

LINOWES
AND **BLOCHER LLP**
ATTORNEYS AT LAW

January 11, 2005

Todd D. Brown
301.961.5218
tbrown@linowes-law.com

Mr. Eric B. Larsen
Mr. Chris Anderson
Montgomery County Division of
Housing & Code Enforcement
100 Maryland Avenue, 4th Floor
Rockville, Maryland 20850

Re: Fairfield at Germantown (Phase II) - Centex Homes

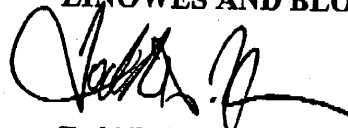
Dear Messrs. Larsen and Anderson:

On behalf of Centex Homes, thank you for meeting with Keith Tunell and me on January 10, 2005. As discussed, Centex has acquired the Fairfield at Germantown Phase II property from Fairfield Germantown Farms II L.P. ("Fairfield"). Centex will be developing the Phase II property with 200 two-over-two multi-family condominium units, as opposed to garden apartment units, pursuant to Site Plan Review No. 8-03003A, pending before the Montgomery County Planning Board. Based on our discussion, we understand that subject to obtaining Planning Board approval for the referenced Site Plan Amendment, the Department of Housing and Community Affairs agrees that Centex can develop the Phase II property with for-sale condominium units pursuant to the MPDU agreement between Fairfield and the County dated September 10, 2003, and that the existing MPDU agreement does not need to be amended. As further discussed, Centex anticipates the MPDU unit mix within Phase II will reflect the market-rate unit mix in terms of the number of bedrooms provided, including a proportional number of two bedroom units.

Thank you again for the meeting. If our understanding as set forth above is incorrect, please contact us.

Very truly yours,

LINOWES AND BLOCHER LLP



Todd D. Brown

TDB:cp

cc: Mr. Keith Tunell
Mr. Marty Mankowski

#398422 v1

**LINOWES
AND BLOCHER LLP**
ATTORNEYS AT LAW

7200 Wisconsin Avenue
Suite 800
Bethesda, Maryland 20814-4842
301.654.0504
Fax 301.654.2801
www.linowes-law.com

FACSIMILE TRANSMITTAL SHEET

TO: Mary Beth O'Quinn **FAX NO.:** 301-495-1306
FROM: Todd D. Brown
DATE: January 14, 2005
RE: Fairfield at Germantown Phase II

This transmittal consists of 2 page(s), including cover sheet. If you do not receive all pages indicated, or have any other problems with reception, please call Cindy at 301.961.5184.

Comments/Instructions:

Mary Beth, here is the letter confirming our meeting with Eric Larsen and his agreement that the existing MPDU Agreement is still "ok" for the Centex plan. Please let me know if you have any questions.

Confidentiality Notice: This facsimile contains confidential information which may also be legally privileged and which is intended only for the use of the addressee(s) named above. If you are not the intended recipient, you are hereby notified that any dissemination or copying of this facsimile, or the taking of any action in reliance on the contents of this telecopied information, may be strictly prohibited. If you have received this facsimile in error, please notify us immediately by telephone and return the entire facsimile to us at the above address via the U.S. Postal Service. Thank you.

LINOWES
AND BLOCHER LLP
 ATTORNEYS AT LAW

December 30, 2003

Todd D. Brown
 301.961.5218
 tbrown@linowes-law.com

By Hand Delivery

Debra Yerg Daniel, Esquire
 Maryland-National Capital Park
 and Planning Commission
 8787 Georgia Avenue
 Silver Spring, Maryland 20910

Re: Fairfield at Germantown – Project Plan No. 9-02002, Site Plan Review No. 8-03003
 (Park Facility Contribution)

Dear Ms Daniel:

On behalf of Fairfield Germantown Farms L.P. and Fairfield Germantown Farms II L.P. (collectively, “Fairfield”), developers of the Fairfield at Germantown project, the purpose of this letter is to transmit a cashier’s check in the amount of Three Hundred Thousand Dollars (\$300,000.00) in satisfaction of Condition No. 2 of the Planning Board’s Opinion approving Project Plan No. 9-02002, mailed on June 19, 2002 (“Project Plan Opinion”), and Condition No. 1 of the Planning Board’s Opinion approving Site Plan Review No. 8-03003, mailed on January 28, 2003 (“Site Plan Opinion”). A copy of each Opinion is enclosed.

