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*ADMITTED IN MD AND PA

Mr. Joe Cosentini, Town Manager Town of Sykesville 7547 Main Street Sykesville, MD 21784 Mr. Phil Singleton Town of Sykesville Planning Commission 7547 Main Street Sykesville, MD 21784

RE: Warfield Project; Responses to Enumerated Questions from Planning Commission

Dear Mr. Cosentini and Mr. Singleton:

We are providing the following information as an informational response to the enumerated questions put to us on behalf of the Planning Commission by the email dated February 18, 2022 by Mr. Cosentini. As you will see, there are several exhibits and an Appendix offered with this explanation that are included. The Appendix includes the December 13, 2021 letter from the Applicant to the Town enclosing our zoning text amendment. It also includes the January 4, 2022 letter from the Town to the Applicant; the February 7, 2022 response from the Applicant; the February 18, 2022 letter from the Town and a March 3, 2022 response by the undersigned to Joe Cosentini addressing certain questions also posed to the Applicant on February 18, 2022.

RESPONSES TO PLANNING COMMISSION QUESTIONS

(The express questions proposed to Applicant are noted in bold print with Applicant's responses following immediately after each question.)

1. In reference to the request to change conditional to permitted uses, what proposals, projects, or initiatives SPECIFIC to Warfield have been hindered or withdrawn in respect to current conditional uses?

For confidentiality reasons, the Applicant cannot disclose details about specific users. The Applicant has had numerous discussions with prospects for the Warfield project including hotel developers/operators, gas and convenience store operators and senior housing (assisted living, independent living, memory care and skilled nursing) providers.

Each of these uses are currently classified as conditional uses by the Planned Employment Center ("PEC") district regulations. Unlike permitted uses, conditional uses require an application and hearing before the Board of Zoning Appeals in hopes of obtaining its discretionary approval to establish the use. Board approval is not certain and may be conditioned on limitations imposed by the Board. If a request is approved, the prospect would then have to go through Planning Commission and Historic District Commission reviews and approval at the Town level.

The Applicant does not believe that the extra layer of review and approval by the Board of Zoning Appeals is necessary for those uses the Applicant seeks to reclassify as permitted uses through the text amendment. This extra layer of process increases the time, cost, and uncertainty involved to get approvals and makes the location less attractive to users.

2. How did the Applicant arrive at the ratio increase from 2 homes per acre to 6.5?

The Applicant presented this methodology at a joint work session of the Mayor and Town Council and the Planning Commission on October 25, 2021. As presented at that time, the Applicant conducted a variety of density studies based on its experience in the market, consultations with brokers and two market studies, one of which was required by the Town in 2016. At its presentation in October, 2021, the Applicant provided access to a web-based interactive site plan tool by which the interplay of these factors could be evaluated (historicwarfield.com/site-plan-tool). Based on the result of these studies, the Applicant's team created a matrix of uses and corresponding densities which yielded the maximum residential density ratio set forth in the PEC district text amendments. This matrix referred to above was previously provided and attached hereto as Exhibit "1".

It is important to recognize that the current request before the Planning Commission concerns adoption of appropriate zoning code amendments to establish regulations including, without limitation, permitted uses and density for the PEC district. There are several steps yet to come after the zoning text amendment is approved: A revised concept plan for the overall project, a revised preliminary plan for the overall project, and then preliminary and final site or subdivision plans for each individual parcel within the project. What is ultimately built at the project will begin to take shape with an increasingly level of detail as the Applicant moves through these processes. Planning Commission members are referred to the Warfield Development Pattern book for a more detailed description of the approval processes established for Warfield.

3. Tax Credits being used for Building F - the handout reads that Building F is part of the planned senior apartments. How is that nonresidential use of the tax credits?

The Applicant assumes that the term "handout" used in the above question is a letter from David K. Bowersox to Joe Cosentini dated February 7, 2022.

Building F is currently planned as an office building. The Applicant already has site plan approval and approved building plans for Building F as an office building.

Nowhere does that letter state that "Building F is part of the proposed senior apartments". There are no "senior apartments" planned for the project currently. The apartments to which that correspondence refers are not age restricted. The Applicant believes that multigenerational housing is best for Parcel D because, among other things, it appeals to a bigger

market. The existing PEC district regulations treat senior housing as non-residential conditional uses in the PEC district under Section 180-137A(2).

