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IN THE CIRCUIT COURT
FOR MONTGOMERY COUNTY, MARYLAND

VILLAGE OF FRIENDSHIP HEIGHTS
Julian Mansfield, Village Manager
4433 South Park Avenue
Chevy Chase, Maryland 20815,

Plaintiff,

v.

MONTGOMERY COUNTY PLANNING BOARD
2425 Reedie Drive, 14th Floor
Wheaton, Maryland 20902,

Serve: Emily Vaias, Acting Gen. Counsel
M-NCPPC
2425 Reedie Dr. -14th Floor
Wheaton, Maryland 20902

COUNTY COUNCIL FOR MONTGOMERY COUNTY, MARYLAND SITTING AS THE DISTRICT COUNCIL FOR THAT PORTION OF THE MARYLAND-WASHINGTON REGIONAL DISTRICT IN MONTGOMERY COUNTY
Council Office Building
100 Maryland Avenue, 6th Floor
Rockville, Maryland 20850,

Serve: John P. Markovs, County Attorney
Office of the County Attorney
101 Monroe Street, Third Floor
Rockville, Maryland 20850

FRIENDSHIP COMMONS PARTNERS LLC
4800 Hampden Lane, Suite 300
Bethesda, Maryland 20814

Serve: Erin E. Girard, Esq.
Lerch, Early & Brewer, Chtd.
7600 Wisconsin Ave. Suite 700
Bethesda, Maryland 20814,

Defendants

Civil No. C-15-CV-26-002906

COMPLAINT FOR DECLARATORY RELIEF

Plaintiff, the Village of Friendship Heights, through undersigned counsel, bring this action against defendants and states as follows:

NATURE OF THE ACTION

1. Plaintiff seeks declaratory relief resolving a disputed question of law relating to the separate but complementary legal authority of two government agencies made defendants in this action. The dispute also involves a private party, also made a defendant in this action, that is seeking approval of land use applications pending before one of those agencies. Declaratory relief is needed because the resolution of the dispute on a question of law is a critical predicate to proper ongoing review of the private party's land use applications, and the parties to this action are not in agreement on the matters raised herein.

PARTIES

2. Plaintiff Village of Friendship Heights ("Village") is a self-governing special taxing district created by the General Assembly in 1914. The Village has a council-manager form of government where the Council, elected every other year by the registered voters of the Village, appoints a Village Manager, currently Julian Mansfield, who administers Village policies and operations. The Village has a residential population of over 5,000, and is located in a long-settled area of the County, near where Wisconsin Avenue crosses the border from Maryland to the District of Columbia at Western Avenue. The Village lies adjacent to, and across Willard Avenue from, an approximately 26.5 acre property that for more than 50 years served until recently as the headquarters of the

Government Employees Insurance Company ("GEICO"), land that remains owned by GEICO (the "Property").

3. Defendant Montgomery County Planning Board (the "Board") is the Montgomery County division of the bi-county agency known as the Maryland-National Park and Planning Commission. The Board reviews and takes final action on various types of plans for development of specific parcels of land in the County; implements the County Subdivision Ordinance; initiates amendments to the County's Master Plan and its subparts; and provides recommendations to the District Council on proposed amendments to the Zoning and Subdivision Ordinances, including making recommendations to the District Council on applications to change the zoning classification of particular parcels (a "Local Map Amendment"), or areas of land embracing multiple parcels (a "Sectional Map Amendment").

4. Defendant County Council for Montgomery County, Maryland, Sitting as the District Council for that Portion of the Maryland-Washington Regional District in Montgomery County (the "District Council") is the official embodiment of the County Council of Montgomery County when it is exercising its authority to establish the zoning classification of land within the County, when it is enacting and amending a zoning ordinance for the County, and when it is taking final action on documents establishing a Master Plan for the County and subsidiary planning documents for subareas of the County, including Friendship Heights. The District Council has the exclusive authority to make final decisions on changes to the zoning classification of properties within the County, as well as the terms under which such changes can take place.

