

**From:** [Bruce Dean](#)  
**To:** [Planning Commission](#)  
**Cc:** [Gaines, Kimberly](#); [Superczynski, Denis](#); [Flom, Karin](#); [Mitchell, Kathy \(Legal\)](#); [mkuykendall@catellus.com](mailto:mkuykendall@catellus.com)  
**Subject:** Request for Additional Presentation Time for Quantum/Catellus for October 15 CDI hearing  
**Date:** Tuesday, October 7, 2025 12:10:52 PM  
**Attachments:** [Davis Letter 10 7 25.pdf](#)  
[Gaines letter July 3 2025 signed.pdf](#)  
[EXHIBIT A - Rezoning-OM Overall \(2025-07-02\).pdf](#)

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**[EXTERNAL EMAIL]**

Dear Chairman Davis and members of the Frederick County Planning Commission: pursuant to Section 6.2b) of your Rules of Procedure, attached is a letter requesting 15 minutes to present testimony on behalf of Quantum Maryland LLC, c/o Catellus Maryland LLC at your October 15 hearing on the proposed CDI Overlay Map. Also provided is a copy of a letter submitted to Ms. Gaines on July 3, 2025, requesting the CDI Overlay as well as changes to the Comprehensive Plan, Water and Sewerage Plan, and County Zoning Map for the Eastalco properties owned by Catellus. Please note that references to Bill 25-06 in my July letter to Ms. Gaines should instead read "Bill 25-09".

Thank you for your consideration of these requests.

Best, Bruce

Bruce N. Dean  
Partner

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McCurdy, Dean & Graditor, LLC  
31 W. Patrick St  
Suite 130  
Frederick, MD 21701

Direct: 240.503.1455  
Office: 301.620.1175  
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October 7, 2025

**VIA ELECTRONIC AND REGULAR MAIL**

Mr. Tim Davis, Commission Chair  
And Members of the Frederick County Planning Commission  
Frederick County Government  
12 East Church Street  
Frederick, MD 21701

Re: CDI Overlay Zone Mapping/Eastalco Data Center Campus Site

Dear Mr. Davis and members of the Frederick County Planning Commission:

I am writing on behalf of my client, Quantum Maryland LLC, c/o Catellus Maryland, LLC (“Catellus”), owner of approximately 2,122 acres of land, more or less, located north of Adamstown, which is the site of the former Eastalco aluminum smelting plant and which is currently being developed as the only comprehensively planned data center campus in Frederick County (the “Eastalco Data Center Campus”). The Eastalco Data Center Campus has an approved Adequate Public Facilities Ordinance (“APFO”) Amended and Restated Letter of Understanding dated February 15, 2023, for the development of up to 17,403,344 square feet of data center, 821,881 square feet of office, and 7,500 square feet of commercial use, as amended by a Second Amended and Restated Adequate Public Facilities Letter of Understanding dated August 21, 2024 (collectively, the “LOU”). Numerous site plans have been approved within the Eastalco Data Center Campus for Critical Data Infrastructure (“CDI”) facilities and for CDI Electric Substation facilities by the Frederick County Planning Commission, and construction of these facilities has commenced.

The purpose of this letter is to request additional time for Catellus to present testimony at the upcoming Planning Commission hearing on the CDI Overlay zone scheduled for October 15, 2025. Pursuant to Section 6.2b) of the Planning Commission’s Rules of Procedure, additional time may be requested, so long as the request is in writing and submitted at least 7 days in advance of the meeting. As you know, each person presenting public testimony is typically given three (3) minutes to make his or her presentation. We believe that it would be more efficient to grant Catellus up to fifteen (15) minutes to provide the Planning Commission with a consolidated presentation, rather than have each speaker on the Catellus team speak for 3 minutes each.

Tim Davis, Commission Chair  
October 7, 2025  
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Furthermore, while other properties in the Eastalco area which are under consideration for the application of the CDIOZ may meet the intent and the legal criteria for the CDIOZ, and while some have existing industrial zoning and/or an industrial Comprehensive Plan designation, only the Eastalco Data Center Campus and Catellus (and, to a slightly lesser extent, the neighboring Noffsinger parcels, which also have an approved APFO LOU, an approved DLS from First Energy, and the W/5 S/5 water and sewer categories) can affirmatively say that they currently have access to electric power, public water, public sewer and telecommunications infrastructure. Quantum Maryland, LLC has invested hundreds of millions of dollars in insuring that this necessary infrastructure is available to the Eastalco Data Center Campus. Any other property owner is going to have to either make a similar investment, or come to an agreement with Catellus to have access to the infrastructure which Catellus has brought to the region. For that reason alone, Catellus should be treated differently and given additional time for its presentation.

I previously provided a letter dated July 3, 2025 (copy enclosed) to Kim Gaines in support of Catellus's request to 1) designate the Ag Properties (as defined in that letter) for Limited or General Industrial land use in the County's Comprehensive Plan, including placing them within the Community Growth boundary, removing any Priority Preservation Area or Rural Legacy designations from the Ag Properties and including them as Planned Service in the Water and Sewerage Plan; 2) place the entire Eastalco Data Center Campus, including both the Industrial Properties and the Ag Properties, within the proposed Critical Digital Infrastructure Overlay Zone ("CDIOZ"); and 3) comprehensively rezone the Ag Properties from their current Agricultural (A) zoning classification to either the General Industrial (GI) or Light Industrial (LI) zoning classification.

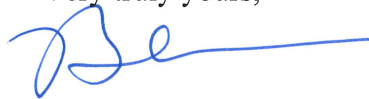
As stated in my letter to Ms. Gaines, we believe that including these 2,064 acres of Eastalco Data Center Campus within the CDIOZ meets all of the legal and land use planning requirements for these requests. The Eastalco Data Center Campus is not proximate to any schools, colleges or universities, daycare centers or healthcare facilities. There are no properties adjacent to the site that are zoned or comprehensively planned for residential development, and there are only a handful of agriculturally zoned dwellings which abut the site. The Eastalco Data Center Campus has invested millions of dollars in providing access to electric power, public water and sewer service and telecommunication infrastructure. Even when including the 562 acres making up the Ag Properties, the entire 2,064 acres of the Eastalco Data Center Campus includes only about one-half of one percent of Frederick County's land mass and easily meets the County's goal of designating less than 1% of the County's land mass for CDI uses, while

Tim Davis, Commission Chair  
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leaving significant acreage which can be designated CDIOZ, now or in the future, while still remaining under the stated cap.

I hope this information is helpful to the Planning Commission in considering our request for additional presentation time as well as in your vote recommending the placement of the CDI Overlay Zone and in updating the Comprehensive Plan and Zoning Map.

Very truly yours,



Bruce N. Dean

cc: Kim Gaines  
Denis Superczynski  
Karin Flom  
Kathy Mitchell, Esq.  
Michael Kuykendall



July 3, 2025

**VIA ELECTRONIC AND REGULAR MAIL**

Kimberly Gaines  
Livable Frederick Director  
Frederick County Government  
Division of Planning and Permitting  
30 North Market Street  
Frederick, MD 21701

Re: CDI Overlay Zone Mapping/Eastalco Data Center Campus Site

Dear Kim:

I am writing on behalf of my client, Quantum Maryland LLC, c/o Catellus Maryland, LLC (“Catellus”), owner of approximately 2,122 acres of land, more or less, located north of Adamstown, which is the site of the former Eastalco aluminum smelting plant and which is currently being developed as the only comprehensively planned data center campus in Frederick County (the “Eastalco Data Center Campus”). The Eastalco Data Center Campus has an approved Adequate Public Facilities Ordinance (“APFO”) Amended and Restated Letter of Understanding dated February 15, 2023, for the development of up to 17,403,344 square feet of data center, 821,881 square feet of office, and 7,500 square feet of commercial use, as amended by a Second Amended and Restated Adequate Public Facilities Letter of Understanding dated August 21, 2024 (collectively, the “LOU”). Numerous site plans have been approved within the Eastalco Data Center Campus for Critical Data Infrastructure facilities and for Critical Data Infrastructure Electric Substation facilities by the Frederick County Planning Commission, and construction of these facilities has commenced.

As shown on **Exhibit A**, enclosed, of the 2,122 acres making up the Eastalco Data Center Campus, approximately 1,502 acres are zoned either General Industrial (GI) or Light Industrial (LI) and have a Comprehensive Plan designation of either General Industrial, Limited Industrial or Natural Resource (along the stream valleys), and are subject to the LOU (hereinafter these 1,502 acres will be referred to as the “Industrial Properties”). The remaining 620 acres, more or less, are zoned Agriculture (A) and have a Comprehensive Plan designation of Agricultural or Natural Resource and are not subject to the LOU. Of these 620 acres, Catellus is proposing for approximately 58 acres of land, as shown on **Exhibit A**, to remain in Agriculture zoning and with a Comprehensive Plan designation as Agricultural, so as to provide additional buffer areas to

Kim Gaines  
July 3, 2025  
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certain surrounding properties. The remaining 562 acres, more or less, as shown on **Exhibit A**, are hereinafter referred to as the “Ag Properties” which are subject to the zoning requests set forth below.<sup>1</sup>

The purpose of this letter is to request that Frederick County: 1) designate the Ag Properties for Limited or General Industrial land use in the County’s Comprehensive Plan, including placing them within the Community Growth boundary, removing any Priority Preservation Area or Rural Legacy designations from the Ag Properties and including them as Planned Service in the Water and Sewerage Plan; 2) place the entire Eastalco Data Center Campus, including both the Industrial Properties and the Ag Properties, within the proposed Critical Digital Infrastructure Overlay Zone (“CDIOZ”); and 3) comprehensively rezone the Ag Properties from their current Agricultural (A) zoning classification to the either the General Industrial (GI) or Light Industrial (LI) zoning classification.

In reviewing property owner requests to be included in the CDIOZ, Frederick County should be ranking such requests based upon two (2) base factors: 1) does the site for which the CDIOZ is requested meet the intent and the legal requirements of draft Bill 25-06, and 2) does the site have access to electric power, public water, public sewer and telecommunications infrastructure. While other properties in the Eastalco area which are under consideration for the application of the CDIOZ may meet the intent and the legal criteria for the CDIOZ, and while some have existing industrial zoning and/or an industrial Comprehensive Plan designation, only the Eastalco Data Center Campus and Catellus can affirmatively answer “yes” to the second base factor.

Quantum Maryland, LLC has invested hundreds of millions of dollars in insuring that electric power, public water and sewer, and telecommunication infrastructure are all available to the Eastalco Data Center Campus. Any other property owner is going to have to either make a similar investment from scratch (highly unlikely), or have to come to an agreement with Catellus to have access to the infrastructure which Catellus has brought to the region. For that reason alone, rezoning 2,064 acres of the 2,122 acre Eastalco Data Center Campus to be within the

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<sup>1</sup> It should also be noted that approximately 294 acres of the Industrial Properties as shown on **Exhibit A**, are within the Waterbody Buffer and cannot be developed. However, this is just the regulatory buffer area. Additional area has been and will be set aside and protected for forestation easements as well as compatibility zones within the Industrial Properties. Furthermore, the FAR of the developed land bays themselves are fairly low, with generous greenspace being provided within the developed land bays.

Kim Gaines  
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CDIOZ and to have industrial zoning on these 2,064 acres should be the starting point for Frederick County in this mapping effort, prior to even considering additional lands.

Having immediate access to electric power, public water, public sewer and telecommunication infrastructure, with an approved APFO LOU for well over 17,000,000 square feet of CDI facilities, also means that the Eastalco Data Center Campus will, even without inclusion of the Ag Properties, be among the largest employment centers in Frederick County, if not the largest. This size and access to infrastructure means that Catellus can enter into a Community Benefit Agreement with Frederick County that would significantly outpace any other property owner's ability to provide public benefits to the County, whether in terms of providing land or money to secure agricultural preservation easements on other properties, or in terms of providing other public benefits such as school construction funding, assistance to STEM education opportunities, or such other benefits as might be negotiated. If Frederick County wants to take advantage of the economic opportunities from data centers now, rather than years in the future, it needs to start with rezoning the entire Eastalco Data Center Campus to the CDIOZ and allowing these 2,064 acres (less the 294 acres of waterbody buffer) to be utilized for CDI development.

For all of these reasons, we believe that including the proposed 2,064 acres of the Eastalco Data Center Campus within the CDIOZ and changing the Ag Properties' land use and zoning classifications to either General or Light Industrial should be the first priority in determining how much land should be included in the CDIOZ.

Finally, based on our review of draft Bill 25-06, we believe that including these 2,064 acres of Eastalco Data Center Campus within the CDIOZ meets all of the legal and land use planning requirements for these requests. The Eastalco Data Center Campus is not proximate to any schools, colleges or universities, daycare centers or healthcare facilities. There are no properties adjacent to the site that are zoned or comprehensively planned for residential development, and there are only a handful of agriculturally zoned dwellings which abut the site. As stated above, the Eastalco Data Center Campus has invested millions of dollars in providing access to electric power, public water and sewer service and telecommunication infrastructure, such that including the Ag Properties as part of the Eastalco Data Center Campus would have immediate access to this infrastructure. Finally, even when including the 562 acres making up the Ag Properties, the entire 2,064 acres of the Eastalco Data Center Campus includes only about one-half of one percent of Frederick County's land mass and easily meets the County's goal of designating less than 1% of the County's land mass for CDI uses, while leaving significant



Kim Gaines  
July 3, 2025  
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acreage which can be designated CDIOZ, now or in the future, while still remaining under the stated cap.

I hope this information is helpful to you, your staff and the Planning Commission in the creation of the CDI Overlay Zone and in updating the Comprehensive Plan and Zoning Map. Should you or any of your staff have any questions regarding the Properties, please feel free to contact me.

