. The Applicant will work with City staff to identify changes to policy that may be necessary to best address the need to timely ensure that schools are adequate to accommodate new development as it happens.

Water Supply and Sewer Service: Adequate public water and sewer service will exist to serve the needs of the Project. Public water and sewer mains exist in public streets around the Project. Once the water and sewer authorization request is completed by the City of Rockville, the Applicant acknowledges that some of the existing mains downstream may have to be upsized as a condition of this development. At this time, the Applicant anticipates constructing sewer along Congressional Lane and Chapman Avenue, within the boundaries of the Property, as part of the first phase of the Project.

Mr. James Wasilak
January 24, 2018
Page 21

- (d) The Project will not constitute a violation of any provision of this Code or other applicable law.

The Project satisfies the requirements of the Zoning Ordinance.

The Property is zoned MXTD, which permits all of the uses proposed for the Project. Furthermore, as shown in the chart below, the Project satisfies the development standards for the MXTD Zone as detailed in Sections 25.13.05(b)(1) and 25.13.05(b)(2) of the Zoning Ordinance:

Category	Permitted/Required	Proposed for the Project
Height	200 feet ³	Up to 200 feet
Open Area	15% when residential dwellings are provided	Greater than 15% across the entirety of the Project; final amount proposed in each phase to be established with each site plan
Public Use Space	15% for Rockville Champion Projects	Greater than 15% across the entirety of the Project; final amount proposed in each phase to be established with each site plan
Minimum Width at Front Lot Line	10 feet	Greater than 10 feet
Setbacks		
Public right-of-way abutting	None	0 feet
Side (when non-residential land abutting)	None; 10-foot minimum if provided	10 feet
Rear (when non-residential land abutting)	None; 10-foot minimum if provided	10 feet
Build-to-line from centerline of Rockville Pike	126 feet, except 103 feet for Rockville Champion Projects that do not include access roads	105 feet

³ For Rockville Champion Projects, the Rockville Pike Plan permits buildings at higher heights than are allowed by zoning, if approved by the Mayor and Council. (p. 4-9) The ZTA permits building height for Rockville Champion Projects located in the MXTD Zone of up to 200 feet. The Applicant proposes height of 200 feet for Building 1, Building 6, and Building 7, on the basis of designation of the Project as a Rockville Champion Project.

Mr. James Wasilak
January 24, 2018
Page 22

The Project will also satisfy the “Special Design Regulations” for the MXTD zone established in Section 25.13.07(a) of the Zoning Ordinance as follows:

- (1) *Building Location – In order to meet the intent of the Master Plan, buildings in the MXTD Zone should be located at the front property line(s), including corner lots, or the build-to line where established by the Plan. Access to the rear, if required, should be via alleys. If access is required from the front, the driveway entry should be a portal penetrating the façade of the building. The continuity of the building façade must be maintained above the drive entry.*

Throughout the Project buildings are proposed to front the streets. Buildings 2, 9, 10, and 11 will all frame the central park space and are lower in scale (height) than the surrounding buildings. The diminished scale is intentional and provides a larger “core” of the project. Street walls are commonplace to provide a contiguous urban district. All parking garage penetrations to the buildings are designed as “portals” in the façade and are conveniently located for residents and guests. The “portals” only occur at the ground floor, allowing a continuous building façade above at upper levels. Service (loading) areas are located within Buildings 1, 2, 3, and 4, and behind Buildings 5, 6, and 7 via a concealed service drive, so as to provide a continuous pedestrian experience.

- (2) *Uses by Floor – The ground floor must contain retail or public-related service uses along those streets designated in the Master Plan as major pedestrian spines. Ground floor retail is the preferred use along other streets, but is not required. The ground floor should normally have a ceiling height of at least 15 feet. At the time of site plan review or project plan review, the Approving Authority may consider a lower ceiling height if appropriate in the particular circumstance. The upper floors may be additional retail, office, residential, or a combination of uses. If the building contains only residential units, the ground floor may consist of residential units, but should be designed to facilitate conversion to retail or other commercial uses.*

The primary use on the ground floor of each building façade will be restaurant and retail. Other uses within the mixed-use destination include building lobbies for residential buildings and office buildings. It is anticipated that the floor-to-floor height of the ground floor spaces will be between 20 and 25 feet in height, allowing for 15-foot minimum ceiling height for all tenants and interior spaces. The design of the ground floor will have a high level of detail, incorporate durable, timeless materials, and instill a vibrant and memorable sense of “place”. Upper floor uses will include retail, restaurant, theater, residential, and office.