In accordance with the Project Plan Opinion and Site Plan Opinion, the enclosed funds are being provided to the Planning Commission for use in the Germantown Town Center Park on the former Miller property to cover construction costs of park facilities and/or Library-site-related improvements. In further accord with the Planning Board’s approvals, the enclosed funds are being provided prior to release of any building permit for the project.

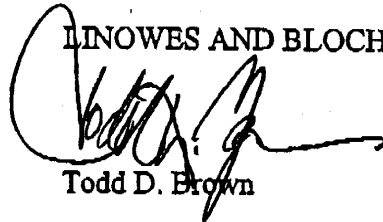
In the space provide below, please indicate the Planning Commission’s acknowledgement that it has received Fairfield’s cashier’s check in the amount of Three Hundred Thousand Dollars (\$300,000.00) and that such payment fully-satisfies and forever discharges the obligations of Fairfield, its successors and assigns, under Condition No. 2 of the Project Plan Opinion and Condition No. 1 of the Site Plan Opinion. Fairfield hereby consents to the placement of the enclosed funds in the Planning Commission’s Trust Fund, as opposed to an escrow account.

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Debra Yerg Daniel, Esquire
December 30, 2003
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Thank you.

Sincerely,

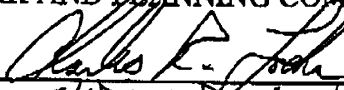
LINOWES AND BLOCHER LLP

Todd D. Brown

TDB:cp
Enclosures

cc: Mr. Jay Johnson

ON BEHALF OF THE MARYLAND-NATIONAL CAPITAL PARK AND PLANNING COMMISSION, I HEREBY ACKNOWLEDGE RECEIPT OF A CASHIER'S CHECK IN THE AMOUNT OF THREE HUNDRED THOUSAND DOLLARS (\$300,000.00) IN FULL SATISFACTION AND FOREVER DISCHARGING THE OBLIGATIONS OF THE APPLICANT, ITS SUCCESSORS AND ASSIGNS, SET FORTH IN CONDITION NO. 2 OF THE PLANNING BOARD'S OPINION APPROVING PROJECT PLAN NO. 9-02002 AND CONDITION NO. 1 OF THE PLANNING BOARD'S OPINION APPROVING SITE PLAN REVIEW NO. 8-03003.

THE MARYLAND-NATIONAL CAPITAL
PARK AND PLANNING COMMISSION

By: 
Name: CHARLES R. LEAHR
Title: DIRECTOR
Date: 12/30/03

6. *The proposal will include moderately priced dwellings units in accordance with Chapter 25A of this code, if the requirements of that chapter apply.*
7. *When a Project Plan includes more than one lot under common ownership, or is a single lot containing two or more CBD zones, and is shown to transfer public open space or development density from one lot to another or transfer densities within a lot with two or more CBD zones, pursuant to the special standards of either Section 59-C-6.2351 or 59-C-6.2352 (whichever is applicable), the Project Plan may be approved by the Planning Board based on the following findings:*
 - A. *The Project will preserve an historic site, building, structure or area as shown on the Locational Atlas and Index of Historic Sites or the Master Plan for Historic; and/or*
 - B. *The Project will implement an urban renewal plan adopted pursuant to Chapter 56 of the Montgomery County Code; and/or*
 - C. *The Project will result in an overall land use configuration that is significantly superior to that which could otherwise be achieved.*