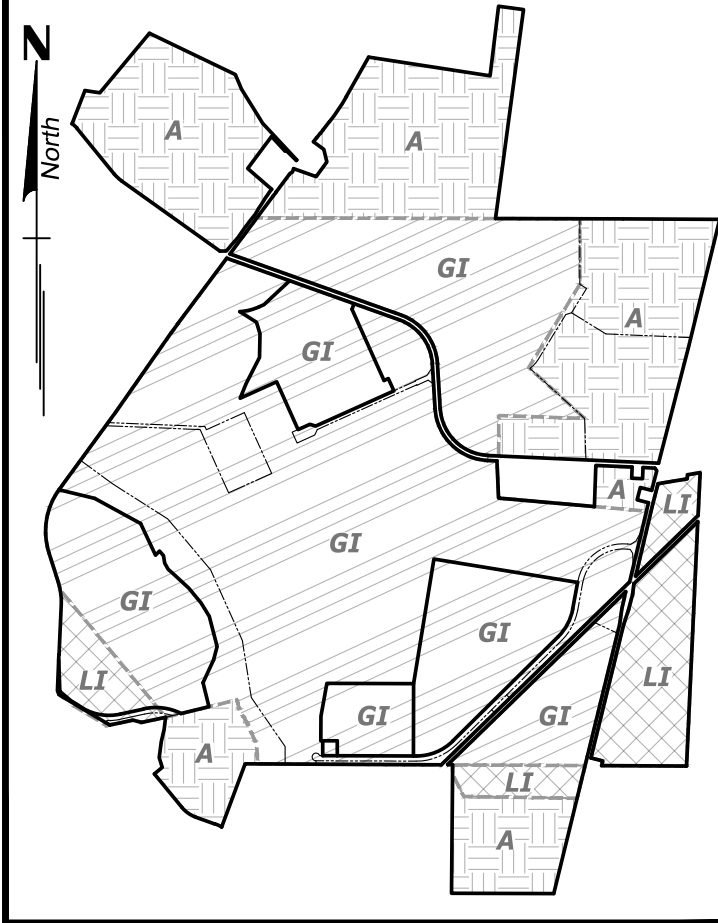
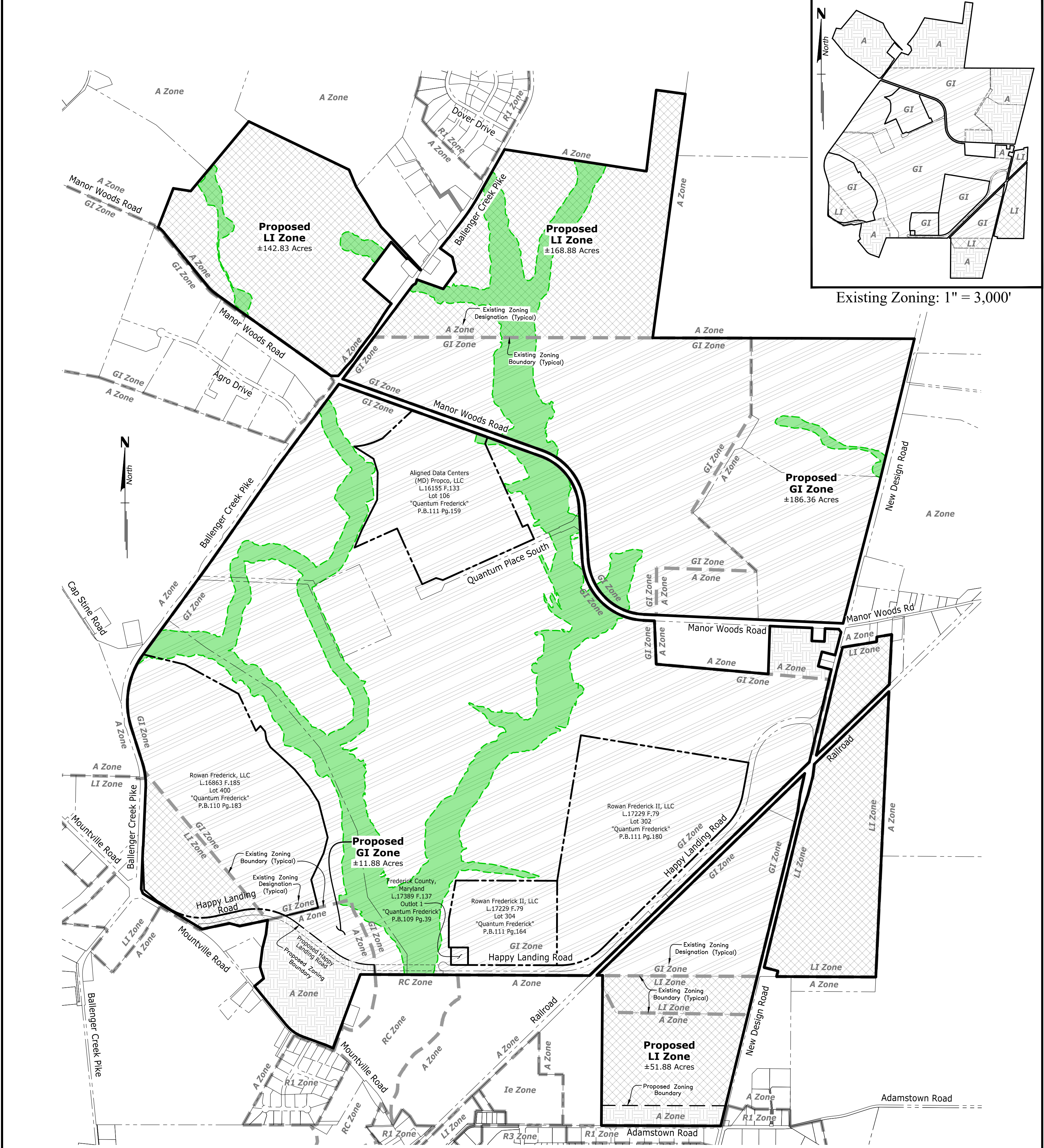
Very truly yours,



Bruce N. Dean

cc: Denis Superczynski  
Karin Flom  
Michael Kuykendall





Existing Zoning Tabulation (in Acres)				
Owner	GI Zone	LI Zone	A Zone	Gross Tract
Quantum Maryland	995.67	134.83	619.76	1750.26
Aligned Data Centers	74.89	0	0	74.89
Rowan Frederick	262.57	33.21	0	295.78
Frederick County	1.22	0	0	1.22
TOTAL	1334.35	168.04	619.76	2122.15

Proposed Zoning Tabulation (in Acres)				
Owner	*GI Zone	*LI Zone	A Zone	Gross Tract
Quantum Maryland	1193.91	498.42	57.93	1750.26
Aligned Data Centers	74.89	0	0	74.89
Rowan Frederick	262.57	33.21	0	295.78
Frederick County	1.22	0	0	1.22
TOTAL	1532.59	531.63	57.93	2122.15

\*Area of GI & LI Zones in Waterbody Buffer = 294.2 Acres

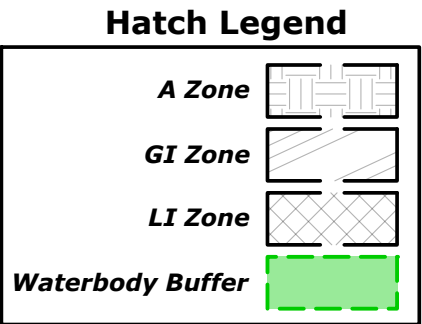


Exhibit of  
The Property of Quantum Maryland, LLC, et al  
"Quantum Frederick"  
Buckeystown (1st) & Ballenger (23rd) Election Districts  
Frederick County, Maryland  
Scale: 1"= 800'

**From:** [Elizabeth Law](#)  
**To:** [Planning Commission](#); [Council Members](#); [County Executive](#); [Murray, Patrick](#); [Victoria Venable](#)  
**Subject:** Fwd: Wapo Photo-Op on Data centers in VA  
**Date:** Monday, October 6, 2025 9:49:01 AM

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**[EXTERNAL EMAIL]**

County Executive Jessica Fitzwater, Council Members and Planning Commissioners,

Please use the link below to see today's article in the Washington Post on data centers in Northern Virginia. The houses pictured look to be 200-500 feet from the data centers. The article includes a recording of the noise level heard at adjoining homes.

Please reconsider granting CDI zoning to any parcel that would be so close to children. The vast profits of a few land speculators are not worth it.

Thank you,  
Betty Law

----- Forwarded message -----

From: **Elizabeth Law** <[bettybob1758@gmail.com](mailto:bettybob1758@gmail.com)>  
Date: Mon, Oct 6, 2025 at 8:52 AM  
Subject: Wapo Photo-Op on Data centers in VA  
To: Elizabeth Law (Betty) <[bettybob1758@gmail.com](mailto:bettybob1758@gmail.com)>

Washington Post:

[Opinion | Data centers power our AI usage. I photographed life among them. - Washington Post](#)



**From:** [Theresa Furnari](#)  
**To:** [Planning Commission](#)  
**Subject:** Data Center Overlay Zone  
**Date:** Wednesday, October 8, 2025 12:37:06 PM

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**[EXTERNAL EMAIL]**

Good Morning: I submit these comments for your consideration when making recommendations to the County Council about the map of the overlay zone. I ask that you consider the following: that the map not exceed the amount of acreage already zoned industrial. There are nearly 1200 acres available for construction of data centers. That the map should not include zoned residential. (500 feet between the data centers and homes is an insufficient buffer). The map should not include protected lands. The county made a promise to the landowners nearly 30 years ago. It is wrong to renege on that promise. And that map should not include prime agricultural land. We should be supporting our agricultural industry, not taking away land. The provision in the current overlay legislation setting aside 5 acres of agricultural land for each acre that will be rezoned is meaningless. It has been found to be illegal by the county attorneys as contract zoning. It has no mandate, thus unenforceable and there is no guarantee that the land preserved will be of the same quality of the land taken.

I ask you also to consider that the need for data centers is becoming less imminent. We should have a comprehensive study of the impact of data centers before the County expands the territory where the centers can be built. Such a study was passed in the General Assembly last year and vetoed by Governor Moore. There is action to override the veto and we should wait and see before expanding the territory. On a daily basis there is negative news about the use of AI. There have been complaints from the legal community and businesses. There is concern about people abusing the use of AI raising security concerns. Companies have been sued as to their use of AI, especially in cases when people have been harmed and one even committed suicide from the advice generated by AI. It may be too soon to say AI is a fad that will die out, but I recently read that there are more people opposing AI than supporting it. Thus, I ask why do we want to build data centers to accommodate the increased use of AI, when it may be obsolete in the not too distant future.

Thank you for considering my comments

Theresa Furnari

Jefferson, Maryland

October 7, 2025

Tim Davis, Chair  
Frederick County Planning Commission  
30 North Market Street  
Frederick, MD 21701

**Re: Livable Frederick Comprehensive Plan Amendment - Critical Digital Infrastructure Overlay Zone (CDI-OZ) – Geisinger Property – PUBLIC HEARING TESTIMONY TIME REQUEST**

Dear Chairman Davis and Members of the Planning Commission:

This office represents both the Geisinger Family Trust and the Geisinger Credit Trust, co-owners of property located at 3710 Cap Stine Road hereinafter referenced as the “Geisinger Property”.

I intend to testify at the Planning Commission’s public hearing on the above referenced matter scheduled to be held on October 15, 2025 on behalf of both the Geisinger Family Trust and the Geisinger Credit Trust. Under the Commission’s Rules of Procedure, the two Trusts, as separate owners of the property, are allowed 3 minutes each for testimony. In addition, five individual members of the Geisinger family – Jeanne Geisinger, Kathleen Wolfe, Gary Geisinger, Jeff Geisinger and Daniel Geisinger – will also be in attendance and eligible to testify as individuals for 3 minutes each under the Commission’s Rules as well.

However, rather than having the Commission hear a total of 21 minutes of testimony from various individuals on this matter, I am writing on behalf of the Geisinger family members to request that the Commission allow me to testify for a total **12 minutes** on behalf of all entities/parties eligible to testify relative to the Geisinger Property. We believe that allowing a consolidated presentation would facilitate a more efficient hearing process and coverage of relevant issues for the Commission’s consideration.

Thank you for your attention to this request.

Sincerely yours,

BREGMAN, BERBERT, SCHWARTZ & GILDAY, LLC

By:

  
Soo Lee-Cho



October 7, 2025

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cc: Geisinger Family Trust  
Geisinger Credit Trust  
Jeanne Geisinger  
Kathleen Wolfe  
Gary Geisinger  
Jeff Geisinger  
Daniel Geisinger

**From:** [Manalo, Noel](#)  
**To:** [Planning Commission](#)  
**Cc:** [James, Karen](#); [Gaines, Kimberly](#)  
**Subject:** CDI-OZ 10/15 Public Hearing - Windridge Properties comprehensive rezoning request  
**Date:** Wednesday, October 8, 2025 7:48:25 AM  
**Attachments:** [image687270.png](#)  
[image573220.png](#)  
[image029258.png](#)  
[image160254.png](#)  
[Windridge Properties Rezoning Request.pdf](#)

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**[EXTERNAL EMAIL]**

Honorable Planning Commissioners:

With regard to the CDI-OZ, which is the subject of your October 15, 2025 public hearing, on behalf of Windridge Properties, L.L.C. please see the attached letter.

If you might have Staff kindly confirm your receipt of this letter and its inclusion in the record.

