

**BEFORE
THE MAYOR AND CITY COUNCIL OF THE CITY OF GAITHERSBURG
PETITION OF WALNUT HILL PROPCO, LLC and KING FISHER ASSOCIATES, LLC
FOR ANNEXATION**

Walnut Hill Propco, LLC, a Maryland limited liability company and King Fisher Associates, LLC a Maryland limited liability company, (“Petitioners”) pursuant to Section 4-401 *et. seq.*, Local Government Article of the Maryland Annotated Code (2013), hereby petition the Mayor and City Council of the City of Gaithersburg, Maryland to annex into the corporate limits of the City of Gaithersburg (the “City”) that certain property described below and reflected on the Annexation Plan attached hereto and made a part hereof as Exhibit A. In support of this Petition, the Petitioners represent to the Mayor and the City Council as follows:

1. Walnut Hill Propco, LLC is the fee simple owner of the subject property known as Block A, Parcel B, “Walnut Hill Section One” subdivision recorded in the Land Records of Montgomery County, Maryland at Plat 4267 situated in the northeast quadrant of the intersection of MD Route 355 and South Westland Drive, consisting of 342,993 square feet or 7.87 acres with a property address of 16531 South Frederick Avenue, Gaithersburg, Maryland, and more particularly described on the boundary survey and metes and bounds attached hereto and made a part hereof as Exhibit A-1 (the “16531 South Frederick Avenue Property”). The tax account number of the Property is 09-00794560. Walnut Hill Propco, LLC is the fee simple owner of the subject property known as the abandoned MD 355 right of way (see Equity Case Number 31265), which is located adjacent to Parcel A, Block B, Walnut Hill, as shown on Plat No. 4267. One portion of the abandoned MD 355 right of way is located within the City limits (annexed as part of X-099 in Resolution R-08-69) and another portion is located within the unincorporated area of Montgomery County. The 148 square foot portion of the abandoned MD 355 right of way that is not currently within the City limits (the "unannexed abandoned MD 355 ROW") is more particularly described in Exhibit A-2. The tax account number of the abandoned MD 355 right of way is 09-00794571.

2. King Fisher Associates is the fee simple owner of the subject property known as Block G, “Parcel B, Walnut Hill” subdivision recorded in the Land Records of Montgomery County, Maryland at Plat No. 24052 situated in the northeast quadrant of MD Route 355 and North Westland Drive, consisting of 20,886 square feet with a property address of 8939 North Westland Drive, Gaithersburg, Maryland, and more particularly described on Exhibit A-3 (the “8939 North Westland Drive Property”). The tax account number of the 8939 North Westland Drive Property is 09-03664857.

3. Lalita & Joginder, LLC is the fee simple owner of the subject property known as Block G, “Parcel A-2, Walnut Hill” subdivision recorded in the Land Records of Montgomery County, Maryland at Plat No. 8290 situated in the northeast quadrant of MD Route 355 and North Westland Drive, consisting of 10,784 square feet with a property address of 8941 North Westland Drive, Gaithersburg, Maryland, and more particularly described on Exhibit A-4 (the “8941 North

Westland Drive Property”). The tax account number of the 8941 North Westland Drive Property is 09-00794695.

4. The North Westland Drive right-of-way along the frontage of the 8939 North Westland Drive Property and the 8941 North Westland Drive Property consisting of 28,005 square feet and more particularly described on Exhibit A-5 (the “South Westland Drive and North Westland Drive Rights-of-Way”) are currently located outside the corporate boundaries of the City of Gaithersburg.

5. Petitioners seek the annexation of the unannexed abandoned MD 355 ROW, the 16531 South Frederick Avenue Property, the 8939 North Westland Drive Property, the 8941 North Westland Drive Property and the North Westland Drive Rights-of-Way (collectively, the “Annexation Property”).

6. Most of the frontage of the 16531 South Frederick Avenue Property for a depth of 20 feet (located within the annexed portion of the abandoned MD 366 right of way) is currently located within the City of Gaithersburg and is zoned R-A.

7. The Annexation Property is contiguous and adjoining the existing boundaries of the corporate limits of the City of Gaithersburg on the north, south and west, and in the case of the 8939 North Westland Drive Property, to the east.

8. The Annexation Property lies within the boundaries of the City’s designated Maximum Expansion Limits (“MEL”) as depicted in the Growth Element of the City’s 2003 Master Plan, adopted April 6, 2009 and therefore, included in and consistent with the Growth Element’s analysis regarding the future adequacy of public facilities, including schools, libraries, police, fire and rescue, water and sewer, stormwater management and recreation.

9. The proposed annexation will not result in an unincorporated area bounded on all sides by (1) real property presently within the corporate limits of the City of Gaithersburg; (2) real property proposed to be within the corporate limits of the City of Gaithersburg as a result of the proposed annexation; or (3) any combination of real property described in items (1) or (2).

