TITLE: Monrovia Town Center - 75 & 80 Dragway General Commercial Site

FILE NUMBER: SP-13-03, AP #13427, FRO #13429 & APFO #13428

REQUEST: Planned Commercial Site Development Plan Approval
The Applicant is requesting Planned Commercial Site Development Plan approval for 154,722 s.f. of commercial uses in fourteen (14) buildings on a 15.46-acre site.

PROJECT INFORMATION:
ADDRESS/LOCATION: Intersection of Green Valley Road (MD 75) and Fingerboard Road (MD 80) [northwest quadrant]; site of former 75-80 Dragway
TAX MAP/PARCEL: p/o Tax Map 97, Parcel 00
COMP. PLAN: General Commercial (GC)
ZONING: General Commercial (GC)
PLANNING REGION: Urbana
WATER/SEWER: W-4/S-4

APPLICANT/REPRESENTATIVES:
APPLICANT: 75-80 Properties, LLC
OWNER: - Same –
ENGINEER/PLANNER: Harris, Smariga & Associates, Inc.

STAFF: Denis Superczynski

RECOMMENDATION: Conditional Approval

ATTACHMENTS:
Exhibit 1 - Site Plan Rendering
Exhibit 2 - Modification Requests - Loading Space Reduction, Parking Space Reduction, Alternative Loading Space Plan
Exhibit 3 - Signed APFO Letter of Understanding (LOU)
The Applicant is requesting Planned Commercial Site Development Plan Approval for a commercial center consisting of 14 buildings totaling 154,772 s.f. on a 15.46-acre site. The proposed uses are to be located in new structures on the site of the former 75-80 Dragway situated at the intersection of MD 80 (Fingerboard Road) and MD 75 (Green Valley Road), south of the village of Monrovia. The Site Development Plan is being reviewed as a planned commercial development, allowing for multiple principal uses or buildings on a single, un-subdivided site. The Site Plan would establish a clear and simple internal private drive pattern with primary State highway connections to MD 80 and MD 75 while providing multiple local street connections into the adjacent Monrovia Town Center PUD. The proposed uses are being reviewed as those uses permitted, or permitted with site development plan approval, in the General Commercial zoning district generally under the heading of Commercial Uses-Retail and Commercial Business and Personal Services per Section 1-19-5.310 (Use Table) in the Zoning Ordinance. Specific users have not been identified at this point in the project, therefore several headings have been identified within the Use Table. As the project moves forward each individual user will be required to obtain, at a minimum, staff level Site Development Plan approval to verify that the proposed land use meets the requirements of the zoning ordinance and adheres to the proposed plan.
The subject Site has been the location of the 75-80 Dragway since 1960. The proposed development is located approximately one mile south of the village of Monrovia where MD 75 passes under the CSX freight rail line. The two predominant land uses in the vicinity of the proposal are agriculture and low density residential. Much of the land situated to the east and northeast of the proposed site has been developed as low-density (well and septic) housing on 1-acre lots. To the west, large areas of farmland form a substantial undeveloped agricultural tract separating the future Monrovia Community Growth Area from development at Urbana. Immediately to the west of the combined Monrovia Town Center (PUD/GC) site sits the planned and previously-approved Landsdale PUD approved for a residential development of over 1,100 homes. At the intersections of MD 75 and MD 80 a few commercial and institutional uses operate including a small liquor store, a bank, a fire station, and the Green Valley Elementary School.

In 2014, the Monrovia Town Center PUD – with an associated DRRA and APFO Letter of Understanding that includes the commercial center property - was approved by the Board of County Commissioners.

The site plan for this project (SP-13-03) is intended to serve the Monrovia Town Center PUD and act as a focal point and activity center for the neighborhoods in the greater growth area.
**Existing Site Characteristics**

The Monrovia Town Center General Commercial Site is occupied by several small buildings and other structures that comprise the former 75-80 Dragway. The first 1200 feet of the race track itself is contained within the site, though the track continues northwesterly well into the PUD-zoned parcel. The site is generally triangular in shape with its western point defined by the boundary between the PUD and GC zoning districts. The site slopes gently downward toward the west and south. Much of the site is in impervious cover. While the site is situated near the intersection of MD 75 and MD 80, two intervening parcels – the Wilcom Inn and a Potomac Edison substation – prevent the parcel from claiming substantial MD 80 frontage. The realignment of the intersection of MD 75 and MD 80 will consume the property currently home to the Wilcom Inn. In its post-development state, the commercial center property will have frontage on the northwestern corner of the intersection.

Most of the Site remains cleared of woody vegetation, although there remain isolated areas with a small number of trees. Development grading will result in a significantly flatter character to the site. Notably, at what is proposed as the primary entrance onto MD 75 from this development (at Town Center Drive), a retaining wall is proposed to allow for a steeper drop-off than would otherwise be practical given the design of the Site.
ANALYSIS
Summary of Development Standards, Findings, and Conclusions

The site of this proposed Planned Commercial Development is located in the General Commercial (GC) zoning district and must comply with the general Site Plan Review standards (Section 1-19-3.300.4) as well as the Planned Commercial/Industrial Development standards established in Section 1-19-10.300 of the Zoning Ordinance.

Key issues related to the proposed Site Plan include:
- Building orientation, massing, and design
- Integration of the commercial town center into the residential PUD
- Minimization of a ‘pad site’ pattern on this site by encouraging the development of a commercial street or boulevard as the central organizing feature
- Maximizing the efficiency and clarity of the internal circulation on the site
- Seeking an appropriate compromise between drive aisle width and parking space depth
- Managing multiple auto-oriented as well as pedestrian-oriented uses on a constricted and oddly configured parcel
- Managing access from this site onto the public and private street network
- Encouraging reduced parking/dedicated loading spaces to allow for a denser collection of commercial uses
- Seeking safe pedestrian access to and within the site
- Creation of a common public space linking the PUD and GC portions of the Monrovia Town Center developments

Staff worked with the Applicant over the course of 18 months to refine the Site Development Plan for this project and provide for a functional layout that includes a high density of uses on a somewhat restricted site. The Applicant is pursuing Planned Commercial Development approval, rather than subdividing the site into individual parcels, in order to provide for the most efficient and cohesive use of land. This process minimizes the need for separate access points for each individual land use, and attempts to create a seamless transition between the residential, institutional, and commercial components of the overall project.

Detailed Analysis of Findings and Conclusions
Site Development Plan Approval shall be based upon the criteria found in Section 1-19-3.300.4 Site Plan Review Approval Criteria of the Frederick County Zoning Ordinance.

Site Development, Section 1-19-3.300.4 (A): Existing and anticipated surrounding land uses have been adequately considered in the design of the development and negative impacts have been minimized through such means as building placement or scale, landscaping, or screening, and an evaluation of lighting.

Findings/Conclusions

1. Dimensional Requirements/Bulk Standards, Section 1-19-6.100: As provided in section 1-19-10.300(C)(3)(b) of the Zoning Ordinance, setbacks and height for Planned Commercial developments are established by the Planning Commission based upon the underlying zoning, the location of the proposed development within the county, consideration of existing and planned development, and applicable county community and corridor plans. The site is zoned GC which requires a front yard setback for commercial uses of 25 feet; a side yard
setback of 8 feet; and, a rear yard of 25 feet. These standards are generally satisfied in this Site Plan. Despite the irregularity of the shape of the lot, and the absence of a regulatory purpose in defining a rear yard within the context of a planned commercial site, Staff finds that the Site under a conventional General Commercial development would be determined to be a corner lot and would thus have no rear yard. The maximum building height in the GC district is 60 feet. Although all structures are labeled as being one story in height, the dimensional note (Note #2, Sheet 1) provides additional detail in stating that typical building height will be 20 feet for all but Building #12 which will have a maximum height of 35 feet. Although no community or corridor plans exist for this area, the site is located in a growth area intended for commercial and residential development.

The proposed Site Plan is designed to resemble, in layout and function, a commercial town center. Although the buildings will be constructed on one parcel, their location and arrangement respects the notion of setbacks and building restriction lines as they are outlined in the Zoning Ordinance. The buildings are separated by more than the minimum 10' as required by the Planned Commercial Development standards. Staff would encourage the Applicant to consider utilizing architectural solutions in the town center that provide for additional building height taking into consideration traditional architectural elements such as clock towers, steeples, parapet walls, and other vertical features that contribute character to pedestrian-oriented streetscapes and neighborhoods.