Thank you for your consideration, and we look forward to your continued support. Regards,  
Noel Manalo



**Noel Manalo**

Principal

D 240.772.5108

Noel.Manalo@offitkurman.com



30 West Patrick Street  
Suite 300  
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T 240.772.5200  
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Windridge Properties, L.L.C.  
P.O. Box 149  
Adamstown, Maryland 21710  
www.windridgefarm.com

October 8, 2025

County Council  
Planning Commission  
Planning Staff  
Frederick County, Maryland  
30 North Market Street  
Frederick, Maryland 21701

Re: Request for Comprehensive Plan Rezoning as Part of the CDI Overlay;  
Windridge Farm (+/- 223.524 AC; Tax ID# 01-002198)

Dear Frederick County Officials:

The Butz Family, the owners of Windridge Properties - 223.524 acres +/- on the north side of the intersection of Cap Stine Road and Ballenger Creek Pike/MD Route 351 (the “Windridge Property”), respectfully request that the Planning Commission recommend, and the County Council approve, comprehensive rezoning of the Property from Agricultural (A) to General Industrial (GI) as part of the Critical Data Infrastructure/Overlay Zone (“CDI-OZ”) legislative process (“this Comprehensive Rezoning Request”), as was intended by the Master Plan in 2011 and reaffirmed by Livable Frederick in 2019.

With the creation of the CDI-OZ, Windridge is the **only parcel** remaining to be rezoned in the Adamstown Region that possesses all three of the following attributes:

- Land Use designation of General Industrial
- Designation for “Planned Service” in the County Water & Sewerage Plan
- Location within the Eastalco priority Community Growth Area and the proposed CDI-OZ.

By rezoning the property now, as part of the comprehensive CDI-OZ process, the County:

- 1) Eliminates any concern over “piecemeal” rezonings and aligns the Windridge Property with the Livable Frederick Master Plan.
- 2) Preserves the County's rezoning process for CDI-OZ in the future by differentiating the Windridge Property from all other properties in the Priority Preservation Areas.
- 3) Allows the Windridge Property to participate in proper utility planning, development and allocations with the adjacent properties that are actively developing. Without rezoning, Windridge can not fully participate in this process.

Additionally, the Windridge Property has already undergone its own piecemeal rezoning process in 2023. It would be redundant, expensive, and unnecessary for the County and Butz family to repeat the process.



General Industrial zoning on this property will result in an order of magnitude increase in tax revenue collected by the County as evidenced by property assessments already occurring on the Eastalco property. Eventual CDI development will provide additional revenue while supporting jobs and other economic activity in the County. As life-long farmers who have farmed this property for over 30 years we understand that the conversion of agriculturally zoned lands should be considered very carefully. The Windridge Property, however, is unique in that it has been planned for development for over 40 years.

In 2023, we requested a piecemeal rezoning of the Windridge Property based on substantial change in the character of the neighborhood resulting from legislative, infrastructure, construction, and other unanticipated changes associated with the Quantum Frederick data center project on the former Eastalco property (the “2023 Piecemeal Request”). **The Planning Commission recommended approval** of the 2023 Piecemeal Request. Planning commissioner Rensberger, in his agreement with rezoning, stated *“The parcel is located inside the Eastalco community growth area, its planned use is industrial.... if you believe in simple concise borders and sensible clean lines that make sense. That parcel represents a missing tooth in that General Industrial area. That’s the best little parallelogram to attach to the General Industrial than any other”*. (Feb. 8, 2023 3:06:52)

However, the County Council denied the 2023 Piecemeal request based on observations by some members that there was not enough evidence of “change”. County Planner Denis Superczynski observed: *“If we were to get into our time machines and come back 3 or 5 years from now, we would see things rising out of the ground, we would be able to positively identify them as part of a data center campus & that you would be able to demonstrate the physical change, the substantial change to the neighborhood.”*. (Apr. 18, 2023 – 1:59:27)

Council President Young stated *“I have to agree that under the uses that are around it and what’s around the other side of it, [it] hasn’t changed that in my opinion warrants the change at this point. Now, I will say that I do believe at some point it will. I think that’s down the road. I just don’t think it’s at this time . . . I just think it’s premature”*. (May 2, 2023 – 44:12)

Significant construction has occurred on the Quantum Frederick data center campus in the intervening 2+ years since the Piecemeal request. This construction has further bolstered the justification for finding that a substantial change has occurred in the neighborhood since the Comprehensive Plan Map was adopted on September 13, 2012, and re-adopted as part of the Livable Frederick Master Plan on September 3, 2019. The attached image demonstrates this change including the building of a major power substation and five data center buildings totaling over 1.2 million square feet, all located across the street and in line-of-sight view of the Property.

Comprehensive Rezoning is the opportunity to plan and legislate based on intentional planning goals as set forth in the Livable Frederick Master Plan. As part of the 2023 Piecemeal Application, the Staff Report made favorable planning observations on all material aspects, only questioning the “change” aspect. It was only on the question of “change” and the timing of that “change”, that the Council did not concur with the Planning Commission’s recommendation. The passage of time, the substantial construction described above, and the passage of the CDI-OZ have made that “change” a reality under any appropriate measurement.

With the adoption of the CDI-OZ, it is clear the County wants to center CDI development and Industrial-zoned property at, and proximate to, the former Eastalco area. The County has thoroughly discussed all of the planning justifications for this intent, from both the County-wide and the Adamstown-specific perspectives. This Comprehensive Rezoning Request is squarely aligned with all of those justifications.

Rezoning the Windridge Property now as part of the CDI-OZ legislative process aligns with the Livable Frederick Master Plan, embodies the principles of good planning, and provides meaningful public good to the Citizens of Frederick County. Commissioner Rensberger effectively summarized the case for granting rezoning of the Property when he said *“I think we might as well roll it (the Property) in now so we can include this owner and this parcel in our ongoing yet to be completed small area plan for Eastalco. I don’t see the benefit in waiting”* (Feb 8, 2023 3:08.02).

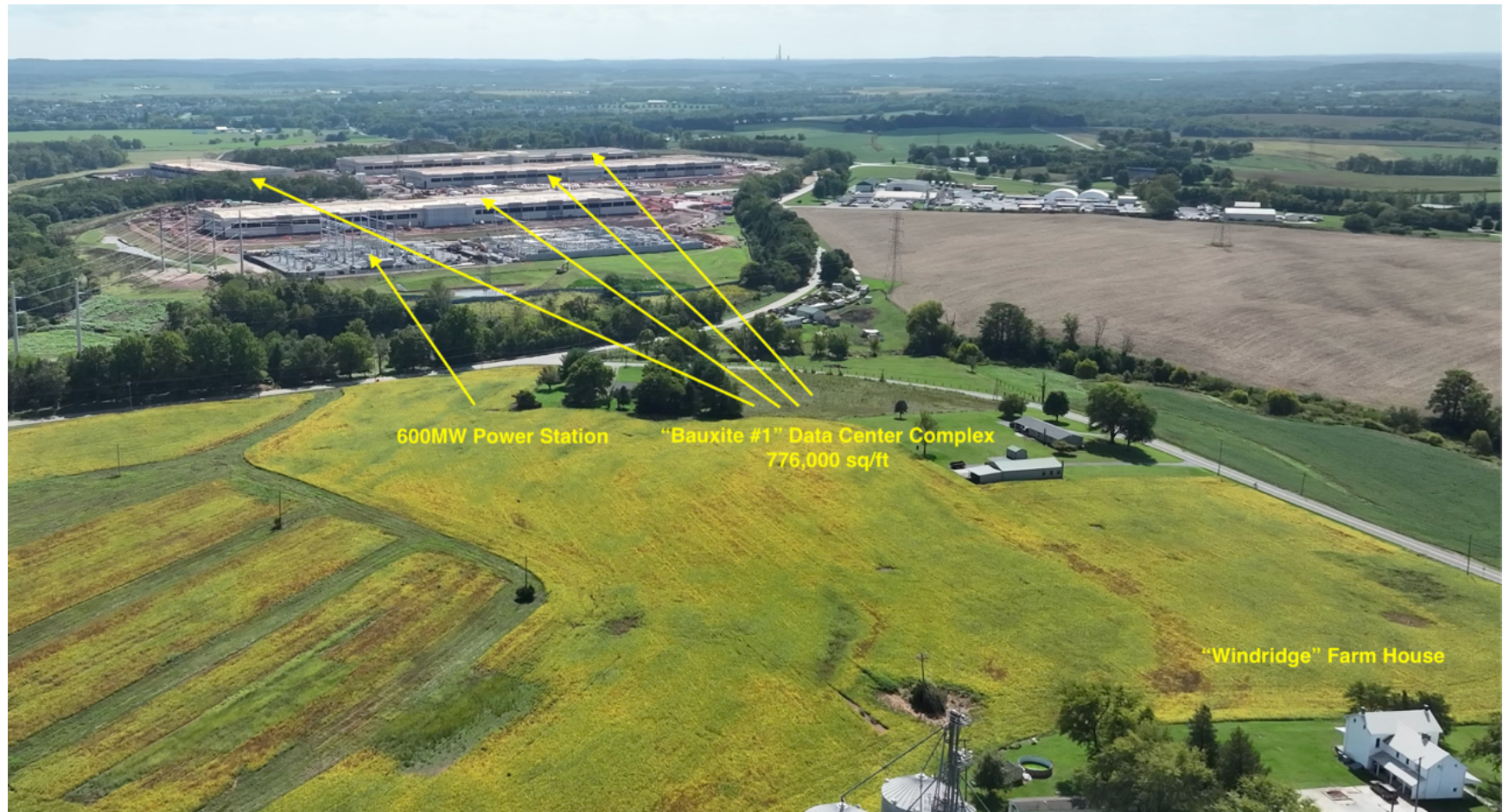
Thank you for your consideration, and we look forward to speaking with you further about this request.

Sincerely,

Windridge Properties, L.L.C.

By:   
Robert T. Butz

## CDI Development Adjacent to the Windridge Property



**From:** [Krista Davisson](#)  
**To:** [Planning Commission](#)  
**Cc:** [Mitchell, Kathy \(Legal\)](#); ["Tom Natelli"](#)  
**Subject:** Re: Request for acknowledgement as Recognized Organization  
**Date:** Tuesday, September 23, 2025 12:29:08 PM  
**Attachments:** [Secretary's Certificate and Resolution for Natelli Communities - FCPC 9-23-25.pdf](#)

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**[EXTERNAL EMAIL]**

Dear Chair Davis and Planning Commission members,

Please accept this email as a request from Natelli Communities, Inc. to be afforded 5 minutes as a "Recognized Organization", as defined in Sections 1-2 and 1.5 of the Planning Commission Rules of Procedure, for purposes of providing testimony at the Planning Commission's October 15, 2025 public hearing on Bill 25-09 concerning the CDI Overlay.

Attached is a signed Secretary's Certificate and Resolution including as exhibits, all filed corporate documents, including the current Bylaws of the company, and a current Certificate of Good Standing from MDSDAT.

Please confirm receipt of this request and let me know if this is acceptable or if you need additional information.

Thank you, Krista

Krista Davisson  
General Counsel, Natelli Communities  
506 Main Street, Suite 300 Gaithersburg, MD 20878  
301-590-7339 (office); 301-788-2159 (cell)

This message may be confidential and privileged. If you received this message in error, please delete it and advise the sender by reply email.



**SECRETARY'S CERTIFICATE**  
**AND RESOLUTION**  
**FOR NATELLI COMMUNITIES, INC.**

I, Thomas A. Natelli, Jr. hereby certify that:

1. I am the duly elected and acting Secretary of Natelli Communities, Inc., a corporation organized and existing and in good standing under the laws of the State of Maryland (the "Corporation");

2. The Corporation was formed by the filing of Articles of Incorporation of NALP Communities, Inc., with the Maryland State Department of Assessments and Taxation ("SDAT") on February 12, 1993, a copy of which is attached hereto as Exhibit A-1; as amended by Articles of Amendment filed with SDAT on February 1, 1995, a copy of which is attached hereto as Exhibit A-2; and as further amended by Articles of Amendment filed with SDAT on February 15, 1995 changing the name of NALP Communities, Inc. to Natelli Communities, Inc., a copy of which is attached hereto as Exhibit A-3; and as affected by Articles of Merger filed with SDAT on February 27, 1995, whereby Natelli Communities, Inc. and PIA Communities, Inc. merged (with Natelli Communities, Inc. being the surviving entity), a copy of which is attached hereto as Exhibit A-4; and as further amended by Articles of Amendment filed with SDAT on March 20, 1995, a copy of which is attached hereto as Exhibit A-5. The Corporation is governed by Amended and Restated Bylaws dated January 1, 2004, a copy of which is attached hereto as Exhibit A-6; as amended by an Amendment to Amended and Restated By-Laws dated March 18, 2019, a copy of which is attached hereto as Exhibit A-7.

3. The shareholders of the Corporation are Thomas A. Natelli and the GMN Revocable Trust.

4. The members of the Board of Directors are Thomas A. Natelli and Michael J. Natelli; Gertrude M. Natelli having passed away on June 14, 2022.

5. The following resolutions were duly adopted by the Board of Directors of the Corporation on the date set forth below; said resolutions have not been amended, rescinded or modified, are in full force and effect on the date hereof, and are in accord with and pursuant to the Articles of Incorporation and Bylaws of this Corporation:

"Resolved: that the Corporation authorizes either Thomas A. Natelli , Michael J. Natelli or Thomas A. Natelli, Jr. to offer testimony on behalf of the Corporation at any public hearing, meeting or workshop of the County Council or Planning Commission of Frederick County, Maryland.

6. The Corporation is in good standing under the laws of the State of Maryland and attached hereto as Exhibit A-8 is a copy of the Partnership's Certificate of Good Standing dated September 23, 2025, issued by SDAT. There have been no changes to the Articles of Incorporation and Bylaws of the Corporation, other than the change of the address of the Resident Agent and Principal Office of the Corporation to 506 Main Street, Gaithersburg, Maryland 20878 by Resolution filed with SDAT on August 5, 2010, and said Articles and Bylaws are in full force and effect.

WITNESS, my signature and the seal of the Corporation as of the date set forth below.

