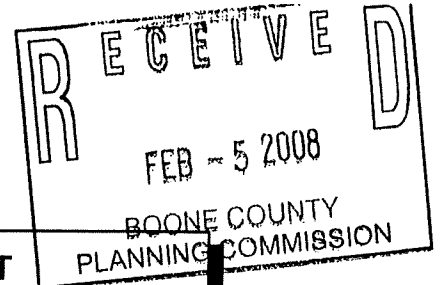


APPLICATION FORM



ZONING MAP AMENDMENT
BOONE COUNTY PLANNING COMMISSION

(See Boone County Zoning Regulations)

SECTION A (To be completed by applicant)

- 1. Name of Project Union Mixed Use Development
2. Location of Project US 42 & Old Union Rd.
3. Total Acreage of Site 51.0790 Ac. (Phase I)+3.6643 Ac. (Phase II)=54.7433 Ac.(Total)
4. Current Zoning of Site UNO, RSE/UTO
5. Proposed Zoning (Classification being requested) C-2/PD "Commercial Two/Planned Development"
6. Proposed Uses (please specify each use) - Retail, office, restaurant, public space
7. Names of Applicant(s) Midland Atlantic Development Co., L.L.C.
8. Address of Applicant(s) 8044 Montgomery Road, Suite 710 Cincinnati Ohio 45236
9. Name of Property Owner(s) Arlinghaus I., LLC Successor BY MERGER WITH ARLINGHAUS BUILDERS, INC.
10. Address of Property Owner(s) 142 Barnwood Drive Edgewood Kentucky 41017
11. Proposed Building Intensities (please specify) Approximate Intensities Phase I=395,636 sf+ or -/51.0790 Ac.=7746 sf/ac +/- + 2 outparcels per C-2 zone Phase 2= 23,000 sf +/- /3.6643 Ac. = 6277 sf/ac +/-
12. Are there any existing buildings on the site? Yes How many? Two
13. Deed Book 776 Page No. 001 Group No. 2047
14. Are you also applying for: Conditional Use Permit Dimensional Variance
15. Have you submitted a Concept Development Plan? Yes
16. Have you had a pre-application meeting with BCPC Staff? Yes
17. Please check the following organizations/agencies which you have discussed the proposed development within the last several months:

- N Boone County Water District
N Florence Public Services Dept.
N Duke Energy
Y Sanitation District #1
N Cincinnati Bell
N Owen Electric Cooperative, Inc.
N Boone County Public Works Department
Y Kentucky Transportation Cabinet
N Cincinnati/N. KY International Airport (KY Airport Zoning Commission for height restrictions near the airport)

(over)

EXHIBIT

“A”

STAFF REPORT

Request of Midland Atlantic Development Co., LLC (applicant) for Arlinghaus I, LLC successor by merger with Arlinghaus Builders, Inc. (owner) for a Zoning Map Amendment from Rural Suburban Estates/Union Town Overlay (RSE/UTO) and Union Neighborhood Office (UNO) to Commercial Two/Planned Development (C-2/PD) for a 51.079 acre site located on the south/east side of US 42 at 8921 US 42, to the west and southwest of the Boone County Library Scheben Branch at 8899 US 42, to the west of Union Village Subdivision, and across US 42 from the Old Union Road/US 42 and Fowlers Lane/US 42 intersections, Union, Kentucky; and a Zoning Map Amendment from Rural Suburban Estates/Union Town Overlay (RSE/UTO) to Commercial Two/Planned Development (C-2/PD) for a 3.6643 acre site located on the southwest corner of the Old Union Road/US 42 intersection and to the east of the Villas of Fowler Creek development, Union, Kentucky. The request is for a zone change to allow retail, office, restaurant, and public space uses for a total 54.7433 acre area.

March 19, 2008

PROPOSAL

This request is for a zone change from Rural Suburban Estates/Union Town Overlay (RSE/UTO) and Union Neighborhood Office (UNO) to Commercial Two/Planned Development (C-2/PD) for a 51.079 acre site located at 8921 US 42 in Union, Kentucky (east side of US 42), and a zone change from Rural Suburban Estates/Union Town Overlay (RSE/UTO) to Commercial Two/Planned Development (C-2/PD) for a 3.6643 acre site located on the southwest corner of the Old Union Road/US 42 intersection, Union, Kentucky (west side of US 42). The total area requested for the C-2/PD zone is 54.7433 acres. The current UNO zone that is located in the north part of the larger site on the east side of US 42 is approximately 8.8 acres, with the remaining RSE/UTO part of that site being approximately 42.28 acres (total RSE/UTO area on both sides of US 42 combined is approximately 45.94 acres).

A Concept Development Plan has been submitted with this request. For the larger area on the east side of US 42 labeled as "Phase I" (the "east site"), the Concept Development Plan proposes:

- A. A series of in-line commercial buildings that wraps along the south and east boundaries of the site. The in-line buildings total approximately 302,000 square feet and include a 132,886 square foot retailer (labeled "Target" on the plan) and a 45,700 square foot grocery store. These buildings are single story.

- B. Two office buildings located in the north part of the site along US 42. Both of these buildings are two story with 36,800 gross square feet each (73,600 gsf total). A common parking area is shown for these two buildings.
- C. Four restaurant buildings that are located along US 42 and south of the intersection with Old Union Road. The restaurants are labeled as 5,000 gross square feet each (20,000 gsf total) and are presumably one story. A common parking area is shown for these four buildings.
- D. A 1.43 acre tract labeled as "Outparcel #1" is located along US 42 to the south of the restaurants. A building footprint is shown on the plan, but no use(s) or building size is noted and no other improvements such as parking are shown for this lot.
- E. A 1.73 acre tract labeled as "Outparcel #2" is located along US 42 and south of the intersection with Fowlers Lane. A 10,540 gross square foot (155' X 68'), multi-tenant commercial building is shown on this tract. The northern-most tenant space in this building is labeled "coffee shop" and a drive-through lane is shown along that side of the building. Parking for this structure is shown along the south side of the building and along the US 42 frontage.

The total gross floor area for all buildings on the east side of US 42 combined is approximately 395,600 square feet. Aside from "Outparcel #1" and "Outparcel #2," all of the various buildings are shown on a single lot.

Three access points are proposed along US 42. The first is a fourth leg that is proposed to the existing signalized US 42/Old Union Road intersection. The second is a fourth leg that is proposed to be added to the existing US 42/Fowlers Lane intersection, and which is proposed to be signalized as part of this development. The third is a right-in/right-out access point that is proposed between the two signalized, full access points.

On-site circulation is organized by a main north-south driveway that runs along the rear of the frontage buildings described in paragraphs B through E above, and by a main driveway loop that runs between the two signalized access points on US 42 and across the front of the in-line buildings described in paragraph A. These main drives basically serve as on-site streets and are separated from parking areas by landscape islands and sidewalks. Sidewalks are proposed along the main drives discussed above and a wide curb walk is shown along the front of the in-line buildings (typical width of curb walk ranges between approximately 10 and 20 feet). Several sidewalk links are shown between the walk along US 42 and the frontage building sites, and along the edges of parking spaces which adjoin buildings. Sidewalk links into the site from the Boone County Library Scheben Branch and from Arbor Springs at Plantation Pointe Subdivision to the south are also shown.

A conceptual landscape plan was submitted with this application. The landscape plan shows islands and peninsulas with trees in the parking field, and linear islands with trees along the main driveways on the site. Street trees are shown along the US 42 frontage. A landscaped berm/buffer is shown along the east boundary of the site and the east half of the south boundary (landscape buffer w/o berming is shown for the west half of the south boundary). The plan designates these areas as "Buffer Yard D" (80' wide w/ specified plantings or 40' wide w/ berm, wall, or fence and specified plantings per Article 36 of the zoning regulations) and includes a typical detail. The buffer scales to approximately 80 feet wide at the narrowest point along the south boundary, and scales to approximately 100 feet wide along most of the east boundary with the buffer width ranging to approximately 320 feet deep in the southeast corner of the site by the detention basin. The berm heights are shown at approximately el 894, 900, and 880 from north to south along the east and south boundaries, and the floor elevation of the in-line buildings is noted as el 872. The tallest parts of the berms along the east boundary are approximately 8 to 10 feet higher than the adjoining residential lots, and tallest part of the berm along the south boundary is approximately 18 feet higher than the adjoining residential lots.

Retention areas are shown at various points along the site's US 42 frontage, and a "retention pond" with a "gazebo/overlook" is shown in the southwest corner of the site along US 42, south of "Outparcel #2." A detention basin is shown in the southeast corner of the site between the Target building and berm/buffer area. Bike racks are noted at various points in the development. An amphitheater is shown in the northeast part of the site adjoining the Scheben Branch, plaza/hardscaped areas are shown in between the various in-line buildings, and what is presumed to be sculptural elements or fountains are labeled as "feature A" and "feature B" (along the main drive which adjoins the in-line buildings). Signage shown on the plan include a "retaining wall with anchor signage" by the US 42/Old Union Road intersection and a "monument sign" by the US 42/Fowler Lane intersection; no sizes, heights, or design concepts were provided for these two signs.

An architectural concept was provided which shows the front facades of the office buildings and the various types of in-line buildings (does not illustrate the other freestanding buildings or any side or rear facades). The office buildings are shown as brick structures with a defined cornice and columns. The in-line buildings consist largely of a series of flexible tenant bays with storefront units that are separated by brick or stone columns or pilasters, heavy cornice lines of varying heights, with EIFS or masonry facade areas which act as sign bands (building mounted signage is shown in a generic fashion for location purposes). Intermittent fabric awnings and fixed canopies are also shown. Both the grocery store and Target building are shown as largely brick, parapet design buildings with stone accents and notably fewer openings than the other in-line buildings (the Target building uses contrasting bricks and also split face CMU). A fixed canopy and a sculptural wall are shown at the entry to the Target building, and the grocery building has an

articulated cornice line and a pedestrian level arcade along part of the front facade. Metal parapet extensions are shown at varying points in the development over some of the more prominent building entries.

For the smaller area on the west side of US 42 labeled as "Phase II" (the "west site"), the Concept Development Plan proposes:

- A. A 3,500 gross square foot drive-through bank in the north part of the site.
- B. A 19,500 gross square foot multi-tenant commercial building in south and west parts of the site.

The Concept Development Plan illustrates both of these buildings on a single lot. One access point from Old Union Road is proposed for this site. A shared parking area is shown between both buildings and US 42, and along the west boundary of the site to the north of the multi-tenant building. Sidewalk links into the site are shown from Old Union Road and US 42. Sidewalks are also shown along the edges of parking spaces which adjoin the buildings with a link connecting the two buildings.

The submitted landscape concept shows islands and peninsulas with trees in the parking field, street trees along Old Union Road and most of the US 42 right-of-way (not shown along an existing drainage area at the road intersection). The plan notes "Buffer Yard D" (80' wide w/ specified plantings or 40' wide w/ berm, wall, or fence and specified plantings per Article 36 of the zoning regulations) along the west and includes a typical detail (this area scales to 30' at the closest points between the building or parking and west property line on the plan). A solid line/structure, presumably a retaining wall or a screen fence, is shown running along the west property line from the southwest corner of the building to Old Union Road.

No specific signage proposal was provided for this site. The architectural concept includes an image of the multi-tenant building, which follows the general description given above for the in-line buildings on the larger site on the east side of US 42.

ADJACENT LAND USES AND ZONING

The land uses and zoning adjacent to the east site include the following.

- A. The Boone County Library Scheben Branch is located to the east of the north part of this site (C-2) and a subdivision of detached single family residences (Union Village) is located along the remainder of the east boundary (SR-1).

- B. An approved subdivision for detached single family residences (Arbor Springs at Plantation Pointe) is located to the south (RSE/UTO).
- C. The west part of the current zone change proposal (RSE/UTO), a residential condominium development (Villas at Fowler Creek, SR-2/UTO), and a tract which is largely pasture and contains a single family residence (accessed from Old Union Road; UNO and RSE/UTO) are located to the west across US 42.
- D. A series of commercial frontage buildings are located to the northeast across US 42 (Village Terrace; UC/PD), and several detached single family residences on generally large lots are located to the northwest across a grass right-of-way area and along the northern section Old Union Road (RS/UTO).

The land uses and zoning adjacent to the west site include the following.

- A. The east part of the current zone change proposal is located across US 42 to the east (UNO, RSE/UTO).
- B. A residential condominium development (Villas at Fowler Creek) is located to the south and west (SR-2/UTO). A tract which is largely pasture and contains a single family residence (accessed from Old Union Road) is located further to the south (UNO and RSE/UTO).
- C. Detached single family residences and two commercial buildings are located further to the west along Old Union Road and Orleans Boulevard (UC).
- D. Several detached single family residences on generally large lots are located to the north across a grass right-of-way area and facing the northern section of Old Union Road (RS/UTO). A series of commercial frontage buildings are located further to the north at the end of Old Union Road and facing US 42 (Village Terrace; UC/PD).

SITE CHARACTERISTICS

As stated above, the site on the east side of US 42 contains 51.079 acres. This site also has approximately 2,900 feet of frontage along US 42. The site is largely an open grassed area that contains a pond in the north part of the site, a dwelling and several outbuildings in the south part of the site, a north-south running drive along the east boundary, and an east-west running drive between US 42 and the existing structures. An intermittent tree line runs along the east property line. Two overhead utility lines run across the site. There is berming and several drainage ditches near the US 42 frontage that were constructed

with the road. The topography of the site overall is rolling, with the high points being in the northeast corner of the site near the east property line at approximately el 888, and in the southeast corner near the east property line at approximately el 902. The low point of the site is in the approximate center of the tract's US 42 frontage at approximately el 832.

The site on the west of US 42 contains 3.6643 acres. This site also has approximately 790 feet of frontage along US 42, and approximately 370 feet of frontage along Old Union Road. This site is a grassed area with no structures or other discernible features except for a drainage area in the adjoining right-of-way at the US 42/Old Union Road intersection. The topography of the site slopes to a central valley with the north end of the site at approximately el 852, the high point in the south end at approximately el 860, and the low point of the site at approximately el 824 along the northern part of the west property line.

Public water and sewer mains are in the vicinity. Soil types on both sites include Faywood silty clay loam (FcC) and Rossmoyne silt loam (RsB and RsC).

SITE HISTORY

The current RSE/UTO and UNO zones that apply to the site were adopted as part of the Union Town Plan in 2000. Although the Arbor Springs at Plantation Pointe development which adjoins the subject site to the south and southeast has been reviewed through the Long Range Planning Committee and full Planning Commission in 2001 and 2006, the current site has not been the subject of any prior applications.

RELATIONSHIP TO COMPREHENSIVE PLAN

The 2005 Boone County Comprehensive Plan's Future Land Use Map provides the following designations for the east site (percentage figures are based on drawn GIS polygons):

Rural Lands (RL) for approximately 27 percent of the site along the US 42 frontage, and in the central and southern areas. This designation is described as "wooded, agricultural, recreational, or low density residential uses of up to one dwelling unit per two acres for the 25 year land use plan. Residential construction in Rural Lands does not occur in a formal subdivision."

Suburban Residential (SR) for approximately 22 percent of the site along the east boundary. This designation is described as "single family housing of up to four units per acre. This classification does not preclude low density or estate residential developed as a formal subdivision."

High Suburban Density Residential (HSD) for approximately 20 percent of the site in the south-central area. This designation is described as "single-family and/or attached housing of up to 8 dwelling units per acre. This classification is typified by townhouse, condominium, and zero-lot line development, and also pertains to existing mobile home parks."

Urban Density Residential (UD) for approximately 16 percent of the site in the north-central area. This designation is described as "attached housing, generally condominiums or apartments, of over 8 dwelling units per acre."

Commercial (C) for approximately 15 percent of the site at the northern end. This designation is described as "retail, corporate, and professional office, interchange commercial, indoor commercial recreation, restaurants, services, etc."

For the west site, the Future Land Use Map designates approximately 28 percent of the site along US 42 as Rural Lands, and the remaining approximately 72 percent as Urban Density Residential.

The Land Use Element text makes the following statements that relate to the proposal.

- A. Regionally-oriented growth should be confined to Mall Road and Houston Road, and should not expand on to U.S. 42, KY 18 or Hopeful Church Road ("Florence Commercial Area," pg. 144).
- B. Commercial development in the U.S. 42, Pleasant Valley Road intersection area should be of a local, rather than a regional scale, and should incorporate the reconstruction of Old Toll Road for use as an access road. Access Management at the intersection of U.S. 42 and Pleasant Valley should include access roads to serve commercial developments. Mixed-use development, that has commercial uses focused along U.S. 42 and that has varying types of residential uses, should occur to the southwest of this intersection on both sides of U.S. 42. The intensities of these commercial uses, in terms of building intensities, the size and style of individual structures, and the range of uses permitted, should begin with a broader range of commercial uses near the intersection and gradually decline to smaller-scaled office and institutional uses in the vicinity of Farmview Subdivision and the Florence/Union corporate boundary. Creative building layout and orientation should be used in lieu of strip-style commercial development, and Planned Development Overlay Districts should be utilized. All development in this area should be viewed as part of an entryway to both the Cities of Florence and Union ("Pleasant Valley-West Florence Area," pp. 145 and 146).

- C. This section of Boone County contains the City of Union and a substantial portion of Hathaway Road and U.S. 42. In general, this section should experience considerable residential growth due to Union's current residential nature, growth associated with the City of Florence, and improvements to U.S. 42. For these reasons, the 2000 Union Town Plan was prepared by the Boone County Planning Commission, City of Union, and Boone County Fiscal Court. The plan's recommendations are shown on the 2030 Future Land Use Map and also affect the Boone County Zoning Regulations.

New subdivisions should be developed with connecting roads providing alternative routes for residential traffic and decreasing the impact on major roadways. Road connections should include multi-modal elements such as pedestrian paths and bike lanes, and bus stops; Wetherington Boulevard is an example ("Union Area," pg. 146).

The Land Use Element provides the following general comments that relate to the proposal.

- A. Developments in Boone County should begin with an assessment of the existing site features to determine positive and useful attributes, as well as features which should or can be preserved. Development design should incorporate the use of these attributes for the benefit of the development and the County as a whole, rather than leveling an entire site to meet a pre-conceived project design. Development plans should identify such areas, and delineate disturb limits to protect those areas that have been defined ("Utilization of Existing Vegetation and Topography," pg. 140).
- B. Business, commercial, or industrial parks should be designed and developed to allow future residential or other uses to access through them where the corridor may extend to large developable tracts or may provide a future road connection. A roadway that is suitable for mixed use development should serve side streets for businesses rather than serving individual businesses directly, include an urban curb and gutter design, and provide pedestrian amenities and green space along the right-of-way. In this way, future residential development could be developed beyond the initial development, but be readily marketed ("Development Layout, Lot Sizes, and Setbacks," pg. 140).
- C. Developments in Boone County must recognize the potential impacts upon adjoining land uses and incorporate a transition of land uses, building setbacks, and/or landscaping to minimize these impacts. Potential impacts include visual, noise or vibrations, odors, dust, smoke, and light. Buffering to mitigate these impacts should be an integral part of the design of proposed projects; existing site

features should be used in meeting this guideline. Developments should provide buffering along public roadways, to soften the visual impact. Appropriate wooded areas and stream valleys should remain as greenbelts and open space within developments and between developments. Developments proposed adjacent to planned or established greenbelts should provide pedestrian access where appropriate ("Buffering," pg. 141).

- D. Developments in Boone County must include landscaping to accompany the proposed project. This landscaping should be designed to improve the public view of a development, and should be incorporated into parking lots and other vehicle circulation areas, as well as within open spaces and around structures. Landscaping is intended to minimize the visual impacts of the development from adjoining properties and roadways . . .

Developments along major roadways in Boone County must include landscaping between the development and the right-of-way in order to promote the aesthetic appearance from the roads and to facilitate the compatibility of differing land uses ("Landscaping," pg. 141).