Senior housing, if any, would likely be new construction on Parcels A or B. The Applicant is not opposed to locating senior housing in the historic buildings, but this idea has not been well received by the market in prior discussions with prospective users. The historic buildings are not configured in a way that is operationally desirable for a modern senior housing facility that involves a higher level of care (assisted living, memory care, skilled nursing) or independent living with the option of supplemental services which would typically be connected in some way with a larger facility on the site offering assisted living, memory care or skilled nursing as well.

Again, the current request before the Planning Commission is a proposed zoning text amendment, not a site plan request. If the market presents a good opportunity for economically viable senior housing at Warfield, then the Applicant is likely to submit a site plan for senior housing for Planning Commission consideration in the future.

4. We have seen a fairly successful (to this point) commercial spec building constructed in Eldersburg just past the intersection of Routes 32 and 26 in the past year. Why not at Warfield in (Perhaps in parcels A/B)?

The Applicant assumes the property referenced above is residual land developed on the old Walmart property located in the northeast quadrant of Routes 32 and 26, which was sold to Quantum Properties of Rockville, MD in recent years.

This 13,750 SF building is a retail building part of a much larger property located in the middle of South Carroll's main retail hub, which makes a huge difference in attracting tenants and achieving top of market rents. Furthermore, this outparcel was essentially treated as a "bonus" parcel that Quantum didn't price into its acquisition, which means they had close to \$0 land basis. Also, Quantum had limited infrastructure costs (utilities, earthwork, off-sites, etc.). In short, Quantum's investment basis was very low.

In short, Quantum built this addition to an existing center in the premier retail hub in South Carroll for a very low price and are getting strong rents relative to less centralized retail. A retail project at Warfield is in no way comparable to this project in terms of tenant interest, rents, and project costs.

To learn more about the project, click the following links:

http://quantumco.net/eldersburg-crossing-eldersburg-md/

https://klnb.propertycapsule.com/p/retail-real-estate/Eldersburg-MD-21784/eldersburgcrossing#!

5. 180-135 Is any part of the current submission planned within 1,320 feet of Route 32?

The "current submission" before the Planning Commission consists only of proposed amendments to the PEC district regulations. There is no site plan before the Planning Commission.

As Applicant explained in February to the Planning Commission, some parts of the Warfield property fall within 1,320 feet of Route 32, some parts of Warfield do not (see attached exhibit). We assume that the original language was meant to cover the entirety of Warfield at Historic Sykesville and are simply trying to clarify that understanding and eliminate ambiguity. See attached Exhibit "2".

6. What is the likelihood of sound barrier walls being built at the entrance to Warfield in the future? Is there a specification that the state uses in determining how close structures are to the road before those are constructed?

To the best of the Applicant's knowledge, sound barrier walls are not required by the State Highway Administration ("SHA") or any other State of Maryland regulatory agency for proposed development of Warfield at Historic Sykesville. The Applicant is not proposing and does not believe that acoustic barriers or mitigation walls are necessary given the site's location and contemplated development. Any such improvements would likely be a matter of local land use regulation or site plan approval and, to the extent that street noise was ever identified as an issue, sound mitigation will be addressed with enhanced materials, wall assemblies designed for sound attenuation, and other design features.

7. 180-134B - Aside from how senior housing is categorized, are there specific types of uses that the Applicant is planning that do not fit into any of the listed categories?

The Applicant does not understand the question as it is phrased above. All uses anticipated for the project at this time would be allowed with the amendments proposed by the Applicant.

8. Is making all senior housing types listed as permitted the sole reason for changing 180-136 (A2) and 180-137 in the PEC?

No. The majority of uses the Applicant proposes to change from conditional to permitted uses have nothing to do with senior housing. To be clear, conditional uses, unlike permitted uses, require Board of Zoning Appeals approval in addition to Planning Commission and Historic District Commission approval. As mentioned in a prior response, in general, the Applicant feels this extra layer of approvals is cumbersome and serves no productive purpose, but the Applicant also understands that a use-by-use discussion with the Planning Commission of what is proposed for reclassification could be productive.