  
\_\_\_\_\_[SEAL]  
Thomas A. Natelli, Jr. Secretary

I, Thomas A. Natelli, hereby certify that I am the duly elected, qualified and acting President of Natelli Communities, Inc., that Thomas A. Natelli, Jr. is the duly elected, qualified and acting Secretary of Natelli Communities, Inc. and that the signature of Thomas A. Natelli, Jr., as set forth above, is his true and genuine signature.

  
\_\_\_\_\_  
Thomas A. Natelli, President

We, Thomas A. Natelli and Michael J. Natelli, members of the Board of Directors of Natelli Communities, Inc., confirm the adoption of the foregoing Resolution.

  
\_\_\_\_\_  
Thomas A. Natelli

  
\_\_\_\_\_  
Michael J. Natelli

Date: September 23, 2025

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00963.620

APPROVED FOR REGISTRY

ARTICLES OF INCORPORATION

NALP COMMUNITIES, INC.

1993 FEB 12 A 10:55

THIS IS TO CERTIFY:

**FIRST:** That I, the subscriber, Robert L. Brownell, whose post office address is 8601 Georgia Avenue, Suite 700, Silver Spring, Maryland 20910, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

**SECOND:** That the name of the corporation (which is hereinafter called the "Corporation") is:

NALP Communities, Inc.

**THIRD:** The purpose for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

- (a) Any lawful purpose.
- (b) To own and develop real property for sale or lease.
- (c) To purchase, sell, exchange, convey, lease, sublease, transfer, or in any manner whatsoever dispose of real or leasehold property and improvements thereof, within or without the State of Maryland.
- (d) To lend money secured by mortgage or other evidences of indebtedness, or other liens on real or personal property of all kinds, and to buy, sell, or otherwise acquire and dispose of and deal in bonds, notes, mortgages and securities of all kinds, made or issued by any person or persons, corporation or corporations, association or associations.
- (e) To buy, sell, exchange, hold or own open accounts, book debts and claims, commercial papers, bills of lading, warehouse receipts, stocks, bonds and securities, contracts, leases and chooses in action of any kind, nature and description, and other personal property of any kind whatsoever, and to loan to any person, partnership, corporation or association any monies or other valuable things and to take as collateral security for the repayment of any such loans, open accounts, book debts and claims, commercial paper, bills of lading, warehouse receipts, stock, bonds and securities, contracts, leases and chooses in action, of any kind whatsoever, either by assignment or in such manner as the Corporation may desire, and also to make loans or advances to any person, partnership, corporation or association, and to take as collateral security therefor, either by assignment or in such other manner as the Corporation may desire, any debts, or claims which any such person, partnership, corporation or association may have, be possessed of, or have any interest in.
- (f) To acquire the good will, rights and property, and to undertake the whole or any part of the assets and liabilities of any person, firm, association, or corporation; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner all or any part of the business so acquired, and to exercise all of the powers necessary or convenient in and about the conduct and management of such business.
- (g) To guarantee, purchase, or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds, or other evidences of indebtedness created by other corporations and while the holder of such stock, to exercise all rights and privileges of ownership, including the rights to vote thereon, to the same extent as a natural person might or could do.

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CLERK'S OFFICE  
MONTGOMERY COUNTY, MD.

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LT<sup>TM</sup> FOL  
00963.621

(h) To purchase or otherwise acquire, apply for, register, hold, use, sell, or in any manner dispose of, and to grant licenses or other rights in, and in any manner deal with patents, inventions, improvements, processes, formulas, trademarks, tradenames, rights and licenses secured by letters, patents, copyrights or otherwise.

(i) To borrow money for any of the purposes of the Corporation, and to draw, make, accept, endorse, discount, execute, issue, sell, pledge or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable, transferable and non-transferable instruments and evidences of indebtedness, and to secure the payment thereof and the interest thereon by mortgage or pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation at the time owned or thereafter acquired.

(j) To have one or more offices and places of business, and to carry on all or any of its operations and businesses, and without restriction or limitation as to amount or place, in any of the states, districts and territories of the United States and in any foreign countries subject to the laws of such state, district, territory, colony or country.

(k) To purchase, hold, cancel, reissue, sell and transfer shares of the capital stock, bonds and other obligations of this Corporation from time to time, in such manner and upon such terms as the Board of Directors may determine.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and it is not intended, by the mention of any particular purpose, object or business mentioned, to limit or restrict any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation, and the said Corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations.

The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relating to corporations which are contained in the General Laws of this State.

**FOURTH:** The post office address of the principal office of the Corporation in this State is 806 W. Diamond Avenue, Suite 300, Gaithersburg, Maryland 20878. The Resident Agent of the Corporation is Thomas A. Natelli, whose post office address is 806 W. Diamond Avenue, Suite 300, Gaithersburg, Maryland 20878. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

**FIFTH:** The total number of shares of all classes of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of Common Stock with One Dollars (\$1.00) per share par value.

**SIXTH:** The Corporation shall have a Board of Directors comprised of eight (8) directors. The names of the directors who shall act until the first annual meeting of the stockholders of the Corporation and until their successors are duly chosen and qualified are:

Dennis I. Meyer  
Anthony M. Natelli  
Thomas A. Natelli  
Robert H. Johnson  
William J. Moore  
Barry J. Shapiro  
Paul E. Bonin  
David G. Dombert

~~CONFIDENTIAL~~

**SEVENTH:** In furtherance and not in limitation of the powers conferred by statute, the powers of the Corporation and of the Directors and Stockholders shall include the following:

(a) Any Director, individually, or any firm of which any Director may be a member, or any corporation or association of which any Director may be an officer or director or in which any Director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation to the full extent permitted by Maryland law, and no contract or other transaction shall be thereby affected or invalidated.

(b) Except as otherwise provided elsewhere in the Articles of Incorporation or by the By-Laws of the Corporation, as from time to time amended, the business of the Corporation shall be managed by its Board of Directors, which shall have and may exercise all the powers of the Corporation. The Board of Directors of the Corporation is hereby specifically authorized and empowered from time to time in its discretion:

(1) To make, alter, and repeal the By-Laws of this Corporation to the extent permitted by law; to open stock books, to fix and vary the amount to be reserved as working capital; to direct and determine the use of any surplus or net profits as well as when to declare dividends;

(2) To create, make and issue mortgages, bonds, deeds of trust, trust agreements, and negotiable or transferable instruments and securities, secured by mortgage or otherwise, and to do every other act and thing necessary to effectuate the same; to purchase or otherwise acquire, and to sell or otherwise dispose of, for the Corporation, any property, rights, or privileges which the Corporation is authorized to acquire, at such prices and on such terms and conditions, and for such consideration as they think fit, at their discretion; and, as they deem proper, to pay for any property or rights acquired by the Corporation, either wholly or partially, in money or in stock, bonds, debentures, or other securities of the Corporation.

(3) To remove or suspend any officer of the Corporation, and to fix and, from time to time, to change, their salaries or emolument; to appoint an Executive Committee which shall have all the powers within the laws of the State of Maryland, as shall be designated by the Directors to appoint and, at their discretion, remove or suspend, any managers, officers, assistants, clerks, agents, and servants, permanently or temporarily, as they, from time to time, think fit, and to determine their duties, and fix, and from time to time change, their salaries or emoluments, and to require security in such instance and in such amounts as they think fit;

(4) To confer by resolution upon any officer of the Corporation the right to choose, remove, or suspend such subordinate officers, managers, assistants, agents, clerks or Corporation any property belonging to the Corporation, or in which it is interested, or for any other purpose, and to exercise and do all such duties and things as may be requisite in relation to any such trust;

(5) To determine who shall be authorized to sign on the Corporation's behalf bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents; from time to time to provide for the management of the affairs of the Corporation at home or abroad in such manner as they think fit, and, in particular, from time to time to delegate any of the powers of the Board of Directors to any committee, officers, or agent, and to appoint any person or persons to be the agents of the Corporation with such powers (including the power to delegate) and upon such terms as they think fit; from time to time to determine whether and to what extent and at what time and place, and under what conditions and regulations, the accounts and books of this Corporation (other than the stock ledger), of any of them, shall be open to the inspection of stockholders, and no stockholders shall have any right to inspect any account book or document of this Corporation, except as conferred by statute, unless authorized by the resolution of the Directors;

(6) To hold their meetings, and have one or more offices outside the State of Maryland, and to keep the books of this Corporation outside the State of Maryland at such place as may be from time to time designated by the Board of Directors;

(7) To authorize the issuance from time to time of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the By-Laws of the Corporation;

(8) To classify or reclassify by articles supplementary to the charter any unissued shares by fixing or altering in any one or more aspects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares;

(d) The Corporation may by its By-Laws confer upon the Directors powers and authorities in addition to the foregoing and those expressly conferred upon them by statute.

**EIGHTH:** The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and I acknowledge the same to be my act and that to the best of my knowledge, information and belief all matters and facts stated herein are true in all material respects and that this statement is made under the penalties of perjury.

  
Robert L. Brownell

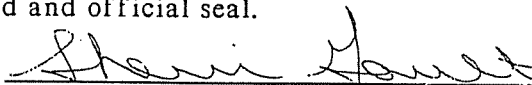
Date: 2-11-93

STATE OF MARYLAND  
COUNTY OF MONTGOMERY

On this 11<sup>th</sup> day of February, 1993, before me, the undersigned officer, personally appeared Robert L. Brownell, known to me or satisfactorily proven to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

In Witness Whereof, I hereunto set my hand and official seal.

My Commission Expires: 1/23/95

  
Notary Public

SHERRI L. GAULT  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires January 23, 1995

Return to:  
WHEELER & KORPECK  
8601 Georgia Avenue  
Suite 700  
Silver Spring, Maryland 20910

Return to:  
WHEELER & KORPECK  
8601 Georgia Avenue  
Suite 700  
Silver Spring, Maryland 20910

## ARTICLES OF AMENDMENT

NALP COMMUNITIES, INC.

2-1-95 11:49 AM

WHEREAS, the Articles of Incorporation (the "Articles") of NALP Communities, Inc., a Maryland corporation (the "Corporation") were approved and received for record by the State Department of Assessments and Taxation of Maryland (the "Department") February 12, 1993 at 10:55 o'clock a.m. and recorded in the records of the Department in liber, folio 3488, 1510; and

WHEREAS, in accordance with subtitle 6, Corp. & Assoc. Art., Maryland Code Annotated, the Corporation now desires to amend the Articles to increase the authorized stock of the Corporation, all as hereinafter set forth;

NOW, THEREFORE, the Corporation hereby certifies as follows:

50338223

1. The Articles are hereby amended by amending and restating Paragraph FIFTH of the Articles to read in its entirety as follows:

**FIFTH:** The total number of shares of all classes of capital stock which the Corporation has authority to issue is fifty thousand (50,000) shares of Common Stock with One Dollar (\$1.00) per share par value.

2. The above-stated amendment to the Articles (the "Amendment") was advised by the board of directors of the Corporation and approved by the stockholders of the Corporation, all in accordance with Section 2-604, Corp. & Assoc. Art., Maryland Code Annotated.

3. Immediately before the adoption of the Amendment, the total number of shares of all classes of capital stock which the Corporation had authority to issue was ten thousand (10,000) shares of one class of Common Stock with One Dollar (\$1.00) per share par value, for an aggregate par value of Ten Thousand Dollars (\$10,000) for all authorized shares of all classes of capital stock. Under the Articles as amended by the Amendment, the total number of shares of all classes of capital stock which the Corporation has authority to issue is fifty thousand (50,000) shares of one class of Common Stock with One Dollar (\$1.00) per share par value, for an aggregate par value of Fifty Thousand Dollars (\$50,000) for all authorized shares of all classes of capital stock.

IN WITNESS WHEREOF, the undersigned, acting in my capacity as President of the Corporation, has signed these Articles of Amendment in the name of and on behalf of the Corporation, and I acknowledge the same to be the act of the Corporation and that, to the best of my knowledge, information and belief, all matters and facts stated herein are true in all material respects, and that this statement is made under the penalties of perjury.

NALP COMMUNITIES, INC.

ATTEST:

By: Thomas A. Natelli c6  
Thomas A. Natelli  
President

Jean Fay Fellenz  
Jean Fay Fellenz  
Secretary

RECORDED  
I.D. NO# D3598083  
ACKN. NO. - 149C3089328  
NALP COMMUNITIES, INC.

I-B

STATE OF MARYLAND

)

) ss.:

COUNTY OF MONTGOMERY

)

The undersigned, a Notary Public in and for the aforesaid jurisdiction, does hereby certify that on this 9th day of May, 1994, before me personally appeared Thomas A. Natelli, to me known, who, being by me duly sworn, did depose and say that he is President of NALP Communities, Inc., a Maryland corporation (the "Corporation"), which Corporation is described in and which executed the foregoing Articles of Amendment; that said execution was duly authorized by the board of directors of the Corporation and that he executed the foregoing in the name of and on behalf of the Corporation, all pursuant to said authorization.

Louise A. Major  
Notary Public

My commission expires:

9-13-97

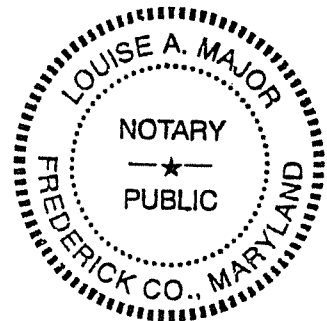




Exhibit A-3

**ARTICLES OF AMENDMENT**  
**NALP COMMUNITIES, INC.**

APPROVED

02/15/95 at 3:46p.m.

