

The Binding Elements shown on this Development Plan apply to the Applicant GEICO and all successors in interest or assigns (hereinafter referred to as the “Property Owner”) and apply to any and all parts of the Applicant’s 26.5-acre tract known as Part of Parcel A, GEICO subdivision, Parcels 1 and 2, Brookdale Neighborhood Park; and Lot 1, Block 4, Orchardale subdivision generally located southeast of Willard Avenue, southwest of Friendship Boulevard, and west of Western Avenue (hereinafter “the site”). These Binding Elements will remain in full force and effect in perpetuity unless the 26.5-acre Site is rezoned or this Development Plan is modified by means of a development plan amendment approved by the District Council. In addition to the Binding Elements shown elsewhere on this Development Plan and which address density, design specifications, building configuration, and green area, open space, public use and recreation space, the following additional Binding Elements apply to the Property Owner.

1. Open Space

Prior to commencement of any construction under this Development Plan, the Property Owner shall enter into an agreement with the Maryland-National Capital Park and Planning Commission (“M-NCPPC”) providing for public use space and recreation space components included in the TS-M zoned area and additional off-site open space and amenity areas in the remainder of Site zoned R-60/TDR as provided below and as depicted on this Development Plan.

- a. Open Space Along Western Avenue - - The area depicted along Western Avenue must be dedicated to the M-NCPPC for a multi-use recreation area suitable for Little League baseball games for children with the following standards and features:
  - 1. Foul lines of 180 feet and an additional setback of 100 feet from any dwellings, 25 feet of which must be dedicated as an open space buffer for the ball field.
  - 2. Home plate located 80 feet from Brookdale boundary and 65 feet from Western Avenue curb.
  - 3. Backstop, benches for players, dirt base paths, no buildings or structures, no lights, no outfield fence, no raised pitcher’s mound, no spectator benches, no commercial signs, no vending, no public address system and no scoreboard.
  - 4. A small drop-off area behind Building C with approximately 6 parking spaces, as depicted on the Development Plan.

The space must be dedicated to the M-NCPPC as part of the first record plat for any development or the issuance of a building permit for any new building on the Site. The dedication will allow for reservation of any necessary easements to serve the existing GEICO office building including the GEICO driveway, parking and utility easements, until the building is demolished. The dedication will also allow for future utility easements to serve the new development on the Site. Existing trees located

along Western Avenue must be preserved.

The ball field and open space features will be constructed by the Property Owner at the earliest of the following:

- (i) In conjunction with the construction of Office Building C and completed no later than the issuance of the first use and occupancy permit for any portion of that building, or
- (ii) immediately upon completion of demolition of the existing GEICO office Building, or
- (iii) one year after issuance of the first use and occupancy permit for either Office Building A or B.

This area will be included for the calculation of density, green area, open space and public use/recreation space requirements for the Site.

- b. The Greenway – This active/passive recreation space must be located along the GEICO side of the Brookdale community boundary (which includes the Orcharddale subdivision) with a minimum width of 70 feet ranging from Willard Avenue to Sherrill Avenue and its juncture with the enlarged Brookdale Park as defined below, and with a minimum width of 50 feet ranging from the eastern boundary of the enlarged Brookdale Park as defined below, to Western Avenue. The Greenway must be dedicated to M-NCPPC for pedestrian connections, a bikeway or recreation facilities. The Greenway must be dedicated and implemented with the development of townhouses on the Property Owner's adjacent R-60/TDR zoned areas. Existing trees located outside of the Property Owner's existing surface parking areas and within the Greenway must be maintained through normal and customary care and preserved by the Property Owner in their natural state until dedication. Unless approved by the Planning Board as part of site plan approval, grading and tree removal other than dead trees shall not take place within this preservation area. Areas of the Greenway not within this preservation area shall be subject to afforestation. This Greenway area will be included for the calculation of density, green area, open space, and public use/recreation space requirements for the Site. The portion of the Greenway which adjoins the Western Avenue open space (the ball field area), extending approximately 270 feet from the Western Avenue curb towards Brookdale Park will be dedicated at the time the Western Avenue open space is dedicated subject to the same easements.
- c. Enlarged Brookdale Park – Approximately 3.7 acres must be dedicated to the M-NCPPC for the enlarged Brookdale Park as part of the first record plat for any