- E. Developments in Boone County must recognize the potential impacts of stormwater runoff. Developments must design and incorporate adequate provisions for the channelization and control of the rate of stormwater flow on and from the site. One goal of local storm water programs should be to minimize the amount of storm water generated by decreasing the amount of pavement and encouraging green rooftops. Creating less runoff is a method of managing runoff ("Stormwater Management and Erosion Control," pg. 141).
- F. Developments in Boone County must recognize the potential impacts of associated traffic on adjoining properties and transportation systems. The need exists to protect the capacity of the existing roadway network, and to plan improvements to accommodate new development and travel patterns. Access management provisions include the coordination of curb cuts, adequate corner clearance and site distance for access points, adequate space between access points, shared access points and parking facilities, provisions for access connections to adjoining properties, and dedication of public right-of-way. In subdividing property, arterials or collectors should not be used for direct access to lots, rather a system of local streets should feed into the collector and arterial system. Connections between and within commercial and industrial developments allow for more efficient provision of transit service ("Access Management," pp. 141 and 142).
- G. Developments in Boone County must be designed, where appropriate, to improve the County's transportation network system of roadways, and functional classifications must be used in the planning for and designing of new developments.

Collector roadways should be extended and developed to provide for the safe movement of traffic through and between subdivisions. Development along existing arterials and collector roadways should not have direct driveway access, but be served by a local street. Appropriate road connections should be constructed to provide alternate routes for traffic to and through specific projects and to enhance the capacity of existing streets. The traditional grid system can provide an alternative to typical suburban design. Parallel and frontage roads should be used to minimize impacts of individual sites on collector and arterial roadways. Appropriate pedestrian networks should be incorporated into the design of developments which will generate or experience significant pedestrian use. These networks should not only provide internal paths, but should provide connections to adjoining uses where appropriate ("Transportation and Pedestrian Network," pg. 142).

- H. Developments in Boone County should give consideration to the overall design of the area. Design should be a primary concern at the early stages of the development, with an emphasis on the aesthetic impact of the proposed use. The minimal use of signs is encouraged; signage should be adequate to identify a specific development, but should not be used as a means to compete for motorist attention. The objective is to avoid the confusion and/or distraction of motorists, and to avoid the potential negative impacts of signs on the visual appearance of a development or corridor. Overhead utility lines should be placed underground wherever possible, and junction boxes screened from public view. Neo-traditional residential and commercial development should be encouraged to provide quality development that blends with the natural or historic character of parts of Boone County ("Design, Signs, and Historic Preservation," pg. 142).

The Population Element outlines population projections based on the Ohio-Kentucky-Indiana Regional Council of Government's (OKI) transportation analysis zones. The population for the zone where the east site is located (821) is expected to increase from 6,465 in the year 2000, to 7,584 in 2010, and to 8,435 in 2020. The population for the zone where the west site is located (889) is expected to increase from 5,229 in the year 2000, to 9,772 in 2010, and to 12,455 in 2020 (pp. 24 and 25).

The Business Activity Element states the following regarding the general area.

- A. Since the immediate Florence area figures so prominently in Boone County's commercial activity, this region has the momentum to continue dominating any expansion of commercial activity. Currently, "big box" retail has been overbuilt in the county. As a result, building vacancies and tenant changes are visible along the major commercial corridors in Florence. The market and infrastructure impacts of future large scale or regional commercial uses on the existing Florence commercial

districts must be considered. Furthermore, it is important to encourage the reuse of vacant commercial buildings and ongoing maintenance and rehabilitation of older business districts, instead of creating new commercial districts . .

Many problems with the location and arrangement of commercial uses have emerged, especially along the KY 18 and U.S. 42 corridors. Commercial developments along KY 18 and U.S. 42 west of Mall Road should not be regionally oriented nor should they attract additional traffic, but rather be served by the existing or future population of the area. A mix of commercial, office, and residential uses, along with limited access, should be encouraged along KY 18. Along the entire KY 18 corridor east of Burlington, there are traffic congestion problems that can be worsened by adding commercial access points.

The land surrounding the U.S. 42 area, southwest of Florence, will experience additional commercial growth towards the City of Union, but should be done on a smaller scale to mitigate any adverse impacts and to be compatible with surrounding land uses and densities. The U.S. 42 corridor toward Union will have a mixture of commercial, office, institutional, public facility and residential uses. As defined by the 2000 Union Town Plan, commercial development should occur in neighborhood business district form in specified locations instead of strip style commercial. The Union Town Center could be used as an example of planning efforts for other parts of the U.S. 42 corridor, as well as other corridors in Boone County. Ultimately, mixed use town centers should be developed at major crossroads throughout Boone County without commercial development along the roadways between the town centers. Street connectivity is critical in these types of corridors.

Commercial developments that occur in the KY 18 and U.S. 42 corridors should be limited in scale (e.g. building, intensity, use, etc.) and clustered to serve growing residential neighborhoods. Planned Unit Developments should be encouraged so that commercial construction is incorporated within new residential areas and designed properly. These commercial clusters should not function as an extension of Florence and Mall Road, but as distinct units serving the Burlington and Union areas. This principle should apply to the Limaburg area and surrounding area as well. The commercial development in this area should coordinate closely with the projected high and medium density residential development to form a more coherent community and create neighborhood centers rather than just a strip extending out of Florence. An example of this type of design is the Oakbrook Marketplace, which ties into the subdivision while serving a larger trade area ("Recommended Areas of Commercial Activity," pp. 63 and 64).

The Housing Element provides the following comments that relate to the general area.

- A. High density residential areas should be located sufficiently near and with convenient access to major streets, highways, and shopping and public facilities. A progression of densities of residential uses from high (multi-family) to low (single family) shall be encouraged. Where traditional progressions of high to low net density are not possible through creative development design, an appropriate and attractive visual transition should be achieved. This could include existing vegetation or new landscaping and/or fencing. Existing vegetation (such as wooded fence rows) should be retained as much as possible to provide buffer strips and stormwater filters. This serves a dual purpose in that woodland is becoming relatively scarce in the eastern uplands of the county, and these areas buffer different land uses. Housing that is proposed on smaller, remnant tracts need to be carefully designed ("Housing Densities," pg. 76).
- B. The design of true open space housing development should be strongly encouraged, as an alternative to the conventional subdivision divided entirely into ownership lots. To accomplish this, densities within portions of a site can be increased while the overall intensity on the site can remain basically the same. Topography, vegetation, and public improvement costs reduction should be incentives for open space design. Provision is made in the zoning and subdivision regulations for true open space design to occur under existing zoning. By increasing densities and clustering on portions of a site, these planned developments will preserve green space and/or provide space for public facility or recreation opportunities. The overall intensity of units per acre on the whole site becomes the issue to consider when evaluating public services and relationship to the Future Land Use Map. All residential developments should be designed to preserve and utilize natural site features wherever possible (Open Space Subdivision Design, pg. 77).
- C. The factors that will help fuel growth in this area include the improvements (expand from two to five lanes) of U.S. 42 from Florence to the Ryle High School and Gray Middle School near Frogtown Road; the extension of water and sanitary sewer lines; access to the interstate highway system and the vast amount of developable land. The Union Town Plan sets the stage for development in this area when sanitary sewer becomes widely available around the year 2010. Areas west and south of the Union Town Plan area, along U.S. 42, Hathaway Road, and Longbranch Road contain an existing agricultural, horse farm and estate residential character. Planning efforts, such as the Union Town Plan should be conducted in these areas. Street connections between developments and to arterials are critical in this central part of Boone County. The connections shown in the Union Town Plan need to be continued outside

the study area to the next logical properties and arterial roadways ("Geographic Housing Issues, Union-West Florence Area-West Richwood Area," pp. 79 and 80).

The "KY Transportation Cabinet Six-Year Plan" section of the Transportation Element lists improvements described as "reconstruction of KY 536 (Mt. Zion Rd) from Union to I-75 - R.O.W. & utilities 2008" as a Six Year Highway Plan project (pg. 129). The "Summary of the 2005 Boone County Transportation Plan Recommendations" section (pp. 129 and 130) lists "operational improvements" described as "US 42 & KY 237 intersection lane improvements." This same section lists "recommended capacity projects" described as "KY 536, Hathaway Rd improvements," "Frogtown Rd improvements," "Gunpower Rd improvements," and "Longbranch Rd improvements."

There are road connections outlined for the overall area identified as "interconnection of the Longbranch/Camp Ernst Area with the Pleasant Valley Road area, including the ability to cross the Gunpowder Creek valley" and "north/south and east/west routes between Longbranch, Hathaway, Camp Ernst and US 42" in the "Street Connections" section (pp. 130 and 131).

The Goals and Objectives include the following pertinent statements.

- A. Development issues shall be viewed in terms of promoting overall quality of life. Mixing of residential and other land uses shall be encouraged, within appropriately planned and designed neighborhood developments ("Overall," Objective 2).
- B. Proper design principles shall be applied in development ("Overall," Objective 3).
- C. Future growth shall be accompanied by adequate infrastructure and services. Existing infrastructure and services shall be monitored, maintained and improved as needed ("Overall," Objective 4).
- D. Boone County shall strive to achieve both a diversity and balance in land use. Land use and zoning decisions shall strive to balance the rights of landowners with the rights of the general public in a fair and impartial manner ("Overall," Objective 6).
- E. Innovative development design methods shall continue to be pursued ("Overall," Objective 9).
- F. The needs of Boone County's population base are measured and fulfilled through the provision of orderly growth ("Population," Goal).

- G. New development or redevelopment within Boone County is designed, constructed and operated in such a way that the quality of the existing physical environment and social environment are enhanced. Development within Boone County preserves and promotes a better quality of life ("Environment," Goal).
- H. New development or redevelopment shall attempt to design sites utilizing existing topography and vegetation, and encourage preservation of the existing character of the land. New development shall be designed in harmony with the physical environment in such a way that each site's existing physical assets are used. Residential development design in particular should minimize grading work as opposed to clearing the entire site. Existing trees and pasture land shall be evaluated during the design and construction process as a visual and economic benefit to the community ("Environment," Physical Objective 2).
- I. Existing vegetation shall be considered as both an important site characteristic and a community resource ("Environment," Social Objective 4).
- J. Boone County businesses are developed in appropriate locations and are compatible with their surrounding areas ("Business Activity," Goal).
- K. Compact, efficient development patterns shall be encouraged for business districts (e.g. industrial, commercial and office) with appropriately sized and well maintained buffer spaces between the business use and other land usage. ("Business Activity," Overall Objective).
- L. Commercial uses shall be designed and located to coordinate with the surrounding land uses and shall have safe and effective access and ample parking spaces ("Business Activity," Commercial Objective 1).
- M. The large scale mixing of commercial and non-commercial uses shall occur in planned developments or in areas where consideration has been given to assure compatibility with surrounding land uses. The location of large scale commercial uses shall take into consideration existing or planned infrastructure conditions so as to protect the existing and future population and businesses. Small scale mixing of commercial uses within residential areas shall be carefully assessed and properly placed so as to enhance the neighborhood. Architectural Design Review and consistent sign standards shall be implemented on a corridor by corridor basis, when justified by legitimate land use planning principles ("Business Activity," Commercial Objective 2).
- N. Highway commercial uses shall be in close proximity to highway interchanges for maximum convenience and economy to the traveling public, while minimizing

- impact to the community in terms of traffic congestion, local commuting patterns and access ("Business Activity," Commercial Objective 3).
- O. A broad range of housing opportunities shall be provided which meet the needs and desires for all household types ("Housing," Objective 1).
 - P. New or redeveloped residential areas shall be designed to establish clearly defined neighborhoods with a mix of retail, public and recreational uses. Established neighborhoods shall be protected and enhanced and deteriorated neighborhoods shall be regenerated ("Housing," Objective 9).
 - Q. Throughout Boone County, open space and recreation facilities shall be encouraged through the cooperative efforts and funding of the legislative bodies, developers, landowners, volunteers, and appropriate public or semi-public agencies ("Recreation and Open Space, Objective 10).
 - R. Existing infrastructure and services (e.g. systems and facilities for: water treatment and distribution, wastewater collection and treatment, natural gas distribution, electric power distribution, communication lines, police and fire services and associated municipal buildings, schools, public roads and storm water management) shall be utilized efficiently. The phasing of proposed development shall demonstrate a means of addressing significant impacts on existing infrastructure and services ("Public Services and Facilities," Objective 1).
 - S. New infrastructure systems shall be built to definite planned and balanced capacities and for definite urban and rural forms ("Public Services and Facilities," Objective 2).
 - T. Priorities for growth within any individual infrastructure system shall be based on the predicted needs of specific areas as prescribed by the future land use projections of this plan. No infrastructure system shall commit the county to excessive growth by the system's expansion ("Public Services and Facilities," Objective 3).
 - U. New connector streets shall be developed where needed and feasible thus lessening the total dependence on arterial, collector, and local streets. Existing connector streets shall be improved where needed ("Transportation," 2nd Goal, Objective 2).
 - V. Proper vehicular and pedestrian access to adjoining property shall be provided and/or retained when a property develops or redevelops ("Transportation," 2nd Goal, Objective 3).

UNION TOWN PLAN

The text of the Union Town Plan ("Relationship to the Boone County Comprehensive Plan," pg. 2) states that it was:

. . . drafted to help further define the Comprehensive Plan for this important Study Area. It does not replace the Comprehensive Plan, but is designed to be a furtherance of the Comprehensive Plan's recommendations.

The 1995 *Boone County Comprehensive Plan* recommended that a detailed specific plan be prepared for the U.S. 42 corridor area because of the anticipated impacts that major road improvements and future provision of sanitary sewer service will have in the Union area. Geographically, the Comprehensive Plan recognizes the importance of the Union area. It is near the center of Boone County, and contains developable land near existing urban and suburban development.

Directly applicable to the proposed zone change, this section (pp. 2 and 3) also states:

The Land Use Element of the 1995 Comprehensive Plan recognizes that the area is distant from interstates and is more of a developing residential area than large commercial districts, such as the Mall Road corridor in Florence. A large commercial district like Houston Road is not what the Union area would support, nor is that type of commercial district appropriate in a residential area away from interstate access. The commercial uses that will occur in the future in this area will serve the surrounding development, and will not face the demand to be regional in scale like some areas in Florence. For this reason, the Comprehensive Plan concentrated on reinforcing or rebuilding the existing Union business district, and allowing some smaller areas of commercial along the reconstructed U.S. 42 to serve adjacent development. Between these commercial nodes, the development pattern along the new road was designed to utilize the existing rolling pastureland character of the corridor. A Rural Lands land use classification was shown along the frontages of U.S. 42 to provide an open appearance, so that the residential development planned for the corridor was set back from the roadway. East of the road (existing alignment), some High Density Residential with Recreation land uses are recommended on the Future Land Use Map. The land use pattern is similar to the area that includes Triple Crown Subdivision in nearby Richwood area where attached and clustered housing is interspersed with recreation (golf course in that case) and open space.

The 2000 Union Town Land Use Plan shows a similar land use pattern in concept,

where residential development is set back from U.S. 42, but densities are higher than existing zoning or most surrounding areas. As the Comprehensive Plan recommends in several elements, high density development should occur adjacent to major arterial corridors such as U.S. 42, with a transition of densities outward. The *Union Town Plan* accomplishes this objective also with the Town Center development area being centered around the intersection of new future arterial roadways, U.S. 42 and Mt. Zion Road.

The "Relationship to the Boone County Comprehensive Plan" section (pg. 4) concludes with the following language:

As described in the 1998 *Union Town Plan*, the study area contains a unique pastoral and small town character. The planning process indicated that this uniqueness can be incorporated into the future development of the City of Union and the surrounding area, and can result in a development district that is different than any other place in Boone County. In order to promote the Union Town Center area, a conscious effort has been made through the *Union Town Plan* to concentrate future commercial activity into a viable town center and to avoid typical strip-style commercial uses along the realigned U.S. 42 arterial route. While concentrating the commercial activity into a town center, residential development is planned outside this town center. Generally, the *Union Town Plan* and these specific zoning regulations recommend residential development outside the town center in an effort to preserve the unique land characteristics of the area and support the proposed commercial activity of the town center. Planned commercial uses are intended to be local and not regional in scale.

The "2000 Union Town Plan" section (pg. 4) of the document includes the following text:

The preferred land use plan presented is one that is based on the establishment of a formal Town Center, and contains incentives to developers and property owners to develop in a well designed manner that creates a distinct character for Union, and combats certain characteristic features of suburban sprawl.

This is an incentive-based plan that provides certain advantages in return for the developer addressing certain impacts of proposed development. This plan addresses the issue of sprawl by providing the following:

- * compact town center that offers a mix of uses - possible to live and work in the same community
- * planned street circulation pattern
- * higher density than typical Florence/Union area development
- * higher property values over time because of a sense of place and an "even

playing field"

- * free movement on most of U.S. 42 because of managed access and less commercial turning movements
- * better commercial services for future development along Hathaway Road and Mt. Zion Road having the commercial center around the big intersection.

The 2000 Union Town Land Use Plan Map designations mirror those shown on the 2005 Boone County Comprehensive Plan's Future Land Use Map. The Union Town Land Use Map provides the following designations for the east site:

Green Areas along the US 42 frontage. This designation is described as "non-buildable, uncleared land (except for connector roads, pedestrian/bike paths and recreational buildings)."

Single Family Detached along the east boundary. This designation is described as "2.2 dwelling units per acre, 4.0 dwelling units per acre/neotraditional design."

Town Homes in the south-central area of the site. This designation is described as "6 dwelling units per acre - attached or detached housing - units can not be on top of each other."

Residential in the north-central area of the site. This designation is described "10 dwelling units per acre."

Office in the northern end of the site. This is the same part of the site that is in the UNO zone. The Map notes for this office area "buildings face US 42, parking located in rear" and labels a "30' minimum setback line" along the adjoining US 42 frontage.

The Map notes a 100 foot setback along the remainder of the east site's US 42 frontage. It also illustrates a conceptual road network on the site that is labeled "individual driveways prohibited."

For the west site, the Union Town Land Use Plan Map designates the US 42 frontage for Green Areas, and the remainder of the tract for Residential uses (10 units/acre). This site, along with the adjoining Villas at Fowler Creek development, are labeled "senior housing/institutional use/church." A 100 foot setback is labeled along this site's US 42 frontage.

BOONE COUNTY TRANSPORTATION PLAN 2030

The "Identification of Problem Locations" section in Chapter 5 "Operational Improvement Plan" lists "KY 237 Pleasant Valley Road at US 42" as a problem location that is within Six Year Plan projects, yet are included in the OIP. Pleasant Valley Road and the connecting Camp Ernst Road, and Mt. Zion Road/Hathaway Road, are illustrated as "Six Year Highway Plan Projects" on the "Operational Improvement Plan Project Locations Map" (Exhibit 5-2, pg. 5-4). Exhibit 5-3 (pg. 5-6) describes the "KY 237 Pleasant Valley Road at US 42" project (Map ID 15 on Exhibit 5-2) as "add southbound left turn lane and adjust signal timing." This is listed as a high priority project (0-3 years) (Exhibit 5-4, pg. 5-17).

Exhibit 6-1 (pg. 6-2) lists the following "Recommended Projects" that are in the general area.

Map ID 8 - KY 536 Hathaway Road: Widen/improve from Camp Ernst Road to US 42 (project text on pg. 6-6). This is listed as a low priority project (+20 years) in Exhibit 6-13 "Recommended Transportation Plan Project Prioritization (pg. 6-20).

Map ID 15 - KY 3060 Frogtown Road: Widen/improve from US 42 to US 25 Dixie Highway (project text on pp. 6-6 and 6-7). This is listed as a high priority project (less than 10 years) in Exhibit 6-13 "Recommended Transportation Plan Project Prioritization (pg. 6-20).