5. Defendant Friendship Commons Partners LLC ("FCP") is a Delaware limited liability company in good standing. It is registered to do business in Maryland as of February 12, 2026, with a principal office of 4800 Hampden Lane, Bethesda, Maryland 20814. On March 4, 2026, FCP, filing as contract purchaser of the GEICO Property, submitted for Board review and approval plans for redevelopment of the Property.

JURISDICTION AND VENUE

6. The Village, the District Council and the Board are all government entities operating within Montgomery County Maryland. Defendant FCP is a limited liability company registered to do business in Maryland. All parties are "persons" as that term is defined in the Declaratory Judgment Act, § 3-401, Md. Cts. & Jud. Proceedings Art., Md. Ann. Code.

7. This Court has subject matter jurisdiction pursuant to Md. Cts. and Jud. Proceedings Art. §§1-501 and 3-403, Md. Ann. Code.

8. This Court has jurisdiction over the parties pursuant to §6-102, §6-103(b)(1) and, as to defendant FCP, §6-103(b)(5), of that same Article.

9. Venue is proper in this Court under §6-201(a) of that same Article.

BACKGROUND FACTS

The G-760 Rezoning by the District Council

10. Before October 13, 1998, the Property was zoned R-60 or R-60/TDR. This zoning classification primarily allows development of the Property for single-family residential use at a density of about 6 – 7 units per acre (under R-60) and somewhat more under R-60/TDR. At that time, however, and still true today, the sole yet legally proper use of the Property has been for the GEICO headquarters.

11. In early 1998, the District Council approved and the Board adopted an updated Sector Plan for Friendship Heights. The public process leading to the 1998 Sector Plan was a matter of great interest to the Village and others in the vicinity of the GEICO property, in that GEICO was anticipating major redevelopment of the Property, to include replacing its existing headquarters with new office space on the Property closer to Friendship Boulevard and adding residential development to the Property. The end result of the update process was a recommendation in the final and approved updated Sector Plan for, among others, (a) rezoning approximately 9 acres of the Property to the TS-M zone, for construction of four-story multi-family buildings along Willard Avenue and up to 810,000 square feet of commercial office space along Friendship Boulevard for the relocated GEICO headquarters: (b) redevelopment for single-family residential use at a density of 11 units per acre on the R-60/TDR 11 portion of the property; and inclusion of an approximately one acre open speace for recreational use just north of Brookdale Park..

12. Given the recommendations in the updated Sector Plan, GEICO thereafter sought District Council approval for the rezoning of 9.919 acres of the Property to the TS-M zone, via Local Map Amendment ("LMA") G-760.

13. The process leading to G-760 approval was, and remains today, first having a Hearing Examiner take testimony from interested parties, under oath and subject to cross-examination, in a public hearing, for the purpose of making a record and a report and recommendation on the application to the District Council, which takes final action on the LMA.

14. On October 13, 1998, following receipt of the Hearing Examiner's Report, the District Council approved LMA G-760. The approval took the form of a

written resolution, Council Resolution 13-1461 (October 13, 1998) and a Development Plan approved by the District Council, all subject to a set of Binding Elements controlling development of the Property, as set forth on the Development Plan.

15. The Binding Elements in this case include a Preamble addressing their continuing applicability following the G-760 LMA approval. The Preamble states that the 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.

16. The G-760 Binding Elements Preamble was consistent with the established practice at the time regarding later proposed changes to an LMA Development Plan. The Rules of Procedure for LMA's provided that if an amendment to the LMA is filed at any time after the Hearing Examiner's Report is issued, it "must be referred to the Hearing Examiner and approved by the District Council after receiving a recommendation from the Hearing Examiner." Rule 1.3.

Subsequent History of the Property

17. With the District Council's October 13, 1998 LMA rezoning of the Property in hand, GEICO promptly (November 16, 1998) took the next step in pursuit of its redevelopment plans for the Property, filing for review and approval Preliminary Plan 1-99039 with the Board. This Plan, generally supported by the surrounding community, including the Village, was approved by the Board on May 13, 1999.