With respect to senior housing, the Applicant is trying to accomplish two things with the proposed amendment. First, the Applicant wants to make the project more attractive to facility-based senior housing providers and making all types of facility-based senior housing permitted uses would help accomplish this goal. The Applicant did not think this proposed shift would be controversial.

Second, the Applicant felt that the language in the current PEC district regulations is vague regarding different types of facility-based senior housing popular in markets across the state and country today. Senior housing is most commonly differentiated based on service level and intensity of care, and the Applicant has tried to identify the most common types of facility-based senior housing: Independent living, assisted living, memory care, and skilled nursing. The preceding list is intended to be a continuum, with independent living having the lowest level of services/care and skilled nursing having a very high level of services/care.

Again, the current PEC district regulations designate all types of senior housing as non-residential. The Applicant intends the proposed language to clarify what constitutes senior housing under the PEC Ordinance, and to make all facility-based senior housing types permitted uses.

As former Chairman Enslow pointed out during the February, 2022 Planning Commission meeting, it might be helpful to add language differentiating between facility-based senior housing and "active adult" (commonly referred to as "55 and over" housing).

9. The current PEC § 180-139 has a specific percentage of land uses. The proposed changes to percentage of land uses from the Applicant are substantial. Aside from commercial and retail, have any other nonresidential uses been pursued?

Yes, and the Applicant continues to pursue other non-residential users aside from office and retail including, but not limited to, schools, theater/arts groups, hotels, resort operators, restaurants, gas and convenience stores, and day care providers.

10. Why has the applicants concept plan submitted February 7, 2022 omitted any possible retail use, both large scale and small-scale service businesses, especially in Parcels A, B, C, and H?

The "plan" presented at the February 7, 2022 meeting was a "static plan" requested by the Town Manager and the Mayor and Town Council. As a static plan, that submission was merely illustrative and did not reflect all development possibilities. The submitted plan attempted to illustrate what a strong shift to residential from commercial would look like given the apparent sensitivity of some members of the Planning Commission and Mayor and Town Council towards residential uses at Warfield. The Applicant was attempting to be responsive and transparent.

The Applicant encourages Planning Commission members to review the interactive site plan tool referred to above, which allows a user to evaluate a broader range of possible uses and densities under the Applicant's proposed amendment to the PEC district regulations.

11. The applicant plans to use tax credits from both the CRTC and LIHTC programs. Specifically, what are all the possible housing applications allowed under these programs, other than the over 55 work force housing?

The Applicant believes it has responded to this question in its response to question number 3 above. The Applicant is not proposing age-restricted affordable housing at this time.

The Applicant's intention for Buildings A, B, C, L, W, D and E at this time is a multi-family rental housing project totaling approximately 177 units. All or most of this would be income restricted (but not age restricted) for at least 15 years to meet the requirements of the federal LIHTC program. The Applicant does not currently envision age restricted apartments in Parcel D and firmly believes that a multi-generational apartment project has the greatest chance for success and will better serve the community's needs.

12. The applicant refers to an independent reevaluation based upon several recent studies including a market study by Real Property Research Group. Have the results of this and other recent studies been made available to the Sykesville Mayor, Town Council, and Planning Commission?

The Applicant made a full presentation of the Real Property Research Group (RPRG) market study and fiscal and economic impact study completed by Tischler Bise in a combined meeting with the Mayor and Town Council and Planning Commission on August 23, 2021. Both studies were completed earlier in 2021.

The RPRG study is quite extensive, considered proprietary, and was quite expensive. The Applicant is reluctant to introduce it into the public record for others to utilize or to possibly be used against us in negotiations to lease or sell buildings and parcels. The Applicant is happy to facilitate briefing the Planning Commission again on any of the RPRG or any other study that has been done on the property in support of any requested land use action.

Town staff recently requested full copies of the Tischler Bise study which will be provided.

The Town required the Applicant to obtain a market study and fiscal impact study from vendors acceptable to both parties several years ago while the property was still under contract. These market and fiscal impact studies were provided to the Town.