The minimum lot area required in the GC District is 12,000 s.f. and is far exceeded by this project. Required lot width is 100 feet and is exceeded by this project. Staff recommends approval of the proposed setbacks and building heights, as proposed on the Site Development Plan for redevelopment of this site as a coordinated grouping of commercial uses.

<table>
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<tr>
<th>Minimum Front Yard:</th>
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<td>Proposed Front yard setback (MD 75):</td>
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<th>Minimum Side Yard:</th>
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<td>Proposed Rear yard setback:</td>
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<tr>
<th>Maximum Building Height:</th>
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<tr>
<td>Proposed Maximum Building Height:</td>
<td>35 ft. (Bldg #12 is tallest structure proposed)</td>
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2. **Signage, Section 1-19.6.300:** Signage proposed must comply with Zoning Ordinance Sections 1-19-6.300 through 1-19-6.340. As a Planned Commercial Development, the signage for the proposed project is based on the following calculation: 20 times the square root of the total building frontage per primary structure. Structures with multiple primary entrances are allotted additional frontage to accommodate signage needed to identify commercial users at the points of entry. Total building frontage for the purpose of determining the permitted signage for this Site is 2,554 feet. The Applicant has provided a table on Sheet 1 of the Plan (Note 7) that explicitly lists the calculated frontage for each of the fourteen buildings proposed. Based on this calculation, the total permitted signage allowance (in square feet) for this site would be 1011 s.f. with the total allotment to be distributed among the individual uses. Each individual use will be required to submit a sign permit for review and approval to ensure that the maximum sign allotment is not exceeded. Two monument signs
are proposed at the primary entrances to the development (from MD 80 and from MD 75). Staff concurs with the calculations for allowable signage derived from building frontage as shown in the table in Note #7.

3. **Landscaping and Screening, Section 1-19-6.400:** The Applicant has provided a landscape plan in accordance with Zoning Ordinance Section 1-19-6.400. Landscaped screening of parking areas is generally sufficient as shown. However, an additional row of screening shrubs should be planted to further screen the dumpster enclosures serving Buildings #8 and #14. Street trees are adequate to meet the requirements of the Zoning Ordinance and are appropriately specified in the Plant List to provide a variety in species. The Site includes 1,030 feet of frontage along two public roadways for the purpose of calculating the required number of street trees in the Site Plan. Twenty-two street trees (plus 7 Kwanzaan Cherry Trees) are proposed along these frontages. While the Cherry trees are not typically considered street trees for the purpose of the Ordinance, the smaller section of road frontage – along MD 80 on the southern tip of the Site – does not run parallel to MD 80. It is the recommendation of Staff that the Planning Commission accept the 29 trees provided as adequate to satisfy the requirement given that the Applicant is proposing a continuation of the street tree planting along the entirety of its MD 80 frontage despite the existence of an intervening property. The proposed street tree spacing throughout the Site also generally satisfies the Ordinance requirement of 35 feet between trees.

Utilizing a mature canopy cover of 707 square feet per tree, the Applicant provides a calculation in a note on the landscape plan that the tree canopy standard of 20% coverage is satisfied through the planting of 66 trees on the Site. While a visual inspection of the Site Plan appears to verify this note, the Applicant must submit further information demonstrating that the tree canopy shading actually falls upon the paved surfaces serving as vehicular parking spaces on the Site.

4. **Lighting, Section 1-19-6.500:** The Applicant has provided a lighting plan in accordance with Zoning Ordinance Section 1-19-6.500. Multiple 18 ft. tall pole-mounted lamps – and some building mounted fixtures - are provided on site as shown on the lighting plan. The pedestrian-oriented area along Town Center Drive is also illuminated through the use of the 18 ft. pole-mounted fixtures but must utilize fixtures mounted no higher than 14 feet high per Section 1-19-6.500 (B) (1).

**Conditions:** The Applicant must reduce the height of pole-mounted lighting along Town Center Drive as well as in transition areas located between the PUD boundary and the north sides of Buildings #1, 2, 6, 7 & 9.

Additional vegetative screening shall be provided along the sides of the recycling/refuse enclosures facing MD 80 and MD 75.

The Applicant must provide an actual calculation demonstrating that the tree canopy shading falls upon the paved surfaces serving as vehicular parking spaces on the Site and that the amount of canopy coverage exceeds 20% of the total parking area.

**Transportation and Parking, Section 1-19-3.300.4 (B):** The transportation system and parking areas are adequate to serve the proposed use in addition to existing uses by providing safe and efficient circulation, and design consideration that maximizes connections with surrounding land uses and accommodates public transit facilities. Evaluation factors include: on-street parking
impacts, off-street parking and loading design, access location and design, vehicular, bicycle, and pedestrian circulation and safety, and existing or planned transit facilities.

Findings/Conclusions

1. **Access/Circulation**: The Applicant proposes a Site Plan that gains access to the State Highway network through direct connections to Green Valley Road (MD 75) and Fingerboard Road (MD 80) while providing full integration into the street network being developed in the Monrovia Town Center PUD. This design approach to vehicular and pedestrian circulation maintains the necessary access for regional trips via the State roads while allowing local traffic – in cars and on foot – to choose the most convenient mode and route. With more than seven (7) local street interconnections planned for the Site, much of the local and neighborhood traffic should be dispersed amongst these roads including an anticipated higher number of pedestrians than is typical in mid-size commercial retail developments. An internal road connection through the PUD will provide an additional indirect access point onto MD 80 near the proposed site of the fire station. Staff and the applicant evaluated multiple layouts to ensure that the access and circulation pattern minimizes conflict and aids traffic flow to and within the site, including access for retail deliveries to all proposed buildings on the Site. While Town Center Drive forms the circulation spine of this development, the two main cross streets also aid significantly in providing a functional pattern for vehicular movement within the greater Monrovia Town Center development (PUD and GC properties). Monrovia Town Way forms a primary north-south pathway for vehicles entering or exiting the State road network at MD 80 or MD 75 and also provides a convenient street connection into the PUD connecting to Mallard Run Road. Monrovia Town Way acts as part of the functional east-west collector joining MD 75 and Ed McClain Road and serving as the primary artery between the Landsdale and Monrovia Town Center communities. Monrovia Town Way also serves as the frontage aisle facing the presumed grocery store (Building #12) and has been designed to calm through-traffic passing the store or seeking access to the commercial pad sites located on the edges of the parking lot. Sweet Straw Drive and Westside Drive provide the primary link to the commercial Site from within the PUD, serving as a slow-speed neighborhood collector defined by the Neighborhood 2 recreational amenities (‘Future Clubhouse’) site, the village green, and ultimately a dual terminus point at a vehicular roundabout on Town Center Drive. The street network is designed in such a way so as to create the opportunity for a centralized public space at the junction between residential and commercial uses. As is the case at all four of the primary pedestrian connections between the PUD and GC developments, crosswalks emanate from bump-outs designed to shorten the length of the street crossing for visitors on foot.

Circulation surrounding the two drive-through uses on the site – Buildings #11 and #13 – is adequate and functional with significant queueing space provided at both sites.

2. **Connectivity, Section 1-19-6.220 (F)**: The Site, as planned, is well connected to the local road network as well as to the State highway system. As previously noted, the north-south streets serving the GC project provide good connectivity to the planned east-west collector road which will allow for direct and local access to this Site by residents of Landsdale.

3. **Public Transit**: This site is not currently served by any County or regional transit service. The design and arrangement of roads and buildings, as well as the integration of the PUD and GC components of the Monrovia Town Center project, provide a strong foundation for future bus transit through the Site.
4. **Vehicle Parking and Loading, Section 1-19-6.200 through 1-19-6.220:** Pursuant to Section 1-19-6.220 of the Zoning Ordinance, parking space requirements have been derived from a base calculation for Shopping Centers, or 4.5 spaces per 1,000 s.f. of gross retail space.

With an indeterminate mix of commercial uses proposed at this time, a precise calculation based upon each single use and each individual structure is impractical and does not allow for the likelihood that specific uses will change and evolve over time on this Site. Furthermore, the design of the commercial town center substantially increases the probability that shoppers will visit multiple locations on any given trip thus reducing the total number of parking spaces needed to support the individual uses if located on autonomous sites.