**WHEREAS**, the Articles of Incorporation (the "Original Articles") of NALP Communities, Inc., a Maryland corporation (the "Corporation") were approved and received for record by the State Department of Assessments and Taxation of Maryland (the "Department") February 12, 1993 at 10:55 o'clock a.m. and recorded in the records of the Department in liber, folio 8488, 1510; and

**WHEREAS**, in accordance with subtitle 6, Corp. & Assoc. Art., Maryland Code Annotated, the Original Articles were subsequently amended pursuant to Articles of Amendment to increase the authorized stock of the Corporation (the Original Articles, as so amended, the "Articles"; and

**WHEREAS**, in accordance with subtitle 6, Corp. & Assoc. Art., Maryland Code Annotated, the Corporation now desires to further amend the Articles to change the name of the Corporation, all as hereinafter set forth;

**NOW, THEREFORE**, the Corporation hereby certifies as follows:

1. The Articles are hereby amended by amending and restating Paragraph SECOND of the Articles to read in its entirety as follows:

**SECOND:** That the name of the corporation (which is hereinafter called the "Corporation") is:

Natelli Communities, Inc.

2. The above-stated amendment to the Articles was advised by the board of directors of the Corporation and approved by the stockholders of the Corporation, all in accordance with Section 2-604, Corp. & Assoc. Art., Maryland Code Annotated.

**IN WITNESS WHEREOF**, the undersigned, acting in my capacity as President of the Corporation, has signed these Articles of Amendment in the name of and on behalf of the Corporation, and I acknowledge the same to be the act of the Corporation and that, to the best of my knowledge, information and belief, all matters and facts set forth herein with respect to authorization and approval are true in all material respects, and that this statement is made under the penalties of perjury.

ATTEST:

NALP COMMUNITIES, INC.

  
 Joan F. Fellanz, Secretary

By:   
 Thomas A. Natelli, President

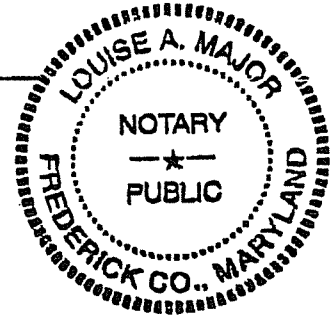
STATE OF MARYLAND )  
 ) ss:  
COUNTY OF MONTGOMERY )

The undersigned officer does hereby certify that on this 15<sup>th</sup> day of February, 1995, before me personally appeared Thomas A. Natelli, to me known, who, being by me duly sworn, did depose and say that he is President of NALP Communities, Inc., a Maryland corporation (the "Corporation"), which Corporation is described in and which executed the foregoing Articles of Amendment; that said execution was duly authorized by the board of directors of the Corporation and that he executed the foregoing in the name of and on behalf of the Corporation, all pursuant to said authorization.

Louise A. Major  
Notary Public

My commission expires:

9-13-97



13

## Exhibit A-4

ARTICLES OF MERGER  
OF  
NATELLI COMMUNITIES, INC.  
AND  
PIA COMMUNITIES, INC.

02/27/95 2:57 P.M.

Pursuant to the provisions of the Maryland General Corporation Law (the "Act"), the following Articles of Merger (the "Articles") are made and entered into by the undersigned parties.

**FIRST:** Natelli Communities, Inc., a Maryland corporation formerly known as NALP Communities, Inc., and PIA Communities, Inc., a Maryland corporation (said corporations, being all the entities which are party to these Articles, collectively, the "Parties"), do hereby agree to effect a merger of the Parties upon the terms and conditions herein set forth (the "Merger"). The Merger is intended to be a "statutory merger" within the meaning of Section 388(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

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**SECOND:** Natelli Communities, Inc., the successor corporation, has its principal office in Montgomery County, Maryland, located at 806 W. Diamond Avenue, Gaithersburg, Maryland 20878. The existence of Natelli Communities, Inc. will continue upon the effective date of the Merger under its present name pursuant to the provisions of the Act.

**THIRD:** PIA Communities, Inc., the corporation to be merged into the successor corporation, has its principal office in Montgomery County, Maryland, located at 806 W. Diamond Avenue, Suite 301, Gaithersburg, Maryland 20878. PIA Communities, Inc. owns no interest in real property. The existence of PIA Communities, Inc. will cease upon the effective date of the Merger pursuant to the provisions of the Act.

**FOURTH:** Articles of Amendment to the Articles of Incorporation of Natelli Communities, Inc. in the form attached hereto as Exhibit A are to be effected as part of the Merger.

**FIFTH:** As of the effective date of the Merger, (i) the total number of shares of stock of all classes of capital stock which Natelli Communities, Inc. has the authority to issue is fifty thousand (50,000) shares of Common Stock with One Dollar (\$1.00) per share par value, (ii) the corporation has one class of capital stock and (iii) the aggregate par value of all classes of capital stock which the corporation has the authority to issue is Fifty Thousand Dollars (\$50,000.00).

As of the effective date of the Merger, (i) the total number of shares of stock of all classes of capital stock which PIA Communities, Inc. has the authority to issue is fifty thousand (50,000) shares of Common Stock with One Dollar (\$1.00) per share par value, (ii) the corporation has one class of capital stock and (iii) the aggregate par value of all classes of capital stock which the corporation has the authority to issue is Fifty Thousand Dollars (\$50,000.00).

**SIXTH:** The Articles of Amendment to the Articles of Incorporation of Natelli Communities, Inc. to be effected as part of the Merger (the "Articles of Amendment") will change the total number of shares of capital stock which Natelli Communities, Inc. has the authority to issue. Immediately before the Merger and the adoption of the Articles of Amendment, the total number of shares of stock of all classes of capital stock which Natelli Communities, Inc. has the authority to issue, as set forth in Paragraph FIFTH above, is fifty thousand (50,000) shares of Common Stock with One Dollar (\$1.00) per share par value for an aggregate par value of Fifty Thousand Dollars (\$50,000.00) for all authorized shares of capital stock. Immediately following the Merger and the adoption of the Articles of Amendment, the total number of shares of stock of all classes of capital stock which Natelli Communities, Inc. will have the authority to issue will be one hundred thousand (100,000) shares of Common Stock with One Dollar (\$1.00) per share par value for an aggregate par value of One Hundred Thousand Dollars (\$100,000.00) for all authorized shares of capital stock.

**SEVENTH:** Upon the effective date of the Merger, each share of capital stock held in PIA Communities, Inc. and each share of capital stock held in Natelli Communities, Inc. shall be exchanged for one share of newly-authorized and issued capital stock of Natelli Communities, Inc. All issued and outstanding stock of PIA Communities, Inc. and Natelli Communities, Inc. as of the date of the Merger shall be exchanged as set forth in the preceding sentence. Each share of stock tendered for exchange in the Merger shall be canceled by Natelli Communities, Inc. following its exchange.

**EIGHTH:** The terms and conditions of the Merger herein set forth were advised, authorized and approved by the Parties in the manner and by the vote required by the charter and by-laws of each of the Parties and the provisions of the Act; and the said Merger was approved in the manner herein set forth.

**NINTH:** The Merger was duly approved by unanimous adoption of resolution by the respective board of directors and unanimous affirmative vote of the respective shareholders of each Party.

**TENTH:** The Merger may be abandoned before the effective date of these Articles by majority vote of the entire board of directors of either Party. If these Articles have been filed with the Maryland State Department of Assessments and Taxation (the "Department") at the time the Merger is abandoned, notice of the abandonment shall be given promptly to the Department.

**ELEVENTH:** The Merger shall be effective as of the date that the Department accepts these Articles for record.

IN WITNESS WHEREOF, these Articles are hereby signed for and on behalf of each respective Party by such Party's president. Thomas A. Natelli, in each of his respective capacity as president of PIA Communities, Inc. and president of Natelli Communities, Inc., does hereby acknowledge that said Articles are the act of said respective Party, and does hereby state under the penalties of perjury that the matters and facts set forth herein with respect to the authorization and approval of said Merger by such Party are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

PIA COMMUNITIES, INC.

Joan F. Fellens  
Joan F. Fellens, Secretary

By:

Thomas A. Natelli  
Thomas A. Natelli, President

ATTEST:

NATELLI COMMUNITIES, INC.

Joan F. Fellens  
Joan F. Fellens, Secretary

By:

Thomas A. Natelli  
Thomas A. Natelli, President

STATE OF MARYLAND )

) ss.:

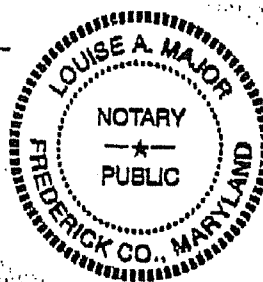
COUNTY OF MONTGOMERY )

The undersigned officer does hereby certify that on this 27th day of February, 1995, before me personally appeared Thomas A. Natelli, to me known, who, being by me duly sworn, did depose and say that he is President of Natelli Communities, Inc., a Maryland corporation, and President of PIA Communities, Inc., a Maryland corporation, which corporations are described in and which executed the foregoing instrument; that said execution was duly authorized by the respective board of directors of each corporation and that he executed the foregoing in the name of and on behalf of each corporation in the respective capacity stated above, all pursuant to said respective authorization.

Louise A. Major  
Notary Public

My commission expires:

9-13-97



**EXHIBIT A**  
**FORM OF ARTICLES OF AMENDMENT**  
**NATELLI COMMUNITIES, INC.**



## ARTICLES OF AMENDMENT

## NATELLI COMMUNITIES, INC.

WHEREAS, the Articles of Incorporation (the "Original Articles") of Natelli Communities, Inc., a Maryland corporation formerly known as NALP Communities, Inc. (the "Corporation") were approved and received for record by the State Department of Assessments and Taxation of Maryland (the "Department") February 12, 1993 at 10:55 o'clock a.m. and recorded in the records of the Department in liber, folio 8488, 1510; and

WHEREAS, in accordance with subtitle 8, Corp. & Assoc. Art., Maryland Code Annotated, the Original Articles were subsequently amended pursuant to Articles of Amendment to increase the authorized stock of the Corporation; and

WHEREAS, in accordance with subtitle 8, Corp. & Assoc. Art., Maryland Code Annotated, the Original Articles were subsequently further amended pursuant to Articles of Amendment to change the name of the name of the Corporation from "NALP Communities, Inc." to "Natelli Communities, Inc." (the Original Articles, as so amended, the "Articles";) and

WHEREAS, in accordance with subtitle 8, Corp. & Assoc. Art., Maryland Code Annotated, the Corporation now desires to further amend the Articles to further increase the authorized stock of the Corporation, all as hereinafter set forth;

NOW, THEREFORE, the Corporation hereby certifies as follows:

1. The Articles are hereby amended by amending and restating Paragraph FIFTH of the Articles to read in its entirety as follows:

**FIFTH:** The total number of shares of all classes of capital stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of Common Stock with One Dollar (\$1.00) per share par value.

2. The above-stated amendment to the Articles (the "Amendment") was advised by the board of directors of the Corporation and approved by the stockholders of the Corporation, all in accordance with Section 2-604, Corp. & Assoc. Art., Maryland Code Annotated.

3. Immediately before the adoption of the Amendment, the total number of shares of all classes of capital stock which the Corporation had authority to issue was fifty thousand (50,000) shares of one class of Common Stock with One Dollar (\$1.00) per share par value, for an aggregate par value of Fifty Thousand Dollars (\$50,000) for all authorized shares of all classes of capital stock. Under the Articles as amended by the Amendment, the total number of shares of all classes of capital stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of one class of Common Stock with One Dollar (\$1.00) per share par value, for an aggregate par value of One Hundred Thousand Dollars (\$100,000) for all authorized shares of all classes of capital stock.

IN WITNESS WHEREOF, the undersigned, acting in my capacity as President of the Corporation, has signed these Articles of Amendment in the name of and on behalf of the Corporation, and I acknowledge the same to be the act of the Corporation and that, to the best of my knowledge, information and belief, all matters and facts stated herein are true in all material respects, and that this statement is made under the penalties of perjury.

ATTEST:

NATELLI COMMUNITIES, INC.

  
Juan F. Pellon, Secretary

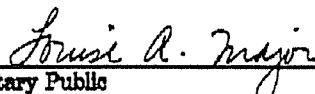
By:   
Thomas A. Natelli, President

STATE OF MARYLAND )

) ss.:

COUNTY OF MONTGOMERY )

The undersigned officer does hereby certify that on this 27th day of February, 1995, before me personally appeared Thomas A. Natelli, to me known, who, being by me duly sworn, did depose and say that he is President of Natelli Communities, Inc., a Maryland corporation (the "Corporation"), which Corporation is described in and which executed the foregoing Articles of Amendment; that said execution was duly authorized by the board of directors of the Corporation and that he executed the foregoing in the name of and on behalf of the Corporation, all pursuant to said authorization.

  
Notary Public

My commission expires:

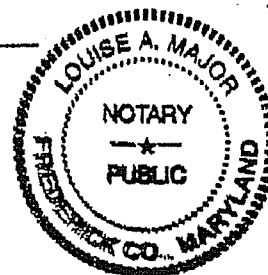
9-13-97

Exhibit A-5

ARTICLES OF AMENDMENT  
NATELLI COMMUNITIES, INC.

3-20-95

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P

WHEREAS, the Articles of Incorporation (the "Original Articles") of Natelli Communities, Inc., a Maryland corporation formerly known as NALP Communities, Inc. (the "Corporation") were approved and received for record by the State Department of Assessments and Taxation of Maryland (the "Department") February 12, 1998 at 10:55 o'clock a.m. and recorded in the records of the Department in Liber, folio 8488, 1510; and

WHEREAS, in accordance with subtitle 6, Corp. & Assoc. Art., Maryland Code Annotated, the Original Articles were subsequently amended pursuant to Articles of Amendment to increase the authorized stock of the Corporation; and

WHEREAS, in accordance with subtitle 6, Corp. & Assoc. Art., Maryland Code Annotated, the Original Articles were subsequently further amended pursuant to Articles of Amendment to change the name of the name of the Corporation from "NALP Communities, Inc." to "Natelli Communities, Inc." (the Original Articles, as so amended, the "Articles"); and

WHEREAS, in accordance with subtitle 6, Corp. & Assoc. Art., Maryland Code Annotated, the Corporation now desires to further amend the Articles to further increase the authorized stock of the Corporation, all as hereinafter set forth;

NOW, THEREFORE, the Corporation hereby certifies as follows:

1. The Articles are hereby amended by amending and restating Paragraph FIFTH of the Articles to read in its entirety as follows:

FIFTH: The total number of shares of all classes of capital stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of Common Stock with One Dollar (\$1.00) per share par value.