18. The 1999 Plan approval was followed by a remarkably long (26 year) hiatus in activity relating to development of the Property. Uncertain of how or when it would implement its headquarters relocation plans for much of that time, GEICO obtained

multiple extensions of its 1999 Plan rather than make the additional filings with the Board necessary to commence redevelopment of the Property.

Rewrite of the Zoning Ordinance – 2012-14

19. During the period 2012-2014, the District Council, with the assistance of Board staff, took on the considerable task of conducting a major rewrite of the County Zoning Ordinance, with the primary goal of achieving greater clarity and simplicity without any major substantive changes. In the process, many zoning classifications were eliminated, including the TS-M zone, then applicable to nearly 10 acres of the Property and a number of other properties.. All TSM-zoned properties were given a new classification, the CR zone, in a "Zone Translation" process in which the allowed height and density in the eliminated zone became the basis for height and density limits in the replacement zone, with other property-specific changes generally not considered. As a result of this process, the Property's zoning classification changed from TS-M to CR 3.0, effective October 30, 2014, via District Map Amendment ("DMA") G-956.

20. More than a decade after the Zoning Ordinance rewrite, GEICO sought Board approval of a Preliminary Plan amendment in June 2025, in which GEICO made clear that it had finally decided that it was not going to use the commercial space approved in the 1999 Plan for relocation of its headquarters for that purpose. GEICO intentionally did not specify a new intended use for the area of the Plan that it would not be using as new office space.

21. Over the objection of the Village, the Board approved the 2025 Plan Amendment on November 24, 2025, with no land use designation for the land that had previously been designated for GEICO headquarters use. In that review process, GEICO

never asserted that the Binding Elements from LMA G-760 were, either in whole or in part, invalid, negated or otherwise inapplicable to the Property, on account of DMA G-956 or otherwise. Similarly, the Board at no point stated, suggested or implied that the Binding Elements were, in whole or in part, inapplicable to the 2025 Plan Amendment. Rather, Condition 21 of the Board's approval resolution, MCPB No. 25-112, states that "The Applicant must comply with the binding elements of County Council Resolution No. 13-1461 approving Local Map Amendment G-760."

The Current FCP Plans

22. On March 4, 2026, FCP filed a new Preliminary Plan for the Property, denominated 120260140. The required Statement of Justification ("SOJ"), filed April 1, 2026, states that this 2026 "Plan Application is intended to replace [the Board's] prior approvals in their entirety." The SOJ addresses the G-760 Binding Elements and asserts that the zoning classification changes incident to the Zoning Rewrite process of 2014, "negated the continuing application of the Binding Elements to the Property."

23. In addition, the SOJ asserts that some of the Binding Elements relate to future improvements on areas of the Property that were not legally subject to Binding Elements as they were beyond the scope of the rezoning application, i.e., G-760.

24. On April 1, 2026, FCP also filed with the Board Sketch Plan and Site Plan applications based on the new Preliminary Plan, supplying SOJ's for each. In both, FCP repeated the arguments in the Preliminary Plan SOJ for negating or invalidating the Binding Elements.

25. At no time between approval of the 2025 Preliminary Plan Amendments until the SOJ submissions of April 1, 2026, did GEICO or its contract purchaser, FCP, ever

assert or claim in any submission to either the District Council or the Board, that the G-760 Binding Elements, in whole or in part, were invalid or had been negated by any action of the District Council or the Board.

DECLARATORY JUDGMENT COUNT

26. The preceding numbered paragraphs are incorporated as if expressly stated herein.

27. An actual controversy exists between the contending parties in this action; or antagonistic claims are present between the parties involved which indicate imminent or inevitable litigation.

28. No statute provides a special form of remedy for timely and comprehensive resolution of the dispute between the parties.

29. A declaratory judgment will serve to terminate the uncertainty or controversy giving rise to this proceeding.

30. The Village's position is that to a limited extent, FCP can seek modification of the Binding Elements, but only where the Binding Elements themselves authorize the Board to specify or vary the terms of compliance. Absent such express authorization, the Binding Elements can be amended or negated only by formal action of the District Council, and only in one of the ways prescribed in the Montgomery County Zoning Ordinance, as set forth in § 59.7.7.1.B.5.a.