Mr. James Wasilak
January 24, 2018
Page 23

- (3) *Facade – The façade design must be consistent with the standards set forth in subsection 25.13.05.b.2(a). Where the façade height exceeds 35 feet, the façade should include an expression line above the first floor level and a defined cornice line at the top of the façade wall.*

Because architectural design, including façade design, is very conceptual at this Project Plan stage, the Project will demonstrate satisfaction with this requirement at the time of site plan review.

- (4) *Fenestration – Generally, fenestration of the stories above the ground floor should be by individual framed windows. Continuous strip windows may be allowed by the Approving Authority if they are used to maintain compatibility with existing contiguous projects.*

Because architectural design, including fenestration, is very conceptual at the Project Plan stage, the Project will demonstrate satisfaction with this requirement at the time of site plan review.

- (5) *Sidewalks – Where sidewalks must be built new or rebuilt as part of redevelopment, they should comply with the provisions of Section 25.17.05.*

All sidewalks in the Project will comply with Section 25.17.05 of the Zoning Ordinance. If alterations are required, the Applicant will seek a waiver pursuant to Section 21-20 of the City Code.

- (6) *Parking – On-site parking must be provided in accordance with the requirements of Article 16. Parking must be located to the side or in the rear of the buildings unless ground floor retail is provided, in which case limited parking may be allowed in the front to serve the retail uses. Structured parking, either above or below grade, is preferred. Any parking structure facades visible from the street or a transitway must be treated in the same manner as the primary building facades. All parking must be screened to prevent vehicle headlights from shining into adjoining residential properties.*

Under the provisions of Section 25.16.03 of the Zoning Ordinance, 6,546 parking spaces are required to be provided in the Project (once the applicable credit for proximity to Metro, per Section 25.16.03(h)(3), and the shared parking space analysis, per Section 25.16.03(h)(6) is applied, all as indicated on the Project Plan's Development Data Table). The Project proposes to construct 3,732 total parking spaces, with the vast majority of the parking spaces provided either underground or in fully-screened above-ground structures. Thus, the Applicant seeks a reduction pursuant to Section 25.16.03(h)(1) of the Zoning Ordinance to permit 43% fewer parking spaces than would otherwise be required (once the applicable credits for proximity to Metro and shared

Mr. James Wasilak
January 24, 2018
Page 24

parking are applied), all as explained in further detail below in the “Other Requests, Variances, and Waivers” section.

In addition, the Project will satisfy the “Additional Design Guidelines” for the Mixed-Use Zones as detailed in Section 25.13.06 of the Zoning Ordinance, whose stated purpose in subsection (a) is “to establish guidelines that will promote the highest quality of development in the Mixed Use Zones”, and that “[n]ew development or redevelopment should be consistent with the intent and purpose” of these guidelines. The Project is or will be consistent with these “Additional Design Guidelines” as follows:

(b) Aesthetic and Visual Characteristics for All Zones

This subsection contains guidelines relating to facades and exterior walls, roofs, materials and color, items not permitted to face a public street, entryways, and screening of mechanical equipment. Due to the conceptual nature of the Project’s proposed architecture at this Project Plan stage, all of these items are better addressed at site plan, and at that time the Applicant will demonstrate the manner in which the Project is consistent with these guidelines.

(c) Site Design and Relationship to Surrounding Community

(1) Vehicular Access

To supplement the existing Rockville Pike street grid, the Applicant proposes to construct the north-south Chapman Avenue Extension from Halpine Road to the south to the northern edge of the Property, as well as the east-west Festival Street and Congressional Lane Extension connecting Rockville Pike and the Chapman Avenue Extension. Vehicular access to the Project will be via Festival Street and the Congressional Lane Extension, as well as the existing Halpine Road along the southern edge of the Property.

(2) Buffers

As previously discussed, there are no nearby residential uses, with the exception of the residents of The Galvan building in the Twinbrook Station project located on the south side of Halpine Road, which is itself a transit-oriented mixed-use development similar to the Project. The Property is surrounded by commercial uses along Rockville Pike to the north, south, and west and is separated from the nearest single-family residential neighborhood to the east by the Metro tracks and the CSX/MARC rail line.