2. The above-stated amendment to the Articles (the "Amendment") was advised by the board of directors of the Corporation and approved by the stockholders of the Corporation, all in accordance with Section 2-604, Corp. & Assoc. Art., Maryland Code Annotated.

3. Immediately before the adoption of the Amendment, the total number of shares of all classes of capital stock which the Corporation had authority to issue was fifty thousand (50,000) shares of one class of Common Stock with One Dollar (\$1.00) per share par value, for an aggregate par value of Fifty Thousand Dollars (\$50,000) for all authorized shares of all classes of capital stock. Under the Articles as amended by the Amendment, the total number of shares of all classes of capital stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of one class of Common Stock with One Dollar (\$1.00) per share par value, for an aggregate par value of One Hundred Thousand Dollars (\$100,000) for all authorized shares of all classes of capital stock.

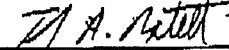
50818180

IN WITNESS WHEREOF, the undersigned, acting in my capacity as President of the Corporation, has signed these Articles of Amendment in the name of and on behalf of the Corporation, and I acknowledge the same to be the act of the Corporation and that, to the best of my knowledge, information and belief, all matters and facts stated herein are true in all material respects, and that this statement is made under the penalties of perjury.

ATTEST:

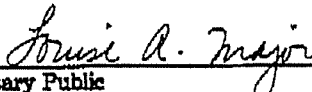
NATELLI COMMUNITIES, INC.

  
Joan F. Fellous, Secretary

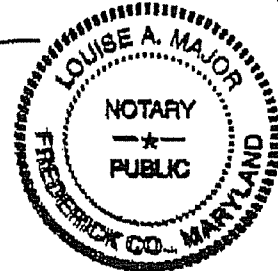
By:   
Thomas A. Natelli, President

STATE OF MARYLAND                   )  
  ) ss:  
COUNTY OF MONTGOMERY           )

The undersigned officer does hereby certify that on this 27<sup>th</sup> day of February, 1995, before me personally appeared Thomas A. Natelli, to me known, who, being by me duly sworn, did depose and say that he is President of Natelli Communities, Inc., a Maryland corporation (the "Corporation"), which Corporation is described in and which executed the foregoing Articles of Amendment; that said execution was duly authorized by the board of directors of the Corporation and that he executed the foregoing in the name of and on behalf of the Corporation, all pursuant to said authorization.

  
Notary Public

My commission expires:

9-13-97

## BY-LAWS

NALP COMMUNITIES, INC.  
(the "Corporation")

## ARTICLE I

## OFFICES

**Section 1. PRINCIPAL OFFICE.** The principal office of the Corporation in the State of Maryland shall be located at 806 West Diamond Avenue, Suite 300, Gaithersburg, Maryland 20878.

**Section 2. OTHER PLACES.** The Corporation may have offices at such other places as the Board of Directors may from time to time determine or the business of the Corporation may require.

## ARTICLE II

## MEETINGS OF STOCKHOLDERS

**Section 1. PLACE.** All meetings of stockholders shall be held at the principal office of the Corporation, or at such other place within or without the United States as shall be stated in the notice of the meeting.

**Section 2. ANNUAL MEETING.** The annual meeting of the stockholders shall be held during April in each year upon the day and at the time designated by the Board of Directors, beginning with the year 1994, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday, such meeting shall be held at the same time of the next succeeding business day.

**Section 3. SPECIAL MEETINGS.** The President, Chairman of the Board of Directors, or a majority of the Board of Directors may call special meetings of the stockholders during the interval between annual meetings. Special meetings of stockholders shall also be called by the Secretary upon the written request of the holders of shares entitled to cast not less than 25% of all votes entitled to be cast at such meeting. Such request shall state the purpose or purposes of such meeting and the matters proposed to be acted on thereat. The Secretary shall inform such stockholders of the reasonably estimated cost of preparing and mailing such notice of the meeting, and upon payment to the Corporation of such costs by the stockholders, the Secretary shall give notice stating the purpose or purposes of the meeting to all stockholders entitled to vote at such meeting. No special meeting need be called upon the request of the holders of shares entitled to cast less than a majority of all votes entitled to be cast at such meeting to consider any matter which is substantially the same as a matter voted upon at any special meeting of the stockholders held during the preceding twelve months.

**Section 4. NOTICE.** Not less than ten (10) nor more than ninety (90) days before the date of every stockholders' meeting, the Secretary shall give to each stockholder entitled to vote at such meeting, and to each stockholder not entitled to vote who is entitled by statute to notice, written notice stating the time and place of the meeting, and, in the case of a special meeting, or as otherwise may be required by statute, the purpose or purposes for which the meeting is called, either by mail or by presenting it to him personally or by leaving it at his residence or usual place of business. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the stockholder at his post office address as it appears on the records of the Corporation, with postage thereon prepaid.

**Section 5. SCOPE OF NOTICE.** No business shall be transacted at a special meeting of stockholders except that specifically designated in the notice. Any business of the Corporation may be



transacted at the annual meeting without being specifically designated in the notice, except such business as is required by statute to be stated in such notice.

**Section 6. QUORUM.** At any meeting of stockholders, the presence in person or by proxy of stockholders entitled to cast a majority of the votes thereat shall constitute a quorum; but this section shall not affect any statutory requirement or requirement of the Articles of Incorporation for the vote necessary for the adoption of any measure.

**Section 7. VOTING.** A majority of the votes cast at a meeting of stockholders duly called and at which a quorum is present shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless more than a majority of the votes cast is required by statute or by the Articles of Incorporation of the Corporation, or elsewhere in these By-Laws. Unless otherwise provided in these By-Laws or in the Articles of Incorporation of the Corporation, each outstanding share, regardless of class, shall be entitled to one vote upon each matter submitted to a vote at a meeting of stockholders.

**Section 8. PROXIES.** At all meetings of stockholders, a stockholder may vote by proxy executed in writing by the stockholder or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. Unless otherwise agreed in writing, the holder of record of stock which actually belongs to another shall issue a proxy to vote the stock to the actual owner on his demand.

**Section 9. VOTING OF SHARES BY CERTAIN HOLDERS.** Shares standing in the name of another corporation, domestic or foreign, when entitled to be voted, may be voted by the president or vice president or by proxy appointed by the president or a vice president of such other corporation, unless some other person who has been appointed to vote such shares pursuant to a by-law or a resolution of the Board of Directors of such other corporation presents a certified copy of such by-law or resolution, in which case such person may vote such shares. Any fiduciary may vote shares standing in his name as such fiduciary, either in person or by proxy.

**Section 10. INSPECTORS.** At any meeting of stockholders, the chairman of the meeting may, or upon the request of any stockholder shall, appoint one or more persons as inspectors for such meeting. Such inspectors shall ascertain and report the number of shares represented at the meeting, based upon their determination of the validity and effect of proxies, count all votes and report the results and perform such other acts as are proper to conduct the election and voting with impartiality and fairness to all the stockholders.

Each report of an inspector shall be in writing and signed by him or by a majority of them if there is more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of shares represented at the meeting and the results of the voting shall be prima facie evidence thereof.

**Section 11. INFORMAL ACTION BY STOCKHOLDERS.** Any action required to be taken at a meeting of the stockholders, or any other action which may be taken at a meeting of the stockholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the stockholders entitled to vote with respect to the subject matter thereof (or, with respect to matters for which stockholder direction and approval is required under Section 1 of Article III of these By-Laws, by stockholders holding, in the aggregate, no less than eighty percent (80%) of all outstanding shares) and if a written waiver of any right to dissent is signed by each stockholder entitled to notice of the meeting but not entitled to vote at it.

**Section 12. VOTING BY BALLOT.** Voting on any question or in any election may be by voice unless the presiding officer shall order or any stockholder shall demand that voting be by ballot.

## ARTICLE III

### DIRECTORS

**Section 1. GENERAL POWERS.** Except as provided in the next succeeding sentence, the property and business of the Corporation shall be managed by the Board of Directors. Notwithstanding any provision to the contrary in the Articles of Incorporation of the Corporation or these By-Laws, the Corporation, acting in its capacity as general partner of NALP/Natelli Associates Limited Partnership, a Maryland limited partnership (the "Partnership"), shall take action with respect to matters set forth in Article X (B) of that certain limited partnership agreement of the Partnership dated as of January 1, 1993, as the same may be amended from time to time, only at the direction of and with the approval of stockholders holding, in the aggregate, no less than eighty percent (80%) of all outstanding shares.

**Section 2. NUMBER, TENURE AND QUALIFICATIONS.** The Corporation shall have a Board of Directors comprised of six (6) Directors, or such other number as may be determined by the stockholders from time to time, but in no event less than that required by law.

**Section 3. ANNUAL AND REGULAR MEETINGS.** The annual meeting of the Board of Directors shall be held immediately after and at the same place as the annual meeting of stockholders, no notice other than this by-law being necessary. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Maryland, for the holding of regular meetings of the Board of Directors called by them.

**Section 4. SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by or at the request of the President or by a majority of the directors then in office. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Maryland, as the place for holding any special meeting of the Board of Directors called by them.

**Section 5. NOTICE.** Notice of any special meeting shall be given by written notice delivered personally, telegraphed or mailed to each Director at his business or residence address. Personally delivered or telegram notices shall be given at least two (2) days prior to the meeting. Notice by mail shall be given at least five (5) days prior to the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail properly addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board of Directors need be specified in the notice unless specifically required by statute.

Nothing in this Section shall be construed to limit conference meetings by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time.

**Section 6. QUORUM.** A majority of the Board of Directors then in office shall constitute a quorum for transaction of business at any meeting of the Board of Directors. The Directors present at a meeting which has been duly called and convened may continue to transact business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum, so long as the number of remaining Directors is not less than two (2) nor less than one-third (1/3) of the membership of the Board.

**Section 7. VOTING.** The act of the majority of the Directors present at a duly convened meeting shall be the act of the Board of Directors.

**Section 8. VACANCIES.** Any vacancy occurring in the Board of Directors by reason of the death, disability or resignation of any Director may be filled by the remaining Directors at a special meeting of the Board of Directors called for that purpose. The new Director thereby elected shall serve for the unexpired portion of the term of the Director whose place such new Director is to take, or until a successor for the new Director is duly chosen by the stockholders and is qualified. Any vacancy occurring in the Board of Directors by reason of an increase in the number of Directors may be filled by the majority vote of the Board of Directors and the term of such additional Director shall be concurrent with the terms of the other Directors.

**Section 9. INFORMAL ACTION BY DIRECTORS.** Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors and filed with the minutes of the proceedings taken by the Board.

**Section 10. COMPENSATION.** Directors, as such, shall not receive any stated salary for their services, but, by resolution of the Board of Directors, a fixed sum, and expenses of attendance, if any, may be allowed to Directors for attendance at each annual, regular and special meeting of the Board of Directors, or of any executive committee thereof; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

**Section 11. REMOVAL OF DIRECTORS.** At any special or annual meeting of stockholders, duly called and at which a quorum is present, the stockholders may, by the affirmative vote of the holders of a majority of the votes entitled to be cast thereon, remove any Director or Directors from office and may elect a successor or successors to fill any resulting vacancies for the unexpired terms of removed Directors.

#### ARTICLE IV

#### COMMITTEES

The Board of Directors may appoint from among its members an Executive Committee and other committees composed of two or more Directors; such committee or committees shall serve at the pleasure of the Board of Directors.

The members of a committee present at any meeting, whether or not they constitute a quorum, may appoint a Director to act in the place of an absent member.

#### ARTICLE V

#### OFFICERS

**Section 1. POWERS AND DUTIES.** The officers of the Corporation shall be elected annually by the Board of Directors. Each officer shall hold office until his successor is duly elected and qualified or until his death or until he resigns or is removed in the manner hereinafter provided. Election or appointment of an officer or agent does not of itself create contract rights between the Corporation and such officer or agent.

**Section 2. REMOVAL.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, and such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 3. VACANCIES.** A vacancy in any office because of death, resignation, removal, disqualification, creation of a new office or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 4. CHIEF EXECUTIVE OFFICER, PRESIDENT.** The Chief Executive Officer and the President shall be the principal executive officers of the Corporation and, in general, shall supervise and control all of the business and affairs of the Corporation. One of such officers shall preside at all meetings of the stockholders and of the Board of Directors. The Chief Executive Officer and the President shall be selected from among the Directors. Either officer may sign, with any other officer of the Corporation authorized by the Board of Directors pursuant to these By-Laws or a duly adopted resolution of the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation, or is required by law to be otherwise signed or executed; and such officers, in general, shall perform all duties incident to the offices of Chief Executive Officer and President and such other duties as may be prescribed by the Board of Directors from time to time. Each of the Chief Executive Officer and President shall be ex-officio a member of all committees that may, from time to time, be constituted by the Board of Directors.

**Section 5. EXECUTIVE VICE PRESIDENTS.** In the absence of both of the Chief Executive Officer and the President, or in the event of both of such officers' death, or inability or refusal to act, the two Executive Vice Presidents (or in the event there are more than two Executive Vice Presidents, the Executive Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of such officers, and when so acting, shall have all the powers of and be subject to all the restrictions upon such officers. Each Executive Vice President shall perform such other duties as from time to time may be assigned to him by the Chief Executive Officer or President, or by the Board of Directors.