Map ID 19 - Gunpowder Road: Widen/improve from US 42 to KY 536 Mt. Zion Road (project text on pg. 6-7). This is listed as a high priority project (less than 10 years) in Exhibit 6-13 "Recommended Transportation Plan Project Prioritization (pg. 6-20).

Map ID 26 - Longbranch Road: Widen/improve Longbranch Road from Camp Ernst Road to US 42 (project text on pp. 6-8 and 6-9). This is listed as a high priority project (less than 10 years) in Exhibit 6-13 "Recommended Transportation Plan Project Prioritization (pg. 6-20).

Exhibit 6-7 "2030 Projected Level of Service" (pg. 6-10) illustrates US 42 from Braxton to Mt. Zion Road as LOS D and US 42 from Braxton to I-75 as LOS E (related text is outlined in Exhibit 6-9).

The Transportation Plan recommends a "US 42 Corridor Study." The Study is to "identify safety and operational projects that will improve traffic conditions through the corridor" for the section of road from Wetherington Boulevard to Ewing Boulevard (pg. 6-21).

STAFF COMMENTS

1. COMPREHENSIVE PLAN AND UNION TOWN PLAN

The governing bodies need to determine whether the proposal is in agreement with the 2005 Boone County Comprehensive Plan and the Union Town Plan, which was "drafted to help further define the Comprehensive Plan for this important Study Area. It does not replace the Comprehensive Plan, but is designed to be a furtherance of the Comprehensive Plan's recommendations" (pg. 2).

The Comprehensive Plan's Future Land Use Map designates the site as Rural Lands (approximately 27% of the site), Suburban Residential (approximately 22%), High Suburban Density Residential (approximately 20%), Urban Density Residential (approximately 16%), and Commercial (approximately 15%). The Union Town Land Use Plan Map mirrors the Future Land Use Map's basic land use concept by applying the Green Areas, Single Family Detached, Town Homes, Residential (10 d.u/acre), and Office designations in basically parallel locations. The main difference between the two Plan Maps is that the Union Town Land Use Plan Map is generally more definitive and includes some labels as to how development should occur (such as setbacks along US 42 and access notations) in addition to providing core land use direction. The Comprehensive Plan's Land Use Element text ("Union Area," pg. 146) states "the plan's (Union Town Plan) recommendations are shown on the 2030 Future Land Use Map."

Based on the various land use designations, both the Comprehensive Plan's Future Land Use Map and the Union Town Land Use Plan Map designate the two sites involved in this request for substantially a range of residential uses versus any type of commercial. While the Comprehensive Plan's Future Land Use Map designates the approximate northern 15 percent of the east site as "Commercial," which is a broad category that includes retail and office uses in its definition, this part of the site is further defined by the Union Town Land Use Plan Map which specifically identifies this area as "Office."

Both the Comprehensive Plan and Union Town Plan discuss the issue of regionally oriented retail in general and the location of commercial uses in the US 42 corridor in various contexts. First, the Land Use Element says that "regionally-oriented growth should be confined to Mall Road and Houston Road, and should not expand on to U.S. 42, KY 18 or Hopeful Church Road" ("Florence Commercial Area," pg. 144) and "this section should experience considerable residential growth due to Union's current residential nature, growth associated with the City of Florence, and improvements to U.S. 42" ("Union Area," pg. 146).

The Land Use Element continues by stating "mixed-use development, that has commercial uses focused along U.S. 42 and that has varying types of residential uses, should occur to the southwest of this intersection (US 42/Pleasant Valley Road) on both sides of U.S. 42. The intensities of these commercial uses, in terms of building intensities, the size and style of individual structures, and the range of uses permitted, should begin with a broader range of commercial uses near the intersection and gradually decline to smaller-scaled office and institutional uses in the vicinity of Farmview Subdivision and the Florence/Union corporate boundary. Creative building layout and orientation should be used in lieu of strip-style commercial development, and Planned Development Overlay Districts should be utilized. All development in this area should be viewed as part of an entryway to both the Cities of Florence and Union" ("Pleasant Valley-West Florence Area," pp. 145 and 146). The key concepts in this text include a transition down to smaller-scaled office and institutional uses versus a wider range of retail, and creative building layout and orientation instead of strip-style commercial development, both of which occur in the vicinity of the Florence/Union corporate boundary (in addition to regionally-oriented growth not expanding onto US 42).

The Land Use Element text discussed immediately above is echoed by the Business Activity Element which quotes "the land surrounding the U.S. 42 area, southwest of Florence, will experience additional commercial growth towards the City of Union, but should be done on a smaller scale to mitigate any adverse impacts and to be compatible with surrounding land uses and densities. The U.S. 42 corridor toward Union will have a mixture of commercial, office, institutional, public facility and residential uses. As defined by the 2000 Union Town Plan, commercial development should occur in neighborhood business district form in specified locations instead of strip style commercial" ("Recommended Areas of Commercial Activity," pp. 63 and 64). Based on these statements, the governing bodies need to consider whether the proposal constitutes "neighborhood business district form" instead of "strip style commercial," and whether it is in a location(s) that is "specified" by the adopted policies.

The Business Activity Element states "many problems with the location and arrangement of commercial uses have emerged, especially along the KY 18 and U.S. 42 corridors. Commercial developments along KY 18 and U.S. 42 west of Mall Road should not be regionally oriented nor should they attract additional traffic, but rather be served by the existing or future population of the area" ("Recommended Areas of Commercial Activity," pp. 63 and 64). In short, the Comprehensive Plan does not support "regionally oriented" commercial development along US 42 west of Mall Road (this is discussed in a more general manner in the Land Use Element

as well as outlined above). The governing bodies will need to determine whether the proposed development (approximately 418,000 gsf on 54 total acres including a 133,000 gsf anchor) constitutes such regionally oriented commercial development that would not rely substantially on captured traffic already passing by the site, but would "attract additional traffic" from beyond the immediate existing or future population. Aside from traffic impacts, regionally oriented commercial development generally has a much larger scale and concentrated activities which could have an effect on whether the scope and character of the planned development agrees with the text, meaning that "regional" orientation is not just a traffic issue. Direction regarding development design and compatibility are generally outlined in the Future Land Use Development Guidelines and Goals and Objectives, and direction regarding business location is also discussed in the Goals and Objectives.

The Population Element forecasts substantial increases in population for the traffic zones in question. These forecasts are for the zones at large and should not, in and of themselves, be construed to endorse a particular land use or intensity on a specific parcel. However, they can be considered in context of the Business Activity Element text discussed above in regards to commercial development serving the "future population of the area."

The Union Town Plan speaks extensively about the issues identified above in a similar manner as the Comprehensive Plan, but with emphasis on "concentrating the commercial activity into a town center" that is centered around the US 42/Mt. Zion Road intersection. Highlights from the Union Town Plan include:

- A. The Land Use Element of the 1995 Comprehensive Plan recognizes that the area is distant from interstates and is more of a developing residential area than large commercial districts, such as the Mall Road corridor in Florence. A large commercial district like Houston Road is not what the Union area would support, nor is that type of commercial district appropriate in a residential area away from interstate access. The commercial uses that will occur in the future in this area will serve the surrounding development, and will not face the demand to be regional in scale like some areas in Florence. For this reason, the Comprehensive Plan concentrated on reinforcing or rebuilding the existing Union business district, and allowing some smaller areas of commercial along the reconstructed U.S. 42 to serve adjacent development. Between these commercial nodes, the development pattern along the new road was designed to utilize the existing rolling pastureland character of the corridor (pp. 2 and 3).

- B. The 2000 Union Town Land Use Plan shows a similar land use pattern in concept, where residential development is set back from U.S. 42, but densities are higher than existing zoning or most surrounding areas. As the Comprehensive Plan recommends in several elements, high density development should occur adjacent to major arterial corridors such as U.S. 42, with a transition of densities outward. The *Union Town Plan* accomplishes this objective also with the Town Center development area being centered around the intersection of new future arterial roadways, U.S. 42 and Mt. Zion Road (pg. 3).
- C. As described in the 1998 *Union Town Plan*, the study area contains a unique pastoral and small town character. The planning process indicated that this uniqueness can be incorporated into the future development of the City of Union and the surrounding area, and can result in a development district that is different than any other place in Boone County. In order to promote the Union Town Center area, ***a conscious effort has been made through the Union Town Plan to concentrate future commercial activity into a viable town center and to avoid typical strip-style commercial uses along the realigned U.S. 42 arterial route*** (emphasis added). While concentrating the commercial activity into a town center, residential development is planned outside this town center. Generally, the *Union Town Plan* and these specific zoning regulations recommend residential development outside the town center in an effort to preserve the unique land characteristics of the area and support the proposed commercial activity of the town center. ***Planned commercial uses are intended to be local and not regional in scale*** (emphasis added) (pg. 4).
- D. The preferred land use plan presented is one that is based on the establishment of a formal Town Center, and contains incentives to developers and property owners to develop in a well designed manner that creates a distinct character for Union, and combats certain characteristic features of suburban sprawl (pg. 4).

Taken as a whole, the Comprehensive Plan and Union Town Plan speak to the issue of commercial development, or lack thereof, in this area from the perspectives of basic land use, character, compatibility, and traffic to a lesser extent. Highlights of the Comprehensive Plan's Transportation Element and pertinent portions of the Boone County Transportation Plan 2030 are summarized in the body of this report. The governing bodies will also need to consider whether the current zoning is inappropriate and the proposed zoning is appropriate, and whether there have been

changes of an economic, physical, or social nature not anticipated in the comprehensive plan that substantially alter the area's character.

2. PD OVERLAY ZONE STANDARDS

Staff offers the following comments regarding the standards set forth in Section 1514 "Planned Development Standards" of the Boone County Zoning Regulations. Concept Development Plan proposals in Planned Developments are to be primarily evaluated against these criteria. As the site is in the Union Town Plan area, certain standards from Section 2540 "Design Standards for UTC, UC, and UNO Zoning Districts" which apply to the UTP zones that allow commercial uses are also discussed.

1. Mixed Use Development and Pedestrian Orientation: Based on the information provided, Staff would partially characterize the development as mixed-use. The in-line buildings would provide various types of commercial uses in closer proximity to one another, although the application materials don't mention any proposed uses beyond those permitted in the underlying C-2 zone (i.e., general retail/commercial uses with "retail, office, restaurant, public space" being specifically listed). No type of residential, civic, or institutional uses are specifically noted. To help insure conformance with this standard as well as #2 "Compatibility of Uses" discussed below, Staff recommends that the Zone Change Committee evaluate the list of uses permitted in the underlying C-2 zone that is requested. The outlot-type buildings are stand alone, single user structures that are generally not in close proximity to another. In this regard, Staff would characterize this aspect of the development as multi-use versus mixed use. For the Union Town Plan area, the land use designations on the Union Town Land Use Plan Map only describe the Town Center area (phases 1 and 2) that is centered around the US 42/Mt. Zion Road intersection for "mixed use."

Regarding pedestrian orientation, the development does propose a number of sidewalk links both into and around the development, and does include several amenities or "features" which relate to this standard. Aside from these elements, due to the overall arrangement and scale of the development, the project has a decisive auto-orientation. This is evidenced by the smaller outlot-type users along US 42, the retail strips lining the rear portions of both sites, and a large central parking field. For the east site, the retail strip is almost 2,000 feet long and the central parking area is roughly 500 feet by 1,500 feet; the strip building ranges from approximately 210 feet to approximately 840 feet from US 42. In short, the retail strip for the east site is very large and expansive without the pedestrian scaled "enclosure" that would occur if the development were arranged in a manner more

closely resembling a grid system, with buildings and parking areas placed throughout the site, versus just smaller buildings along the front with open vistas to a large strip along the rear of the site. The applicant's narrative describes the overall design of the development as "layered." The proposed development is comparable to several existing developments along Mall Road and Houston Road in this regard.

Regarding the outlot-type buildings specifically, Section 2540 requires front yard setbacks between 10 and 50 feet, and the Union Town Land Use Plan Map notes a "30' minimum setback line" along the US 42 frontage for the area designated as "Office" and a 100 foot setback (assuming basically residential uses) along the remainder of the US 42 frontages for both sites. The front setbacks for the outlot-type buildings on the east site range between approximately 40 and 130 feet, and the US 42 setback for the strip building on the west site is approximately 30 feet.

2. Compatibility of Uses: As described at the beginning of this report, substantial bermed/landscaped buffer areas are proposed between the subject sites and adjoining residential areas. For the west site, the exact buffer yard proposed needs to be clarified (the landscape plan labels Buffer Yard D, but much of the width matches the minimum 30' required by Buffer Yard C), and the structure within the buffer yard needs to be identified (is this a retaining wall, a buffer fence/wall, or something else?). For the type of development proposed, Staff has no specific issue with the buffer yards shown except the recommendation that the existing vegetation along the common property line with Union Village Subdivision be retained.

However, the building on the west site does not meet the 50 foot minimum rear yard setback required by the underlying C-2 zone (scales to 30' as noted above for the buffer yard). Staff also offers the observations that based on grade differences in certain locations for both sites, the buffers will not be fully effective until the plantings are substantially mature, and that such weighty buffer areas may not be warranted with a different design concept or different uses (i.e., a development which was more interrelated with the adjoining developments by way of arrangement, uses, building sizes, and connectivity). The applicant's narrative also commits to provide post and rail fencing and street trees along the road frontages as required by Section 2540.

Regarding other issues of compatibility, Staff has several comments. First, the size and scale of the development as generally described above is substantially larger than any others in the vicinity, especially the adjoining residential areas, although the basic concept is arguably similar to the commercial portion of the nearby

Union Village Subdivision. Although this is merely a comment and not a decisive factor, the placement of the public library on the adjoining site was intended at the time to act as a transition to softer uses to the south/southwest, as were the planned office uses that are shown on the Union Town Land Use Plan Map, and the correlating office uses that are now part of this proposal. A design which broke the larger strip into smaller components placed throughout the site as mentioned above versus a single, broad development which was completely visible in its entirety from US 42 would better relate to the adjoining areas and the planned transition (putting any use issue aside for the immediate discussion).

A key factor regarding compatibility is the proposed building designs. While Staff would not have major concerns with the proposed architectural concepts if they were in a different location, they by and large do not relate to the existing buildings in the area. Some fairly minor modifications could be made to the office buildings to more firmly establish a visual relationship with other structures in the area. No design concepts or program were provided at all for several of the outlot-type users, nor for the side and rear facades of the other structures.

Major elements from the buildings in the commercial phases of Union Village and Plantation Pointe subdivisions, Village Terrace, and the new Union Fire/EMS building can be "extracted" and incorporated into an architectural program for this development. The structures in these nearby developments generally have pitched roof forms, are substantially natural colored brick, are either small in stature or include three dimensional jogs in the building footprint, arcades, or openings to reduce the apparent scale of the larger buildings, and include expressive details (cupolas, arches, precast sills, etc.). By contrast, the in-line strip buildings in particular are fairly monolithic and repetitious, use a substantial amount of EIFS (notably in the sign band area; EIFS is not endorsed by Section 2540, #8 "Architecture"), and they don't include at this concept level details which are taken from the local environment (metal parapet extensions are shown at intermittent locations and are "foreign" to this locale). The two larger retailers ("grocery" and "anchor") in particular have tall and broad facades with little fenestration or three dimensional breaks in the wall planes, and few pedestrian scaled features such as storefront display windows, awnings/arcades (a walk covering is shown for the grocery store), etc., resulting in the proverbial "big box" aesthetic. Several of the buildings which front onto US 42 have linear dimensions of greater than 150 feet, do not front towards US 42, and/or would not have their main entrance on the primary street, all of which are contrary to Section 2540.

A comprehensive architectural program which incorporated the elements identified above from the neighboring developments could be devised for all buildings (and all facades) in this development, and include design review through the normal Union Town Plan procedures (sections 2540 and 2550). This would reasonably fulfill Standard #7 "Architecture" of Section 1514 which states that "a consistent architectural theme shall be provided in planned developments. The theme shall largely use traditional, regionally influenced architectural forms and elements and shall allow variations within it. The architectural theme shall also relate to existing structures on the project site and adjacent sites, especially if such existing structures are historic. The use of architectural guidelines is required for multi-phased projects."

The applicant should address lighting with the Zone Change Committee. The type of lighting Staff would typically recommend for a site with substantial residential adjacencies would probably not be fully effective for the east site due to the large parking area and expanse of the in-line buildings. Also, no type of outside storage/display is indicated on the Concept Development Plan. If the application is approved, Staff recommends that this be formalized into a condition.

Staff is concerned with the potential re-use/redevelopment of the proposed anchor should the building be vacated in the future. This is due to the fact that large vacant retail facilities have their own set of land use impacts, diminish the character of the area, and can be difficult to adapt to other reasonably foreseeable uses. The applicant should be prepared to address this issue at the Zone Change Committee meeting.

3. Open Space: This standard states that "useable open space(s), in an amount over and above setback areas and open areas required by the underlying zone, shall be provided." Section 2540, #3 "Impervious Area" states that no more than 80 percent of the site can be covered with impervious surfaces. In general terms, open space in an amount over the minimum amount that would be required in the proposed underlying C-2 zone will be provided. Amenities for these areas include the amphitheater adjoining the public library, the gazebo/overlook at the southwest corner of the east site, walking path connection at the south side of the site, and the currently unidentified features A and B. Some explanation needs to be given for these features, and Staff suggests that unique, signature elements like a clock or bell tower, be considered. The applicant's narrative states that 68.08% of the east site and 62.3% of the west site are impervious.

4. Multi-Modal Transportation System: Sidewalks are discussed under #1 above. Bike racks are shown at several locations and are required throughout the development by Section 3327 of the zoning regulations. The Transit Authority of

Northern Kentucky (TANK) has commented that it is in favor of incorporating a park and ride facility at this development, and that their experience has shown that parking overlap at peak times would be minimal (2/27/08 letter from Tim Bender, Manager of Planning, is attached).

5. Preservation of Existing Site Features: The recommendation to retain the existing vegetation along the common property line with Union Village Subdivision is discussed above. Otherwise, the type of features described in this standard do not exist on either site, with the exception of a small farm pond at the north end of the east site.

6. Landscaping: Landscape buffering and street trees are discussed above. A landscape sheet was submitted as part of the Concept Development Plan. Based on it's 1"=100' scale and lack of definition for specific plantings overall, Staff views this as a "representational" or illustrative plan versus a formal proposal. There are several aspects of this concept that do not meet the letter of Article 36 as shown (number of trees within islands, provision of building landscaping, etc.), but it could be readily modified to meet said standards. In addition to following the submitted landscape concept and requirements of Article 36, Staff recommends that if the application were approved, street tree type plantings be provided along the main internal drives on the east site and that some sort of building landscaping be provided along the front of the in-line strip (such as street type trees within sidewalk wells). Staff also recommends that some sort of landscape program or guidelines per this standard be devised so that the individual sites within the development will reasonably relate to one another. Related to landscape design, the applicant's narrative commits to providing street lights, street furniture, and underground utilities per Section 2540.

An issue that is pertinent to the landscape requirements is that of platting for the overall development. This can potentially determine buffer yards between individual buildings and could alter specific intensity figures and signage requirements as well; where building sites are defined by on-site drive/roads, the 10' Buffer Yard A perimeter needs to be provided regardless of whether or not the site is a separate platted lot. Except for Outparcels #1 and 2, the entire east site is shown as one lot (office buildings, restaurants, anchor, in-line buildings, etc.). As this is not a practical long term solution, Staff recommends that the various building sites be individually platted, even if they would initially be held in common ownership.

7. Architecture: Recommendations regarding this subject are outlined under #2 above.

8. Historic and Prehistoric Features: The existing house on the east site is not listed in the historic inventory. Matt Becher, Rural/Open Space Planner, would like the opportunity to take photos, possibly create floor plans, and evaluate the structure for salvage before it is demolished.