31. With respect to § 59.7.7.1.B.5.a.,

a. the Property is, in part, one where the zoning classification of the Property on October 29, 2014, i.e., TS-M, was the result of a Local Map Amendment;

b. no part of the Property has been subject to a Sectional Map Amendment that implements a master plan approved after October 30, 2014;

c. since LMA G-760, no part of the Property has been rezoned by a Local Map Amendment; and

d. none of the LMA G-760 Binding Elements has been revised or abrogated by a development plan amendment under the procedures in effect on October 29, 2014.

32. The Zone Translation process employed in DMA G-956 was not a "rezoning" as that term is used in the Preamble to the G-760 Binding Elements, and DMA G-956 did not in any way affect the continued efficacy of those Binding Elements.

33. In light of the provisions of the Montgomery County Zoning Ordinance and other applicable law, the Village disputes that there is any merit to FCP's claim that the Binding Elements, or any subpart of them, are not applicable to the Property, in whole or in part, because such area or areas were beyond the scope of the LMA G-760 application or that FCP is otherwise not legally subject to the Binding Elements as approved in LMA G-760. Further, to the extent there is any merit to such claims, they have been waived by GEICO and FCP due to GEICO's longstanding failure to assert any of them.

34. The Village residents will suffer significant injury in the form of lost light, air, open space and building compatibility, in the absence of declaratory relief from the Court that the Preliminary Plan, Sketch Plan and Site Plan submitted by FCP for the Property cannot be lawfully approved, due to their inconsistency with the obligatory Binding Elements of LMA G-760. FCP's Preliminary Plan, Sketch Plan and Site Plan application materials all unequivocally propose development in clear conflict with the

Binding Elements. The Binding Elements were developed in a collaborative process involving the Village and others residing in the residential area adjacent to the Property to minimize the incompatibility of new development on the Property with existing surrounding residential uses. Among the Binding Elements, the two that best exemplify the Village's goal of protecting compatibility of the Property's redevelopment with the Village are (a) the agreed obligation to limit the height of the multi-family buildings along the Willard Avenue border between the Village and the Property to four stories; and (b) the agreed obligation to provide recreational open space of approximately one acre in size north of and adjacent to Brookdale Park. FCP's plans, however, propose replacing the acre of recreation space with townhomes and associated private streets and alleys, and proposes that the multi-family buildings along Willard Avenue be six and seven stories high.

35. Because the Binding Elements are obligatory, the Board cannot lawfully accept FCP's claim that they have been negated or are otherwise inapplicable. But absent the requested declaratory relief, there is a significant risk that the Board may accept FCP's claims regarding the Binding Elements and approve its applications. Accordingly, a definitive ruling by the Court that the Binding Elements are obligatory on the Board in acting on FCP's plans, unless and until the Binding Elements are amended or removed by the District Council, will promote the expeditious, just and lawful resolution of the FCP applications now pending before the Board.

PRAYER FOR RELIEF

WHEREFORE, plaintiff prays that this Court enter judgment in plaintiff's favor providing the following relief:

1. Advancement of this case on the Court's hearing calendar in order to effectuate a speedy hearing on the action before the Board public hearing on FCP's plans, currently set for July 30, 2026.

2. A declaration that the Preliminary Plan, Sketch Plan and Site Plan submitted by Friendship Commons Partners LLC for the Property are not consistent with the Binding Elements of LMA G-760, and thus cannot lawfully be favorably acted upon by the Board in their present form, and declare that to obtain Board approval of its Plans, FCP must either modify the Plans to remove all such inconsistencies, or obtain a finally approved amendment to those Binding Elements that eliminates all inconsistencies between the FCP plans, as they may be amended, and the LMA G-760 Binding Elements.

3. Grant such other and further relief as this Court deems just and proper.

Respectfully submitted,

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May 13, 2026

RULE 1-313 CERTIFICATION

I hereby certify that I am admitted to the practice of law in the State of Maryland and am in good standing.

David W. Brown #0206070001