**Total Parking Spaces Required (4.5 spaces/1,000 s.f. commercial use):** 697 spaces  
**Total Parking Spaces Provided:** 661 spaces

The Applicant has requested a parking modification (see attached) under Section 1-19-6.210(A) to allow 36 spaces fewer than the required number of parking spaces on the Site.

Parking is evenly distributed across the site and is adequate to support an array of uses typical in a commercial retail development. Shared parking opportunities are available due to the general configuration of the individual uses and structures allowing for some flexibility during times of unusually high demand for vehicle parking at any given building in the development. On-street parking along Town Center Drive is also provided, in consultation with Staff, with the ultimate goal of providing high-convenience parking spaces that can provide access to multiple structures and destinations within the development. These on-street spaces are included in the parking calculations. Staff is satisfied that the requested reduction in parking spaces will meet the functional requirements for the Site due to the likelihood of space sharing, off-set hours of peak operation, convenient pedestrian access to the site, and multi-destination visits to the commercial center. The reduced parking also reflects the on-going effort of the County to minimize the overall footprint of impervious surface area within new and redeveloping projects.

The Applicant has requested a modification (see attached) under Section 1-19-6.210(D) to allow for the proposed alternative loading space plan for the Site. This plan seeks to allow two (2) large loading spaces serving Building #12 instead of the required six (6) large loading spaces; and, to allow two (2) large and the equivalent of sixteen (16) small loading spaces (through the use of restricted parking hours along on-street parking locations distributed throughout the Site) serving Buildings #1 through #11. An attached exhibit illustrates the proposed locations for off-hours deliveries using restricted parking regulations as is the norm in most town and city commercial districts. The largest commercial structure proposed on this Site, Building #12, will provide two large loading spaces directly serving that particular use. Buildings #13 and #14 will have access to proprietary loading spaces while Building #11 would rely solely on restricted hours loading opportunities if needed.

5. **Bicycle Parking:** The Zoning Ordinance requires 1 rack of bicycle parking to be provided for each 20 auto spaces - a minimum requirement of one, a maximum requirement of ten - for buildings 5,000 s.f. in size or greater. One bicycle rack can accommodate two parked bicycles. The Applicant has provided the maximum requirement of 10 bicycle racks (accommodating 20 bicycles) and the racks are distributed throughout the Site in a reasonable attempt to provide ample bike parking for users throughout the commercial area. The Applicant has included the appropriate reference to the Frederick County Bicycle Parking Design Guidelines on sheet 2 of the Site Plan.
6. **Pedestrian Circulation and Safety, Section 1-19-6.220:** Pedestrian access to and from the site is accommodated primarily via the sidewalk connections emanating from the northwestern edges of the site and connecting to the PUD adjacent to this Site. Direct pedestrian connections across MD 75 are considered and accommodated at the intersection of Town Center Drive and MD 75. This will likely form a key pedestrian connection to the eastern side of the PUD as well as the site of the future high school less than a quarter of a mile from the commercial development on this Site. Pedestrian connections to the PUD are plentiful and well-articulated and should function well enough to result in a reduced parking demand at the commercial shops as nearby residents choose instead to walk to their destinations. Furthermore, the divided ‘boulevard’ layout of Town Center Drive permits safe, intermediate stopping points for late or slow pedestrian crossing this main thoroughfare.

The Applicant is proposing three pedestrian aisles within the large parking area serving Buildings #11-14. Staff requested two internal, dedicated pedestrian aisles located within or alongside ESD Areas #11 and #12. The Applicant has provided a dedicated pedestrian aisle parallel to ESD #11 and is proposing only a dedicated crossing point leading from ESD Area #12 to the storefront of Building #12 where it crosses Monrovia Town Way. Under most conditions, pedestrians will be able to negotiate the parking aisle safely before having to cross this large parking area. However, a pedestrian aisle alongside ESD #12 will provide a convenient and safe pedestrian access to serve the parking field between Building #12 and Building #14.

**Conditions:** The Applicant must receive approval for a modification of the loading space requirements to permit the alternative loading space plan as proposed.

The Applicant must receive approval for a modification of the parking space requirements to permit 661 spaces where 697 spaces are required under the Zoning Ordinance.

The Applicant shall provide an additional dedicated pedestrian aisle within or alongside ESD #12 in the large parking lot serving Buildings #12 - #14.

**Public Utilities, Section 1-19-3.300.4(C):** Where the proposed development will be served by publicly owned community water and sewer, the facilities shall be adequate to serve the proposed development.

**Findings/Conclusions**

1. **Public Water and Sewer Service:** The site is to be served by public water and sewer and is classified W-4/S-4. The Applicant has submitted an application to amend the Water and Sewer Plan designation of this property to W-3/S-3. The Board of County Commissioners hearing on this request is currently scheduled for November 20, 2014.

**Natural Features, Section 1-19-3.300.4(D):** Natural features of the site have been evaluated and to the greatest extent practical maintained in a natural state and incorporated into the design of the development. Evaluation factors include topography, vegetation, sensitive resources, and natural hazards.
Findings/Conclusions

1. **Topography**: Although much of the site on either side of the existing race track is relatively flat, the Site does rise significantly along its northern edge and drop off along its southern and western edges. The proposed Site Plan will include significant re-grading of substantial portions of the center of the site particularly in the areas surrounding the largest structure (Building #12). Re-grading of the Site at this location is necessary to provide optimal functionality in terms of building placement, street alignment, and interconnectivity with the PUD adjacent to the commercial center. Final grade at the Town Center Drive entrance onto MD 75 will dictate the use of a retaining wall in order to maintain a level and functional street entrance from the state highway.

2. **Vegetation**: The Applicant is proposing a landscape plan in accordance with Zoning Ordinance Section 1-19-6.400. The site is no longer in a pre-development vegetative state having been the site of an operating dragway since 1960 and in agricultural use in previous centuries.

3. **Natural Hazards**: Based on available mapping, no wetlands, flooding soils, or FEMA floodplain are located on the site.

Other Applicable Regulations

In making a determination as to whether the Planned Commercial Development shall receive approval, the Planning Commission shall consider the purpose and intent found in §1-19-10.300(A) as well as the **Design Standards** in §1-19-10.300(C) of the Frederick County Zoning Ordinance:

**Planned Commercial/Industrial Development §1-19-10.300(A):** The intent of the Planned Commercial/Industrial Development standards is to encourage the concentration of complementary uses grouped adjacent to major thoroughfares, provide for well-planned development on sites with adequate frontage and depth to permit controlled access and maximum convenience and efficiency for users, and to allow for more than one principal use or building on a single lot where, due to the size and location of the development, and its relationship to surrounding properties, a flexibility of planning may be permitted without disturbance to the harmony of the neighborhood.

1. Purpose and Intent: Staff finds that the design of the Site provides for a concentration of complementary uses and creates the opportunity for commercial development that avoids some of the disadvantages of conventional sprawling strip development while allowing for the development of controlled and safe vehicular and pedestrian access points serving the Site. The allowance for multiple buildings and uses on this single Site serves the purpose of creating a flexible layout that is best suited for integration with the adjoining residential neighborhoods planned in the Monrovia Town Center PUD.

**Planned Commercial/Industrial Development §1-19-10.300(C):** The Planning Commission shall consider the following design standards when reviewing the plan and setting conditions for approval:

1. **Layout**: Staff has worked with the Applicant to create a plan for the site that allows orderly, safe, and efficient vehicular and pedestrian movement within and across the property while supporting uses likely to serve both a neighborhood and regional purpose. To the extent possible with this site layout, the Applicant has eliminated points of severe vehicular conflict and provided a legible circulation structure that should be navigable by frequent, as well as new, visitors to the development. The provision for a commercial ‘main street’ – Town Center

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Drive – as the key organizing feature of the development is critical as it establishes opportunities for practical transitions into the adjacent residential uses within the PUD. The buildings planned for this project are arranged in a unified and organized manner and make the future subdivision of individual lots a viable proposition. The internal circulation on the site would also support such future subdivision since all building locations would maintain road frontage.

2. **Use**: The proposed uses are noted (Note #1, Sheet 1) as being in accordance with the underlying General Commercial zoning. The proposed uses are being reviewed as those uses permitted, or permitted with site development plan approval, in the General Commercial zoning district under the heading of *Commercial Uses-Retail* and *Commercial Business and Personal Services* per Section 1-19-5.310 (Use Table) in the Zoning Ordinance. As the project moves forward each individual user will be required to obtain, at a minimum, staff level Site Development Plan approval to verify the land use meets the requirements of the zoning ordinance and adheres to the proposed plan.