9. Signage: This standard states that a consistent signage theme shall be provided, that building mounted signs shall be the predominate signage on the project site, and that freestanding signs shall be monument style and of a limited height. Signage shown on the plan for the east site includes a "retaining wall with anchor signage" by the US 42/Old Union Road intersection and a "monument sign" by the US 42/Fowler Lane intersection. No sizes, heights, or design concepts were provided for these two signs. Signage is conceptually shown on the building elevations basically for placement purposes - no sizes, materials, etc., have been indicated for any building mounted signs. Additionally, whether or not any type of monument/freestanding signs are intended for the outlot-type buildings has not been disclosed.

The Union Town Plan Special Sign District (Section 2580) permits "one business entrance sign" at "the major entry points" and goes on further to state that it may be "sixty (60) square feet or split into two (2) signs at a maximum size of 30 square feet each." These signs may be 6 feet high. Section 3413 of the zoning regulations that applies to the proposed underlying C-2 zone permits one architectural freestanding sign for the overall development and smaller monument signs for outlots, although Staff does not endorse the idea of a higher rise sign in this area. Considering these basic facts, Staff recommends that a comprehensive signage program be formulated which outlines all of the various types of signs proposed, their maximum sizes/heights, and basic design concepts which correlate to the architectural program and reasonably meets the substance of the UTP Special Sign District requirements. This program should also address the entry point demarcation outlined in standard #10 "Transportation Connections and Entry Points."

10. Transportation Connections and Entry Points: Other than a pedestrian connection at both the northeast and south ends of the east site (two total), no transportation/street connections are shown on the Concept Development Plan (both sites are "self contained" in this regard). The Union Town Land Use Plan Map illustrates two conceptual roads through the east site which connect to the Arbor Springs Subdivision to the south. Such a connection is physically feasible if the proposal was reworked. Street connections are also mentioned in Section 2540

regarding the UTP design standards. The demarcation of entry points per this standard are discussed in relation to signage above.

11. Conformance with Comprehensive Plan: The Comprehensive Plan is discussed above.

3. TRAFFIC IMPACT STUDY/ROAD SYSTEM

Comments from the Kentucky Transportation Cabinet, District 6 are attached (2/20/08 e-mail from Rob Hans, TEBM - Planning). These comments note:

- A. That a traffic study must be evaluated before the proposed signal at the US 42/Fowlers Lane intersection will be permitted (these comments were received prior to the submission of the applicant's traffic study).
- B. The proposed right-in/right-out access point proposed for the center of the east site can not be granted.
- C. The developer will be responsible for costs or improvements associated with the US 42/Old Union Road and US/42Fowlers Lane intersections such as right turn deceleration lanes and signal hardware.

The traffic study has been subsequently forwarded to the KTC for review and comment. Some e-mail correspondence between the KTC and the applicant's traffic engineer regarding the signal warrant analysis are attached (3/6/08 e-mail from Katie Dillenburger, Bayer-Becker to Kevin Wall). Any further comments received will be forwarded to the Zone Change Committee.

Staff has some comments regarding the submitted traffic study. The table on page 32 compares AM and PM peak hours for 2008 existing conditions, 2010 background conditions, and 2010 total conditions (includes the proposed development). Text on page 32 states "the overall LOS is expected to remain acceptable from 2010 background conditions to 2010 total conditions at key intersections. The overall LOS varies from A to D and the overall delay time varies from 5.0 to 38.6 seconds." Based on the discussion in the study it is apparent that the improvements recommended by the document and those planned by the KTC are assumed to have been constructed (LOS is shown as improving at some intersections for the 2010 total conditions). These include the US 42/Pleasant Valley Road/Gunpowder Road and US 42/Mt. Zion Road improvements discussed on pages 2 and 3 of the study. Although these projects are in the Six Year Plan and tentatively scheduled for 2010 (pp. 36 and 37), this assumption is optimistic and staff recommends that alternate scenarios also be considered for the 2010 total conditions LOS analysis.

This is not even considering that the year 2010 is a very quick horizon for the project build-out, and that the estimated background traffic will likely be greater when final build-out does occur.

The "Recommendations and Conclusions" section (pp. 38-40) includes recommendations to accommodate the 2010 background traffic (aside from the development generated traffic in the 2010 total conditions). Under the heading "US 42 and Old US 42/Wetherington Boulevard" is the recommendation to "extend the westbound right-turn lane on Wetherington Boulevard by 135' (total storage of 275')" - exactly which lane and direction is intended needs to be explained. If this improvement is actually on Wetherington Boulevard, has it been discussed with the City of Florence? This section also includes recommendations to accommodate the development generated traffic. These include signal and turn lane improvements for the two US 42 intersections at Old Union Road, Fowlers Lane, and the proposed site drives (which are the developer's responsibility per the KTC correspondence), and an off-site turn lane extension at the US 42/Pleasant Valley Road/Gunpowder Road intersection. Is the developer committed to constructing the off-site turn lane extension at the US 42/Pleasant Valley Road/Gunpowder Road intersection? Additionally, was the potential need for dual left turn lanes into the east site and any additional turn lanes on Old Union Road for the west site considered?

Staff has several comments on the estimated trip generation. The study considers all of the west site as specialty retail although the plan proposes a freestanding drive-through bank on this site in addition to the retail strip building. Also, the trip generation estimates for the east site consider the office buildings as a separate use, but all of the remaining functions, including freestanding restaurants, were analyzed under the shopping center land use code. While the "shopping center" definition is not very decisive about freestanding restaurants, it is Staff's preferred methodology to calculate single user, freestanding buildings separately with the most definitive land use category, versus a more general one since these planned uses are expressly identified. Additionally, the rationale for the internal capture reductions which are discussed in Appendix C need to be explained (specifically, is any local data available and how reasonably transferrable is the data used to this proposal?).

4. MARKETPLACE HOUSING AND COMMERCIAL IMPACT ASSESSMENT

A market study to support the proposed development was submitted by the applicant. Although Staff finds this moot because the purported availability of a broader-scale market is not a direct land use issue, Staff has the following observations about the document.

- A. The study (pg. 19) claims that between 745,000 and 925,000 square feet of commercial space could be absorbed in the next five years by both this project and the "Union Town Center/Other" (with an average of 150,00 to 185,000 square feet annually). Staff did not identify where this estimate is supported in the document and it is seemingly optimistic when considering other development and redevelopment opportunities north along US 42 towards Florence.
- B. The entire Mall Road area, including the Berkshire property (a vacant, approximately 61 acre site that is zoned C-2), are in the primary trade area identified by the Study (pg. 12). Based on the intensity permitted in the C-2 zone, the entire five year estimate mentioned above could be placed on the Berkshire property alone. In addition, there are other retail redevelopment opportunities along Mall Road.
- C. The study (pg. 8) tries to distinguish that the proposed development is destination/mission/purpose oriented and that the Union Town Center is more "casual retail and entertainment" oriented - this is an assumption not entirely based on the actual permitted uses in the UTC zone. While this is somewhat correct about the intent of the Town Center, it is largely intended to be a working commerce hub with dry cleaners, carry out and sit down restaurants, work-out clubs, offices, etc., for day-to-day consumer and business needs, much like the stated purpose of the proposed development (last paragraph, pg. 11).
- D. The table on page 15 states that there is 1,300,674 square feet of retail in the primary trade area, yet the detailed inventory in the appendix does not list any Florence/Union retail projects. The estimated 745,000 to 925,000 square feet of commercial space mentioned above that could allegedly be absorbed in five years is very significant when compared to the 1,300,674 square feet in the primary trade area noted in the study. This is difficult to accept on face value, although the 1,300,674 square foot figure does appear low (the Mall has approximately 900,000 sf, plus the other sites on Mall Road, US 42, and Mt. Zion Road).
- E. A recurring implication of the study is that a significant share of the market potential should be allocated for this site, with no particular justification for this site over any others. Relative to the study, the applicant's narrative (2nd paragraph, pg. 4) makes the statement that "the 2005 Comprehensive Plan goes on to **suggest**, (emphasis added) 'The US 42 corridor toward Union

will have a mixture of commercial, office, institutional, public facility, sit-down restaurant and retail uses demanded by the demographics and population of the immediate area west and south of Florence.' The proposed Union Mixed-Use Development meets these criteria precisely." Staff has not identified this specific quotation from the Comprehensive Plan, even though it is placed in quotation marks in the project narrative (hence the term "suggest"?). The Business Activity Element does state "the U.S. 42 corridor toward Union will have a mixture of commercial, office, institutional, public facility and residential uses. As defined by the 2000 Union Town Plan, commercial development should occur in neighborhood business district form in specified locations instead of strip style commercial" without the additional verbiage. The applicant's narrative seems to be suggesting that zoning decisions be based on a market analysis.

5. OTHER OUTSIDE AGENCY COMMENTS

Staff has requested written comments on the proposal from the Boone County Engineer, Boone County Library, Boone County Water District, Sanitation District #1, City of Union, and Union Emergency Services regarding service abilities and policies. Such comments have not been received as of this writing. Any written comments received from these agencies will be forwarded to the Zone Change Committee for review.

CONCLUSION

The Boone County Planning Commission and the Union City Commission need to evaluate the proposed zone change in terms of the three criteria necessary for approving a Zoning Map Amendment as stated in Article 3 "Amendment" of the Boone County Zoning Regulations, the Planned Development requirements stated in Article 15 of the zoning regulations, the 2005 Boone County Comprehensive Plan, the 2000 Union Town Plan, and the potential impacts on the existing and planned uses in the area. The Future Land Use Map will need to be amended if this request is approved.

Respectfully submitted,



Kevin T. Wall, AICP
Director, Zoning Services

KTW/dw

attachments:

- location map
- aerial photograph w/ zoning
- Future Land Use Map excerpt
- Union Town Land Use Plan Map excerpt
- topographic map
- 2/27/08 letter from Tim Bender, Manager of Planning, TANK
- 2/20/08 e-mail from Rob Hans, TEBM - Planning, KTC District 6
- 3/6/08 e-mail from Katie Dillenburger, Bayer-Becker
- application materials including Concept Development Plan, project narrative, "Introduction and Summary" and "Recommendations and Conclusions" sections of traffic impact study, and market study (distributed to Planning Commission members only)

BOONE COUNTY PLANNING COMMISSION

Traffic Study
+
Impact Assessment
in folder 292
for #1

EXHIBIT

“B”

The Findings of Fact for Denial stated below were read at the May 7, 2008 Business Meeting and were adopted by the full Planning Commission by a vote of 6-3.

**MIDLAND ATLANTIC/ARLINGHAUS
FINDINGS FOR DENIAL**

May 7, 2008

The requested zone change from RSE/UTO and UNO to C-2/PD for an approximate 54 acre area on both sides of US 42, Union, Kentucky, should be denied for the following reasons.

1. The Comprehensive Plan's Future Land Use Map designates the site as Rural Lands (approximately 27% of the site), Suburban Residential (approximately 22%), High Suburban Density Residential (approximately 20%), Urban Density Residential (approximately 16%), and Commercial (approximately 15%) which includes office uses. The Union Town Land Use Plan Map mirrors the Future Land Use Map's basic land use concept by applying the Green Areas, Single Family Detached, Town Homes, Residential (10 d.u/acre), and Office designations in basically parallel locations. The Comprehensive Plan's Land Use Element text ("Union Area," pg. 146) states "the plan's (Union Town Plan) recommendations are shown on the 2030 Future Land Use Map." Thus, the text of the Land Use Element does not give wholesale discretion to abandon the direction given by these maps.

The proposal in question is for a regional scale strip commercial project with outlots, whereas both maps contemplate the site substantially for various types of residential uses, with an incidental area specifically for office uses per the Union Town Land Use Plan map. Neither map gives credence to a wide range of commercial uses or commercial type structures across the entire site.

2. Both the Comprehensive Plan and Union Town Plan discuss the issue of regionally oriented retail in general and the location of commercial uses in the US 42 corridor in various contexts. The Land Use Element says that "regionally-oriented growth should be confined to Mall Road and Houston Road, and should not expand on to U.S. 42, KY 18 or Hopeful Church Road" ("Florence Commercial Area," pg. 144) and "this section should experience considerable residential growth due to Union's current residential nature, growth associated with the City of Florence, and improvements to U.S. 42" ("Union Area," pg. 146). The applicant has contended that the proposal is for a neighborhood commercial center because it is intended to serve residents within a 6 to 10 minute drive time. Although this may be the intent, the development will undoubtedly attract customers from beyond this range, particularly as the development is of the size and scale of similar developments along Mall Road and Houston Road which are characterized as regional by the Comprehensive Plan. The development proposes approximately 418,000 gsf on 54 total acres including a 133,000 gsf anchor - this is larger than several comparable developments on Mall Road and Houston. The plan layout of the proposal is also very comparable to a number of multi-building/multi-tenant commercial developments in these other areas. In short, irrespective of the intended market,

the development would be "regionally-oriented" based on its physical traits and resulting character. Additionally, traffic data supplied by the applicant indicates that 48 percent of the traffic that would be generated by the development would be coming from the east, meaning that approximately one half of the traffic attributable to this project is not "pass by" but is new traffic that would affect this section of US 42.

The Land Use Element continues by stating "mixed-use development, that has commercial uses focused along U.S. 42 and that has varying types of residential uses, should occur to the southwest of this intersection (US 42/Pleasant Valley Road) on both sides of U.S. 42. The intensities of these commercial uses, in terms of building intensities, the size and style of individual structures, and the range of uses permitted, should begin with a broader range of commercial uses near the intersection and gradually decline to smaller-scaled office and institutional uses in the vicinity of Farmview Subdivision and the Florence/Union corporate boundary. Creative building layout and orientation should be used in lieu of strip-style commercial development, and Planned Development Overlay Districts should be utilized. All development in this area should be viewed as part of an entryway to both the Cities of Florence and Union" ("Pleasant Valley-West Florence Area," pp. 145 and 146). The subject site is in the vicinity of the Florence/Union corporate boundary. Instead of the range of commercial uses declining to smaller-scaled institutional uses to this area from the US 42 intersection, this proposal creates the opposite effect, with the range of uses and building sizes dramatically increasing on this site. This quoted text is reinforced by the Future Land Use Map and Union Town Land Use Plan Map which show commercial uses generically and office uses specifically in the northeast corner of the east site adjoining the public library, and various types of residential uses on the majority of the remaining property.

The Business Activity Element ("Recommended Areas of Commercial Activity," pp. 63 and 64) provides similar language by stating that "the land surrounding the U.S. 42 area, southwest of Florence, will experience additional commercial growth towards the City of Union, but should be done on a smaller scale to mitigate any adverse impacts and to be compatible with surrounding land uses and densities. The U.S. 42 corridor toward Union will have a mixture of commercial, office, institutional, public facility and residential uses. As defined by the 2000 Union Town Plan, commercial development should occur in neighborhood business district form in specified locations instead of strip style commercial." Again, the proposal is for a much larger scale development versus smaller scale as sought by the Element. The proposal includes over 400,000 square feet in what are largely linear buildings which stretch almost 2,000 feet across the rear of the site, with a parking lot that has over 2,000 spaces and whose central area in front of the main buildings is roughly 500 feet by 1,500 feet. In short, the configuration and character of the development is that of a stereotypical strip center, a fact which can not be altered by improved cosmetics.

The text of the Union Town Plan (pp. 2- 4) reinforces these basic points by stating "a conscious effort has been made through the Union Town Plan to concentrate future commercial activity into a viable town center and to avoid typical strip-style commercial uses along the realigned U.S. 42 arterial route" and "planned commercial uses are intended to be local and not regional in scale."

3. The application fails to adequately meet all pertinent aspects of Section 1514 "Planned Development Standards" in the zoning regulations. Although the agreed conditions address several of the detailed design issues raised under this section, the overall project is incompatible with the adjoining sites based on its size, scale, arrangement, uses, that it does not provide any vehicular inter-connectivity with neighboring sites, and does not meet the Comprehensive Plan as discussed above. The scale of the retail uses are not compatible with the neighboring uses. The proposed retail uses are similar to what is found along Mall Road and Houston Road, and near I-75. Therefore, the proposal does not fulfill standards #2 "Compatibility of Uses," #10 "Transportation Connections and Entry Points," and #11 "Conformance with Comprehensive Plan." Similarly, the proposal does not meet a number of expectations noted on the Union Town Land Use Plan Map and in Section 2540 "Design Requirements for UTC, UC, and UNO Zoning Districts," which outlines development standards for commercial and office uses in the Union Town Plan area.
4. A market study to support the proposed development was submitted by the applicant. Although several issues were raised in the Staff Report regarding this document, the document is moot because it can not justify a development that does not agree with the Comprehensive Plan.
5. No facts which legitimately support a finding that the existing zoning classification is inappropriate at this time and that the proposed zoning classification is appropriate have been identified. Regardless of comments made by the applicant, the residential uses planned for the site are appropriate uses which are compatible with the adjoining properties and which contribute to a transition of uses along US 42. The proposed commercial development is not appropriate based on its size, scale, range of uses, physical arrangement, and incompatibility with the neighboring properties as discussed above.
6. No facts which legitimately support finding that there have been major changes of an economic, physical, or social nature not anticipated in the recently adopted comprehensive plan that substantially alter the area's character have been identified.

This Committee Report was read and a motion for approval was made and failed by a vote of 6 Against and 3 For the request. The Findings For Denial were presented to the full Planning Commission and Adopted by a vote of 6 to 3.

#1

ZONE CHANGE/CONCEPT PLAN COMMITTEE REPORT

TO: Boone County Planning Commission

FROM: Kim Bunger, Chairman

DATE: May 7, 2008

RE: Request of **Midland Atlantic Development Co., LLC (applicant)** for **Arlinghaus I, LLC successor by merger with Arlinghaus Builders, Inc. (owner)** for a Zoning Map Amendment from Rural Suburban Estates/Union Town Overlay (RSE/UTO) and Union Neighborhood Office (UNO) to Commercial Two/Planned Development (C-2/PD) for a 51.079 acre site located on the south/east side of US 42 at 8921 US 42, to the west and southwest of the Boone County Library Scheben Branch at 8899 US 42, to the west of Union Village Subdivision, and across US 42 from the Old Union Road/US 42 and Fowlers Lane/US 42 intersections, Union, Kentucky; and a Zoning Map Amendment from Rural Suburban Estates/Union Town Overlay (RSE/UTO) to Commercial Two/Planned Development (C-2/PD) for a 3.6643 acre site located on the southwest corner of the Old Union Road/US 42 intersection and to the east of the Villas of Fowler Creek development, Union, Kentucky. The request is for a zone change to allow retail, office, restaurant, and public space uses for a total 54.7433 acre area.

REMARKS:

We, the Committee, recommend approval of the above referenced request based on the following findings of fact and with the following conditions.

FINDINGS OF FACT

1. The Committee has concluded that the proposed Zoning Map Amendment is in agreement with the Comprehensive Plan and Union Town Plan due to the following reasons.
 - A. The Comprehensive Plan's Future Land Use Map designates the site for Rural Lands, Suburban Residential, High Suburban Density Residential, Urban Density Residential, and Commercial uses. The Union Town Land Use Plan Map designates the site for Green Areas, Single Family Detached, Town Homes, Residential (10 d.u./acre), and Office uses in basically parallel locations as the comparable designations on the Future Land Use Map. Although much of the site is designated on the maps for various types of residential uses, the submitted Concept Development Plan does include

office and commercial uses, and substantial green areas, as shown on these maps. The Committee has concluded that the maps are flexible enough to eliminate the designated residential uses based on other aspects of the Comprehensive Plan and additional findings as explained below.