The market study was completed by Valbridge Property Advisors in 2016 and the fiscal impact study was completed by Tischler Bise in 2014. The fiscal impact study was subsequently updated in 2016 to align with the Valbridge market study. Although the Valbridge market study is several years old and the more current RPRG study is much more extensive, the basic conclusions of these studies are very similar in that they both cite the strength of a local residential market and the weakness for commercial and retail uses.

The 2021 Tischler Bise study includes an economic impact component, which was not included in the 2014 study and 2016 update, but the conclusions in the 2016 and 2021 Tischler Bise fiscal impact studies are materially the same in citing a higher net benefit to the Town and Carroll County from residential development over commercial, industrial, and retail development.

* * *

Additionally, in a letter to Joe Cosentini, Town Manager, and Planning Commission Chairman Phil Singleton dated February 11, 2022, the undersigned acknowledged certain questions from the Planning Commission at its February 7, 2022 meeting. These questions and the Applicant's responses are as follows:

1. What was approved and when for angled parking on Warfield Avenue and Buttercup Road as part of the existing PEC preliminary plan approval?

During the site plan approval process for Building F in 2018 and 2019, the Planning Commission expressed concern about the proximity of the proposed parking between Warfield Avenue and the front façade of Building F as shown on the PEC Preliminary Plan and draft Building F site plans. The Applicant adjusted the parking from what was shown on the approved PEC Preliminary Plan to address this comment. In doing so, the Applicant needed to recover the "lost" parking somewhere within or immediately adjacent to Parcel D. The Applicant proposed additional angled parking along Warfield Avenue and head in parking on Buttercup Road. The Applicant presented this to the Planning Commission on October 19, 2019 and the final Building F site plan was ultimately approved by the Planning Commission on November 4, 2019.

During a review of the changes to the approved PEC Preliminary plan with the Planning Commission on December 6, 2021, Chairman Enslow asked if the revised parking plan was ever approved by the Planning Commission. Chairman Enslow reiterated this request at the February 7, 2022 Planning Commission meeting. Sean Davis, the Applicant's land planner, sent an email to Joe Cosentini, Town Manager, on February 10, 2022 with the background information from the October and November 2019 Planning Commission meetings (see attached). Subsequently, Mr. Cosentini indicated to Mr. Davis that his interpretation of the minutes and approvals was that the Planning Commission approved the site plan for Building F, reviewed and commented on the revised parking plan, but did not formally approve the revised parking layout as a revision to the PEC Preliminary Plan. See Exhibits "3" and "4", attached hereto.

2. How do proposed text amendments for the Warfield project impact the architectural integrity of the project and how does that relate to the "small town character of Sykesville?"

The proposed text amendment will not negatively affect the architectural integrity of Warfield. Warfield is in a historic district subject to oversight by the Town's Historic District Commission. Any future conceptual, preliminary, or final site/subdivision plans would be subject to review and approval of the Historic District Commission and Planning Commission, which will ensure the continued architectural integrity of the project.

The proposed zoning text amendment will actually enable preservation at Warfield and allow the project to move towards increased architectural integrity. The Applicant has dedicated years and spent millions of dollars pursuing solutions and funding to preserve and restore the historic buildings at Warfield. Both the Town and Applicant have known for many years that significant state and federal funding beyond federal and state historic preservation tax credit programs would be necessary to make the project viable. Now, the Applicant has accomplished what seemed virtually impossible four years ago by finding funding to bridge a financial gap exceeding \$30 million, revitalize all significant and viable historic structures in Parcel D, and jump-start the Warfield project. The proposed zoning amendment is needed to make this a reality and save the historic buildings.

The Applicant's proposed amendment to the zoning text would shift density from non-residential to residential uses while preserving the ability to develop non-residential uses. Such non-residential

uses include, without limitation, office, retail, light industrial, institutional, community, hotel, and facility-based senior housing of all types. The Applicant's proposed amendment also seeks to reclassify certain conditional uses to permitted uses and clarify certain ambiguities in the existing zoning text based on the Applicant's experience and research since closing on the property in 2018.

The Applicant believes that the proposed shift will not negatively affect the architectural integrity of the overall project or Sykesville's "small-town character." On the contrary, the Applicant believes that allowing a shift from non-residential to residential density will reduce development intensity and potential adverse impact to the community. The current zoning allows up to 591,784 SF of non-residential development and 181 units of residential development, which is very intense. The strain on roads and water and sewer capacity, among other things, would be far more intense from a project of this size as compared to the potential residential development that would be allowable under the amended PEC district regulations.