**Section 6. VICE PRESIDENTS, ASSISTANT VICE PRESIDENTS.** Each Vice President and Assistant Vice President shall perform such duties as from time to time may be assigned to him by the Chief Executive Officer or President, or by the Board of Directors.

**Section 7. SECRETARY.** The Secretary shall (a) keep the minutes of the stockholders and Board of Directors meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the post office address of each stockholder which shall be furnished to the secretary by such stockholder; (e) have general charge of the stock transfer books of the Corporation; (f) in general perform all duties as from time to time may be assigned to him by the Chief Executive Officer or President, or by the Board of Directors.

**Section 8. TREASURER.** The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

He shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chief Executive Officer or the President, at the regular meetings of the Board of Directors, or whenever either may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

If required by the Board of Directors, he shall give the Corporation a bond in such sum and with such surety or sureties as is satisfactory to the Board of Directors to ensure the faithful performance of the duties of his office and for the restoration to the Corporation, in the case of his death,

resignation, retirement or removal from office, all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

**Section 9. ASSISTANT SECRETARIES AND ASSISTANT TREASURERS.** Any assistant treasurer elected by the Board of Directors shall, if required by the Board of Directors, give bonds for the faithful discharge of his duties in such sums and with such sureties as the Board of Directors shall determine. Each assistant treasurer and assistant secretary elected by the Board of Directors, if any, shall, in general, perform such duties as shall be assigned to him by the Treasurer or Secretary, respectively, or by the Chief Executive Officer, President or the Board of Directors.

**Section 10. BOOKS AND RECORDS.** The Chief Executive Officer, President or other executive officer of the Corporation shall prepare and maintain, or cause to be prepared and maintained, correct and complete books and records of the accounts and transactions of the Corporation.

**Section 11. SALARIES.** The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a Director of the Corporation.

## ARTICLE VI

### CONTRACTS, LOANS, CHECKS AND DEPOSITS

**Section 1. CONTRACTS.** The Board of Directors may authorize any officer or officers, agent, or agents, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 2. CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by the Board of Directors.

**Section 3. DEPOSITS.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## ARTICLE VII

### SHARES OF STOCK

**Section 1. CERTIFICATES OF STOCK.** Each stockholder is entitled to a certificate or certificates which shall represent and certify the number and kind and class of shares owned by him in the Corporation. Each certificate shall be signed by the Chief Executive Officer, President, or a vice president or Chairman of the Board of Directors, and countersigned by the Secretary or an assistant secretary or the Treasurer or an assistant treasurer. The signatures may be either manual or facsimile. Certificates shall be consecutively numbered; and if the Corporation shall, from time to time, issue several classes of stock, each class may have its own number series. In case any officer who has signed any certificate cease to be an officer of the Corporation before the certificate is issued, the certificate may nevertheless be issued by the Corporation with the same effect as if the officer had not ceased to be such officer as of the date of its issue. All certificates representing stock which is restricted or limited as to its transferability or voting powers or which is preferred or limited as to its dividends, or as to its share of the assets upon liquidation, or is redeemable at the option of the Corporation, shall have a statement of such restriction, limitation, preference or redemption provision, or a summary thereof, plainly stated on the certificate.

**Section 2. TRANSFERS OF STOCK.** Upon surrender to the Corporation or the Transfer agent of the Corporation of a certificate of stock duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Maryland.

**Section 3. LOST CERTIFICATE.** The Board of Directors may direct a new certificate to be issued in place of any certificate theretofore issued by the Corporation alleged to have been stolen, lost or destroyed. When authorizing such issue of a new certificate, the Board of Directors may, in their discretion, and as a condition precedent to the issuance thereof, require the owner of such stolen, lost or destroyed certificate or his legal representative to advertise the same in such manner as it shall require and/or to give bond, with sufficient surety, to the Corporation to indemnify it against any loss or claim which may arise by reason of the issuance of a new certificate.

**Section 4. CLOSING OF TRANSFER BOOKS OR FIXING OF RECORD DATE.** The Board of Directors may fix, in advance, a date as the record date for the purpose of determining stockholders entitled to notice of, or to vote at, any meeting of stockholders, or stockholders entitled to receive payment of any dividend or the allotment of any rights, or in order to make a determination of stockholders for any other proper purpose. Such date, in any case, shall be not more than sixty (60) days, and in the case of a meeting of stockholders not less than (10) days, prior to the date on which the meeting or particular action requiring such determination of stockholders is to be held or taken.

In lieu of fixing a record date, the Board of Directors may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, twenty (20) days. If the stock transfer books are closed for the purpose of determining stockholders entitled to notice of or to vote at a meeting of stockholders, such books shall be closed for at least ten (10) days immediately preceding such meeting.

If no record date is fixed and the stock transfer books are not closed for the determination of stockholders: (a) the record date for the determination of stockholders entitled to notice of, or to vote at, a meeting of stockholders shall be at the close of business on the day on which the notice of meeting is mailed, or the thirtieth (30th) day before the meeting, whichever is the closer date to the meeting; (b) the record date for the determination of stockholders entitled to receive payment of a dividend or an allotment of any rights shall be at the close of business on the day on which the resolution of the Board of Directors declaring the dividend or allotment of rights is adopted.

When a determination of stockholders entitled to vote at any meeting of stockholders has been made as provided in this section, such determination shall apply to any adjournment thereof, except where the determination has been made through the closing of the stock transfer books and the stated period of closing has expired.

## **ARTICLE VIII**

### **FISCAL YEAR**

The fiscal year of the Corporation shall be the calendar year; however, the Board of Directors shall have the power to change, from time to time, the fiscal year of the Corporation by a duly adopted resolution.

## ARTICLE IX

### DIVIDENDS

**Section 1. DECLARATION.** Dividends upon the capital stock of the Corporation, subject to the provisions, if any, of the Articles of Incorporation of the Corporation, may be declared by the Board of Directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the Corporation, subject to the provisions of law and of the Articles of Incorporation.

**Section 2. CONTINGENCIES.** Before payment of any dividends, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the Board of Directors may from time to time, in its absolute discretion, think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for such other purpose as the Board of Directors shall determine to be in the best interest of the Corporation, and the Board of Directors may modify or abolish any such reserve in the manner in which it was created.

## ARTICLE X

### STOCK LEDGER

The Corporation shall maintain at its principal office in the State of Maryland an original stock ledger containing the names and addresses of all stockholders and the number of shares of each class held by each stockholder.

## ARTICLE XI

### WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these By-Laws or under the provisions of the Articles of Incorporation of the Corporation or under the provisions of the Maryland corporation law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of any meeting need be set forth in the waiver of notice, unless specifically required by statute. The attendance of any person at any meeting shall constitute a waiver of notice of such meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

## ARTICLE XII

### AMENDMENT OF BY-LAWS

**Section 1. BY DIRECTORS.** The Board of Directors shall have the power, at any annual or regular meeting, or at any special meeting, if notice thereof be included in the notice of such special meeting, to alter or repeal any By-Laws of the Corporation and to make new By-Laws, except that the Board of Directors shall not alter or repeal this section or section 1 of Article III of these By-Laws, or any By-Laws made by the stockholders.

**Section 2. BY STOCKHOLDERS.** The stockholders shall have the power, at any annual meeting, or at any special meeting, if notice thereof be included in the notice of such special meeting, to alter or repeal any By-Laws of the Corporation and to make new By-Laws, provided, however, that any amendment to Section 1 of Article III of these By-Laws can only be made by stockholders holding, in the aggregate, no less than eighty percent (80%) of all outstanding shares.

ARTICLE XIII

CONTEXT, COUNTERPARTS

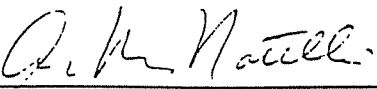
To the extent the context requires, the singular when used herein shall include the plural and vice versa and references to a gender shall include the other gender.

These By-Laws may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument.

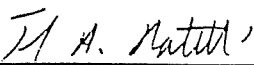
APPROVED:

  
Dennis I. Meyer, Director

Date: 11/1/94

  
A. M. Natelli, Director

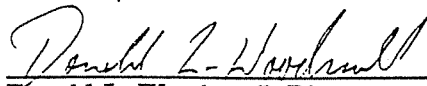
Date: 11/1/94

  
Thomas A. Natelli, Director

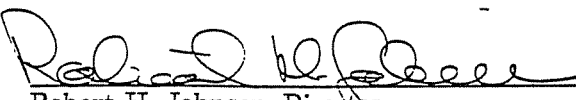
Date: 11/1/94

  
Anthony Falcone, Director

Date: 11/1/94

  
Donald L. Woodsmall, Director

Date: 11/1/94

  
Robert H. Johnson, Director

Date: 11/1/94



AMENDMENT TO AMENDED AND RESTATED BY-LAWS  
OF NATELLI COMMUNITIES, INC.

This Amendment to Amended and Restated By-Laws of Natelli Communities, Inc. (the "Corporation") is made and entered into by the undersigned, being all of the current members of the Board Directors of the Corporation.

RECITALS:

- A. Effective on January 1, 2004, the Board of Directors of the Corporation executed and adopted the Amended and Restated By-Laws of the Corporation.
- B. The current Board of Directors of the Corporation wishes to amend certain sections of Article III and Article IV of the Amended and Restated By-Laws of the Corporation, which amendments have been approved by the Current Stockholders of the Corporation.

Now, therefore, the Board of Directors of the Corporation hereby agrees that the Amended and Restated By-Laws of the Corporation shall be amended as follows:

- 1. Article III, Section 2. The first two sentences of Article III, Section 2, *Number and Term of Office*, are deleted and replaced by the following:

"The Corporation shall have a Board of Directors comprised of three (3) Directors, or such other number of Directors as may be determined by the Stockholders from time to time, but in no event fewer than that required by law."

- 2. Article IV, Section 1. The first sentence of Article IV, Section 1 *Election and Tenure*, is deleted and replaced by the following:

"The officers of the Corporation shall be a President, a Chief Executive Officer, an Executive Vice President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors."

- 3. Article IV, Sections 4 through and including Section 7. Article IV, Sections 4 through and including Section 7 are hereby deleted and replaced with the following replacement Sections 4 through 9:

“Section 4. *Power and Duties of the Chief Executive Officer.* The Chief Executive Officer shall be the principal executive officer of the Corporation and, in general, shall be responsible to the Board of Directors for the formation of long and short-range operating objectives, policies and programs. He shall bear the ultimate responsibility for the profitability of the Corporation and shall be responsible for strategic as well as tactical decisions. All operating and staff executives are ultimately responsible to him for implementing his company decisions. The Chief Executive Officer shall be selected from among the Board of Directors.

Section 5. *Power and Duties of the President.* The President shall be the chief operating officer of the Corporation and shall supervise and control all of the business and affairs of the Corporation. The President shall generally report to the Chief Executive Officer. The President may participate with the Chief Executive Officer in major company decisions providing his counsel and guidance. Generally, all other executive positions in the company report to the President and in most cases he will be the only executive reporting to the Chief Executive Officer. The office of Chief Executive Officer and President may be held by one person. One of such officers shall preside at all meetings of the stockholders and of the Board of Directors. The President is not required to be a member of the Board of Directors. Either the Chief Executive Officer or the President, or any other officer of the Corporation authorized by the Board of Directors pursuant to these By-Laws or a duly adopted resolution of the Board of Directors, may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation, or is required by law to be otherwise signed or executed; and such officers, in general, shall perform all duties incident to the offices of Chief Executive Officer and President and such other duties as may be prescribed by the Board of Directors from time to time. Each of the Chief Executive Officer and President shall be ex-officio a member of all committees that may, from time to time, be constituted by the Board of Directors.

Section 6. *Powers and Duties of the Executive Vice President.* In the absence of both of the Chief Executive Officer and the President, or in the event of both of such officers' death, or inability or refusal to act, the Executive Vice President shall perform the duties of such officers, and when so acting, shall have all the powers of and be subject to all the restrictions upon such officers. The Executive Vice President shall perform such other duties as from time to time may be assigned to him by the Chief Executive Officer or President, or by the Board of Directors.

Section 7. *Powers and Duties of the Vice President.* Each Vice President shall perform such duties as from time to time may be assigned to him by the Chief Executive Officer or President, or by the Board of Directors.

Section 8. *Secretary.* The Secretary and each Assistant Secretary shall (a) keep the minutes of the stockholders and Board of Directors meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the post office address of each stockholder which shall be furnished to the secretary by such stockholder; (e) have general charge of the stock transfer books of the Corporation; (f) in general perform all duties as from time to time may be assigned to him by the Chief Executive Officer or President, or by the Board of Directors.

Section 9. *Treasurer.* The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Chief Executive Officer or President, or by the Board of Directors. The Treasurer shall also be the Controller of the Corporation.”

3. Article IV, Former Section 8. Former Article IV, Section 8, *Compensation*, is renumbered to be Article IV, Section 10.

4. Effective Date. This Amendment to Amended and Restated By-Laws shall be effective as of March 18, 2019.

In Witness Whereof, the undersigned, being the members of the Board of Directors, hereby execute this Amendment to Amended and Restated By-Laws.

Gertrude M. Natelli, by T.A. Natelli  
Attorney-in-Fact  
Gertrude M. Natelli, by Thomas A. Natelli,  
Attorney-in-Fact, Director

T.A. Natelli  
Thomas A. Natelli, Director

# ***STATE OF MARYLAND***

## ***Department of Assessments and Taxation***

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I, BOB YEAGER OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT NATELLI COMMUNITIES, INC. (D03598083), INCORPORATED FEBRUARY 12, 1993, IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS SEPTEMBER 23, 2025.



