



MINUTES

Real Estate Committee Executive Session

April 7, 2005

Mr. Graham called the meeting to order at 11:10 A.M. Present were:

Committee Members

Mr. Jim Graham
Mr. Charles Deegan
Mr. Robert Smith
Mr. Dana Kauffman
Ms. Gladys W. Mack
Mr. Christopher Zimmerman
Mr. Marcell Solomon
Mr. William D. Euille

Other Board Members

Mrs. Katherine Hudgins
Mr. Gordon Linton

Staff Members

Mr. Richard A. White
Mr. Harold Bartlett
Mr. K-P. Heinemeyer
Mr. P. Takis Salpeas
Ms. Carol O'Keeffe

Ms. Elisa Hill
Ms. Judy O'Leary
Ms. Jo Ann Harrison

Approval of Agenda:

The agenda was approved.

Approval of Minutes:

The Minutes of the February 3, 2005 Real Estate Committee (Executive Session) were approved as submitted.

Washington
Metropolitan Area
Transit Authority

800 First Street, NW
Washington, DC 20002
202/662-1234

By Metro: I
County: Silver Spring
Ave. Plaza Downtown
Red, Green and
to the Lines
By Metro: I
Station: 31, 33, 66, 68,
70, 71, 80, 82

1 District of Columbia
No. 1000 1000
Transit Authority

1. Approve a Reinstatement and Extension of the Development Agreement Negotiation Period for the Arlington Bus Garage Site

Mr. Heinemeyer referred the Committee to a request for Board approval of reinstatement and extension of the Development Agreement negotiation period for the Arlington Bus Garage site. On November 1, 2001, the Board authorized staff to execute an Interim Term Sheet with Ashton Park Associates for the re-development of the Arlington bus garage site. The Interim Term Sheet had a term of three years. APA worked to relocate the bus garage on a separate parcel in the same block, as directed by WMATA. Meanwhile, WMATA, Arlington, and Fairfax Counties agreed to move the garage to a new location outside of Arlington. As expiration of the Interim Term Sheet approached, APA requested that they be allowed an extension to develop a plan without an adjacent bus garage. APA has created such a plan, and Arlington County has written WMATA in support of APA's request for reinstatement.

Mr. Zimmerman moved, seconded by Mr. Smith, that the Committee refer to the full Board approval of reinstatement and extension of the Development Agreement negotiation period with APA for the Arlington Bus Garage site. The motion was unanimously approved.

2. Authorize the Sale of a Portion of the Twinbrook Joint Development Site

Mr. Heinemeyer referred the Committee to a request for Board approval for authorization to sell a portion of the Twinbrook Joint Development site. In October 2002, WMATA entered into a ground lease with Twinbrook Commons, LLC for mixed-use development on a 26-acre joint development site at the Twinbrook Metrorail station. The Mayor of the City of Rockville has requested that the development include for-sale housing as well as rental housing. The proposed sale is for a portion of the site to accommodate 595 for-sale condo units and related retail. With Board approval, staff will negotiate a re-structured lease and sales agreement that will have as a minimum the stream of rental payments currently projected for the site and that will have additional revenue from the sales component.

Mr. Euille moved, seconded by Mr. Smith, that the Committee refer to the full Board approval of restructuring the Twinbrook Ground Lease with Twinbrook Commons, LLC to add a sales component for the sale of a portion of the Twinbrook Joint Development site. The motion was unanimously approved.

3. Approve Revised Terms of the Silver Spring Term Sheet

Mr. Heinemeyer referred the Committee to a request for Board approval of the revised terms of the Silver Spring Term Sheet. On December 17, 2004, the WMATA Board authorized staff to execute a Term Sheet with Silver Spring Metro, LLC, an entity owned by the Foulger Pratt Companies and Mid-City Urban, LLC, for the development of the private components of the Silver Spring Transit Center/Joint Development Project at the Silver Spring Metrorail station. The Developer proposed to lease a portion of the Silver Spring site for a mixed-use project, comprised of 180,000 s.f. of office space, 176 residential units, a 150-room hotel and 10,000 s.f. of retail space. These improvements would be integrated with the Transit Center on the joint development site which is a 5.98 acre assemblage of WMATA and Montgomery County land. Since the Board's approval, the Developer's concept has been refined and certain changes have been requested that require Board approval. The Developer proposes to 1) eliminate the office building and replace it with a second residential building; and 2) purchase, rather than lease, one of the residential pads for condominium development and have an option to purchase the second residential pad, if the Developer elects to develop condominiums instead of rental apartments.

Mr. Smith moved, seconded by Mr. Solomon, that the Committee refer to the full Board approval of the revised terms of the Term Sheet for the Silver Spring Transit Center/Joint Development Project with Silver Spring Metro, LLC at the Silver Spring Metrorail station. The motion was unanimously approved.

4. Approve the Wheaton Connection Agreement

Mr. Heinemeyer referred the Committee to a request for Board approval of the Connection Agreement for a pedestrian bridge at the Wheaton Metrorail station. In October 2003, the Board authorized staff to negotiate an agreement with Westfield Corporation for the construction of a pedestrian bridge between WMATA's Wheaton parking garage and Westfield's Shoppingtown Wheaton mall. WMATA staff and Westfield have negotiated an agreement for Westfield to construct, operate, and maintain the pedestrian bridge, at no cost to WMATA. Westfield will pay WMATA an annual fee as well as reimbursement for lost parking revenues due to the creation of an ADA-compliant path in the garage.

Mr. Smith moved, seconded by Mr. Deegan, that the Committee refer to the full Board approval of the Connection Agreement for a pedestrian bridge between the WMATA parking garage and Westfield Shoppingtown Wheaton mall at the Wheaton Metrorail station. The motion was unanimously approved.

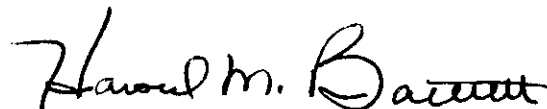
5. Approve an Extension of the West Hyattsville Development Agreement Negotiation Period

Mr. Heinemeyer referred the Committee to a request for Board approval of an extension of the Development Agreement negotiation period for the West Hyattsville Joint Development site. On November 19, 2004, the WMATA Board authorized staff to execute a Term Sheet with the joint venture of Centex Homes and Gunston Hall Realty for the West Hyattsville Joint Development site. Negotiations have moved forward satisfactorily but certain exhibits and other attachments to the Agreement were not finalized by the end of the Board-mandated 120-day negotiation period. The Developer has requested a 60-day extension to produce a final version of the document.

Mr. Deegan moved, seconded by Mr. Solomon, that the Committee refer to the full Board approval of a 60-day extension of the Development Agreement negotiation period for the West Hyattsville Joint Development site. The motion was unanimously approved.

Adjournment

The meeting was adjourned at 11:25 A.M.



Harold M. Bartlett, Secretary/Chief of Staff