10. The Annexation Property is currently classified in the CRT 2.25, C 1.5, R .75, H-45 commercial zone pursuant to the Montgomery County (“County”) Zoning Ordinance and official Zoning Map, a copy of which is attached hereto and incorporated as Exhibit B.

11. The Annexation Property is subject to the Approved and Adopted 2010 Greater Seneca Science Corridor Master Plan (the “Master Plan”). While the Master Plan recognizes the retail and commercial use of the 16531 South Frederick Avenue Property, there are no specific recommendations for said Property. The Master Plan contains no specific recommendations with respect to the 8939 North Westland Drive Property and the 8941 North Westland Drive Property. The applicable portions of the County’s Master Plan are attached hereto and incorporated herein as Exhibit C.

12. The City of Gaithersburg Land Use Plan, adopted in the December 20, 2011 Master Plan Element of the City's Master Plan recommends a Commercial Office-Residential land use designation and CD zoning for the Annexation Property.

13. Given Walnut Hill Propco, LLC's intent to continue the current use of the 16531 South Frederick Avenue Property for commercial retail uses only, the zoning classification for the Property proposed by this Petition is the C-2, General Commercial Zone, which is consistent with the recommendation for the 16531 South Frederick Avenue Property set forth in the City Master Plan.

14. Given King Fisher Associates' intent to develop the 8939 North Westland Drive Property for either residential use or commercial retail uses, the zoning classification for the 8939 North Westland Drive Property proposed by this Petition is the C-D, Corridor Development Zone, which is consistent with the purpose of the CD Zone, per § 24-160G.1 of the City Code.

15. Given Lalita & Joginder, LLC's intent to continue the current use of the 8941 North Westland Drive Property or redevelop the 8941 North Westland Drive Property for either residential use or commercial retail uses, the zoning classification for the 8941 North Westland Drive Property proposed by this Petition is the C-D, Corridor Development Zone, which is consistent with the purpose of the CD Zone, per § 24-160G.1 of the City Code.

16. The C-2 and C-D zoning classifications proposed for the Annexation Property upon annexation do not permit development of the annexed land with uses that would be substantially different from or densities that are substantially higher than what may be granted under the existing CRT Zone by the Montgomery County Zoning Ordinance.

17. Petitioner proposes a maximum density on the 16531 South Frederick Property of 1.5 FAR (514,490 square feet) consistent with the proposed C-2 zoning and less than currently permitted by Montgomery County's CR 2.25, C 1.5, R 0.75 zoning; a maximum total density on the 8939 North Westland Drive Property of 3.375 FAR (70,490.25 square feet) with a maximum of 2.25 FAR (46,993.50 square feet) of commercial uses and a maximum of 1.25 FAR (23,496.75 square feet) of residential uses, consistent with the proposed C-D zoning and no greater than 1.5 times the density currently permitted by Montgomery County's CR 2.25, C 1.5, R 0.75 zoning; and a maximum total density on the 8941 North Westland Drive Property of 3.375 FAR (36,396 square feet) with a maximum of 2.25 FAR (24,264 square feet) of commercial uses and a maximum of 1.25 FAR (12,132 square feet) of residential uses, consistent with the proposed C-D zoning and no greater than 1.5 times the density currently permitted by the Montgomery County CR 2.25, C 1.5, R 0.75 zoning.

18. Petitioners own more than 25% of the assessed valuation of the Annexation Property and there are no persons residing within the area of the Annexation Property who are registered voters in the precinct within which the Annexation Property is location. No additional consents to this Annexation Petition are required under Sections 4-401, et seq., Local Government Article of the Maryland Annotated Code.

19. Petitioners reserve the right to withdraw this Petition without liability to the City (except for costs of public notice advertising), if the conditions of the annexation as specified in the Annexation Agreement and as set forth in the Annexation Resolution are substantially different and/or are materially changed to Petitioners' detriment as determined by the Petitioners in its sole and absolute discretion. Petitioners may elect to withdraw this Annexation Petition and terminate the Annexation Agreement at any time prior to the effective date of the Annexation Resolution.

20. The following exhibits are submitted in support of this Petition and incorporated herein:

- Exhibit A – Annexation Plan
- Exhibit A-1 through A-5 – Boundary Survey and Metes and Bounds Description
- Exhibit B – Montgomery County Zoning Map
- Exhibit C – Applicable County Master Plan Sections
- Exhibit D – List of Owners
- Exhibit E – Vicinity Map
- Exhibit F – Adjacent Property Owners
- Exhibit G – Statement in Support of Annexation
- Exhibit H – Overall Site Plan for 16531 South Frederick Avenue
- Exhibit I – Traffic Impact Statement
- Exhibit J – Concept Stormwater Management Plan
- Exhibit K – Annexation Agreement

[Signature Pages to Follow]