development on the Site or issuance of any building permit for any new building on the Site, subject to necessary easements to serve the existing GEICO office building and future development on the Site. The dedicated area must include in its entirety all of the existing leased space for Brookdale Park, known as Parcels 1 and 2, Brookdale Neighborhood Park, and all of Lot 1, Block 4 of the Orcharddale subdivision. This area will be included for the calculation of density, green area, open space, and public use/recreation space requirements for the Site. Brookdale Park will continue to be maintained by M-NCPPC. The remaining area to be dedicated must be maintained and preserved in its existing natural state by the Property Owner through normal and customary care until dedication and no grading or tree removal shall take place within this specified area with the exception of dead trees. Upon approval of TS-M zoning application G-760 by the District Council, the Property Owner must enter into a new lease with M-NCPPC for the park area as specified herein and the lease shall extend until the dedication occurs, subject to the Property Owner's right to maintain any existing facilities owned by Property Owner within Lot 1, Block 4.

- d. Open Space Adjacent to Brookdale Park – This recreation space will be located north of and adjacent to Brookdale Park and will be approximately an acre in size as depicted on the Development Plan. The Planning Board will approve, considering the needs of TDR development, the final configuration, ownership, use and layout of this space for active and passive recreation, not to include a ball field. Until the open space features are implemented and upon demolition of the existing GEICO office building, the area will be graded and planted with grass and made accessible to the public on an interim basis subject to reasonable controls by the Property Owner to avoid nuisance situations and liability issues. In the event that this open space remains in private ownership, the Property Owner must demonstrate at the site plan stage and to the Planning Board's satisfaction that homeowner or condominium association documents will require this open space area to remain as open space in perpetuity. This area will be included for the calculation of density, green area, open space and public use/recreation space requirements for the Site.

## 2. Combined Preliminary Plan

Approval of a combined preliminary plan for the TS-M and R-60/TDR zoned areas must be obtained by the Property Owner before any building permit can be issued for any new development on the Site, and the plan must include the following elements: (1) identifies the number of dwelling units in each area, the total number of which must not exceed 500; (2) show the proposed green area, open space, public use space, active and passive recreation areas with the restrictions to uses set forth in the Development Plan; (3) a preliminary grading plan for the Site, and (4) a restriction of maximum building height of 35 feet for any townhouses to be located adjacent to the Brookdale boundary (which includes the Orcharddale subdivision).

3. Staging Plan

a. Office Building Implementation

1. A maximum of 810,000 square feet of commercial space may be occupied on the Site at any time.
2. No more than 514,000 square feet of new commercial space may be occupied prior to the demolition of the existing GEICO building.
3. Construction of commercial space may occur separately or simultaneously with any other phase in accordance with the location shown on the Development Plan.

b. Demolition of Existing Space

1. The existing GEICO office building must be demolished within six months of issuance of a certificate of occupancy for 514,000 square feet of new commercial office space.
2. If residential units are not constructed on the area where the GEICO office building now exists, then within six months of demolition that area must be graded and planted with grass and made accessible to the public on an interim basis subject to the controls stated in paragraph 1.d above.

c. Sale of GEICO Houses

Upon recordation of the first record plat for any new development on the Site, GEICO will be required to sell the 17 houses which it owns in the Brookdale community according to the following schedule:

1. 11 of those houses which do not adjoin the Site must be sold within 3 years of the recordation of the first recorded plat for the R-60/TDR development or prior to issuance of the first building permit for construction of the proposed townhouses, whichever occurs last, but in any case the sale of these houses must be completed within 5 years of recordation of the first plat for any new development on the Site, and
2. The remaining 6 houses which adjoin the Site must be sold within 3 years of issuance of the first building permit for construction of the proposed townhouses. At the time of the first record plan on the Site, GEICO will place a covenant in the land records prohibiting the construction of any buildings other than detached single-family houses and accessory buildings in place of the 6 existing houses, restricting the use to single family residential uses and prohibiting Special Exception uses, but permitting No Impact Home Occupations and Family Day Care, as defined in the 1994 Montgomery County Zoning Ordinance (as amended through August, 1998).

d. Multi-Family Implementation

1. Construction of multi-family units may occur separately or simultaneously with any other phase in accordance with the location shown on the Development Plan.
2. Multi-family units are only included within the TS-M zoned areas.

e. One-family Attached and Townhouses

Construction of one family attached units and townhouses within the Property Owner's R-60/TDR zoned area may occur separately or simultaneously with any other phase.