(3) Outdoor Sales and Storage

Mr. James Wasilak
January 24, 2018
Page 25

The Project Plan does not propose any outdoor sales or storage at this time. Note, however, that as part of each subsequent site plan application, outdoor sales of products may be proposed as an extension of adjacent retail space, as is permitted under Section 25.13.06.c.3 of the Zoning Ordinance.

(4) Trash Recycling, Waste Oil/Grease Collection Area

The Project will comply with locational requirements for these facilities at the time of site plan review.

(5) Parking Lots and Structures

Nearly all parking in the Project will be located in underground facilities or fully screened aboveground parking structures, with the exception of the surface spaces located along the streets internal to the Project. Each building will have either its own underground or aboveground structured parking facility, or one located within a short walk, so as to efficiently serve the parking needs of residents, workers, and visitors to the Project.

(6) Pedestrian and Bicycle Flows

The Project creates a landscaped, pedestrian promenade along Rockville Pike and active streetscapes along Festival Street and the Chapman Avenue Extension to facilitate safe and accessible pedestrian and bike linkages to the Twinbrook Metro Station. Installing landscaping and hardscape improvements where only asphalt currently exists helps to create a safe and pleasant environment for walking and biking along the Rockville Pike corridor. In addition, a bike lane is proposed along the north side of Halpine Road, along with shared travel lanes along the Chapman Avenue Extension, Congressional Lane Extension, and Festival Street.

(7) Central Features and Community Spaces

The Project provides high-quality, activated public use spaces along its Rockville Pike frontage, Chapman Avenue Extension, and the east-west connector streets, as well as open area in the form of rooftop terraces and green roofs in Buildings 1, 2, 3, 4, 5, 6, and 7. More specifically, the Project will incorporate a substantial (over one acre) central park at the intersection of the Chapman Avenue Extension and Festival Street that will enhance and activate the public realm by inviting outdoor activity and community interaction at this urban mixed-use redevelopment.

(8) Delivery and Loading Spaces, Hours of Operation

The Project is not located adjacent to any residential neighborhoods, but rather is located next to other commercial facilities with similar delivery and loading needs to the Project.

Mr. James Wasilak
January 24, 2018
Page 26

Notwithstanding this, delivery and loading spaces are proposed to be located in service alleys behind the buildings so as to efficiently serve the needs of the uses in the Project while remaining tucked out of the way for aesthetic and functionality purposes.

(9) *Ancillary Uses*

All of the uses proposed for the Project are permitted in the MXTD Zone.

(10) *Noise Abatement*

The Applicant will demonstrate that the Project complies with this requirement at the time of site plan review.

(11) *Outdoor Lighting*

The Applicant will submit a lighting plan at the time of site plan review that demonstrates compliance with this requirement.

(12) *Landscaping*

The Concept Landscape Plan submitted with the Project Plan application demonstrates the manner in which the Project satisfies the City's landscape requirements as contained in the Landscaping, Screening and Lighting Manual.

The Project satisfies other applicable City laws.

The Project is designed to satisfy all other applicable City laws. The Project will provide 15% MPDUs, which satisfies the requirements of Chapter 13.5 of the City Code. The Project's Pre-Application Stormwater Management Concept Package (submission of which is included with this Application) satisfies the requirements of Chapter 19 of the City Code by providing environmental site design to the maximum extent practicable, utilizing green roofs and bio-planters, and stormwater management vaults and fee-in-lieu to satisfy the remainder of the stormwater management requirements. The Project will satisfy the afforestation requirements of Chapter 10.5 of the City Code through a mix of on-site plantings and fee-in-lieu. A Preliminary Forest Conservation Plan is being submitted concurrently with this Project Plan Application, which demonstrates compliance with these requirements. The Project will also satisfy the green building regulations contained in Chapter 5 of the City Code. Moreover, as referenced herein, the Project will meet the City's energy conservation standards contained in Chapter 5 of the City Code. The Concept Landscape Plan demonstrates the manner in which the Project satisfies the landscaping requirements contained in the City's Landscaping, Screening and Lighting Manual.

Mr. James Wasilak
January 24, 2018
Page 27

(the Applicant will address screening and lighting requirements at the time of site plan review of the Project).