- B. The Business Activity Element ("Recommended Areas of Commercial Activity," pp. 63 and 64) states that "the U.S. 42 corridor toward Union will have a mixture of commercial, office, institutional, public facility and residential uses." This proposal, in combination with the adjoining public library and residential developments, creates this stated of mixture of uses. This section also states that "commercial developments along KY 18 and U.S. 42 west of Mall Road should not be regionally oriented nor should they attract additional traffic, but rather be served by the existing or future population of the area." As demonstrated by the submitted market study, the development will serve residents within a 6 to 10 minute drive of the site, thereby making it a local destination versus serving regional needs. The submitted traffic study has demonstrated that levels of service in the area will stay the same with this development or actually improve with planned improvements.

This section of the Business Activity continues by stating that "commercial developments that occur in the KY 18 and U.S. 42 corridors should be limited in scale (e.g. building, intensity, use, etc.) and clustered to serve growing residential neighborhoods. Planned Unit Developments should be encouraged so that commercial construction is incorporated within new residential areas and designed properly." The proposed development uses the Planned Development overlay zone and is designed as a stand-alone development which will be extensively buffered from adjoining residential areas and uses design elements which relate the project to the area at large, including a common architectural theme, street trees, board fencing along the road frontages, and extensive yard areas along US 42. The proposal agrees with comparable statements made by the Land Use Element ("Pleasant Valley-West Florence Area," pp. 145 and 146) for the same reasons explained herein.

- C. The Union Town Plan (pp. 2 and 3) states "the commercial uses that will occur in the future in this area will serve the surrounding development, and will not face the demand to be regional in scale like some areas in Florence." As explained above, the development will be a local versus regional draw. This same section of the Plan discusses the provision of commercial nodes and an "open appearance" along US 42. The proposed development serves as a commercial node, as it is surrounded by existing or approved development, thereby prohibiting a continuous progression of commercial development southward along US 42. It is not located in proximity to I-75, which has been the norm for regionally-oriented retail uses. Regarding an open appearance along US 42, the proposal includes substantial green

areas and smaller, intermittent structures along US 42, with the larger structures placed toward the rear of the site on the east side of the road.

Several parts of the Union Town Plan (pp. 2 - 4) discuss the creation of a town center focused on the intersection of US 42 and Mt. Zion Road. The market study submitted by the applicant concludes that there is sufficient market for both this development and the town center, and that they will serve two different sets of needs.

- D. The Committee has concluded that the proposal with the agreed conditions is in agreement with the applicable Future Land Use Development Guidelines as described in the Comprehensive Plan and the Goals and Objectives. The Land Use Element's "Future Land Use Development Guidelines" include several provisions that pertain to this proposal which are quoted in the Staff Report. These include transportation improvements, mitigation of impacts such as light and noise through the use of specified light standards and delivery/loading hours, landscaping and streetscape improvements, signage, and architectural design which relates to other structures in the area. These basic tenets are also discussed in the Goals and Objectives.
2. The Committee has concluded that the existing zoning classification is inappropriate and that the proposed zoning classification is appropriate. Based on testimony provided at the Public Hearing, the Committee has concluded that the residential uses that have been designated for this property, which are largely attached and/or multi-family, are better served in the planned town center versus a site that is approximately one mile away from it. The applicant has represented that these residential uses are approximately 2 percent of the dwellings planned in the Union Town Plan area. The proposed commercial uses will serve immediate neighborhood needs and be designed in a manner which complements the adjoining uses as explained above.
 3. The Committee has concluded that the Concept Development Plan, coupled with the agreed conditions, fulfill the applicable requirements of Article 15 "Planned Development District" of the Boone County Zoning Regulations.
 4. The Committee has concluded that the attached conditions are necessary to achieve consistency with the specific goals, objectives, and policies of the 2005 Boone County Comprehensive Plan and the Union Town Plan. The Committee has also concluded that the attached conditions are necessary to mitigate any foreseeable community impacts that may be created by the development. The property owner has signed a letter demonstrating agreement with these conditions.

CONDITIONS

1. The proposed development shall follow the submitted Concept Development Plan except as modified by the conditions stated below. All generally applicable conditions outlined herein shall apply to the sites on both sides of US 42 that are parts of this application.
2. The developer will attempt to acquire the widened right-of-way area on the southwest corner of the US 42/Old Union Road intersection from the Commonwealth of Kentucky. If acquired, this area will be used for monumentation which meets the applicable zoning requirements and a right hand turn lane from Old Union Road onto US 42 at the developer's expense, subject to approval by the Kentucky Transportation Cabinet.
3. If the proposed right-in/right-out access is not approved by the Kentucky Transportation Cabinet, the turn lanes at the US 42/Old Union Road and US 42/Fowlers Lane intersections shall be upgraded as necessary to accommodate the additional traffic flow.
4. If not constructed by the Kentucky Transportation Cabinet by the time that the first phase of the development is open to the public, the developer shall construct at their own expense a right hand turn lane from Pleasant Valley Road onto west/south bound US 42 toward the project site, and a right hand turn lane from Gunpowder Road onto east/north bound US 42 toward I-75. These improvements are subject to, and contingent upon receiving, the approval of the Kentucky Transportation Cabinet.
5. The development shall follow the normal landscaping requirements in Article 36 of the zoning regulations and in the Union Town Plan. Additionally, regularly spaced street trees shall be provided along the main internal drives in the east site. Berming shall be provided along US 42 where parking adjoins the road.

All landscaping and buffering shall be installed with Phase 1 of the development except for the plantings immediately around the restaurant sites. Board, horse style fencing shall be provided along the entire US 42 frontages, and around the restaurant sites until they area developed.

The developer will work with adjoining residential neighbors individually to resolve any buffer yard issues in the field after initial construction has concluded. Any of the rear fencing adjoining the lots in Union Village Subdivision will be replaced by the developer if damaged during construction, or if requested by a neighboring property owner.

6. A park and ride facility and bus lane will be provided in the restaurant core. The developer shall construct a shelter at the park and ride facility which architecturally relates to the other structures in the development.
7. The Boone County Library Scheben Branch building shall be used as an architectural example for all structures in the development through the use of comparable materials, colors, and detailing. Architectural forms from the library building shall be used as appropriate for the specific proposed building. All buildings shall be "four sided" with no unfinished elevations. For the in-line buildings on the east side of US 42, it is contemplated that the rear of these buildings will have a level of finish that is less than the front, but will still have an architectural appearance; i.e., split-faced block in lieu of painted block, use of different colors and textures in lieu of one continuous bland texture and color, etc. Buildings in the development shall be subject to the formal Union Town Plan Design Review process through the Planning Commission. Except for behind the in-line buildings, dumpster enclosures shall match the buildings they serve through the use of common materials and design details.
8. "Gas light" type lamp fixtures shall be used throughout the development for pedestrian and common areas. Shoe box style fixtures on masts which are 32 feet high maximum shall be used in parking and vehicular areas, except to the rear of the in-line buildings where lighting will be provided with a combination of wall packs and freestanding fixtures that do not exceed 12 feet in height. All lighting shall be directed away from adjoining properties.
9. An architectural sign package for handicap parking and traffic regulatory type signs shall be used throughout the development.
10. Design elements/special pavement shall be incorporated throughout the pedestrian walk system.
11. The final design of the amphitheater shall be subject to approval by the Planning Commission.
12. A 24 hour local phone number will be available for neighbors to report maintenance and operations issues with the development.
13. A 60 square foot monument sign will be permitted at both of the major entry points into the development, and a 30 square foot monument sign will be permitted on each outlot. All monument signs shall be limited to 6 feet in height and shall follow the architectural program for the development. Building mounted signs shall follow the normal signage requirements for the underlying C-2 zone.

14. The following uses shall not be permitted in the development, or further restricted as explained.
 - A. Convenience stores (C-1 principally permitted use #6)
 - B. "self service" shall be eliminated from the "laundry, dry cleaning and dyeing services including self-service" category (C-1 principally permitted use #17).
 - C. Funeral homes and crematoriums excluding cemeteries or mausoleums (C-1 principally permitted use #33, O-1 principally permitted use #26).
 - D. Bowling alley, skating rinks, rolling skating rinks, miniature golf courses, golf driving ranges, and skateboard facilities (C-2 principally permitted use #29).
 - E. "Motorcycle sales" shall be eliminated from the "motorcycle sales or bike shops excluding outside storage" category (C-2 principally permitted use #31).
 - F. Churches, synagogues, temples and other places of religious assembly for worship (C-2 principally permitted use #32).
 - G. Gasoline filling stations (C-2 principally permitted use #36), or any retail sales or motor fuels.
 - H. Pawn shops (C-2 principally permitted use #34).
 - I. Outside storage or display (accessory use #6).
 - J. "Drive-up photo finishing services" shall be eliminated from the "drive-up photo finishing services and automatic teller services" category (accessory use #7).
 - K. "Indoor target ranges" shall be eliminated from the "indoor target ranges and similar athletic uses" category (accessory use #8).
 - L. Recycling collection points (accessory use #9).
 - M. The rental of trucks and trailers (accessory use #11).
 - N. "Drive-through facilities" for restaurants shall be eliminated from the "drive-through facilities operated in conjunction with a permitted use, and which are conducted in accordance with Section 3155" category (accessory use #12). This restriction does not apply to the drive-through coffee shop shown on the Concept Development Plan.
 - O. Automotive repair facility and wash services for vehicles (conditional use #1).
 - P. Small scale sales or leasing of new and used motor vehicles requiring the storage of no more than fifty (50) vehicles on the premises (conditional use #3).
 - Q. Small scale sales or leasing of new and used recreational vehicles requiring the storage of no more than fifty (50) vehicles on the premises (conditional use #5).
 - R. Mini-warehouses or storage facilities (conditional use #6).

15. The multi-tenant building for the site on the west side of US 42 shall follow the normal 50 foot minimum rear yard setback requirement for the underlying C-2 zone.

A copy of the Public Hearing minutes accompanies the findings and recommendation serving as a summary of the evidence and testimony presented by the proponents and opponents of this request. Attached is the signature page for the Zone Change Committee Vote.

**BOONE COUNTY PLANNING COMMISSION
BOONE COUNTY ADMINISTRATION BUILDING
FIRST FLOOR FISCAL COURTROOM**

**March 19, 2008
7:30 P.M.**

PUBLIC HEARINGS

Commission Members Present: Mrs. Arnett – Secretary/Treasurer, Mr. Breetz, Mr. Bunger, Mrs. Llambi, Mr. McMillian, Mrs. Poston - Chairwoman, Mr. Patrick Reynolds, Mr. Rolfsen – Vice Chairman, and Mr. Schwenke.

Staff Members Present: Mr. Kevin Costello, AICP, Executive Director; Ms. Jan Hancock, Secretary; Mr. David Geohegan, AICP – Director, Planning Services; Mr. Todd Morgan, AICP, Senior Planner; and Mr. Kevin Wall, AICP, CDT – Director, Zoning Services.

Legal Counsel Present: Mr. Dale Wilson

Mrs. Susan Poston, Chairwoman, called the meeting to order at 7:43 PM and introduced the first item on the Agenda:

Applicant: Midland Atlantic Development Co., LLC for Arlinghaus 1, LLC successor by merger with Arlinghaus Builders, Inc. (owners)

Request: Zoning Map Amendment

The request of Midland Atlantic Development Co., LLC (applicant) for Arlinghaus 1, LLC successor by merger with Arlinghaus Builders, Inc. (owner) for a Zoning Map amendment from Rural Suburban Estates/Union Town Overlay (RSE/UTO) and Union Neighborhood Office (UNO) to Commercial Two/Planned Development (C-2/PD) for a 51.079 acre site located on the south/east side of U.S. 42 at 8921 U.S. 42, to the west and southwest of the Boone County Library Scheben Branch at 8899 U. S. 42, to the west of Union Village Subdivision, and across U.S. 42 from the Old Union Road/U.S. 42 and Fowlers Lane/U.S. 42 intersections, Union, Kentucky; and a Zoning Map Amendment from Rural Suburban Estates/Union Town Overlay (RSE/UTO) to Commercial Two/Planned Development (C-2/PD) for a 3.6643 acre site located on the southwest corner of the Old Union Road/U.S. 42 intersection and to the east of the Villas of Fowler Creek development, Union, Kentucky. The request is for a zone change to allow retail, office, restaurant, and public space uses for a total 54.7433 acre area.

Following an explanation of the Public Hearing process, Mrs. Poston asked for the Staff presentation.

Staff Member Kevin Wall presented a summary of the Staff Report which included a Power Point presentation (see Staff Report). Anyone who would like a copy of the market study mentioned in the Staff Report should contact the Staff Office (see Exhibit 1). Mr. Wall submitted an email received from Joan Church after the Staff Report was prepared (see Exhibit 2).

Mrs. Poston asked for the applicant's presentation.

Attorney Gerald Dusing, a resident of Union, stated that this proposal is not for a regional commercial development -- it is for an area within a 6 – 10 minute drive time from the development. The proposal conforms with the goals and objectives and overall vision of the City of Union. The development will jump start the Union Town Plan. He introduced the applicant's team: Mr. John Silverman, a principal with Midland Atlantic; Mr. Gil Whitacre, with Bayer-Becker Engineers (they were involved with Crestview Town Center); Ms. Katie Dillenberger will present the Traffic Impact Study. She did the Dixie Highway Study for the cities of Covington, Park Hills, Fort Wright, and Fort Mitchell, as well as the comprehensive planning for traffic improvements for IKEA in West Chester; Candice Klein representing Property Advisors -- they worked for the H.M.Dawson Company on the Banks Project in Cincinnati and they do consulting for The Drees Company, The Fischer Company, and the cities of Erlanger and Cincinnati.

Mr. John Silverman, Managing Principal, Midland Atlantic Development Company, 8044 Montgomery Road, Cincinnati, OH 45236, stated that they started talking to Mr. Arlinghaus and Mr. Schroder in the summer of 2006 and they met with Kevin Costello, Kevin Wall and Dave Geohegan in June 2007. They also met with elected officials in Union and property owners adjacent to the site. They went to Indianapolis with Planning Commission Staff members and Tim Williams to view similar projects. Reviewing Power Point presentation (see Exhibit 3), he stated that they have been building shopping centers for 26 years. They do a lot of multi-use and town center projects. They have done projects "from South Dakota to South Carolina and Michigan to Mississippi". They have received awards and recognition for design elements of their projects. They have received awards from cities and other organizations in the industry. He stated that they do not build strip centers. He presented slides of a project in North Carolina, for which they received design awards, which is similar to the proposed project. He noted large pedestrian areas and sidewalks that are 30' – 40' wide as opposed to 10' – 12' wide sidewalks in strip centers. He stated that they have nice entry areas – they do not have McDonald's restaurants on outlots at the corners of their projects. Restaurants are an important part of their projects. There is a significant lack of sitdown restaurants in the Union market and they have agreed not to have fast food restaurants at this location. He presented renderings of the Target in

Florence, which is the closest Target store to this location. The Target stores they do are a newer prototype with nicer architectural features. He presented a rendering of the Target store they did in West Chester. He stated that the closest thing to what they propose in Union would be the Crestview Mall project. He stated that on their plan they have an arcade/arboretum area about the size of a backyard on the end closest to the library and there will be book readings, magicians, or someone playing a guitar out there at times. It was placed in that location so that the library could use it. He stated that the Union Town Center project and this project rise or sink together. They will feed on each other. He presented a slide of an 80-acre project that opened last week in North Carolina that is similar to the town center project they saw in Indianapolis. The project has 120,000 square feet of retail space, 125,000 square feet of Class A office space, 300 apartments, and 120 townhouses. He stated that they are big supporters of the Union Town Center concept and they are interested in pursuing the Union Town Center project. He stated that there are three segments to the proposed project:

- 80,000 square feet of Class A Office Space (Union is lacking in Class A Office Space)
- The restaurant core area (sit-down restaurants which overlook a series of ponds/water features)
- The retail core area with Target and a 100-foot wide buffer with a tremendous amount of landscaping and a berm.

They view the project in three separate layers:

1. First Layer: Along U.S. 42 with buildings along the street and parking in the back. A 30-foot buffer along the frontage with heavy landscaping and a white horse fence along the road.
2. Middle Layer: The center spine road that starts at the amphitheatre and ends in the residential subdivision being built by Arlinghaus/Schroder. It is a tree-lined street with platform areas to calm traffic and add architectural features.
3. Last Layer: The back of the project with a 100-foot wide buffer (more than 8 acres in size) that surrounds the project.

Mr. Silverman stated that there are about ten acres of buffer in the approximate 50-acre project. About 20% of the site is buffer area (not including landscaping in the parking lot and sidewalks). He presented the view from U.S. 42 into the project and stated that they do not want large buildings seen from the street. He stated that the site is about eight feet above U.S. 42 and the 30-foot landscape buffer provides a visual barrier. He presented a view of the southernmost entrance where there is a glimpse of Target in the background. He indicated the location of Starbucks coming into the site, the white split rail horse fence and water features. He stated that when entering from U.S. 42, people will see the landscaping along the spine road and the buildings in the background. He stated that at the entrance closest to the library, people will see the office building (the design of which needs work), a water feature, and the first sitdown restaurant. He stated that the sense of arrival in their projects is significant. They want people to see landscaping and wind their way around to get back to the commercial elements. He stated that each of their projects adopts a local cause as a charity

endeavor. They spent \$250,000 in West Chester for a VFW memorial with a fountain and they donate \$5,000 a year to a scholarship fund for returning veterans. He stated that Target is a good corporate citizen and donates more than \$3 million a week to local causes. In 1997, they launched a project to support local school districts that shop at Target – customers can designate the school to which 1% of their sales will go. He stated that they look forward to the Committee process and several more neighborhood meetings, including neighborhoods not necessarily adjacent to the project. He offered to answer any questions.

Mr. Gil Whitacre with Bayer-Becker Engineers, 209 Grandview Drive, Fort Mitchell, stated that there is adequate infrastructure for the site. In addition to the realigned U.S. 42, there is provision for water lines in the area. A water transmission main extends from the north end of U. S. 42 and has a 12-inch stub, which is adequate to serve the development. Sanitary sewer is being extended toward the site from the Arlinghaus development to the south and it runs down to a 36-inch trunk line. The Sanitation District has indicated that there should be capacity for this project. He noted the water features and retention ponds indicated on the plan. He stated that the site currently drains from the western edge (Braxton Drive) toward U. S. 42 and through a series of culverts that run under U.S. 42. They will be able to provide stormwater detention and retention. There will be a detention basin between the buffer area and the Target store. The detention basins will be designed to meet or exceed the Sanitation District requirements and the Boone County Subdivision Regulations. He stated that the proposed buffer yard along the existing residences on Braxton Drive extends around the southern edge and abuts up against the Arlinghaus development. He presented line of sight profiles. He stated that from the second story of an existing residence along Braxton Drive the line of site is deflected over the top of the proposed buildings. They have tried to achieve that line of site all along the common property line with the residences on Braxton Drive. He presented a line of sight profile done at the northern end close to the library, at the middle of the site, and closer to the southern end of the site near the Target building. He indicated the property line and the development side and the residential sign, he noted the 100-foot buffer area with Buffer Yard D plantings. He presented the sight lighting plan. He stated that a photo metric plan is included in the packet. The lighting levels are at zero at the property lines. He stated that the site has good access from U.S. 42. All the parking requirements are met. They will meet all the Code requirements for sewer and water and stormwater design. They will exceed Code requirements for the perimeter buffer.

Ms. Katie Dillenberger with Bayer-Becker Engineers stated that they completed the traffic study for this project (see Exhibit 4). They met with the Kentucky Transportation Cabinet and the Boone County Planning Commission Staff to determine the requirements and criteria of the study. Based on those meetings, they evaluated the intersections of U.S. 42 and their site access points and the intersections on U.S. 42 from Mt. Zion Road to Pleasant Valley Road. She presented a Power Point slide of the road improvements needed for the proposed

development and the levels of service at the intersections with those improvements. Level of Service A indicates a delay of less than 10 seconds and Level of Service F indicates a delay of 80 seconds or more. An acceptable level of service is D or better (Level of Service D indicates a delay of 35 – 55 seconds). She reviewed the table showing Levels of Service on Page 29 of the Traffic Study. She stated that they meet the criteria of the Kentucky Transportation Cabinet and the Planning Commission.