Not Applicable
8. *As conditioned, the proposal satisfies any applicable requirements for forest conservation under Chapter 22A.*
9. *As conditioned, the proposal satisfies any applicable requirements for water quality resource protection under Chapter 19.*

Therefore the Montgomery County Planning Board APPROVES Project Plan #9-02002, which consists of 610 garden apartments including 92 MPDUs and 250,000 GSF office/retail on 62.4 acres, with the following conditions:

1. *The commercial portion of this Project Plan is approved in concept only; the future commercial applicant must resubmit a complete Project Plan application for the commercial portion to the Planning Board for approval of the design, facilities and amenities later.*
2. *Provision of \$300,000 to the M-NCPPC for use in the Germantown Town Center Park on the former Miller property, to cover construction costs of park facilities and/or Library-site-related improvements, in an escrow account to be established prior to building permit release for the housing proposed.*
3. *Construction of the previously authorized removal of a free right turn from NW-bound Middlebrook to NE-bound MD #118, as part of the improvements described in the Transportation Planning staff memo which are conditions of approval of the Preliminary Plan.*
4. *Construction of two lanes of Father Hurley Boulevard from Wisteria SW to the site entrance, plus the full cross section of Father Hurley from Wisteria SW for a distance of approximately 600 feet, with final scope subject to pending minor realignment of Father Hurley by MCDPWT, to include a temporary transition from these six lanes to the two beyond. Final details are to be resolved as part of the Site Plan Review submission for Fairfield.*
5. *For Site Plan Review, conduct a noise analysis to determine the 65-db noise contour from the tracks and Father Hurley and to propose appropriate mitigation*
6. *Expanded NRI must be approved prior to submission of site plan. Tree #48 on NRI, a 55-inch Southern Red Oak in good condition, should be saved if possible.*
7. *All trails to be located outside environmental buffers*
8. *610 total units approved applies to the total 62.4 acre tract, not just Phase I*



THE MARYLAND-NATIONAL CAPITAL PARK AND PLANNING COMMISSION

MONTGOMERY COUNTY PLANNING BOARD

OPINION

DATE MAILED: June 19, 2002

PROJECT PLAN REVIEW # 9-02002

PROJECT NAME: Fairfield at Germantown

Action: Approval subject to conditions. Motion was made by Commissioner Wellington, seconded by Commissioner Robinson, with a vote of 4-0, Commissioners Bryant, Holmes, Robinson and Wellington voting for. Commissioner Perdue was necessarily absent.

The date of this written opinion is June 19, 2002 (which is the date that this opinion is mailed to all parties of record). Any party authorized by law to take an administrative appeal must initiate such an appeal, as provided in the Maryland Rules of Procedure, on or before July 19, 2002 (which is thirty days from the date of this written opinion). If no administrative appeal is timely filed, then this Project Plan shall remain valid until July 19, 2004 as provided in Section 59-D-2.7.

On June 13, 2002 Project Plan Review #9-02002 was brought before the Montgomery County Planning Board for a public hearing. At the public hearing, the Montgomery County Planning Board heard testimony and received evidence submitted in the record on the application. Based on the testimony and evidence presented and on the staff report, which is made a part hereof, the Montgomery County Planning Board finds:

1. *As conditioned, the proposal complies with all of the intents and requirements of the zone.*
2. *As conditioned, the proposal conforms to the approved and adopted sector plan or an urban renewal plan approved under Chapter 56. Not Applicable.*
3. *As conditioned, because of its location, size, intensity, design, operational characteristics and staging, the proposal is compatible with and not detrimental to existing or potential development in the general neighborhood.*
4. *As conditioned, the proposal does not overburden existing public services nor those programmed for availability concurrently with each stage of construction and, if located within a transportation management district designated under Chapter 42A, article II, is subject to a traffic mitigation agreement that meets the requirements of that article.*
5. *The proposal is more efficient and desirable than could be accomplished by the use of the standard method of development.*