With regard to signage for the Project, the Zoning Ordinance's signage provisions are extremely limiting, and not facilitative of an urban, mixed-use project such as this one. The Applicant will be seeking additional flexibility to exceed the Zoning Ordinance's current signage limitations with each subsequent site plan application that is filed implementing the Project Plan.

- (e) The Project will not adversely affect the natural resources or environment of the City or surrounding areas.

The Property has no natural resources or environmental areas on site, and, accordingly, redevelopment will not impair any existing natural resources or other environmental resources. Rather, the Project will improve the local environment by installing a modern stormwater management system, vegetation, and tree cover in excess of what currently exists on the Property.

OTHER REQUESTS, VARIANCES, AND WAIVERS

The Applicant is seeking approval of several variances and waivers in conjunction with the Application in order to implement the Project:

(1) **Parking Reduction**

The Applicant seeks a reduction pursuant to Section 25.16.03(h)(1) of the Zoning Ordinance to permit 43% fewer parking spaces than would otherwise be required for the Project (once the applicable credits for proximity to Metro and shared parking are applied). Pursuant to Section 25.16.03(h)(1), during review of a Project Plan in the MXTD Zone the Mayor and Council have the authority to reduce the required number of parking spaces to be constructed provided that one or more of the following criteria are satisfied:

- (a) *A major point of pedestrian access to such building or buildings is within seven-tenths of a mile (3,696 feet) walking distance of a transit station entrance shown on the Washington Metropolitan Area Transit Authority Adopted Regional Rail Transit System.*
- (b) *There are three (3) or more bus routes in the immediate vicinity of the building or buildings.*
- (c) *There is a major public parking facility available to the public within 1,000 feet of a building entrance.*

Mr. James Wasilak
January 24, 2018
Page 28

- (d) *Where the size of the lot is so small that meeting the parking requirement would prevent redevelopment.*
- (e) *Where there is a bikeway in close proximity to the site and the applicant demonstrates that the uses in the proposed development are conducive to bicycle use.*
- (f) *For any other good cause shown.*

The Project satisfies four of these criteria (subsections (a), (b), (c), and (f)) as follows. (i) A major point of pedestrian access to the Project is located approximately 600 feet from an entrance to the Twinbrook Metro Station. Furthermore, the entire Property is located within a quarter-mile radius of the Twinbrook Metro Station. (ii) Several Metrobus and Ride-On bus routes are located in the immediate vicinity of the Project, and the Project is served by conveniently located bus stops. In addition, the Twinbrook Metro Station is a hub for numerous Metrobus and Ride-On bus lines that effectively and efficiently link the Project to the rest of the region. Therefore, the Project is well-served by Metro, Metrobus, and Ride-On bus, all of which will serve to further reduce the demand for parking within the Project itself. (iii) A WMATA public parking facility fewer than 1,000 feet from a proposed building entrance to the Project has recently been constructed, and contains over 1,000 parking spaces. (iv) The Project is a model transit-oriented development with excellent proximity to Metro and bus service. The Project's proximity to transit will encourage transit ridership and ease traffic congestion and vehicle-related environmental impacts. (v) Alternative transportation modes such as Uber, ZipCar, Capital Bikeshare, and other forms of ride-sharing are rapidly gaining prevalence, and it is expected that usage of these alternatives will only continue to increase, particularly in urban, transit-proximate areas such as this. For these reasons, the Mayor and Council have good cause to approve the Applicant's parking reduction request.

(2) Retail Floor Area

The Applicant is seeking a waiver from Section 25.13.05(c)(6) of the Zoning Ordinance so that the Project can include retail commercial uses by a single tenant occupying more than sixty-five thousand (65,000) square feet of floor area at the ground level of Building "1". Pursuant to a ZTA introduced by the Mayor and Council on January 22nd, the Mayor and Council may allow the floor area limit for a single tenant to increase to no more than 100,000 square feet of floor area at the ground level and at each additional floor. The ZTA provides certain conditions of approval related to this waiver, which the Applicant will demonstrate compliance with at the time of each site plan application.

(3) Abandonment of Unused Portion of Halpine Avenue

Mr. James Wasilak
January 24, 2018
Page 29

Pursuant to Section 21-96 of the City Code, the Applicant is requesting that the Mayor and Council approve the abandonment of an approximately 1,253-square foot portion of Halpine Avenue located within the Property boundaries. An Application for Street Closing and Abandonment has been concurrently filed along with this Project Plan Application.