Bob Yeager  
Director



*700 East Pratt Street, 2nd Flr, Ste 2700, Baltimore, Maryland 21202*  
*Telephone Baltimore Metro (410) 767-1344 / Outside Baltimore Metro (888) 246-5941*  
*MRS (Maryland Relay Service) (800) 735-2258 TT/Voice*

**From:** [Sue Gebbia](#)  
**To:** [Gaines, Kimberly](#); [Planning Commission](#)  
**Subject:** WATER & SEWER  
**Date:** Tuesday, October 7, 2025 1:46:51 PM  
**Attachments:** [image1448.pdf](#)

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**[EXTERNAL EMAIL]**

Please see the attached letter in regards to my property. If you have any questions please let me know.

--

**Swami Nathan**

240-285-1118

[snathan4800@aol.com](mailto:snathan4800@aol.com)

October 7, 2025

From:

Nathan Frederick Farming & Leasing LLC  
198 Thomas Johnson Drive #3  
Frederick, MD 21702

To:

The Frederick County Planning Commission

Regarding:

3191 Ballenger Creek Pike  
Lot 1 Section 2  
9.14 acres  
Liber 12788 Folio 500  
Property No. 01-040162

Dear Planning Commissioners,

I request you all to consider including the above property into CDI-0Z or future growth area. This request is for future water and sewer connection to this property.

Thank You All

A handwritten signature in black ink, appearing to read 'Swami Nathan', followed by a small horizontal line.

Swami Nathan  
Member, NFFL, LLC  
240-285-1118(c)



Frederick, MD 21705-4310

Office Hours: Mon-Fri, 8 am - 4 pm

Phone: 301-600-1111



**REAL ESTATE TAXES AND FEES**

[www.frederickcountymd.gov/treasury](http://www.frederickcountymd.gov/treasury)

Levy Period	Property No.	Year	Bill Type	Occupancy	Bill No.	Bill Date
07/01/2020-06/30/2021	01-040162	2021	FY	NOT A PRINCIPAL RESIDENCE	1703421	07/01/20

016979



NATHAN FREDERICK FARMING  
& LEASING LLC  
198 THOMAS JOHNSON DR STE 207  
FREDERICK, MD 21702-4462



**Property Location**

3191 BALLENGER CREEK PIKE

**Property Description**

LOT 1 SECTION 2

9.14 ACRES

CRAMER SUB

Liber 12788 Folio 500

Charges	Assessment/Units	Rate	Amount
STATE TAXES	313,400	.112000	351.01
COUNTY TAXES	313,400	1.060000	3,322.04
TOTAL			3,673.05
TOTAL DUE			3,673.05

County Rate	Constant Yield	Difference
1.060	- 1.0344	0.0256

*If you have a mortgage, please verify  
payment of your taxes with your  
present mortgage company.*

**PLEASE SEE THE PAYMENT SCHEDULE BELOW FOR AMOUNT DUE.**

FREDERICK  
COUNTY  
MARYLAND

Property No.	Year	Bill Type	Bill No.
01-040162	2021	FY	1703421

Return this coupon with your payment

☐ Check here if your address changed  
& enter changes on reverse side

NATHAN FREDERICK FARMING  
& LEASING LLC  
198 THOMAS JOHNSON DR STE 207  
FREDERICK, MD 21702-4462

2nd Semiannual Payment Schedule		
If paid in:	Disc/Int	Amount Due
DEC	55.10	1,891.62
JAN	73.46	1,909.98
FEB	91.83	1,928.35

Make checks payable to:  
Treasurer of Frederick County

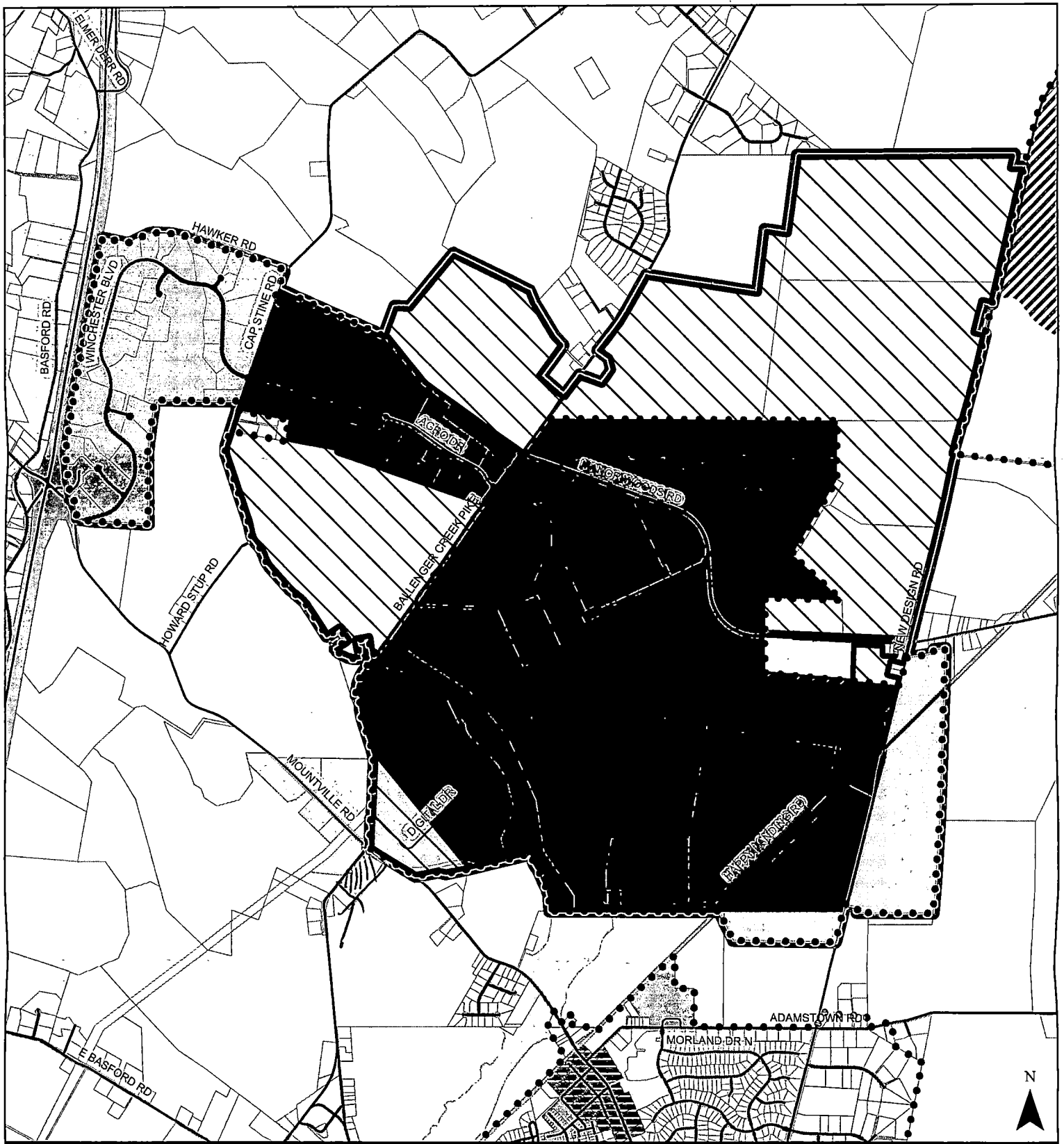
**DO NOT STAPLE, FOLD, OR WRITE BELOW LINE**

2082021401703421600001819911000000000000




FREDERICK  
COUNTY  
MARYLAND

Property No.	Year	Bill Type	Bill No.
01-040162	2021	FY	1703421

Choose payment option below  
Return this coupon with your payment



# **Proposed Critical Data Infrastructure (CDI) Overlay Zone** *Zoning with Proposed CGA*

-  Community Growth Area
-  Proposed Community Growth Areas
-  Proposed CDI Overlay Zone

## **Zoning Districts**

- A – Agricultural
- RC – Resource Conservation
- R1 – Low Density Residential
- R3 – Low Density Residential
- PUD – Planned Unit Development

- VC – Village Center
- GI – General Industrial
- LI – Limited Industrial
- MM – Mineral Mining
- Ie – Institutional
- Right of Way



Frederick County, Maryland  
Division of Planning and Permitting

Projection: NAD 1983 State Plane Maryland FIPS 1600 Feet While efforts have been made to ensure the accuracy of this map, Frederick County accepts no liability or responsibility for errors, omissions, or positional inaccuracies in the content of this map. Reliance on this map is at the risk of the user. This map is for illustration purposes only and should not be used for surveying, engineering, or site-specific analysis. Printed 7/3/2025

0 0.2 0.4 0.8 Miles



**From:** [Charles Seymour](#)  
**To:** [Planning Commission](#)  
**Cc:** [County Executive](#); [Council Members](#); [Gaines, Kimberly](#)  
**Subject:** Noffsinger Family Overlay Attached  
**Date:** Wednesday, October 8, 2025 6:09:11 PM  
**Attachments:** [Noffsinger Letter for FCPC.pdf](#)

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**[EXTERNAL EMAIL]**

Dear Planning Commission Members, please see the attached letter from the Noffsinger family, lending their support for being included in the Data Center Overlay. They have worked for many years on their GI Zoned lands and had taken many actions for development prior to the Overlay discussion. Please support their request for being included in the Overlay. Thank you very much,  
Charlie Seymour for the Noffsinger Family.

Charles Seymour, President  
240-436-6040 Direct | 301-831-8232 Office | 240-436-6041 Fax

Turning Point Enterprises, Inc.  
Turning Point Real Estate  
8923 Fingerboard Road, Frederick, MD 21704  
301-606-6217 (celfor

October 8, 2025

By email to: [planningcommission@frederickcountymd.gov](mailto:planningcommission@frederickcountymd.gov)

Members of the Frederick County Planning Commission  
Winchester Hall  
12 E Church Street  
Frederick, MD 21701

Re: The Noffsinger property and the CDI Overlay

Dear Planning Commission Members;

We are writing to confirm on behalf of our family that we fully support the request by Manor Woods Road Properties, LLC to have the Noffsinger property included in the CDI Overlay Zone and for the five Ag zoned lots to be rezoned to General Industrial.

While we have made our homes and run our businesses on the property for many years, we have always known that at some point the area would be developed with major industrial uses, including those that have already developed around us on Agro Drive and Stanford Business Park. Approximately 95 of the 103 acres of our original farmstead is already zoned General Industrial. Only the five agricultural lots are not currently zoned GI. However, the five lots are surrounded by properties with current and planned industrial zoning.

We have been working with the Natelli family for several years now on a transition plan that permits our family to relocate to areas more suitable for residential, and permits the entirety of the Noffsinger property to be developed as General Industrial. We fully support their efforts to consolidate the zoning across the property and to finalize the plans for development within the newly created CDI Overlay Zone.

Sincerely, David Noffsinger, Jeanette Noffsinger, Jim Noffsinger, Jennifer Noffsinger, Tim Sullivan, Dolly Noffsinger Sullivan, John Noffsinger, Laura Noffsinger, Danny Noffsinger

DocuSigned by:  
David Noffsinger  
7F3626B9322E43K...

DocuSigned by:  
John Noffsinger  
C4D833B8D76D4FF...

Signed by:  
Jim Noffsinger  
732226C49F114N1...

Signed by:  
Jennifer Noffsinger  
732226C49F114N1...

DocuSigned by:  
Dolly Noffsinger Sullivan  
4D0E5E9E3FD448Z...

Signed by:  
Tim Sullivan  
7F4F0705A8BC456...

DocuSigned by:  
Laura Noffsinger  
CC371558920144F...

Signed by:  
Daniel Noffsinger  
4B70650CC8F04F3...

Signed by:  
Daniel Noffsinger  
CC4D13068B0C43A...

cc by email: County Executive Jessica Fitzwater – [countyexecutive@frederickcountymd.gov](mailto:countyexecutive@frederickcountymd.gov)  
Frederick County Council – [councilmembers@frederickcountymd.gov](mailto:councilmembers@frederickcountymd.gov)

**From:** [Paul Serio](#)  
**To:** [Planning Commission](#); [Gaines, Kimberly](#)  
**Subject:** Request for Inclusion in Proposed Critical Digital Infrastructure (CDI) Overlay – 4315 Ballenger Creek Pike (Account #01-002341)  
**Date:** Tuesday, October 7, 2025 1:05:01 PM

---

**[EXTERNAL EMAIL]**

Dear Frederick County Planning Commission,

I am writing to respectfully request that the property located at **4315 Ballenger Creek Pike**, Account #**01-002341**, be included in the proposed **Critical Digital Infrastructure (CDI) Overlay**.

As currently proposed, the adjacent properties situated along the eastern and southern boundaries of this parcel are designated for inclusion. Given the contiguity and shared characteristics of 4315 Ballenger Creek Pike with these neighboring parcels, it would be both practical and consistent to include it within the CDI Overlay area.

Please let me know if further documentation or discussion is needed to support this request. I appreciate your time and consideration.

Sincerely,

**Paul Serio**

Vice President  
Arnold Developer Associates, Inc.

410-340-5660  
[arnolddeveloper@gmail.com](mailto:arnolddeveloper@gmail.com)

**From:** [Steve Black](#)  
**To:** [Planning Commission](#)  
**Cc:** [Gaines, Kimberly](#); [Superczynski, Denis](#)  
**Subject:** Sugarloaf Alliance as a recognized organization for Oct 15 public hearing on CDI map  
**Date:** Wednesday, October 8, 2025 11:23:57 AM

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**[EXTERNAL EMAIL]**

Commissioners,

Your discussion at this morning's meeting reminded me to send this request. We have comments on the issues raised today. Those comments will be sent separately.

Sugarloaf Alliance would like to speak as a recognized organization, for 10 minutes, at the Public Hearing on October 15 for the CDI Overlay map.

Steve Black (me) will be speaking on behalf of the organization.

Thank you,

Steve Black  
President  
Sugarloaf Alliance