Ms. Candice Kline with Property Advisors, 425 Walnut Street, Cincinnati, Ohio, is Project Manager for the Communities Practice. They were hired by Midland Atlantic to do an independent observation of the demand for the Galleria at Union and the Union Town Center. Reviewing a Power Point slide, she stated that they looked at how far people would drive to come to the site. They looked at the Galleria at Union from a 6 – 10 – 15 minute drive time, but within the 15-minute drive time, there is Florence Mall and the Target anchor retail center on Houston Road. They could not expect the demand to come from a location that already has a Target and, therefore, they focused their analysis on a 6 – 10 minute drive time. The compiled demographic information within the 6 – 10 minute drive time using U.S. Census Bureau statistics and housing data provided by the county. They found that Union is unique in its demographics – 47% of the residents over the age of 25 have a college degree (42% within the 6-minute drive time). The median household income in the City of Union is above \$90,000 (in greater Cincinnati it is below \$50,000). They looked at household growth projections over five years and vacancies within the 6- and 10-minute drive times. They believe that 75% of the population within the immediate area of the Galleria of Union can be captured. They found 745,000 to 925,000 square feet of demand for commercial space along the U.S. 42 corridor in the City of Union over the next five years. There is more demand within the 10-minute drive time, which they did not capture because other locations will take some of that demand. That is an average of 150,000 – 185,000 square feet per year of commercial space. Beyond the Galleria at Union, they found demand for 50,000 – 100,000 square feet of office space and 170,000 – 270,000 square feet of additional retail space over the next five years, and 90,000 – 120,000 square feet of additional restaurant space. She stated that only 30,000 square feet of restaurant space is planned at the Galleria at Union. They concluded that Union has a strong, stable, affluent, and educated growing demographic. There is a demand for upscale goods and services. She stated that there is a difference between the Galleria at Union and the Union Town Center in the overall experience -- people go to Target to buy household goods, but they go to a town center to walk their dog, go to a café, and walk back to their apartment. She stated that there are currently very limited retail options for the residents of Union and there is demand for both developments to meet the needs. She stated that the Galleria creates a presence for the City of Union – people will know when they reach the City of Union. They believe the Galleria meets the Goal of a gateway for the City of Union. She stated that a small retailer or restaurant locating in the town center is a great idea in concept, but they want to be guaranteed that they will have customers. The

Galleria at Union will create the retail activity and residents will be in the area – there will be people driving and walking past the Union Town Center, creating the ability for small retailers to keep their doors open. She stated that they are not trying to open small neighborhood-serving retailers in the Galleria at Union – those uses are specific to the Union Town Center. The centers are two different experiences and they can be successful together based on the demand within the City of Union.

Mr. Dusing stated that there are basic misunderstandings – when this project was first discussed with the Planning Commission Staff and Union City Council the immediate reaction was “we don’t want anything to hurt the Union Town Center vision”. He stated that the letter from the Boone County Businessmen’s Association (attached to the Staff Report) came to a conclusion without any facts. He stated that the proposed project comports with the spirit and the letter of the Comprehensive Plan. It will be a catalyst for the Union Town Center. He stated that the point of Property Advisor’s study was to show that there is significant demand in the immediate community for goods and services above what the Union Town Center could handle. He stated that the Union Town Plan and the Boone County Comprehensive Plan together say that land uses along the U.S. 42 corridor must complement Union’s vision for a community-oriented development and be complementary to -- not detrimental to -- the Union Town Center. He stated that this development is not a strip center. It is not similar to Mall Road. It is a stand-alone community development designed to serve the community within a 6 – 10 mile drive time. He stated that Target is not regional draw. He stated that people living in Union drive by this site everyday to go to the other side of Florence for these types of goods and services. This plan takes out over 200 units of multi-family that the Union Town Plan Land Use Plan and the Comprehensive Plan envision for this site – but we do not need another 200 apartments at the gateway to Union. Multi-family needs to be integrated into the Union Town Center, which is the type of Union Town Center discussed in the text of the Plan. He stated that the criteria is on Page 63 of the Boone County Comprehensive Plan and it is in the Staff Report. He quoted “*commercial developments along U.S. 42 west of Mall Road should not be regionally oriented nor should they attract additional traffic*”. He stated that it was shown that in the 6 – 10 minute drive time, the Levels of Service are the same or they improve. He stated that the demand is there for people within the immediate vicinity. He quoted “*should be served by the existing or future population of the area – a mix of commercial, office and residential uses along with limited access should be encouraged*”, which is exactly what they have. He quoted that “*the land surrounding the U.S. 42 areas southwest of Florence will experience additional commercial growth towards the City of Union*”, and that is what they have. He quoted “*the U.S. 42 corridor toward Union will have a mixture of commercial, office, institutional, public facility, and residential uses*”, and that’s what they have. He quoted “*Planned Unit Development should be encouraged so that these commercial clusters should not function as an extension of Florence and Mall Road, but as distinct units serving the Union area*”, and that’s what they have. He stated that

the Comprehensive Plan is confusing. The 2005 Land Use Map says that about a third of the site is commercial and almost two-thirds of the site is multi-family with a strip of single-family in the back where the buffer yard is proposed, and the text says that the Union Town Plan should be considered for the City of Union. However, the Union Town Plan shows the site as about one-third office, 15% commercial, and 200 units of multi-family and a small strip of single family. The proposal comports with both plans, except that it displaces over 200 apartment units – and they need to be at the Union Town Center site for it to work. He stated that the Galleria at Union proposal reflects the retail, office and restaurant components of the 2005 Comprehensive Plan and the office component of the 2000 Union Town Plan. He stated that what you see when driving by on U.S. 42 is a town center – you see the green space, water features, office, and restaurants with parking in the back. He stated that the amphitheater was in the center of the site, but the library wanted it next to them so they located so that it could be used as part of the library. He stated that the retail is in the back and can hardly be seen from U.S. 42. He stated that this project is a \$55 million investment and involves no new residents, no new school children and no new traffic. It incorporates the Union Town Plan design goals, it is community oriented in purpose and scale, and it is specifically designed for the 6 – 10 minute drive time. The development will serve the dire needs of the people in this area of the county. It is no more regional than the Kroger's next door. He stated that people in the area need restaurants – they have to drive to Houston Road for a sitdown meal. He stated that the reasons to approve this plan are in the Comprehensive Plan and the Union Town Plan. This project will jump start Union's vision of what it wants to be. This concluded the applicant's presentation.

Mrs. Poston asked if there was anyone else present who wished to speak in favor of the request.

Mr. Bob Schroder, a resident of Walton who works for Arlinghaus Builders in Edgewood, stated that they like this project and it met every concern they had for the property. Arlinghaus Builders has a big investment in this 50 acres and in the 200 homes they built in the adjacent Arbor Springs community. About 100 homes are still to be built in Arbor Springs just to the south of this project. They also have the Westbrook community to the southwest that will have 300 homes and are involved with the Fischer project between Longbranch Road and Hathaway Road. He stated that this is a much nicer project than 200 apartment units on the site. They have a great interest in making sure the project is done right. He stated that people will not be able to see the buildings from Braxton Drive – they will not even know that they are there – which is very important to them. He stated that there was concern that the project would lead to strip centers all the way down U.S. 42 and it will not. He stated that to the immediate south is Arbor Springs and next to it is Harmony (Drees subdivision), so there is good separation from the Union Town Center. He stated that people love the schools and the area – but they need restaurants and local shopping. This project provides

exactly what they are looking for – and currently they have to drive past this site and go up to Houston Road.

Ms. Jean Mathena, 2322 Antoinette, Florence, stated that it is a beautiful area, but it lacks quality shopping. They have to go to Kroger's for everything – or spend \$3 or \$4 in gas to drive somewhere else to pick up a \$1.59 item. She stated that Kroger's draws from the immediate area. She lives in Orleans and the people there and in the area need quality shopping and a place to buy things without driving a long way. She would like to have local shopping and be able to eat out without going to McDonald's. She feels that the project works with the vision of Union.

Mr. Joe Bloom, 10655 Aspen Place, Union, owner of Learning Express (located next to Kroger's on U. S. 42), stated that this project would provide the amenities they need. Sitdown restaurants are needed. This project is a beautiful neighborhood shopping center and it gives Union a presence. It is a visionary view of what Union can be. As a business owner, he hopes to be a part of this development. Learning Express is a neighborhood toy store and they draw customers from Union, Walton and Florence. They also have a store in Crestview Hills and that development has a larger attraction area. They have a surprising number of customers from Union at the Crestview Hills location because they did not know about the location in Union because there is not a focal point there to attract business -- the proposed project is a focal point. His customers and his neighbors are excited about this project and having these amenities in the neighborhood.

Mr. Aaron Sweeney, a resident of Union, stated that the Union Town Center Plan was the primary reason he and his wife moved to Union over three years ago. He stated that sitdown restaurants are critically needed in the area. The proposed project will allow the Union Town Center to develop and co-exist with this project. He stated that 75% - 80% of the neighbors and people they talk to are excited about a Target development and sitdown restaurants. He stated that U.S. 42 has the ability to handle the traffic. He stated that with if Houston Road and Mall Road continue to be the only areas for them to go for these amenities, there will be more traffic bottlenecks on Hopeful Church, Houston Road and Mall Road. They are excited about the proposed project.

Mr. Jim Marshall, a resident of Sedco Drive in Union for over 30 years, stated that when he first moved to Union he did not like how far he had to drive to go to anything. He likes the Kroger's and the new Post Office being there. He feels that the proposed project is beautiful and it is a package deal. He stated that they need the restaurants. Every Friday night he and his wife have to go to Crestview Hill to eat. He supports the project and believes it will be great for the City of Union and the area.

Mr. Michael Thornton, 9268 Tranquility Drive in Eagle's Landing, which is within the six-minute driving range of the proposed center, likes the package approach as opposed to placing things willy-nilly. The development would attract local consumers. He stated that fuel costs are going up and he would go to a center like this, as would all the other residents in the Union area, rather than going up Hopeful Church Road and Houston Road. He sees the center working in conjunction with the Town Center. He stated that the old Crestview Hills Mall was one acre and it died a slow death, but someone had the vision to create what they have now. He stated that they often go to Crestview Hills as opposed to wasting time trying to find a place in Florence. With the pools and fountains, he feels that the proposed development will be spectacular and it will be a welcome addition to the City of Union.

Ms. Silvia Rumen a resident of Burlington who lived in the Triple Crown area for four years, stated that she is a realtor. A group of her friends asked her to come tonight because of the weather and ask the Planning Commission to consider this. She stated that the biggest problem in the area is that they do not have a sitdown restaurant where they can have cocktails on Friday night. She stated that this would be a class act.

Mrs. Poston asked if there was anyone else present who wished to speak in favor of the request. There being no response, she asked if there was anyone who wished to speak in opposition.

Mr. Jim Collette, representing the Collette property (where the Union Town Center is designated), Mayor of Crescent Springs for the last year and a half and a member of Crescent Springs City Council for the previous eight years, stated that he can see this development from the viewpoint of the property owners in the Union Town Plan and also from a public official's viewpoint. He has an MBA from Xavier University and understands business concepts. He is opposed to the proposal because, if the Union Town Center is to succeed, it is crucial for that part of the plan be implemented first. He was actively involved in the discussions when Crestview Town Center and Buttermilk Town Center in Crescent Springs were competing with each other and it was crucial to be first at the plate to be successful -- the development in Crestview Hills is vibrant and complete, but the Buttermilk Town Center is incomplete. The proposed plan is almost an identical footprint to Buttermilk Town Center, which is a strip shopping center, not a town center. He stated the Boone County Planning Commission proposed a vibrant town center with mixed use for the City of Union -- which can be achieved if we are consistent with the plan -- but, when you violate the plan, as this proposal does, you will not achieve what you want in the center of the town. He stated that Union is trying to create a vision by making the town center a plan. They have created a brochure that shows what they envision. He stated that they have had developers come to them and want to put this type of center on their property -- it would be worth a lot more money -- but it will not create the vision that Union

wants. He stated that it is crucial that the Union Town Center is done first and this development is done afterwards, or the Union Town Center will not happen.

Ms. Deanna Klein stated that she is building in Harmony and they chose this location because of the Union Town Center. They want to be able to walk to restaurants. Her main concern is for the Town Center to be developed and the vision carried out.

Ms. Pat Rafferty, 9171 Royal Oak Lane in the Villas of Fowlers Creek, which is located right across from the proposed Galleria at Union, read a written statement in opposition to the plan which was also signed by residents of Fowlers Creek who were not able to attend this evening (see Exhibit 5).

Mr. Paul Marcotte, a resident of Union, stated that the proposed plan is inconsistent with and in conflict with the Union Town Plan. The Union Town Plan has been under development for years and got high grades from the residents and planners and we need to give it a chance to work. He does not want U.S. 42 to become another Colerain Avenue or Houston Road – and he is afraid that will happen. He stated that we do not need a Target there. He stated that some of the elements of the plan are beautiful and, hopefully, some of them can be incorporated into the Union Town Plan. He asked that the request be turned down and, if not, they will turn out at the Union City Building for the next meeting.

Ms. Karen Franxman, 1791 Whispering Trails, Union, which is 1 – 1.5 miles from the subject property, stated that the size and design of this project do not meet the specifications of the Union Town Plan. The Boone County Comprehensive Plan states that this type and size of development is to be on Mall Road and Houston Road. She stated that Union is the point where city turns into countryside. After you drive down U.S. 42 past the businesses, fast food, strip malls, gas stations and banks, you go past the Scheben library and you enter an area zoned Union Town Plan. It is a different place – there is calm countryside and green space -- it is beautiful and serene. She stated that neighborhoods are being built to the Union Town Plan specs. She stated that the proposed development would bring more traffic and cause more congestion. She stated that there are large box and strip mall vacancies for lease or sale in the surrounding Boone County area -- let's fill them up before building another. She submitted her written comments with attachments of (1) property listings showing properties that Midland Atlantic and Huff have for sale or lease in Boone County, and (2) information on a Midland Atlantic development in Cary, North Carolina that has a 49,000 square foot anchor store (see Exhibit 6).

Mr. Brian Smith, 1795 Whispering Trails, stated that he drives U.S. 42 everyday. He moved to Union fourteen years ago for the green space and openness – not for a 58-acre concrete and asphalt jungle. He did not move to Union hoping that someday shopping would come in. His children walk and ride their bikes to the library, but how safe will it be for them with another 58 acres of retail space that

does not meet what was agreed to be there? He stated that this is not anything they want in Union – it's not why they moved there. He asked that we abide by the approved plan that is in place.

Mr. Bill Smith, 2355 Rice Pike, stated that he is not opposed to the plan. He is one of the adjacent property owners across U.S. 42 and he is concerned about runoff and erosion -- we need to make sure the water is controlled.

Mrs. Poston asked if there was anyone else present who wished to speak in opposition. There being no response, she asked if there were any comments or questions from the Commissioners.

Mr. McMillian stated that Target is in competition with Wal-Mart and K-Mart, and he questioned this being an upscale project. Mr. Silverman responded that they have developed Wal-Mart and K-Mart Stores in the past. He stated that Target attracts soft goods users like Bed Bath & Beyond and book stores – they do not attract home improvement stores. He noted that Mr. Collette compared this project to the Buttermilk Center that has Home Depot and Ashley Furniture. He stated that this is a totally different kind of project. He stated that Target sells clothes and a lot of soft goods and it is a different experience than Wal-Mart or K-Mart. Mr. McMillian stated that he has been to all three and he can hardly tell the difference.

Mr. Patrick Reynolds is concerned about the increased traffic, noise and trash. He stated that the applicant indicated that they spoke to the residents on Braxton, who will be most directly affected by the traffic, and he would like to know what their feelings were. He questioned what time the truck loading in the rear of the shops close to the Braxton area would occur. Mr. Silverman responded that they love to have neighborhood meetings. They build community centers and the neighbors around them are important. He stated that 15 or 16 homes abut the property line on Braxton Drive. They met with seven or eight residents at the library and it was a very productive discussion. He stated that they work all the time with limited loading hours and limited trash hours. They design the lights so that the lighting does not overflow. He stated that there are people present who live on Braxton Drive and he encouraged them to speak. He stated that a lot of the discussion was “would you rather look out of your kitchen window and look into another kitchen, or would you rather look out at the big landscaped area”? They felt comfortable that the residents liked the landscaping. He stated for almost all of the houses, you would have to stand on the roof to see the project. He stated that the buffer blocks the noise.

Mr. Patrick Reynolds stated that the berm behind the houses on Braxton Drive seems to be higher than the three feet indicated. He asked if it will be reduced and if there will be landscaping on top of the berm. Mr. Silverman stated that there is a fence along the back and some scrub brush. Most of the residents wanted the scrub brush removed. He showed where the landscaping would be on

top of the berm and how it goes up higher in some places. Mr. Patrick Reynolds asked if they have tenants committed. Mr. Silverman responded that it would be premature as this time. Other than Target, they have an upscale grocery store interested in locating here. He stated that they do nice projects and they have not had a big occupancy problem. They just opened a center in Cincinnati that is 100% leased. He stated that they want to build the town center. He stated that their tenants are national retailers that can weather the economic storm.

Mrs. Arnett questioned the number of buildings in the development. Mr. Silverman responded that in the main area of the Target and grocery stores there will be about twenty retailers. Starbucks will be on the end and there will be two other shops there with them. The restaurants are single-use restaurants. Across the road there will be another six or seven retailers and a bank.

Mr. Rolfsen asked if Ms. Dillenberger, who presented the Traffic Study, will attend the Zone Change Committee meeting. Mr. Dusing responded "yes". Mr. Rolfsen stated that he has several questions regarding traffic which he will ask in Committee. He asked how the size of this Target compares to the one on Houston Road. Mr. Silverman responded that they are similar. The one on Houston Road is about 110,00 square feet and the proposed Target is 130,000 square feet. Mr. Rolfsen asked the applicant to bring to Committee the number of customers that Target on Houston Road, or a comparable size Target, gets per day.

Mr. Silverman stated that they will own and manage the shopping center. It is a long-term project and they will have full time management, security and maintenance at the center.

Mr. Rolfsen asked if Starbucks is the only other store that they have a lock on. Mr. Silverman responded "yes" and explained that Starbucks came to them – they are not at the point to talk to tenants of that size.

Mrs. Llambi stated that she is concerned when she sees restaurants on outlots because they come in at different times. Mr. Silverman responded that the restaurants will not open at once – they would like that – but it will not happen. The outlots will probably develop over about a year. He stated that they will landscape the outlots, finish the sidewalks, and put a white split rail fence along the perimeter for more of a finished look. Mrs. Llambi questioned when the retention ponds and fountains would be functional. Mr. Silverman responded that the ponds will be finished on day one – everything will be done and the restaurants will just go on the building pad. Mrs. Llambi stated that one of the Landscaping Plans is a lot greener. She asked which Landscaping Plan they will use. Mr. Silverman responded that they use a group out of North Carolina for landscape architecture and theirs is a better quality picture – but the drawing presented by Bayer-Becker accurately shows the quantity and size of the landscaping materials. The quantity of materials exceeds the requirements.

Mr. Schwenke stated that Mt. Zion Road has not been started and several different roads that are part of making the Union Town Plan work have not been done. He would like more information about the shops and businesses – he does not know if there will be some larger businesses in the Union Town Center. He asked Staff to find out from the City of Union the scope of the project of the Union Town Center. He does not want an entity coming in that would affect the overall size and scope of the town center. He feels that, with the new firehouse and different developments, the Union Town Plan has done well overall and he wants to keep it on track. He does not want to move ahead faster than we should before we know exactly what can be there. He would like whatever information Staff can find out regarding the Union Town Plan. He would like to know the goal for the downtown area.