(4) Elimination of Right-of-Way Truncation

Pursuant to Section 25.21.16.b.9 of the Zoning Ordinance, “[p]roperty lines at street intersections must be rounded with a radius of twenty-five (25) feet or of greater radius where the Commission may reasonably deem it necessary.” Such right-of-way truncation is not reasonably deemed necessary in an urban development such as the Project, where vehicles will be traveling at a low rate of speed. Notwithstanding, to the extent necessary the Applicant is requesting a waiver from this requirement per Section 25.21.07, which permits the City of Rockville Planning Commission to grant such, if the Planning Commission finds that “undue hardship will result from strict compliance with any requirement of this chapter” ... “so that substantial justice may be done if the public health, safety, aesthetics, or general welfare will not be impaired and the waiver will not be contrary to the intent and purpose of the plan or this chapter.”

The Applicant is seeking a waiver from the standard truncation requirement for the intersections of the Chapman Avenue Extension with Festival Street and Congressional Lane, the Congressional Lane intersection with Rockville Pike, and the Festival Street intersection with Rockville Pike. The Applicant is seeking this waiver in order to design the right-of-way lines to intersect without any truncation for these intersections. The space that will remain in the right-of-way is of sufficient area to provide the required sidewalk ramps and pedestrian movements. Furthermore, the zero truncation will not affect sight distance at the adjacent intersections as the intersecting streets have a stop condition. Standard truncation would require the corner of the below-grade garage and proposed building to be pulled back, resulting in a diminished architectural presence and requiring additional signage. The interior of the building will have reduced available square footage. One of the key components to establishing a pedestrian-friendly urban environment is the creation of a defined street wall with building faces sufficiently close to the street to frame a pedestrian-scaled public realm. A building wall facing and near the corner will help to create this desired edge for the streetscape and as a result help to promote decreased vehicular speeds while emphasizing the importance of the pedestrian realm.

CONCLUSION

The Project meets the purposes and standards of the MXTD Zone, satisfies and exceeds the visions, objectives, and recommendations of the Rockville Pike Plan, and fulfills the Project Plan standards established in Section 25.07.01(b)(2) of the Zoning Ordinance. This Project provides an opportunity to provide a high-quality mixed-use development with residential, office,

Mr. James Wasilak
January 24, 2018
Page 30

entertainment, retail, and restaurant uses; to improve upon the existing outdated single-story commercial uses and surface parking on the Property; and to provide much-needed vehicular and pedestrian linkages and improvements between the Twinbrook Metro Station and Rockville Pike. As a Rockville Champion Project, Twinbrook Quarter will redefine this part of the City as one of the most desirable places in the entire region to live, work, shop, recreate, dine, and enjoy.

LIST OF ENCLOSED APPLICATION PLANS AND MATERIALS

- (1) Completed Project Plan Application;
- (2) Application Filing and Sign Fee;
- (3) Project Description and Scope of Work Narrative;
- (4) Pre-Application Area Meeting Number 2018-00107 notes (dated September 14, 2017) and Development Review Committee meeting evaluation from staff (dated September 28, 2017);
- (5) Proposed Post-Application Area Meeting date of March 1, 2018, to be held at the Hilton Hotel;
- (6) Concept Site Development Plan, prepared and certified by a professional engineer (15 copies);
- (7) Approved NRI/FSD (approved on April 17, 2017);
- (8) Conceptual Building Elevations and Floor Plans (3 copies);
- (9) Comprehensive Transportation Review Report (with required fee, and copy to CPDS);
- (10) Concept Landscape Plan (6 copies);
- (11) Preliminary Forest Conservation Plan;
- (12) Pre-Application Stormwater Management Concept Package (with required fee);
- (13) Water and Sewer Authorization Application;
- (14) Fire Protection Site Plan;
- (15) Public Use/Open Area Plan;

Mr. James Wasilak
January 24, 2018
Page 31

- (16) Proposed Street Sections Exhibit;
- (17) Circulation Exhibits;
- (18) Infrastructure Phasing Plan; and
- (19) Electronic version of all materials.

Thank you for your consideration of this Application. Should you have any questions or need any additional information, please feel free to contact us.

Very truly yours,

LINOWES AND BLOCHER LLP

C. Robert Dalrymple, H.D.

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Holly

Heather Dlhopsky

Matthew M. Gordon, H.D.

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Enclosures

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