3. **Bulk regulations**: Setbacks and height restrictions are to be established by the Planning Commission based upon the underlying zoning. Setbacks as shown in the Site Plan are appropriate within the planned arrangement of commercial buildings and uses.

4. **Building separation**: All structures on the site are separated by at least ten (10) feet of distance. Buildings #10 and #12 are attached structures and do not require such separation.

5. **Minimum off-street parking requirements**: Off-street parking is provided in a way that meets the requirement for each use, yet is distributed across the site to allow for informal shared parking opportunities. Parking requirements will be met if the Planning Commission approves the requested modifications.

6. **Minimum landscaping, screening, lighting, and signage**: The Site Development Plan meets the minimum requirements for these elements as discussed earlier in this report with the exception of the necessary reduction in lighting pole height, and vegetative screening of refuse/recycling enclosures serving Buildings #8 and #14.

7. **Reference to Supplementary Regulations**: This Site Development Plan is subject to the supplementary regulations in §1-19-7.510:

   (A) **Access requirements §1-19-7.510(A)**: All access points into the Site are combined (entry/exit) and shared by multiple users within the project. All dimensional regulations are satisfied.

   (B) **Vehicle and pedestrian circulation**: The internal circulation plan for this site meets the requirements of the Zoning Ordinance as reviewed and discussed previously within this staff report.

   (C) **Signs**: The use of free-standing signs at the entrances to the Site precludes the allowable 25% increase in signage area.

   (D) **Storage and operations**: No outdoor storage is requested other than that required for the temporary keeping of refuse and recyclable material. A note must be placed on the Site Development Plan to this effect.
(E) Refuse and recycling: Appropriate shared locations for dumpsters and their enclosures are provided for the buildings identified in this Site Plan. While no specific architectural treatment of refuse/recycling enclosures has been provided by the Applicant, most of the enclosures are heavily screened from public view. The exceptions - Building #8 and Building #14 – should include some additional vegetative screening along their sides facing public roadways (MD 80 and MD 75). The Applicant shall also demonstrate, through the submittal of typical architectural treatments for these enclosures, that the construction of these enclosures will provide a complete and opaque screen of the receptacles within.

Stormwater Management – Chapter 1-15.2: Storm water management (SWM) shall be designed in accordance with the 2009 Maryland Storm Water Design Manual, including all revisions and all supplements. A stormwater management Concept Plan has been reviewed and approved by County engineering staff.

APFO – Chapter 1-20:

1. **Schools** – Schools are not impacted because the proposed development is a non-residential use.

2. **Water/Sewer** – The site is to be served by public water and sewer and is classified W-4/S-4. The Applicant has submitted an application to amend the Water and Sewer Plan designation of this property to W-3/S-3. The BoCC hearing on this request is currently scheduled for November 20, 2014. Public water and sewer will be extended to the Site as provided for in the APFO LOU signed on May 29, 2014 as part of the Monrovia Town Center DRRA (#12-06).

3. **Roads** – An APFO Letter of Understanding for this Site, and the Monrovia Town Center PUD project, was signed on May 29, 2014 as part of the Monrovia Town Center DRRA (#12-06). The Applicant will be required to mitigate failing conditions and make payments into established escrow accounts for local road improvements.

Forest Resource Ordinance (FRO) – Chapter 1-21: This development is subject to FRO. A Preliminary FRO plan - which includes the properties of the Monrovia Town Center PUD and the Monrovia Town Center 75 & 80 Dragway commercial center - has been submitted and is currently under review. The subject Sites contain 50.61 acres of forest, of which approximately 19.74 acres are proposed to be removed. The Applicant is meeting FRO requirements by preserving approximately 30.87 acres of existing forest and planting 58.52 acres of new forest. The Applicant is proposing to remove 4 specimen tree (trees 30" or greater in diameter). Per 1-21-40 (B) of the FRO, nonhazardous specimen trees must be retained unless a modification is granted by the FCPC. All four specimen trees are in poor condition, exhibiting structural defects, and are potentially hazardous. Hazardous trees may be removed without a FCPC modification. All other specimen trees will be retained and protected. The Preliminary FRO plan must be approved (stamped and signed) prior to Site Development Plan approval, and a Final FRO plan must be approved and the required FRO mitigation must be provided prior to applying for grading permits, building permits, or lot recordation, whichever is applied for first.

Historic Preservation – Chapter 1-23: No sites identified in the Maryland Inventory of Historic Places are located within, or in close proximity to, the Site of the proposed Planned Commercial Development.

However, in preparation for a likely Section 106 review process, the Applicant has hired an historic preservation consultant to assess the status of the 75-80 Dragway and to determine if the proposed
activity on the Site would adversely impact any historic resources. The consultant will prepare material documenting the site of the dragway as well as the remaining structures associated with its operation. The Applicant must submit to County Staff a copy of any MIHP Forms or Determination of Eligibility documentation for this Site required as a result of Section 106 review by MHT. Other appropriate documentation of the historic resources on the property may be substituted if MIHP or DOE documentation is not required by MHT.

**Phase 1 PUD Conditions of Rezoning:** Condition #7 of the Monrovia Town Center rezoning approval (ordinance #14-04-659) requires the Applicant to provide for consistency in the architectural treatment of the structures in the commercial center (zoned GC) and those adjacent structures in the Monrovia Town Center PUD. In order to assess the adequacy of the design treatment given to structures on the GC portion of the Monrovia Town Center Site, the Applicant shall submit architectural details for the proposed commercial structures prior to final Site Development Plan approval.

### Summary of Agency Comments

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RECOMMENDATION

Staff has no objection to Conditional Approval of the Site Development Plan subject to the conditions noted below. If the Planning Commission conditionally approves the Site Plan, the plan is valid for a period of three (3) years from the date of Planning Commission approval, or until November 19, 2017.

Based upon the findings and conclusions as presented in the staff report, the application meets or will meet all applicable zoning, APFO, SWM, and FRO requirements once the following conditions are met:

1. Address all agency comments as the plan proceeds through to completion.

2. Planning Commission approval of the requested parking modification to allow 661 parking spaces where 697 are required by the Zoning Ordinance.

3. Planning Commission approval of the requested modification to allow two (2) large loading spaces serving Building #12 instead of the required six (6) large loading spaces; and, to allow two (2) large and the equivalent of sixteen (16) small loading spaces (through the use of restricted parking hours along on-street parking locations distributed throughout the Site) as depicted on the Alternate Loading Space Plan.

4. Prior to final Site Development Plan approval, the Applicant shall submit information, including a calculation, that demonstrates to the satisfaction of DPDR Staff that the tree canopy shading falls upon the paved surfaces serving as vehicular parking spaces on the Site and that the amount of canopy coverage exceeds 20% of the total parking area.

5. Prior to final Site Development Plan approval the Applicant shall amend the lighting plan to reduce the height of the pole mounted light fixtures from 18’ to 14’ in the pedestrian-oriented area along Town Center Drive and in the transition areas located between the PUD boundary and the north sides of Buildings #1, 2, 6, 7 & 9.

6. Prior to final Site Development Plan approval the Applicant shall submit and obtain approval for an Addition Plat to adjust the property line along the western portion of the project (near buildings 1 and 3) to more accurately align, to the satisfaction of DPDR staff, with the proposed shared parking area and Town Center Drive.

7. Prior to final Site Development Plan approval the Applicant shall submit evidence of a Shared Parking agreement.

8. Prior to final Site Development Plan approval the Applicant shall submit architectural exhibits demonstrating that the refuse/recycling enclosures are capable of providing complete and opaque screening of the material within. The Applicant shall also provide additional vegetative screening of the enclosures serving Building #14 and Building #8 such that the view of these structures from the public roadways is obscured by planted material.

9. Prior to occupancy of the proposed structures the Applicant shall obtain, at a minimum, staff level Site Development Plan approval for the individual users to verify adherence to Zoning Ordinance requirements and the approved site plan.

10. Prior to final Site Development Plan approval the Applicant shall amend the plan to provide a dedicated pedestrian path within or parallel to ESD #12 (within the large parking area) to
provide for safe and efficient pedestrian access within the parking area serving Buildings #12, #13 and #14.