3. What is the definition of "zoning text amendment?"

A zoning text amendment is an amendment to the text of the existing zoning ordinance as opposed to discarding the existing ordinance (or part thereof) and rewriting in its entirety or changing the zoning map. Zoning text amendments are typically used to change standards governing the development and uses allowed in particular districts. In this case, the Applicant has proposed a text amendment to modify the PEC district regulations. No other part of the Town's zoning ordinance would be changed.

4. What are the other actions or alternatives to the proposed text amendments to accomplish Warfield's goals (i.e., R-7500 zoning, a new mixed use zone, etc.)

The Applicant solicited the Town's input on the best course of action. The decision to amend the existing PEC district regulations was a join decision.

During an October 19, 2021 conference call, Sean Davis, Joe Cosentini, Roger Conley, and Steve McCleaf discussed options on how to accomplish the goal of maintaining a mixed-use development, while increasing residential density. Three options were discussed:

- Option 1: Modify the existing PEC district regulations by zoning text amendment. The group concurred that this was the best course to accomplish the Applicant's goals. The property is currently zoned PEC, which conforms to the Town's old and newly adopted Comprehensive Plan and the district would remain mixed-use.
- Option 2: Rezone the property. The group discussed other existing zoning districts that might be options, specifically R-7500 and BG. Pursuing this option would require modifications to the Town's PUD and the BG codes to accomplish the Applicant's goal of residential development and bulk requirements similar to Parkside at Warfield and the permitted uses in the BG code. This was determined to be the least favorable option.
- Option 3: Create an entirely new mixed-use zoning district. This would require an extensive analysis of all elements of a zoning category from density, to bulk standards, to

appropriate the mix of uses. Essentially, this option would require the Town and Applicant to start from scratch. The result would be creation of a zoning district somewhat redundant with the PEC district.

5. Does the ACTS (formerly known as Integrace) property owner know of the proposed changes?

Yes, ACTS (formerly known as Integrace), the owner of the property abutting Parcels E and F, is aware of the Applicant's proposed Zoning Text Amendment.

6. What are the conditions on any grants or tax credits that have been obtained by or for the Warfield project from the State?

Please refer to pp. 6 - 7 of the Applicant's letter to the Town Manager dated February 7, 2022 and pp. 4-5 of the Applicant's letter to the Town Manager dated March 3, 2022.

7. How is "workforce housing" defined?

It is increasingly difficult for middle-income workers to buy or rent housing in the areas in which they work. This is in part due to wages not keeping up with increasing costs of living but is also due to the limited supply of housing affordable to these workers. The term "Workforce Housing" is becoming increasingly used in affordable housing circles to address this class of workers.

According to the Urban Land Institute (ULI), Workforce Housing is defined as housing affordable to households earning between 60 and 120 percent of area median income (AMI). Workforce housing targets middle-income workers in professions such as police officers, firefighters, teachers, health care workers, retail clerks, food service workers, construction workers, and the like. Households who need workforce housing often qualify for housing subsidized by the Low-Income Housing Tax Credit (LIHTC) program. These households are typically middle-income works or seniors with steady income and good credit scores.

Terminology can sometimes be fluid in housing circles, so the term "workforce housing" is sometimes used interchangeably with "affordable housing." However, it is probably more accurate to say that workforce housing is a type of affordable housing. Housing is typically deemed affordable when an individual or family pays no more than 30% of their income on housing costs including all utilities, according to the Department of Housing and Urban Development (HUD). Paying above 30% is considered 'cost burdened'.

Workforce housing and LIHTC-financed housing in general is NOT:

- Public housing that was popular in the 1970's and earlier where local governments built, maintained, rehabilitated and owned projects for low-income individuals; or
- Section 8 or Community Development Block Grant (CDBG) housing.

There are often misconceptions associated with workforce housing and housing affordability that need to be dispelled so that communities can become supportive of housing affordability

initiatives. A significant first step a jurisdiction can take to encourage workforce housing development is to start the conversation within their communities and help raise awareness. The Applicant looks forward to engaging in such a conversation with the Town and its residents and business owners. ⁱ

Additional contextual information regarding the project can be found in the correspondences between Applicant's and the Town's representatives in the attached Appendix.