f. Public Use Space

1. Public Use Space at the intersection of Willard Avenue and Friendship Boulevard must be constructed in connection with Office Building A and completed no later than the issuance of use and occupancy permits for such building.
2. The promenade along Western Avenue must be constructed in conjunction with Building C and completed no later than the issuance of use and occupancy permits for such building. Until Building C is constructed, existing trees and lawn within the promenade area must be preserved, using reasonable and customary care, and the existing street trees located along Western Avenue must be preserved subject to the District of Columbia Government control.
3. The promenade along Willard Avenue must be constructed in conjunction with the adjacent buildings and completed no later than the issuance of the use and occupancy permits for such buildings.
4. Streetscape along Friendship Boulevard must be constructed in conjunction with the adjacent commercial buildings and completed no later than the issuance of use and occupancy permits for such buildings.
5. All other public use space must be constructed in conjunction with the adjacent buildings and completed no later than the issuance of use and occupancy permits for such buildings.

4. Traffic Mitigation

- a. As a requirement of any new development on the Site, the Property Owner must participate in any transportation management district established for the Friendship Heights area and pay an annual contribution or fee as required by Montgomery County law or regulation.
- b. The Property Owner must:

1. agree to construct or install improvements at the intersection of Western Avenue and River Road consisting of the following:
    - i. modify signal phasing and change the lane use on the Eastbound approach of Western Avenue to provide one left turn lane, one through lane and one right turn lane, or
    - ii. modify signal phasing and change the lane use on the Eastbound approach of Western Avenue to provide one left turn lane, one through lane and one right turn lane and widen the Westbound approach of Western Avenue (North side) to provide one right turn lane, one through lane and one left turn lane, or
    - iii. widen the Westbound approach of Western Avenue (North side) to provide one right turn lane, one through lane and one shared through/left turn lane.
  
  2. agree to construct or install improvements at the intersection of River Road and Little Falls Parkway consisting of the following:
    - i. change the lane use on the Westbound leg of Little Falls Parkway to provide dual left turn lanes, one through lane and one right turn lane, and modify the signal phasing and provide a reversible flow on the Northbound and Southbound legs of River Road, or
    - ii. widen River Road to provide separate Northbound and Southbound right turn lanes, remove the existing median in the Westbound approach of Little Falls Parkway and modify the lane use to provide one right turn lane, two through lanes and two left turn lanes and modify the signal phasing, or
    - iii. widen River Road to provide a separate Southbound right turn lane, a combined through and right turn lane in the Northbound direction, and remove the existing median in the Westbound approach of Little Falls Parkway and modify the lane use to provide one right turn lane, two through lanes and two left turn lanes and modify the signal phasing.
  
  3. agree to fund the installation of a traffic signal at the intersection of Willard Avenue and North Park Avenue or Willard Avenue and Shoemaker Farm Lane, if permitted by the Montgomery County Department of Public Works and Transportation based upon traffic warrants for such signals.
- c. At the time of preliminary plan approval, should the Planning Board determine that the improvements set forth above are not feasible, are not likely to be timely in place, or that alternative mitigation measures are more appropriate, then the Planning Board may require such alternative measures including different physical improvements to these intersections or other mitigation measures which will result in achievement of the

recommended level of service for the intersections as applicable at that time (presently 1600 for DC intersections, 1800 for Metro Policy Area intersections, and 1850 for Non-Metro Policy Area intersections). If the intersection exceeds that standard under background conditions not the result of any development on any part of the GEICO track, the Planning Board may instead require alternative measures which will reduce Critical Lane Volumes (including traffic from the proposed development) at such intersection(s) at least ten percent (10%) more than the difference between total future traffic conditions and the background conditions. (For example, the P.M. Peak Hour CLV at Western Avenue and River Road, as shown in Exhibit 76. “Future Peak Hour Intersections, Critical Lane Volumes” shows an increase from 1689 to 1758 between background and total future conditions. This increase of CLV by 69 would require mitigation measures resulting in a reduction of CLV by 76).

- d. If, at the time of preliminary plan approval, traffic studies required to be submitted with the preliminary plan application for the intersection of Western Avenue and Wisconsin Avenue reveal that the intersection will not operate within acceptable standards, the Property Owner will be required to identify mitigation measures to address any such deficiency in accordance with the provisions of the preceding paragraph.
- e. In the event that Property Owner submits a subdivision application under Alternative Review Procedures for Metro Station Policy Areas, as provided in the AGP, or the Alternative Review Procedure for Expedited Development Approval, the payments made by the Property Owner under those procedures will be used to make the improvements described in paragraphs 4.b. 1 and 2 above or alternative measures approved by the Planning Board.