Mr. Bunger asked Bayer-Becker to bring to Committee information on the assumed highway improvements included in the study, which would have been performed by the state. He asked Staff or Bayer-Becker to provide information on the anticipated completion dates of the road improvements in relation to the planned completion date of the proposed project. He asked the applicant or Target to provide information on the demographics of the people who shop at the current Target store – where are those shoppers coming from?

Mrs. Poston questioned the type of buildings and square footage planned for the property across the road. Mr. Silverman responded that it would be a small building of about 20,000 square feet with small shops. The design would be complimentary to the larger parcel across the street. He indicated an area owned by the Highway Department which they would like to square off and have a landscape or entry feature there. He stated that they have discussed an entry wall feature.

Mrs. Poston stated that the applicant mentioned that they would like to develop the Union Town Center. She asked for their thoughts on starting with that development. Mr. Silverman responded that the Union Town Center Plan has a significant amount of residential activity with supportive retail space (smaller users). The largest user they saw at similar town centers in Indianapolis was an exercise facility. He stated that they would jump on that project quickly, but it is a different kind of tenant base. He believes the plan for the town center is nothing larger than 25,000 – 30,000 square foot spaces. Mrs. Poston asked if the town center in Carmel developed from a town center and small shops out to the larger retail areas. Mr. Silverman responded that the project is 85% residential with single-family, multi-family and townhouses. There are commercial areas in the center and there are a couple of restaurants and the exercise facility. The developer told them that the commercial was a loss leader and has not done well, but the developer felt that it was essential to the development of the neighborhood and they committed to the residents that there would be commercial space. Mr. Silverman did not know if the residential or the retail developed first. Mrs. Poston asked if it is the smaller retail like the Union Town Center would be. Mr.

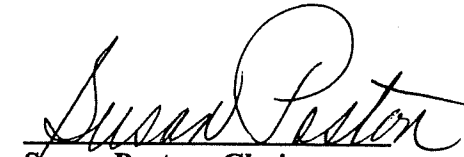
Silverman responded that it is much smaller retail and they also have a community center there.

Mr. Dusing stated that he will cover his final comments at the Committee Meeting.

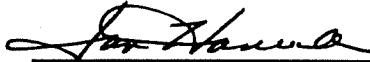
Mr. Breetz asked the applicant to provide information at the Committee Meeting relative to vehicular and pedestrian patterns throughout the development. He asked if they have considered alternate transportation, such as buses coming into the development with pull-offs and drop-offs. These items will be discussed in Committee.

There being no further comments, Mrs. Poston stated that the Committee Meeting for this item will be on April 2, 2008 at 5:00 PM in this room. This item will be on the Agenda for the Business Meeting on April 16, 2008 at 7:00 PM. Mrs. Poston closed this Public Hearing.

APPROVED:


Susan Poston, Chairwoman

Attest:


Jan Hancock, Recording Secretary

Exhibits:

1. **Marketplace Housing and Commercial Impact Assessment, Union Mixed-Use Development, City of Union, Kentucky**
2. **Email from Joan Church dated March 19, 2008, re: Target Construction**
3. **Spiral bound booklet: Midland Atlantic – The Galleria at Union**
4. **Traffic Impact Study for U.S. 42 Mixed-Use Development, City of Union, Boone County, Kentucky/February 2008**
5. **Statement presented and submitted by Pat Rafferty and signed by residents of Fowlers Creek**
6. **Written comments with attachments of (1) properties Midland Atlantic and Huff have for sale or lease in Boone County, and (2) a Midland Atlantic development in Cary, North Carolina that has a 49,000 square foot anchor store, submitted by Karen Franxman**

ZONE CHANGE/CONCEPT PLAN COMMITTEE VOTE

TO: Boone County Planning Commission

FROM: Kim Bunger, Chairman

DATE: April 23, 2008

RE: Request of Midland Atlantic Development Co., LLC (applicant) for Arlinghaus I, LLC successor by merger with Arlinghaus Builders, Inc. (owner) for a Zoning Map Amendment from Rural Suburban Estates/Union Town Overlay (RSE/UTO) and Union Neighborhood Office (UNO) to Commercial Two/Planned Development (C-2/PD) for a 51.079 acre site located on the south/east side of US 42 at 8921 US 42, to the west and southwest of the Boone County Library Scheben Branch at 8899 US 42, to the west of Union Village Subdivision, and across US 42 from the Old Union Road/US 42 and Fowlers Lane/US 42 intersections, Union, Kentucky; and a Zoning Map Amendment from Rural Suburban Estates/Union Town Overlay (RSE/UTO) to Commercial Two/Planned Development (C-2/PD) for a 3.6643 acre site located on the southwest corner of the Old Union Road/US 42 intersection and to the east of the Villas of Fowler Creek development, Union, Kentucky. The request is for a zone change to allow retail, office, restaurant, and public space uses for a total 54.7433 acre area.

REMARKS:

We, the Committee Members were present at the Committee Meeting and voted on the above request or else were absent from voting. Further, based upon the vote, the Committee directs the Staff to draft the findings of fact and conditions if deemed necessary in order to complete the Committee Report.

Kim Bunger

Kim Bunger, Chairman

For Project Absent _____
Against Project _____
Abstain _____ Deferred _____

Judy Arnett

For Project _____ Absent _____
Against Project _____
Abstain _____ Deferred _____

Greg Breetz

For Project _____ Absent _____
Against Project _____
Abstain _____ Deferred _____

Janet Kegley

For Project _____ Absent _____
Against Project _____
Abstain _____ Deferred _____

Charlie Rolfsen

Charlie Rolfsen

For Project Absent _____
Against Project _____
Abstain _____ Deferred _____

Jim Carmichael (Alternate)

For Project _____ Absent _____
Against Project _____
Abstain _____ Deferred _____

Charlie Reynolds

Charlie Reynolds (Alternate)

For Project Absent _____
Against Project _____
Abstain _____ Deferred _____

Patrick Reynolds

Patrick Reynolds (Alternate)

For Project Absent _____
Against Project _____
Abstain _____ Deferred _____

Bob Schwenke (Alternate)

For Project _____ Absent _____
Against Project _____
Abstain _____ Deferred _____

**TOTAL: _____ DEFERRED 4 FOR PROJECT _____ ABSENT
_____ AGAINST PROJECT _____ ABSTAIN**

ZONE CHANGE/CONCEPT PLAN COMMITTEE VOTE

TO: Boone County Planning Commission

FROM: Kim Bunger, Chairman

DATE: April 16, 2008

RE: Request of **Midland Atlantic Development Co., LLC (applicant) for Arlinghaus I, LLC successor by merger with Arlinghaus Builders, Inc. (owner)** for a Zoning Map Amendment from Rural Suburban Estates/Union Town Overlay (RSE/UTO) and Union Neighborhood Office (UNO) to Commercial Two/Planned Development (C-2/PD) for a 51.079 acre site located on the south/east side of US 42 at 8921 US 42, to the west and southwest of the Boone County Library Scheben Branch at 8899 US 42, to the west of Union Village Subdivision, and across US 42 from the Old Union Road/US 42 and Fowlers Lane/US 42 intersections, Union, Kentucky; and a Zoning Map Amendment from Rural Suburban Estates/Union Town Overlay (RSE/UTO) to Commercial Two/Planned Development (C-2/PD) for a 3.6643 acre site located on the southwest corner of the Old Union Road/US 42 intersection and to the east of the Villas of Fowler Creek development, Union, Kentucky. The request is for a zone change to allow retail, office, restaurant, and public space uses for a total 54.7433 acre area.

REMARKS:

We, the Committee Members were present at the Committee Meeting and voted on the above request or else were absent from voting. Further, based upon the vote, the Committee directs the Staff to draft the findings of fact and conditions if deemed necessary in order to complete the Committee Report.

Kim Bunger

Kim Bunger, Chairman

For Project ___ Absent ___
 Against Project ___
 Abstain ___ Deferred

Judy Arnett

For Project ___ Absent ___
 Against Project ___
 Abstain ___ Deferred ___

Greg Breetz

For Project ___ Absent ___
 Against Project ___
 Abstain ___ Deferred ___

Janet Kegley

For Project ___ Absent ___
 Against Project ___
 Abstain ___ Deferred ___

Charlie Rolfsen

Charlie Rolfsen

For Project ___ Absent ___
 Against Project ___
 Abstain ___ Deferred

Jim Carmichael (Alternate)

For Project ___ Absent ___
 Against Project ___
 Abstain ___ Deferred ___

Charlie Reynolds

Charlie Reynolds (Alternate)

For Project ___ Absent ___
 Against Project ___
 Abstain ___ Deferred

Patrick Reynolds

Patrick Reynolds (Alternate)

For Project ___ Absent ___
 Against Project ___
 Abstain ___ Deferred

Bob Schwenke (Alternate)

For Project ___ Absent ___
 Against Project ___
 Abstain ___ Deferred ___

TOTAL: 4 DEFERRED ___ FOR PROJECT ___ ABSENT
___ AGAINST PROJECT ___ ABSTAIN

ZONE CHANGE/CONCEPT PLAN COMMITTEE VOTE

TO: Boone County Planning Commission

FROM: Kim Bunger, Chairman

DATE: April 2, 2008

RE: Request of Midland Atlantic Development Co., LLC (applicant) for Arlinghaus I, LLC successor by merger with Arlinghaus Builders, Inc. (owner) for a Zoning Map Amendment from Rural Suburban Estates/Union Town Overlay (RSE/UTO) and Union Neighborhood Office (UNO) to Commercial Two/Planned Development (C-2/PD) for a 51.079 acre site located on the south/east side of US 42 at 8921 US 42, to the west and southwest of the Boone County Library Scheben Branch at 8899 US 42, to the west of Union Village Subdivision, and across US 42 from the Old Union Road/US 42 and Fowlers Lane/US 42 intersections, Union, Kentucky; and a Zoning Map Amendment from Rural Suburban Estates/Union Town Overlay (RSE/UTO) to Commercial Two/Planned Development (C-2/PD) for a 3.6643 acre site located on the southwest corner of the Old Union Road/US 42 intersection and to the east of the Villas of Fowler Creek development, Union, Kentucky. The request is for a zone change to allow retail, office, restaurant, and public space uses for a total 54.7433 acre area.

REMARKS:

We, the Committee Members were present at the Committee Meeting and voted on the above request or else were absent from voting. Further, based upon the vote, the Committee directs the Staff to draft the findings of fact and conditions if deemed necessary in order to complete the Committee Report.

Kim Bunger

Kim Bunger, Chairman

For Project ____ Absent ____
 Against Project ____
 Abstain ____ Deferred

Judy Arnett

For Project ____ Absent ____
 Against Project ____
 Abstain ____ Deferred ____

Greg Breetz

For Project ____ Absent ____
 Against Project ____
 Abstain ____ Deferred ____

Janet Kegley

For Project ____ Absent ____
 Against Project ____
 Abstain ____ Deferred ____

Charlie Rolfsen

Charlie Rolfsen

For Project ____ Absent ____
 Against Project ____
 Abstain ____ Deferred

Jim Carmichael (Alternate)

For Project ____ Absent ____
 Against Project ____
 Abstain ____ Deferred ____

Charlie Reynolds

Charlie Reynolds (Alternate)

For Project ____ Absent ____
 Against Project ____
 Abstain ____ Deferred

Patrick Reynolds

Patrick Reynolds (Alternate)

For Project ____ Absent ____
 Against Project ____
 Abstain ____ Deferred

Bob Schwenke (Alternate)

For Project ____ Absent ____
 Against Project ____
 Abstain ____ Deferred ____

TOTAL: 4 DEFERRED ____ FOR PROJECT ____ ABSENT
____ AGAINST PROJECT ____ ABSTAIN

SUPPORTING INFORMATION



209 Grandview Drive
 Fort Mitchell, KY 41017
 P 859.261.1113
 F 859.261.1710
www.bayerbecker.com

LEGAL DESCRIPTION

PARCEL NO. 1

Beginning at an iron pin (set) in the west line of Lot No. 130 of Section No. 8 of Union Village as shown in the records of the Boone County Clerk in Burlington, Kentucky, said point being 63.68 feet N 28°20'19" W of the southwest corner of said Lot No. 130; thence N 28°20'19" W along the east line of the grantor (Deed Book 776, Page 1) and the west line of Union Village 865.67 feet to an iron pin (set) in the west line of Lot No. 141 of Section No. 3 of Union Village; thence N 28°18'18" W along the east line of the grantor and the west line of Union Village 1,274.83 feet to an iron pin (set) in the new right of way line of U.S. Highway 42; thence in a southwesterly and southerly direction along a new right of way line of U.S. Highway 42 (Highway Deed Book 19, Page 22) as it curves to the left with a radius of 1,246.72 feet, an arc distance of 1,835.58 feet to an existing monument at the end of curve; thence S 26°51'41" E continuing along the new easterly right of way line of U.S. Highway 42, running 65.52 feet east of and parallel to centerline, a distance of 944.82 feet to an iron pin (set) at the beginning of a curve; thence in a southerly direction along the new right of way line of U.S. Highway 42, as it curves to the right with a radius of 3,018.36 feet, an arc distance of 196.63 feet to an iron pin (set) at the southwest corner of this 51.0790 acre tract; thence through the lands of the grantor N 44°29'08" E 722.24 feet, N 61°44'49" E 350.00 feet, and N 62°06'58" E 150.79 feet to the place of beginning.

Containing 51.0790 Acres

PARCEL NO. 2

Beginning at a point in the west line of the grantor's property and the south line of the U.S. Highway 42 Connector Road #2, said point being 52.49 feet right of Connector Road #2, Station 4+818.661 as described in Highway Deed Book 19, Page 22 of the Boone County Clerk's records; thence along the south right of way line of Connector Road #2, N 49°26'19" E 112.06 feet, N 75°58'34" E 156.49 feet, S 53°11'24" E 100.57 feet, S 19°34'51" W 141.29 feet, S 19°16'26" E 32.79 feet, and S 86°15'41" E 118.11 feet to a point in the new west right of way line of U.S. Highway 42, said point being 65.62 feet left of Station 14+236 of U.S. Highway 42; thence in a southerly direction along the westerly right of way line of U.S. Highway 42, as it curves to the left with a radius of 1,377.95 feet, an arc distance of 619.92 feet to a point; thence continuing along the new right of way line of U.S. Highway 42, S 79°23'04" W 62.57 feet to a point in the grantor's west line; thence N 30°27'57" W along the west line of the grantor's property a distance of 857.83 feet to the place of beginning.

Containing 3.6643 Acres



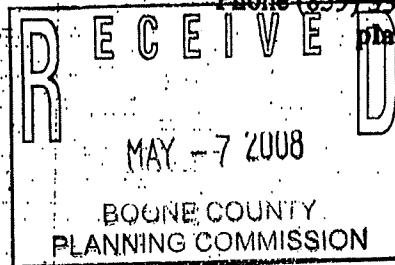
BOONE COUNTY PLANNING COMMISSION

www.boonecountyky.org/pc
www.boonecountygis.com

Boone County Administration Building
2950 Washington Street, Room 317
P.O. Box 958
Burlington, KY 41005

Phone (859) 334-2196; Fax (859) 334-2264
plancom@boonecountyky.org

May 7, 2008



Mr. Robert Schroder, Manager
Arlinghaus I LLC Successor by
Merger with Arlinghaus Builders, Inc.
142 Barnwood Drive
Edgewood, KY 41017

FAX: 344-7983

RE: Recommended Conditions of Approval for Midland Atlantic Zone Change from RSE/UTO and UNO to C-2/PD for Approximate 55 Acre Total Site, U.S. 42, Union, Kentucky

Dear Mr. Schroder:

The following represents the conditions of approval for the above referenced application as discussed by the Planning Commission's Zone Change Committee at their 4/23/08 meeting. These conditions were further clarified with the Committee Chairman in response to e-mails from Bill Mees and John Silverman of Midland Atlantic. If you, as the property owner's authorized representative, agree to these conditions, please so indicate by signing in the space provided at the end of this letter, fax a copy immediately, and return the original letter to the Planning Commission's office as soon as possible.

CONDITIONS

1. The proposed development shall follow the submitted Concept Development Plan except as modified by the conditions stated below. All generally applicable conditions outlined herein shall apply to the sites on both sides of U.S. 42 that are parts of this application.
2. The developer will attempt to acquire the widened right-of-way area on the southwest corner of the U.S. 42/Old Union Road intersection from the Commonwealth of Kentucky. If acquired, this area will be used for monumentation which meets the applicable zoning requirements and a right hand turn lane from Old Union Road onto U.S. 42 at the developer's expense, subject to approval by the Kentucky Transportation Cabinet.
3. If the proposed right-in/right-out access is not approved by the Kentucky Transportation Cabinet, the turn lanes at the U.S. 42/Old Union Road and U.S. 42/Fowlers Lane intersections shall be upgraded as necessary to accommodate the additional traffic flow.
4. If not constructed by the Kentucky Transportation Cabinet by the time that the first phase of the development is open to the public, the developer shall construct at their own expense a right hand turn lane from Pleasant Valley Road onto west/south bound US 42 toward the project site, and a right hand turn lane from Gunpowder Road onto east/north bound U.S. 42 toward I-75. These improvements are subject to, and contingent upon receiving, the approval of the Kentucky Transportation Cabinet.

Mr. Robert Schroder, Manager
Arlinghaus I LLC Successor by
Merger with Arlinghaus Builders, Inc.
May 7, 2008
Page 2

5. The development shall follow the normal landscaping requirements in Article 36 of the zoning regulations and in the Union Town Plan. Additionally, regularly spaced street trees shall be provided along the main internal drives in the east site. Berming shall be provided along U.S. 42 where parking adjoins the road.

All landscaping and buffering shall be installed with Phase 1 of the development except for the plantings immediately around the restaurant sites. Board, horse style fencing shall be provided along the entire U.S. 42 frontages, and around the restaurant sites until they area developed.

The developer will work with adjoining residential neighbors individually to resolve any buffer yard issues in the field after initial construction has concluded. Any of the rear fencing adjoining the lots in Union Village Subdivision will be replaced by the developer if damaged during construction, or if requested by a neighboring property owner.
6. A park and ride facility and bus lane will be provided in the restaurant core. The developer shall construct a shelter at the park and ride facility which architecturally relates to the other structures in the development.
7. The Boone County Library Scheben Branch building shall be used as an architectural example for all structures in the development through the use of comparable materials, colors, and detailing. Architectural forms from the library building shall be used as appropriate for the specific proposed building. All buildings shall be "four sided" with no unfinished elevations. For the in-line buildings on the east side of US 42, it is contemplated that the rear of these buildings will have a level of finish that is less than the front, but will still have an architectural appearance; i.e., split-faced block in lieu of painted block, use of different colors and textures in lieu of one continuous bland texture and color, etc. Buildings in the development shall be subject to the formal Union Town Plan Design Review process through the Planning Commission. Except for behind the in-line buildings, dumpster enclosures shall match the buildings they serve through the use of common materials and design details.
8. "Gas light" type lamp fixtures shall be used throughout the development for pedestrian and common areas. Shoe box style fixtures on masts which are 32 feet high maximum shall be used in parking and vehicular areas, except to the rear of the in-line buildings where lighting will be provided with a combination of wall packs and freestanding fixtures that do not exceed 12 feet in height. All lighting shall be directed away from adjoining properties.
9. An architectural sign package for handicap parking and traffic regulatory type signs shall be used throughout the development.
10. Design elements/special pavement shall be incorporated throughout the pedestrian walk system.
11. The final design of the amphitheater shall be subject to approval by the Planning Commission.