Very truly yours,

HOFFMAN, COMFORT, OFFUTT, SCOT<u>T</u> & HALSTAD, LLP

David K. Bowersox

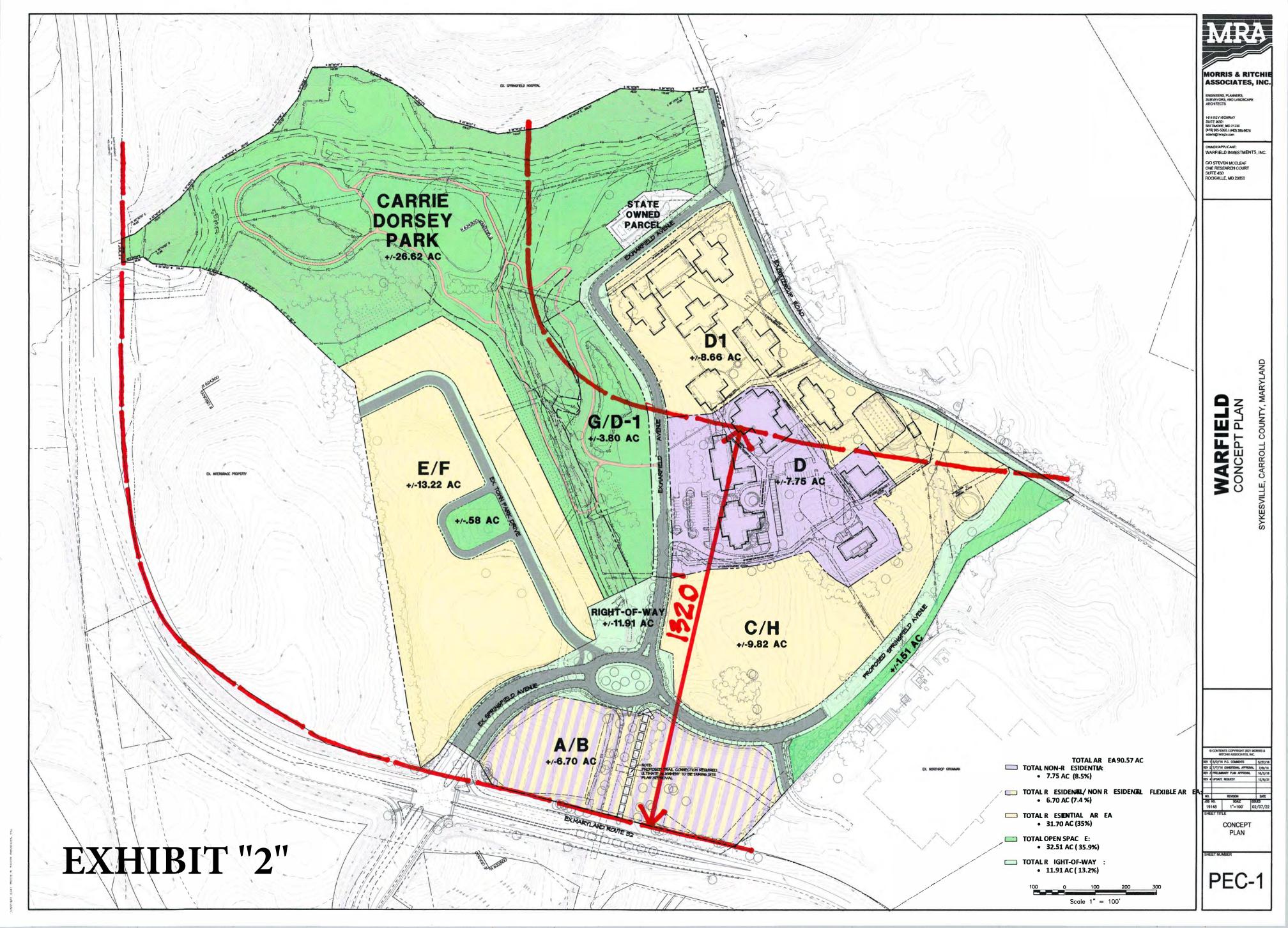
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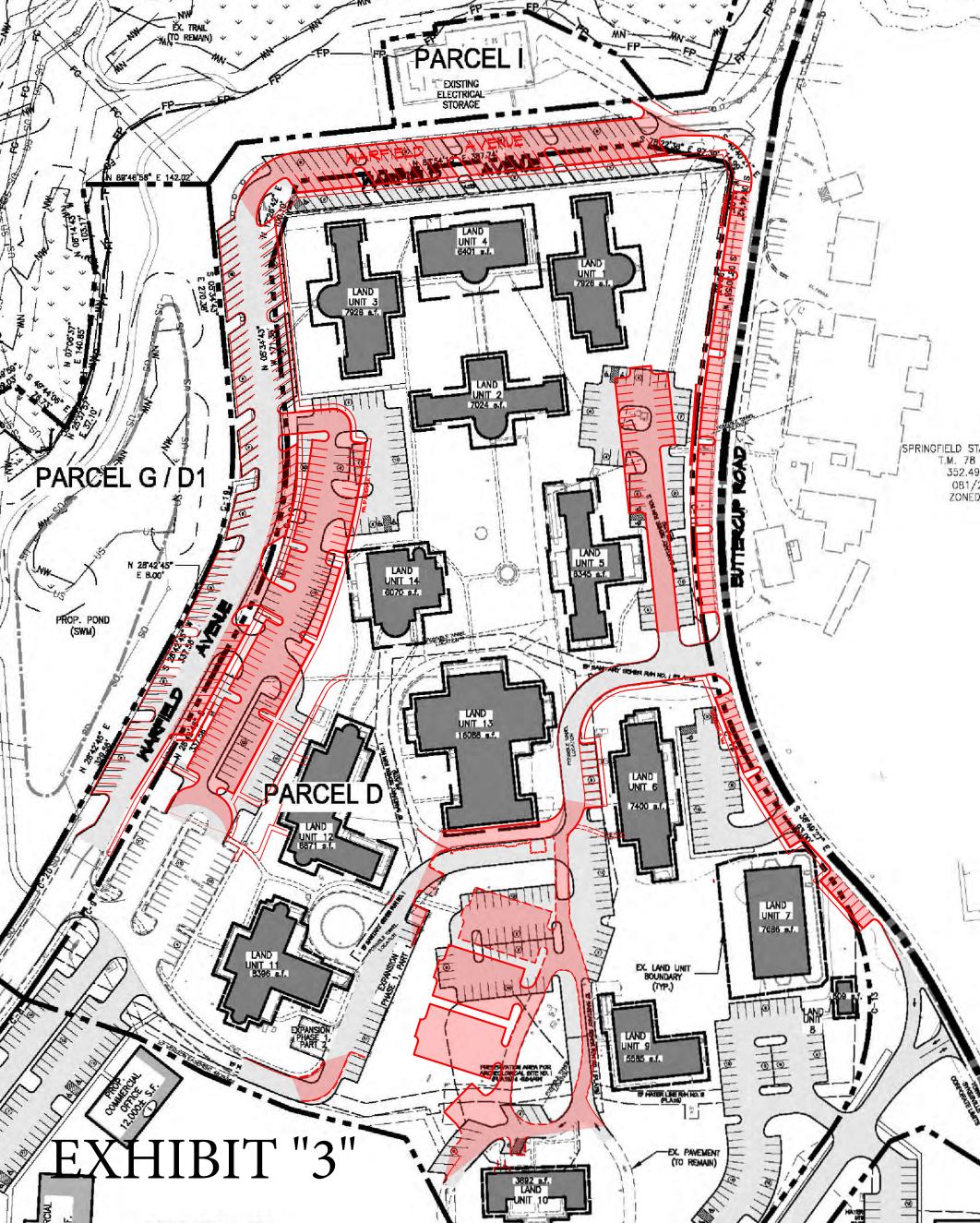
Enclosures

¹ Adapted from What Exactly is Workforce Flousing and Why is it Important? by Sonyia Turner, Real Estate Development Specialist with the Development Finance Initiative at the UNC School of Government