11. Prior to final Site Development Plan approval the Applicant shall submit architectural drawings (renderings or elevations) of the proposed commercial structures demonstrating how the Applicant achieves consistency in architectural treatment between the structures in the commercial center (zoned GC) and those adjacent structures in the Monrovia Town Center PUD as required in rezoning condition #7 (ordinance #14-04-659).

12. The Applicant must submit to County Staff copies of any documentation prepared for the Maryland Historic Trust’s (SHPPO) Section 106 review (consultant's report and photographic documentation, MIHP form, or DOE documentation) prior to final signature approval of the Site Development Plan.

13. FRO mitigation must be provided prior to applying for grading or building permits, whichever is applied for first.

14. Additional vegetative screening shall be provided along the sides of the recycling/refuse enclosures facing MD 80 and MD 75.

PLANNING COMMISSION ACTION

MOTION TO APPROVE WITH CONDITIONS

I move that the Planning Commission APPROVE Site Development Plan SP-13-03 (AP #13427) with conditions as listed in the staff report for the proposed Planned Commercial Development, Monrovia Town Center-75&80 Dragway, based on the findings and conclusions of the staff report and the testimony, exhibits, and documentary evidence produced at the public meeting.
October 29, 2014

Mr. Denis Superczynski
Frederick County Department of Planning & Development Review
30 North Market Street
Frederick, MD 21701

Re: Monrovia Town Center Commercial Site Plan AP#13427
Frederick County Zoning Ordinance Modification Requests to:
Section 1-19-6.210(B) – Loading Space Requirement;
Section 1-19-6.220(A) – Parking Space Requirements

Dear Mr. Superczynski:

The purpose of this letter is to provide a formal petition and supporting information on the modifications being requested for the proposed Monrovia Town Center Commercial project to be constructed within a General Commercial zone district located at the northwest corner of MD 75 and MD 80. The following two Planning Commission modifications are requested as part of this site plans approval;

Section 1-19-6.210(B) – Loading Space Requirements

Request to modify the number of required large off-street loading spaces from six to two for Building #12 and to permit the use of restricted parking/shared loading spaces for buildings 1 to 7, 9 and 11. The loading required per 1-19-6.210(B) for the large grocery type retail building #12 is 6 large spaces. Planning Commission approval to permit two loading spaces for this use is requested. Although the retail tenant has not been determined, average grocery retailers typically only need two loading spaces instead of the higher number derived from the loading space formula in the zoning ordinance. The grocery store footprint used on the plan only required two large loading spaces and Planning Commission approval of two large 12’ x 50’ loading spaces is requested for building 12.

It is anticipated that loading for buildings 1-11 will likely occur via smaller trucks. For these smaller stores over 5,000sf, the Zoning Ordinance requires one large or two small loading spaces. A total of 9 large or 20 small loading spaces are required for buildings 1-11. Loading for these buildings can be and is anticipated to be primarily by the 9’ x 20’ size or small loading spaces. Therefore, restricted parking hours are proposed at either the front and/or back of these stores to provide for delivery of goods at off peak times similar to the restricted parking.
hours along Market Street. We have provided two large loading spaces between buildings 8 and 10 for any larger deliveries, and through the use of restricted hours parking that will be designated thru signage, 16 small loading spaces will be provided adjacent to buildings 1 to 7, 9 and 11. At this time we do not know the final tenant mix or where they may desire their loading, but we have attached a schematic to this letter that shows the potential location of the 16 shared small loading / parking spaces. As shown, these spaces can be either along the one way road or in the parking fields on the other sides of the buildings. Small loading spaces have been provided for buildings 13 & 14 in accordance with the zoning ordinance requirements.

Section 1-10-6.220(A) – Parking Space Requirements

A Planning Commission modification to provide less than the required number of parking spaces is requested as part of this site plan approval. The Frederick County parking requirements for the use that most closely matches the proposed uses anticipated in this planned commercial center is 4.5 spaces for each 1,000 square feet of gross leasable area. Parking required at this rate results in 697 spaces (154,722/1000 x 4.5). This is the Zoning Ordinance requirement for a shopping center of 100,000sf or greater and this rate allows flexibility for the mixing of potential uses permitted in the general commercial zone that require more parking such as; banking/financial institutions or other similar uses (1 parking space/150 sf), Medical or dental offices or clinics (1 parking space/200 sf) or restaurant uses (1 parking space/50 sf). All of these uses could be located within the buildings shown on the plan. It should be further noted that parking the site as straight retail would have resulted in a parking requirement of 619 spaces (154,722÷250) and parking the site as all other types of business or commercial uses permitted in any commercial district results in a requirement of 516 spaces (154,722÷300).

A total of 661 parking spaces or approximately one space per 234sf has been provided, as shown on the plan. A modification to allow 36 fewer spaces than that required is requested. The basis for this request is the fact that this site forms the Commercial Center of the adjacent Monrovia Town Center PUD. This proposed community of 1,250 residential units consisting of 625 age restricted and 625 open market units is an integrated part of the commercial site. It is anticipated and our desire that a large number of visits to the commercial center will be by foot or bicycle given the integrated nature of the commercial and residential areas. The highest density residential areas are located immediately adjacent to the center and are linked by sidewalks and trails to the center. As such there will be convenient, well integrated walkable and bicycle connections from the community to the center. A majority of the future residents of Monrovia Town Center are within a short walk or bike ride to the planned commercial area. Lastly, the design has provided for a clear distinction between parking for the commercial center and parking for the adjacent residents. Parking for the center is physically separated by
landscaped islands that include screening walls and limited vehicle connection points which will mitigate the chance of any potential cross parking problems. For these reasons Planning Commission approval of this modification is requested.

Note: Should the Planning Commission not approve the shared small loading / parking spaces the parking modification will need to be increased by 16 spaces to a total of 52 spaces.

Sincerely,

Samuel Francis Zeller
Project Manager

Attachment: Exhibit of shared small loading / parking spaces
Frederick County Board of County Commissioners
Winchester Hall, 12 East Church Street, Frederick, MD 21701

ADEQUATE PUBLIC FACILITIES LETTER OF UNDERSTANDING

Monrovia Town Center Planned Unit Development

Preliminary Plat # S148
AP # 13I9

The following Letter of Understanding ("LOU") between the Frederick County Board of County Commissioners ("BOCC"), and 75-80 Properties, LLC and Payne Investments, L.L.C. (the "Developer") its successors or assigns, sets forth the conditions and terms which the BOCC deems the minimum necessary improvements dealing with roads, schools, water and sewer service that must be in place for the property described below (the "Property") to be developed in compliance with the Adequate Public Facilities Ordinance ("APFO"), which is codified as Chapter 1-20 of the County Code. Concurrent with the processing of this LOU for the Monrovia Town Center PUD, the Developer is seeking approval by the BOCC of a PUD Phase I, as well as the concurrent approval by the BOCC of a Development Rights and Responsibilities Agreement ("DRRA") under Section 1-25 of the County Code.

The Developer hereby agrees and understands that compliance with the terms and conditions of this LOU is required for the development of the Monrovia Town Center PUD and the Off-Site Commercial Properties (as defined below) to proceed. While this LOU is subject to approval by the BOCC through the process of, and concurrent with, the DRRA, it is expressly agreed that the LOU is a document which is separate and apart from the DRRA and that the LOU may be amended, by written amendment to be approved by the Frederick County Planning Commission, with no requirement to amend the DRRA.

The Property is comprised of several parcels totaling +/- 391.65 acres of land zoned PUD, Planned Unit Development, located east of Ed McClain Road and west and east of Green Valley Road (MD 75); and +/- 15.46 acres of land zoned General Commercial located in the northwest quadrant of the intersection of MD 75 and MD 80 (equating to approximately 162,000 square feet of commercial/shopping center use) (the "Off-Site Commercial Properties"). The Property, exclusive of the Off-Site Commercial Properties, will be developed with a maximum of 1,250 residential dwelling units, including 625 Age-Restricted units (375 single-family detached dwelling units; 250 attached units/townhome units/duplex units) and 625 all age units (525 single-family detached dwelling units; 100 attached units/townhome units/duplex units) (the "Monrovia Town Center PUD" or the "Project"). Or, any variation of dwelling unit mix, subject the following requirements: (A) a minimum of 50% of the Project's residential dwelling units shall be Age-Restricted dwelling units; (B) a minimum of 70% of the total units shall be single-family detached units and a maximum of 30% shall be single-family attached units/townhome units/duplex units; (C) multi-family units/apartments are

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prohibited (for purposes of this LOU, "2-over-2" units shall be deemed multi-family units and shall be prohibited); and (D) the intensity of total peak hour vehicle trips or the school APFO analysis is not increased above that analyzed with the 1) Monrovia Town Center Traffic Impact Analysis prepared November 2, 2012, as amended February 27, 2013, and as further amended on July 24, 2013 and March 18, 2014, on behalf of the Developer by the Traffic Group (the "Monrovia Town Center TIA") and 2) County APFO schools analysis test.