5. Building Height Limitations

The office buildings as depicted on this Development Plan are subject to step down building height limitations of the following specifications. Building A, 9 stories, Building B, 8 stories, and Building C, 5 stories. Building B and C will not exceed 8 stories and 5 stories respectively as they face the Brookdale community.

6. Pedestrian Circulation System

The property owner must provide a pedestrian circulation system when the adjacent R-60/TDR zoned area is developed, which connects existing pedestrian paths within the Brookdale Park with the pedestrian system on the TS-M zoned area for convenient pedestrian access to both the Friendship Heights Metro Station and the Town Center area located at the intersection of Willard Avenue and Friendship Boulevard.

7. Setbacks and Promenades

- a. The Property Owner must provide an 80-foot building setback from the Western Avenue curb and provide within the setback area a 30-foot wide promenade with a double row of trees including the existing trees along Western Avenue extending west from Friendship Boulevard to the end of the GEICO tract. The promenade must also include an 8-foot wide sidewalk and an 8-foot wide class 1 bikeway separated by a 4-foot wide buffer which contains one of the tree rows.
- b. The Property Owner must provide a 40-foot wide promenade measured from the Willard Avenue curb to the face of the building and extending west from Friendship Boulevard to the western end of the TS-M zoned area. The Willard Avenue promenade must contain a double row of trees and a 10-foot wide sidewalk.
- c. The Property Owner must provide a minimum 20-foot wide building setback from the Friendship Boulevard curb and provide within the setback area streetscape including a single row of street trees.

8. Storm Water Management

The Property Owner must provide on-site storm water management quantity and quality facilities which reduce the existing volumes and velocities of storm water runoff from the Site and improve water quality from existing runoff.

9. Tree Preservation and Afforestation

The existing trees located on the open space area greenway and enlarged Brookdale Park (approximately 255) will be preserved and will not be removed except for the removal of dead trees or other trees approved for removal as part of the Planning Board's site plan approval in order to implement the amenities provided for in the Development Plan or necessary to implement the TS-M and TDR development. Subject to Planning Board approval at the time of site plan, the TS-M zoned portions of the property is proposed to be improved with the planting of about 150 new trees and the remainder of the property to be improved with the planting of about 250 new trees at locations specified by the Planning Board.

10. Notice to Subsequent Purchasers

GEICO, its agents and assigns, must include in any contract of sale for any portion of the Site, as specified above, the following statement: The provisions of this Development Site Plan in Zoning Application G-760 regarding binding elements apply to all subsequent purchasers of any portion of the Site and development of the purchased property is subject to these requirements. The approved Development Plan is attached to this contract.

ZONING APPLICATION NO. G-780  
 PROPOSED DEVELOPMENT STANDARDS  
 TS-M Development

<i>Gross Floor Area</i>	<u>Permitted/Required</u>	<u>Proposed</u>
PAR	3.0	2.85
Office/ancillary retail	810,000 sq. ft.	810,000 sq. ft.
Residential	485,301 sq. ft.	420,536 sq. ft.
-maximum number of units	685 <sup>1</sup> /500 <sup>2</sup>	300*
-estimated unit mix	--	10% efficiency 40% 1 bedroom 40% 2 bedroom 10% 3 bedroom
-MPDU's	12.5%	12.5%
 <i>Height</i>		
Office <sup>3</sup>		
Building A	9 stories	9 stories
Building B	9 stories	8 stories
Building C	5 stories	5 stories
Residential <sup>3</sup>	4 stories	4 stories
 <i>Parking</i>		
Office	1,701 <sup>4</sup> /2,592 <sup>5</sup>	2,592 <sup>4</sup>
Residential	315 <sup>6</sup>	400 <sup>7</sup> *
TS-M Public Use Space	912 acres	1.44 acres
TS-M Recreation Space	2.48 acres	2.63 acres

\* Indicates elements subject to final approval by Planning Board at time of preliminary plan and site plan approvals.

<sup>1</sup> TS-M Zone allows up to 150 units per acre

<sup>2</sup> Sector Plan recommends 500 total units on site with estimated multi-family components at 272 units but allowed to vary so long as total units fewer than 500

<sup>3</sup> TS-M Zone has no height limits; Sector Plan recommendations are for 9-5 stories for office and 4 stories for residential

<sup>4</sup> Zoning Ordinance minimum at 2.1 spaces per 1000 sq. ft.

<sup>5</sup> Guaranteed ratio under Planning Board Parking Policy

<sup>6</sup> Zoning Ordinance minimum based on 300 dwelling s at estimated mix

<sup>7</sup> Estimated number based on dwelling unit mix