	Parcels A/B (Vacant)	Parcels C/H (Vacant)	Parcel D (Historic Buildings)
Current Approved PEC	Retail: 35,000 SF (grocery store) + 125 key hotel.	Office: 103,000 SF	Office: 183,000 SF
Proposed	Options: Residential: 70 townhouses, 100 two-over-two stacked townhouses, or a mix. Gas/convenience store Retail/Restaurant up to 60,000 SF	Residential: 105 townhouses, 160 two-over-two stacked townhouses, or a mix.	Rehabiliation of all major structures: Multifamily (Rental): 177 units Institutional/Office/Community: 31,648 SF Office: 45,452 SF
	Pre-School/Day Care Senior Housing: Independent Living - 96 units; Assisted Living/ Memory Care - 74 Units.		

EXHIBIT "1"





35. PARKING RATIOS PER USE:

AS PER §180-88 OF THE SYKESVILLE ZONING CODE, THE FOLLOWING PARKING REQUIREMENTS
ARE APPLICABLE TO WARFIELD. AS SOME OF THESE REQUIREMENTS DO NOT MEET CURRENT
INDUSTRY STANDARDS, WE HAVE PROVIDED THE FOLLOWING TABLE TO IDENTIFY WHAT IS REQUIRED,
PROVIDED, AND WHAT MODIFICATIONS TO THE REQUIREMENTS ARE BE REQUESTED:

USE	PARKING REQUIRED PER CODE (§180-88)	PARKING REQUIRED PER PLAN	REQUESTED MODIFICATION
COMMERCIAL OFFICE (ET.AL)	50% OF TOTAL FLOOR AREA (286,000) / 180 SQUARE FEET = 795 PARKING SPACES REQUIRED.	955 SPACES PROVIDED. 412 SPACES ARE FOR NEW CONSTRUCTION (4 SPACES/1,000 SQUARE FEET) AND 543 SPACES ARE FOR EXISTING HISTORIC BUILDINGS (3 SPACES/ 1,000 SQUARE FEET)	NO MODIFICATION IS BEING REQUESTED
RETAIL	200% OF TOTAL PLOOR AREA (35,000) / 180 SQUARE FEET = 366 PARKING SPACES (11 SPACES / 1,000 SQUARE - FEET)	183 SPACES OR 5.2 PARKING SPACES / 1,000 SQUARE FEET PROVIDED.	MODIFICATION REQUESTED. INDUSTRY STANBARD FOR RETAIL IS 5 PARKING SPACES / 1,000 SQUARE FEET. MOST LARGE FORMAT RETAILERS REQUIRE LESS THAN 5 SPACES / 1000 SQUARE FEET. (5/1000 x 35,000 SF) = 175 SPACES REQUIRED.
HOTEL	1.5 SPACES / ROOM (125 TOTAL ROOMS) = 187 SPACES	117 SPACES OR 0.94 SPACES PER ROOM PROVIDED.	MODIFICATION REQUESTED. MOST HOTELS RUN AT 75 % OCCUPANCY THIS EQUATES TO 94 OF 125 ROOMS. INDUSTRY STANDARD IS FOR 1 SPACE PER OCCUPIED ROOM PLUS ONE SPACE PER EMPLOYEE ON THE MAXIMUM SHIFT. THIS EQUATES TO 94 PLUS 15 OR 109 SPACES REQU
RESIDENTIAL	2 SPACES / HOME REQUIRED.	4 SPACES PER HOME PLUS 99 VISITOR PARKING SPACES PROVIDED.	NO MODIFICATION IS BEING REQUESTED

^{*} PARKING FOR WARFIELD PARK THAT WAS PREVIOUSLY SHOWN IN PARCEL D-1, IS NOW BEING PROVIDED IN PARCEL D, ALONG WARFIELD AVENUE. TWO BELIEVES THIS PARKING WILL READILY SERVE BOTH THE OFFICE USES DURING THE WEEKDAY HOURS, AND THE PARK PATRONS DURING THE WEEKNICHT AND WEEKEND HOURS. TWO THEREFORE REQUESTS THAT ANY PRIOR COMMITMENT FOR PARCEL D-1 TO BE USED EXCLUSIVELY FOR PARKING BE WAIVED.

EXHIBIT "4"