The Monrovia Town Center TIA also studied Off-Site Commercial Properties, which are not part of the Monrovia Town Center PUD, but are included for purposes of this LOU and are included in the properties covered by the DRRA. The term "Property" as used herein includes both the Monrovia Town Center PUD and the Off-Site Commercial Properties.

This LOU is express evidence that APFO approval has been granted for Monrovia Town Center PUD and the Off-Site Commercial Properties, subject to the terms of the LOU, and this APFO approval will be effective for a period of eighteen (18) years from the date of BOCC APFO approval.

PUBLIC WATER AND SEWER

The Property has a water and sewer classification of PS-Planned Service, indicating planned public water and sewer service within 11-20 years. The Project will be served by a network of both public and private water and sewer mains and service connections. Programmed improvements to the County's water and sewer systems serving this region will be provided to the Project through the following developer-funded and County CIP improvements, based on the “Monrovia Town Center Adequate Public Facilities Study, Frederick County, Maryland”, prepared by McCrone, Inc., dated March 19, 2014:

Water:

The proposed 16-inch water main will connect to the existing 18-inch water main in Baldwin Road. The preferred alignment of the 16-inch water main will run along Green Valley Road to a point approximately 1,600 feet north of Fingerboard Road. An alternative alignment over land adjacent to the New Market wastewater treatment outfall line to the Bush Creek Interceptor and then adjacent to the proposed Monrovia Town Center gravity sanitary outfall may be proposed by the Developer, or some combination of the preferred and alternative alignments, subject to review and approval by the Division of Utilities and Solid Waste Management ("DUSWM"), such review and approval not to be unreasonably withheld, conditioned or delayed. The waterline will then be extended through the Project to the site of the proposed 1,000,000 gallon elevated water storage tank in accordance with the Water Tank MOU (defined below).

The two distribution systems for the Landsdale PUD and the Project must be independently connected to the 18-inch water main in Baldwin Road, and both systems must be interconnected to each other prior to recordation of the Project's 278th residential lot. The Developer will contribute fee-simple property for the elevated water storage tank in accordance

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with a three-party Memorandum of Understanding ("Water Tank MOU") between the Developer, the developer of the Landsdale PUD and Frederick County. The Developer will contribute its pro rata share of the management, design, inspection and construction costs ("Project Costs") of the water storage tank, to service the Project and the adjoining Landsdale Planned Unit Development (Ordinance Nos. 04-10-354 & 12-26-621) (the "Landsdale PUD" or "Landsdale"), and possibly other properties in the region. It is intended that the Developer and the developer of Landsdale PUD will work together on a formula for funding construction of the tank, and necessary connections, and that the Developer and the developer of the Landsdale PUD will provide appropriate cash and/or surety on a schedule to be agreed upon between the Developer, the developer of the Landsdale PUD and Frederick County in accordance with the Water Tank MOU.

Upon completion of the interconnection referenced above, the Project may proceed and shall not be subject to any cap on dwelling units by reason of the need for the storage tank, it being the County's responsibility to construct the tank and connect it to the public water system when necessary. The Developer shall have met its responsibility with regard to the storage tank by providing the cash and/or surety for its share of the storage tank Project Cost, in accordance with the Water Tank MOU to be executed by the Developer, the developer of the Landsdale PUD and Frederick County.

No record plats shall be recorded until an adequate public water line connection is available to serve the Project. Pursuant to Section 1-20-41(E) of the APFO, upon completion of the construction of the water line from Baldwin Road to the Project identified herein, the Project and the Off-Site Commercial Properties shall be considered vested for the water capacity created by the water line from Baldwin Road to the Project and shall not be subject to further APFO water testing unless the density or intensity of the development increases. Availability of record plats shall be in accordance with the County's current policy for Interpretation of §1-16-106 of the Frederick County Code, attached hereto.

Sewer:

The Project's gravity sewer will convey the wastewater from all the development on the west side of MD Route 75 and the pumped wastewater from the east side of MD Route 75 to the sewer connecting Landsdale to the Middle Bush Creek Interceptor. The Project's sewer will connect to the Landsdale sewer before it flows into the interceptor.

The Project's wastewater collection system, including the pump station on the east side of MD Route 75, may serve the following properties on the east side of MD Route 75:

- 250 residential units in the Project
- 118,000 square feet of commercial uses on a portion of the public use/high school site (zoned Commercial)
- Public use/high school site, with a potential 1,600 students
- Public use/parkland site
- 504 student elementary school outside the Project but inside the growth area

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• Fire Station outside the Project but inside the growth area
• Bank outside the Project but inside the growth area
• 30 acres of properties zoned Commercial, not under control of the Developer, outside the Project, but inside the growth area.

The pump station will be designed to pump 495 gallons per minute and convey an average daily flow of 195,160 gallons per day, or as otherwise approved by the DUSWM. Properties other than the Project and the Offsite Commercial Properties identified to be served by the proposed sewer system are included for system sizing purposes only and may or may not be included in the PUD. Identification of such properties other than the Project and the Offsite Commercial Properties does not indicate or provide any form of development approval for such properties.

Other:

APFO approval for water and sewer does not guarantee that plats will be recorded or building permits issued. Plat recordation and building permit issuance is subject to compliance with the Annotated Code of Maryland, Environment Article Section 9-512 et seq. and all applicable County policies and regulations.

Based upon these proposed water and sewer infrastructure improvements, the BOCC has been able to make a determination that public water and sewer facilities will be adequate to serve the Property, however, water and/or sewer capacity is not guaranteed until purchased or otherwise contractually committed (with appropriate guarantees by the Project). Given the financial commitment that the Developer will be making to provide sewer service adequate to serve the Project and other master-planned build-out of this sewer shed, all in advance of receiving any record plats or building permits for the Project, the DRRA executed concurrently herewith is intended to provide necessary assurances to both the County and to the Developer that public infrastructure will be timely provided and that the Project, which is the primary funding source for the public improvements, will be allowed to proceed in accordance with an agreed-upon phasing schedule. If further assurances are deemed necessary by the Developer, the Developer reserves the right to request multi-year water and sewer tap agreements with the County reserving sufficient capacities to serve the Property.

ROAD IMPROVEMENTS

The Monrovia Town Center TIA was prepared to address APFO requirements stemming from the additional vehicle trips associated with the Project and the Off-Site Commercial Properties associated with site plan #SP13-03, and to propose mitigation and/or the funding of mitigation and a phasing schedule for required roadway facilities. The Monrovia Town Center TIA has determined that the Project and Off-Site Commercial Properties will generate 741 a.m. peak hour trips and 1,132 p.m. peak hour trips by the time of full build-out of the Project and the Off-Site Commercial Properties. Additional road improvements designed to enhance the safety and circulation of the road network serving the Project and the surrounding neighborhood have been identified and are set forth below.
The roadway impacts for this Project will be mitigated through either construction, full fee-in-lieu payment, or a pro-rata contribution to existing County-held escrow accounts (where applicable) in accordance with Frederick County standards. The Developer agrees to construct or contribute to the following improvements and phasing schedule as identified in the Monrovia Town Center TIA in order to mitigate the effects upon the transportation network serving the Project:

A. APFO Road Improvements and/or Full Fee-in-lieu Funding:

The road improvements program based on the Monrovia Town Center TIA will provide ultimate capacity for 741 a.m. and 1,132 p.m. total external weekday peak hour vehicle trips. Developer will construct the road improvements in multiple phases, with each phase of road improvements allowing an incremental increase in development of uses in the Project.