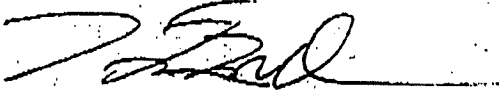
Mr. Robert Schroder, Manager
Arlinghaus I LLC Successor by
Merger with Arlinghaus Builders, Inc.
May 7, 2008
Page 3

12. A 24 hour local phone number will be available for neighbors to report maintenance and operations issues with the development.
13. A 60 square foot monument sign will be permitted at both of the major entry points into the development, and a 30 square foot monument sign will be permitted on each outlot. All monument signs shall be limited to 6 feet in height and shall follow the architectural program for the development. Building mounted signs shall follow the normal signage requirements for the underlying C-2 zone.
14. The following uses shall not be permitted in the development, or further restricted as explained.
 - A. Convenience stores (C-1 principally permitted use #6)
 - B. "self service" shall be eliminated from the "laundry, dry cleaning and dyeing services including self-service" category (C-1 principally permitted use #17).
 - C. Funeral homes and crematoriums excluding cemeteries or mausoleums (C-1 principally permitted use #33, O-1 principally permitted use #26).
 - D. Bowling alley, skating rinks, rolling skating rinks, miniature golf courses, golf driving ranges, and skateboard facilities (C-2 principally permitted use #29).
 - E. "Motorcycle sales" shall be eliminated from the "motorcycle sales or bike shops excluding outside storage" category (C-2 principally permitted use #31).
 - F. Churches, synagogues, temples and other places of religious assembly for worship (C-2 principally permitted use #32).
 - G. Gasoline filling stations (C-2 principally permitted use #36), or any retail sales or motor fuels.
 - H. Pawn shops (C-2 principally permitted use #34).
 - I. Outside storage or display (accessory use #6).
 - J. "Drive-up photo finishing services" shall be eliminated from the "drive-up photo finishing services and automatic teller services" category (accessory use #7).
 - K. "Indoor target ranges" shall be eliminated from the "indoor target ranges and similar athletic uses" category (accessory use #8).
 - L. Recycling collection points (accessory use #9).
 - M. The rental of trucks and trailers (accessory use #11).
 - N. "Drive-through facilities" for restaurants shall be eliminated from the "drive-through facilities operated in conjunction with a permitted use, and which are conducted in accordance with Section 3155" category (accessory use #12). This restriction does not apply to the drive-through coffee shop shown on the Concept Development Plan.
 - O. Automotive repair facility and wash services for vehicles (conditional use #1).
 - P. Small scale sales or leasing of new and used motor vehicles requiring the storage of no more than fifty (50) vehicles on the premises (conditional use #3).
 - Q. Small scale sales or leasing of new and used recreational vehicles requiring the storage of no more than fifty (50) vehicles on the premises (conditional use #5).
 - R. Mini-warehouses or storage facilities (conditional use #6).

Mr. Robert Schroder, Manager
Arlinghaus I LLC Successor by
Merger with Arlinghaus Builders, Inc.
May 7, 2008
Page 4

- 15. The multi-tenant building for the site on the west side of U.S. 42 shall follow the normal 50 foot minimum rear yard setback requirement for the underlying C-2 zone.

Sincerely,



Kevin T. Wall, AICP
Director, Zoning Services

KTW/vim

AGREEMENT

I, the property owner's authorized representative for the approximate 55 acre tract located on U.S. 42, Union, Kentucky, agree to the conditions listed herein for the above referenced zone change application.

Robert Schroder, Manager, Arlinghaus I LLC Successor by merger with Arlinghaus Builders, Inc.
 Robert Schroder, Manager
 Arlinghaus I LLC Successor by Merger with Arlinghaus Builders, Inc.
 Date: 5/7/08

cc: William Mees; FAX: 513-792-5010

**CITY OF UNION, KENTUCKY
PUBLIC HEARING
MINUTES
MIDLAND-ATLANTIC GALLERIA PROPOSED ZONING CHANGE: FROM RSE/UTC and UNO
to C-2/PD
8:00 p.m., Monday, July 14, 2008
Ryle High School Auditorium**

Over 350 people were in attendance at this public hearing. Attendance sign-in sheet are on file and available to be viewed.

OTHERS PRESENT: Mayor Don Kirby, Commissioners Bob Kelly, John Adams, John Mefford and Todd Sayers, City Attorney Greg Voss, City Clerk Kathy Porter and City Administrator Warren Moore.

Mayor Kirby opened the **Public Hearing** at 8:15 p.m. and stated the purpose of the hearing was to allow Midland Atlantic their requested Public Hearing on their proposed zone change and receive input from citizens regarding that proposed zone change from UTC to allow for the proposed Midland Atlantic/Galleria/Target Development. Midland Atlantic is requesting a zone change from RSE/UTC and UNO to C-2/PD.

Mayor Kirby opened the meeting by introducing himself, the City Commission, and the City staff sitting on the stage. He welcomed all those in attendance and set ground rules for the meeting regarding the public comment time. He asked that all speakers please be respectful when they have the microphone. He stated that Kevin Costello from the Boone County Planning Commission (BCPC) would be speaking first; representatives from Midland Atlantic would be presenting and speaking second and finally public comments would be accepted after. Mayor Kirby introduced Kevin Costello.

Kevin Costello, Executive Director of the BCPC spoke. He recognized Dave Geohegan, Director of Planning Service for the BCPC and Kevin Wall, Director of Zoning Services for the BCPC. He summarized the history of the requested zone change for the Midland Atlantic Target at Galleria Project as it relates to the BCPC. He reviewed the process that the BCPC puts an application for zone change through once it is received. The application for zone change is submitted; it is reviewed by the BCPC and receives a public hearing. The application then goes to committee for recommendations and then back to the full BCPC for a final vote. The BCPC Public Hearing for the zone change occurred on March 19, 2008. Subsequent Committee Meetings occurred on April 2, April 16, and April 23 to address the request. The full BCPC vote on the request for zoning change occurred on May 7, 2008. The outcome of the meeting was that the request was recommended to be denied. This recommendation then goes to the City of Union that then, per Kentucky state law, is assessed by the City who has the final say on the recommendation. Mr. Costello then turned the meeting over to the applicant, Midland Atlantic for their presentation.

John Silverman from Midland Atlantic spoke about the Target/Galleria project. He discussed the project in regards to meeting the numerous requirements set forth by the BCPC and the task of designing the project in a manner that met all of those design requirements. He stated that he has received numerous e-mails in support of this project from residents in the 41091 zip code. He referenced a mailer with a return postcard included that Midland Atlantic has sent out to those residents. The postcard asked the residents if they were for the proposed zone change and Target development, their address and comments. He presented a stack of 543 postcards that had been returned by those residents. He stated that via his count, five (5) residents stated they were undecided, less than 30 were opposed to the project and the rest, about 502, were in support of the project. He proceeded to summarize the feedback residents in the 41091 zip code gave Midland Atlantic. He referenced that there was a demand for restaurants and services due to current high energy cost, the benefits of increasing the tax base of the City of Union by

**Public Hearing of
Union City Commission
MINUTES – July 14, 2008 – Page 2 of 6**

generating \$744,698 in new real estate taxes. He stated that of that amount \$315,000 goes to the schools, \$92,000 goes to Union Fire and Safety, \$133,000 goes to the City of Union, and the remainder goes to Boone County and Library taxes. He presented prior successful Midland Atlantic Developments and noted their landscaping and water features for their aesthetically pleasant design. He presented a photo of the proposed project and elaborated on the features of the design and how it would affect the surrounding property. He also discussed the size and nature of the development, the other stores that the development would allow for as well as the restaurant and public space included. The architecture of the design is congruent to the design of the Boone County Library that would sit next to the development and includes a water feature and "horse fences" (Kentucky board fences). He also noted the traffic design of the development that he states will address traffic flow issues and calm any problems. He presented Jay Bayer from Bayer/Becker Engineering Firm to discuss the design.

Jay Bayer, Civil Engineer and President of Bayer Becker Engineering Firm elaborated on the design of the proposed Galleria based upon the requirements of the Boone County Planning Commission's (BCPC) Guidelines, especially the "very stringent" BCPC landscaping requirements that include the planting and placement of trees. He described the site design plan, detailed certain elements of the design plan, and discussed how it will affect the surrounding areas. He addressed controls for sewer and storm water management. He pointed out the design of light poles that would avoid shining into the residences behind the store on Braxton Ave. as well as other measures that will screen the residential neighborhood such as a tall berm constructed between the development and the residential neighborhood.

Katie with Bayer/Becker elaborated on the traffic analysis of the proposed zone change area and discussed the traffic flow design. She addressed the proposed intersection of US 42 at Old Union Rd. and all other access points. They analyzed Gunpowder/Pleasant Valley intersections and also all the way down to Mt. Zion Rd. intersection as well. The purpose of the analysis was to determine the traffic capacity of the area and identify any needed improvements to those areas that the developer would pay for.

Candace Klein from Property Advisors, a consulting firm hired by Midland Atlantic presented an economic and demographic analysis that assesses the capacity of the 41091 zip code to support the proposed development. Her final assessment stated that residents in the 41091 zip code have an average household income of \$90,000 or more and are highly educated, possessing college degrees. Due to this and the density of the population and trade area she identified, her final conclusion was that the residents of the 41091 zip code can support such a development like the Galleria proposal and the Union Town Center Plan as well.

John Silverman spoke again and summarized that the Target Galleria project is totally different that the planned Union Town Center and therefore will not affect the Town Center. He stated his opinion, based on the previous presentation by Candace Klein that the Town Center and the Galleria can co-exist together. He states that the Target Galleria project will facilitate and compliment the development of the Union Town Center.

Gerry Dusing, attorney for Midland Atlantic spoke and gave closing remarks for the Midland Atlantic presentation. He stated that City of Union would be a better place with this development and that residents should not fear change and overcome any fear of change they may have. He stated that the plan of the developers must include plans to make sure the traffic issues are addressed. He also stated it will provide a good source of revenue to the schools.

Mayor Don Kirby opened the microphone for comments from those in attendance. He asked attendees to keep their comments as brief as possible and to the point.

**Public Hearing of
Union City Commission
MINUTES – July 14, 2008 – Page 3 of 6**

Dave Flisher, 10650 Unbridled Ct., a Triple Crown resident spoke in favor of the zone change.

Fred Bernier of 10862 Kimberly Dr, a Suburban Estates resident spoke in favor of the zone change.

Jerry Deters of Triple Crown neighborhood spoke in favor of the zone change.

Gary Vaughn of 2116 Natchez Trace in Plantation Pointe spoke in favor of the zone change.

Joe and Mary Bloom of 10855 Aspen Place in Lassing Green spoke in favor of the zone change.

Erin Sweeney of 1495 Vistaglen Cr., a Cool Springs resident, spoke in favor of the zone change and stated the Galleria and the Town Center can co-exist.

Roy Frost of 10123 Russwill Ln. spoke against the zone change.

Patti Rafferty of 9171 Royal Oak Ln. in Fowler Creek spoke against the development and presented a petition signed by 27 other residents in Fowler Green who are also opposed to the development.

Bob Schroder, an Arlinghaus Employee who lives at 1423 Barnwood Ct. in Edgewood, KY spoke in favor of the development.

Cherie Shields of 1503 Vistaglen Cr. of Cool Springs spoke in favor of the zone change and stated she felt the Union Town Plan and The Galleria could co-exist.

Jeanne Demler of 11627 Gum Branch Rd. who has been a 20 year resident of Union spoke in opposition of the zone change and stated Warren Moore, Union City Administrator, has a letter on file stating her opposition.

Brian Smith of 1795 Whispering Trails spoke against the zoning change.

Dan Marsh 3334 Forestview Dr. spoke against the zoning change.

Michael Sweeney of 2027 Holderness Dr. in Hampshire spoke in favor of the zone change and would like to see a compromise worked out.

Chris Baker of Orleans Neighborhood spoke in favor of the zone change.

Robert Scroggins of Richmond Rd. in Union Village spoke against the zone change.

Greg Bennett of Big Bone Rd. spoke against the zone change.

Kevin Brashear a resident of Bonne County Unincorporated spoke in favor of the zone change.

Dan Riegler of 9744 Spruce Dr. spoke in favor of the zone change.

Diane Barnett who lives on U.S. 42 spoke in favor of the zone change.

**Public Hearing of
Union City Commission
MINUTES – July 14, 2008 – Page 4 of 6**

Paul Marcotte of 10874 Palastine Dr. spoke against the zone change. He stated that while he was impressed with the plan he does not feel Union needs a target.

Michael Thorton of 9268 Tranquility Dr. stated he was in favor of the plan and felt it was what is best for Union at this time.

Mark Woodrum of Triple Crown spoke in favor of the zone change.

Patrick Muldoon of 10134 Old Union Rd. spoke against the zone change.

Richard Harrell of 10001 Cedarwood in Hempsteade spoke in favor of the zone change.

Lisa Campo of 9069 Braxton in Union Village spoke in favor of the zone change and feels Union can support both The Galleria and Union Town Plan.

Matt Campo of 9069 Braxton in Union Village spoke in favor of the zone change and feels Union can support both The Galleria and Union Town Plan.

A gentleman who lives in the 41091 zip code employed by Fisher Homes stated he is in support of the zone change even though it changes the property from residential to commercial.

Donna Wilmhoff of 10647 Michelle Dr. spoke against the zone change and asked the Commission to give the Union Town Plan a chance.

Jackie and Paul Hartke of 10400 Killarney Ct. spoke against the zone change.

Joe Mahoney, residing on Richmond Rd., a resident of Arbor Springs spoke for the zone change and asked the Commissioners to vote yes.

Mike Lyons of the Boone County Business Men's Association spoke against the zone change saying it would harm small business.

Jim Collett a City of Union Property owner spoke against the zone change. He stated he was very impressed with the Midland Atlantic Proposal but he would like the Commission to give the Union Town Center a chance.

Mark Hadley of 10099 Golden Pond spoke against the zone change and in support of the Union Town Center plan.

Betsy Sato of 10604 Killarney Dr. spoke in favor of the zone change.

Karen O'Sullivan of 10702 Aspen Pl. in Lassing Green spoke against the zone change.

Diane Frank of Whispering Trails spoke in favor of the zone change.

Dave Ziegler of 2228-Bleu Yacht spoke in favor of the zone change.

Barbara Coughlin of 10207 Waterside Ct. in Hempsteade spoke against the zone change.

A man who identified himself as Scott, a Florence resident who lives in Farmview spoke in favor of the zone change.

**Public Hearing of
Union City Commission
MINUTES – July 14, 2008 – Page 5 of 6**

Clint Morrow, residing at 9090 Braxton Dr. spoke in favor of the zone change.

Mayor Kirby asked Dave Geohegan to clarify a residential planned land use question that had been asked earlier in the meeting. Mr. Geohegan clarified that nine (9) acres of the land is planned detached residential and ten (10) acres is planned for townhomes. He explained that there is a ten (10) units per acre max. To the south there is a planned townhome area of another ten (10) acres with six (6) units per acre. The multi-unit houses have to obey a 100 foot set back from U.S. 42.

John Silverman from Midland Atlantic disagreed with Mr. Geohegan information and stated he believed it was 24 acres that was available for residential. Mr. Silverman clarified other information that arose from the public comments. He stated that Midland Atlantic is interested in developing the Union Town Center but that they believe that the current zoning change needs to take place to prepare for the progress of the Town Center, it gives people a reason to come down U.S. 42.

Gerry Dusing, the attorney for Midland Atlantic addressed several issues: schools, traffic issues, and fear of the community. He argued that too much residential development would congest the school district and overflow classrooms. He addressed the traffic count issues and stated that they received the traffic count data from the Kentucky Transportation Cabinet and Boone County Planning Commission. He stated that Midland Atlantic is proposing to alleviate traffic issues from this proposed development by using their own financing to fix the road and traffic issues. He also stated that people wanted shops and restaurants close to their homes in Union. He also addressed the fear that people have about The Galleria being a barrier to the development of the Union Town Center. He stated the data shows that the community can financially support both.

Mayor Kirby spoke and stated that the city is always looking at ways to increase revenue. Mayor Kirby also explained that 3 of the 4 members of the Boone County Planning Commission's Zone Change Committee were not around when the City of Union worked very hard with "blood, sweat, and tears" to put the Union Town Plan together and did not understand the history and visioning that went into the Town Center Plan as well as the citizen input. He stated that this was a part of the reason why their decision was made to recommend the zone change; they did not have all of the history of the City of Union's Town Plan process.

He thanked the attendees for coming for the evening and stated that the post card return was impressive. However, he pointed out that 41091 zip code includes more than just the residents of the City of Union. He stated that he has to listen to only the 41091 zip code residents who are indeed tax paying residents of the City of Union. He stated that while he appreciates their opinions, he does not represent the people who reside outside of the City of Union.

He stated that the decision ultimately comes down to the Union Town Plan and the City of Union's commitment to that plan. He stated that there are developers who have backed away from interest in developing the Town Plan as they observe what will occur as a result of this meeting.

Mayor Kirby also stated that looking at the sign in sheet he can see that the majority of the "proponents" of the zone change are not city of Union residents and "opponents" of the zone change are city of Union residents.

Commissioner Kelly asked a question to clarify a zoning question relative to the Town Center. Mr. Geohegan from the Boone County Planning Commission answered his question.

**Public Hearing of
Union City Commission
MINUTES – July 14, 2008 – Page 6 of 6**

Commissioner Mefford made comments regarding the Galleria Plan and how aesthetically pleasing it was. However he feels the city needs to grow in the right way. He also expressed his concern over the affect a big box store would have on the small businesses planned in the Town Center.

Mayor Kirby asked for a motion to accept the Boone County Planning Commission's Committee report in it's entirety including the findings of fact. **No motion was made.**

Mayor Kirby asked for a motion to approve the full Boone County Planning Commission's denial of the zone change. Mr. Mefford made a motion to accept the resolution. Mr. Kelly seconded the motion. No other Commissioner opposed. **Motion carried.**

Mayor Kirby asked for a motion to close the public hearing. Mr. Kelly made the motion. Mr. Mefford seconded the motion. **Motion carried.** The meeting was adjourned at 11:17 p.m.

Signed this 11th day of August, 2008.

APPROVED:

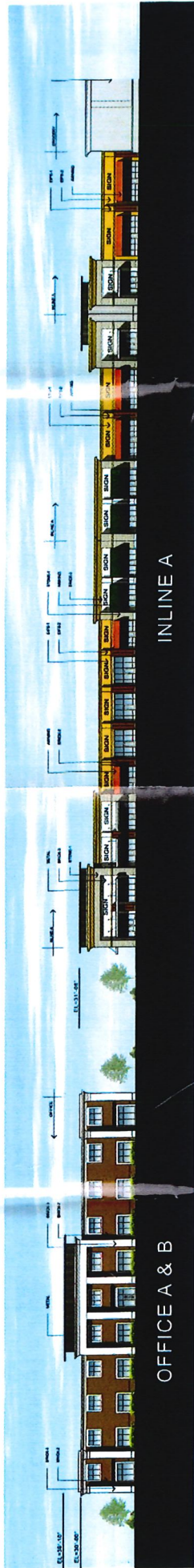
Don Kirby, Mayor

Warren S. Moore

Warren S. Moore, City Administrator

ATTEST:

Kathy Porter
Kathy Porter, City Clerk/Treasurer



OFFICE A & B

INLINE A



GROCERY

JR. ANCHOR 1

INLINE B

JR. ANCHOR 2



ANCHOR

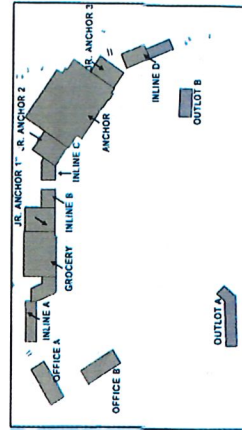
JR. ANCHOR 3

INLINE D



OUTLOT A

OUTLOT B



scale: 1/16" = 1'-0"



1387 004 00 1 02 FEBRUARY 2006

RETAIL SHOPS
UNION, KY