1. MD 75 Relocated – South of MD 80. Developer shall construct or cause to construct MD 75 Relocated from just north of its present intersection with MD 80 on the west side, to the existing southern portion of MD 75 approximately ½ mile south of MD 80, as a two lane road widening to a 4 lane divided road just south of MD 80, all within a nominal 100' right-of-way. This improvement shall be guaranteed (SHA permitted) prior to the recordation of the first plat for the Off-Site Commercial Properties (or building permit if no subdivision), the overall 300th residential unit, or when 50% of the funds are available in applicable escrow accounts, whichever comes first, and shall be open to traffic within 12 months after SHA access permit issuance. The County is responsible for right-of-way acquisition and its associated costs (per CIP No. HW5018), but if the County (or SHA) does not obtain a free and clear right-of-way to the land or SHA otherwise fails to grant the permits necessary for construction of the improvements described herein (and Developer has been in diligent pursuit of permits) in a timeframe necessary to meet the above phasing requirements, the Developer may provide a full fee-in-lieu of construction to the County for full satisfaction of this condition.

2. MD 80 at Ijamsville Road/Big Woods Road. Developer shall either construct or cause to be constructed an additional through lane in each direction along MD 80, while keeping exclusive lanes for right turns. The construction shall be guaranteed (SHA permitted) prior to recordation of the 1100th residential lot and shall be open to traffic prior to issuance of the 1150th building permit of the Project.

3. MD 75/355 Signal and Extended northbound right turn lane. Developer shall install and construct, or cause to be installed and constructed (such construction limited to the extent of the extended right turn lane), the signal and any SHA required road widening when deemed necessary by SHA. Improvements shall be guaranteed prior to recordation of the first residential record plat, and shall be installed prior to issuance of the first residential building permit. Should others install the signal or should SHA deem it unnecessary, the Developer shall pay a fair share contribution of $15,408 (7.70% of $200,000) for the signal.

4. MD 75 at Northern Site Access (East-West Collector). Developer shall perform signal warrant analyses when deemed necessary by the SHA/County, but no later than the issuance of the last building permit in the Project, to determine if signalization is warranted and

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justified. Developer shall install a traffic signal at this intersection within 12 months of the
determination that a signal is warranted and justified. Should the signal still not be warranted and
justified by the time of the issuance of the last building permit for the Project, then others shall
thereafter be responsible for its completion.

5. MD 75 at Southern Site Access (Shopping Center). Developer shall perform
signal warrant analyses when deemed necessary by the SHA/County, but no later than the
issuance of the last building permit in the Project, to determine if signalization is warranted and
justified. Developer shall install a traffic signal at this intersection within 12 months of the
determination that a signal is warranted and justified. Should the signal still not be warranted and
justified by the time of the issuance of the last building permit for the Project, then others shall
thereafter be responsible for its completion.

6. MD 80 at Western Site Access. Developer shall perform signal warrant analyses
when deemed necessary by the SHA/County, but no later than the issuance of the last building
permit in the Project, to determine if signalization is warranted and justified. Developer shall
install a traffic signal at this intersection within 12 months of the determination that a signal is
warranted and justified. Should the signal still not be warranted and justified by the time of the
issuance of the last building permit for the Project, then others shall thereafter be responsible for
its completion.

7. MD 75 Relocated -- North of MD 80. Developer shall construct a 4 lane divided
road from just north of MD 80 to the northern limit of the Property in a nominal 100' right-of-
way (plus additional right-of-way for possible future right turn lanes) as recommended by SHA
and approved by the County. Median left turn lanes will be required at intersections with no
outside right turn lanes constructed, unless mutually agreed to by the Developer and SHA. This
improvement shall be guaranteed (SHA permitted) and constructed at such time that access
would be required of it by adjacent residential lots. The eastern leg of the Southern Site Access,
opposite the shopping center access would jointly serve the Project and adjacent property to the
south.

8. MD 75/I-70 Interchange area: Old National Pike to Baldwin Road. The Developer
will provide a $100,000 payment ($70,000 Residential and $30,000 Commercial) to Frederick
County, and this money would be used to mitigate operational issues as deemed necessary by
Frederick County and the SHA. This contribution shall be made prior to the first recorded plat.

B. Right-Of-Way Acquisition

1. In the event that some of the public infrastructure improvements, including
items A.2, A.3 and off-site portions of A.7. above, required by this LOU to be made by
Developer will require the acquisition of public right-of-way from third-party property owners,
Developer shall exercise commercially reasonable efforts to secure such right-of-way without the
assistance of the County.

2. In the event that Developer has demonstrated to the County that it is unable to
secure any such public right-of-way despite its commercially reasonable efforts to do so in a

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timely manner consistent with the construction of public infrastructure improvements, Developer may request the County (or SHA) to assist in the acquisition of the needed right-of-way at Developer’s sole cost and expense. If the County approves Developer’s request, then the County (or SHA) shall have two years to acquire the needed right-of-way.

3. Should the County (or SHA) decide not to acquire the right-of-way, or the two years has elapsed, then Developer may be permitted to make a contribution to the County, equal to the entire anticipated project development costs, which shall include but not be limited to costs for: design, engineering, right-of-way acquisition, management, inspection, etc. in lieu of constructing the public infrastructure improvements, except in the case of A.1 where only a fee-in-lieu of construction would be required. Also, should SHA unreasonably refuse or fail to grant the permits necessary for the construction of improvements referenced in section A. above, the Developer may be permitted to make a contribution to the County in the amount referenced above. Upon payment of a contribution in the appropriate amount referenced in this paragraph B.3., the Developer shall have satisfied its APFO obligation concerning the particular improvement and may proceed with development of the Property.

C. Escrow Accounts:

Pursuant to Section 1-20-12 of the APFO and in satisfaction of APFO requirements to fully mitigate site-generated trips (and in addition to the road improvements in section (A) above), prior to the recordation of the first record lot for the Monrovia Town Center PUD, or prior to the recordation of the first record lot for the Off-Site Commercial Properties, the Developer shall pay into County-held escrow accounts the following pro rata contributions:

1. MD 75 @ I-70 Westbound Ramps. The Developer shall contribute the appropriate pro-rata share to Frederick County for Escrow Account #3252. As determined by the County Traffic Engineer, the Developer’s pro-rata contribution to this road improvement is 3.88% of $120,000 or $4,652 for Residential and 3.65% of $120,000 or $4,379 for Commercial.

2. MD 75 @ I-70 Eastbound Ramps. The Developer shall contribute the appropriate pro-rata share to Frederick County for Escrow Account #3251. As determined by County Traffic Engineer, the Developer’s pro-rata contribution to this road improvement is 4.61% of $120,000 or $5,536 for Residential and 3.49% of $120,000 or $4,190 for Commercial.

3. Old National Pike @ Morning Gate Lane. The Developer shall contribute the appropriate pro-rata share to Frederick County for Escrow Account #3299. As determined by County Traffic Engineer, the Developer’s pro-rata contribution to this road improvement is 0.61% of $184,369 or $1,133 for Residential and 0.61% of $184,369 or $1,133 for Commercial.

4. Old National Pike @ Boyers Mill Road signal. The Developer shall contribute the appropriate pro-rata share to Frederick County for Escrow Account #3322. As determined by County Traffic Engineer, the Developer’s pro-rata contribution to this road improvement is 0.46% of $160,000 or $731 for
Residential and 0.28% of $160,000 or $441 for Commercial.

5. MD 80/Campus Drive -- The Developer shall contribute the appropriate pro-rata share to Frederick County for Escrow Account #3249. As determined by County Traffic Engineer, the Developer’s pro-rata contribution to this road improvement is 9.17% of $106,565 or $9,770 for Residential and 10.58% of $106,565 or $11,273 for Commercial.

6. MD 80/Carriage Hill Drive -- The Developer shall contribute the appropriate pro-rata share to Frederick County for Escrow Account #3924. As determined by County Traffic Engineer, the Developer’s pro-rata contribution to this road improvement is 5.76% of $565,875 or $32,574 for Residential and 10.04% of $565,875 or $56,815 for Commercial.

7. MD 80/Carriage Hill Drive -- The Developer shall contribute the appropriate pro-rata share to Frederick County for Escrow Account #3925. As determined by County Traffic Engineer, the Developer’s pro-rata contribution to this road improvement is 13.54% of $175,000 or $23,698 for Residential and 5.83% of $175,000 or $10,208 for Commercial.

8. MD 80/Ijamsville Intersection -- The Developer shall contribute the appropriate pro-rata share to Frederick County for Escrow Account #3383. As determined by County Traffic Engineer, the Developer’s pro-rata contribution to this road improvement is 10.32% of $50,000 or $5,159 for Residential and 11.90% of $50,000 or $5,952 for Commercial.

9. MD 355 Relocated South of MD 80 -- The Developer shall contribute the appropriate pro-rata share to Frederick County for Escrow Account #3232. As determined by County Traffic Engineer, the Developer’s pro-rata contribution to this road improvement is 2.57% of $3,025,791 or $77,667 for Residential and 2.67% of $3,025,791 or $80,904 for Commercial.

10. MD 355/Firetower Road -- The Developer shall contribute the appropriate pro-rata share to Frederick County for Escrow Account #3288. As determined by County Traffic Engineer, the Developer’s pro-rata contribution to this road improvement is 7.37% of $401,969 or $29,638 for Residential and 7.68% of $401,969 or $30,873 for Commercial.

11. MD 80 @ Carriage Hill. The Developer shall contribute the appropriate pro-rata share to Frederick County for Escrow Account #3892. As determined by County Traffic Engineer, the Developer’s pro-rata contribution to this road improvement is 5.76% of $200,000 or $11,513 for Residential and 10.04% of $200,000 or $20,080 for Commercial.

12. MD 80 @ Pontius Court. The Developer shall contribute the appropriate pro-rata share to Frederick County for Escrow Account #3923. As determined by County Traffic Engineer, the Developer’s pro-rata contribution to this road improvement is 7.81% of $300,000 or $23,438 for Residential and 9.01% of $300,000 or $27,043 for Commercial.

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13. MD 80 @ Royal Crest. The Developer shall contribute the appropriate pro-rata share to Frederick County for Escrow Account #3926. As determined by County Traffic Engineer, the Developer’s pro-rata contribution to this road improvement is 5.94% of $200,000 or $11,878 for Residential and 10.36% of $200,000 or $20,718 for Commercial.

14. MD 80 @ Royal Crest signal. The Developer shall contribute the appropriate pro-rata share to Frederick County for Escrow Account #3927. As determined by County Traffic Engineer, the Developer’s pro-rata contribution to this road improvement is 6.48% of $175,000 or $11,333 for Residential and 11.30% of $175,000 or $19,775 for Commercial.

Therefore, prior to the recordation of any residential plats, the Developer shall contribute $248,720 toward the above escrow accounts and prior to the recordation of any commercial lots (or prior to any building permit if no subdivision occurs), the Developer shall contribute $293,776 toward the above escrow accounts. Should any escrow account payments not be made within one year of the execution of this LOU, the County reserves the right to adjust the payment amount, based on an engineering cost index.

D. Other Road Improvements and Contributions:

In addition to the road improvements and escrow payments required of the Developer in satisfaction of the APFO requirements to fully mitigate site-generated trips as set forth in sections A. and C. above, the Developer agrees to the following additional road improvements and/or road infrastructure contributions to facilitate safe and adequate vehicular circulation in the area. The scope as described below may be amended by joint agreement of the parties hereto, in writing, but outside and independent of this LOU:

1. MD 75 Corridor. The Developer shall contribute the appropriate pro-rata share to Frederick County for Escrow Account #3891. This contribution is payable on a per-lot basis at $2,940 per lot, upon recordation of residential lots. This calculation is based on a unit type breakdown of 50% Age-Restricted (625 dwelling units) and 50% non-Age-Restricted (625 dwelling units). If the Developer revises the Project, resulting in an increase of Age-Restricted units, then in Developer’s sole discretion Developer may request the Frederick County Planning Commission amend this LOU for the purpose of revising the per-lot residential contribution set forth in this paragraph. The total commercial contribution will be $2,077,691. Such contributions are payable on a pro-rated per-lot basis, upon recordation of Off-Site Commercial lots (or prior to the issuance of any building permit if no subdivision) as determined by the County.

2. East-west Connector Road intersecting with MD 75 north of the intersection of MD 75 and MD 80 (traversing through the Project). This improvement is a joint requirement of the Landsdale PUD (APFO) and the Developer (site access). Prior to the recordation of any plats, this right of way shall be dedicated to public use. This road shall be constructed in whole or part by the Developer as needed for access to adjacent residential lot sections, if not already constructed by the Landsdale PUD, as conditioned in the Developer’s Phase I approval.

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E. Surplus Capacity Reimbursement Improvements

The parties agree that the requirements in Section A.1 through A.6 above have been determined to be "Surplus Capacity Reimbursement Improvements" ("SRC Improvements") as that term is defined in the TIA Guidelines. In the event that other approved development projects add "trips" to any offsite road improvements listed above and thus are required to pay their pro rata share of the construction cost of said roads into escrow, the Developer shall be entitled to reimbursement of the cost of the SRC Improvements from available non-exempt developers of projects identified by the County Traffic Engineer, up to but not beyond their own fair share of the improvement, whether or not the SRC Improvements are located inside or outside of the contributing project’s study area. Reimbursement may be accomplished either through reimbursement of actual construction costs incurred by the Developer if the Developer constructs said roads or through the reimbursement of the full fee-in-lieu escrow funds paid by the Developer as provided above, in accordance with the requirements of Chapter 12 of the TIA Guidelines.

If any of the off-site road improvements listed above as a construction obligation of the Developer, per Sections A and C above, are constructed or funded by others, then the Developer shall pay its fair share of the construction costs for each such road improvement constructed or funded by others into an escrow account based on the impact of trips generated by the Project on such road improvement. Prior to approvals being issued by the County to other developer(s) to contribute toward any or all of the above-described improvements in Section A.1 through A.6 above, the Developer would be given the opportunity to review and comment on the County Traffic Engineer’s calculation of the “fair share” of the cost of such improvements attributable to the Project relative to other developers upon request by the developer or as offered by the County.

SCHOOLS

Since the Age-Restricted portions of the Project will be restricted to persons of 55 years of age or older, such portions will not have a direct impact on school enrollments. Section 1-20-7(F) of the County’s APFO exempts projects for “housing for older persons” from the school APFO test if certain described criteria are met. The Age-Restricted portions of the Project meet or will meet all of these prescribed criteria and, provided the Age-Restricted portions of the Project continue to meet these criteria, the schools APFO test is inapplicable to such portions.

The non-Age-Restricted portion of the Project is projected to generate 152 elementary school students, 100 middle school students, and 125 high school students at the time of full build-out. Based on these numbers and considering enrollment projections from pipeline development, the Project will not pass the school adequacy test at the elementary and high school levels. Accordingly, the Developer has elected the option to mitigate the inadequacy of the public school capacity by paying the School Construction Fees for the elementary and high school levels in accordance with the criteria set forth in Section 1-20-62 of the APFO (and in accordance with the DRRA).

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The Developer shall pay the School Construction Fee, based upon the fee schedule in effect at the time of subdivision plat recordation and payment, as set forth in Section 1-20-62(E) of the APFO, per unit type for the elementary, middle and high school levels.

**DISCLAIMER:** This LOU pertains to APFO approval only, and shall not be construed to provide any express or implied rights to continue the development process. The Project remains subject to all applicable rules and regulations, including but not limited to those related to zoning, water and sewer, and subdivision. The Planning Commission's jurisdiction and authority is limited by State and County law, and approvals may be required from other local or state governmental agencies before the proposed development can proceed.

**CONCLUSION**

The effective date of this LOU for the commencement of all APFO approvals referenced herein shall be **May 29**, 2014, and it shall remain valid through **May 29**, 2032.

**IN WITNESS WHEREOF,** the parties have hereunto set their hands on the date first above written.

[SIGNATURES ON FOLLOWING PAGES]
WITNESS: 

75-80 PROPERTIES, LLC  
By: STANLEY ENTERPRISES, LLC,  
Managing Member  
By: Roy E. Stanley, Managing Member

PAYNE INVESTMENTS, LLC  
By: Howard F. Payne, Managing Member

ATTEST: 

BOARD OF COUNTY COMMISSIONERS  
OF FREDERICK COUNTY, MARYLAND  
By: Blaine R. Young, President

Lori Depies, CPA, County Manager  

April 28, 2014