

Z-26-80

ZONING MAP AMENDMENT REQUEST AND
CHANGE IN CONCEPT DEVELOPMENT PLAN
IN A PLANNED DEVELOPMENT (PD) DISTRICT
BY GARTNER, BURDICK, BAUER NILSEN,
INC. (APPLICANT) FOR TURFWAY DEVELOPMENT
COMPANY (OWNER) FOR PROPERTY LOCATED IN
FLORENCE, KENTUCKY.

This is a Zoning Map Amendment and a change in an approved Concept Development Plan in a Planned Development District by Gartner, Burdick, Bauer-Nilsen, Inc., (applicant) for Turfway Development Company (owner). The site is divided into two parcels of land. The 4.33± acre parcel is currently zoned Commercial Services, C-3 with an attached Concept Development Plan approved by the Boone County Planning Commission on September 7, 1983 with an effective date of October 11, 1983. A request is being made to rezone the 4.33 ± acre parcel to Commercial Services/Planned Development Overlay, C-3/PD Overlay. The remaining 50.57 ± acres is zoned Commercial Services/Planned Development Overlay, C-3/PD Overlay, Office Two/Planned Development Overlay, O-2/PD Overlay and Suburban Residential Two/Planned Development Overlay, SR-2/PD Overlay, all with an approved Concept Development Plan by the Boone County Planning Commission dated September 19, 1984 with its effective date being November 13, 1984. A change in the approved Concept Development Plan is being requested. The proposed development is also referred to as the Turfway Commercial Park.

Surrounding Zoning and Land Uses

The present zoning of the 54.8 ± acre site is described above. The zoning in the immediate area consists of the following:

North of site and across I-75 - Commercial Two/Planned Development Overlay, C-2/PD Overlay, Office Two/Planned Development Overlay, O-2/PD Overlay and Industrial One/Planned Development Overlay, I-1/PD Overlay.

South of site and across KY 18 - Commercial Two, C-2 and Public Facilities, PF. (Commercial Two/Planned Development Overlay, C-2/PD Overlay and Public Facilities/Planned Development Overlay, PF/PD Overlay pending for Feldman/Florence Care Center zone change)

East of site across Turfway Road - Office Two, O-2.

West of site - Residential One Family, R1F, Office Two/Planned Development Overlay, O-2/PD Overlay and Public Facilities/Planned Development Overlay, PF/PD Overlay.

The surrounding land uses include the following:

North of site: I-75, an approved site plan for Corporex property and a Boone County Planning Commission recommendation to the Florence City Council for approval of a Concept Development Plan for a mixed use development for the Mary Ellen Foltz property.

South of site: Famous Recipe Restaurant; a proposed site plan for Thriftway

Approved Feb 6, 1986
Public Hearing Feb 20, 1986
Approved March 5, 1986

Donna
Approved

Foods, Burlington Coat Factory and a 42,000 square foot retail building; a pending zone change request for 200 independent/assisted living units, commercial/restaurant building, medical office building and Florence Care Center; Boone County High School; and Brynwood Plantation Apartments.

East of site: Turfway Ridge Office Center and Frisch's Restaurant.

West of site: Single-family residences, Colonial Estates Subdivision.

Relationship to Comprehensive Plan and Turfway Study

The Land Use Study, I-75/Turfway Road Interchange, is the appropriate guide for development on the 54.8 ± acre site. The purpose of the study was to analyze a specific area surrounding the interchange and recommend land uses. In essence, this study became the comprehensive plan (including land uses and zoning) for the Turfway Road Interchange. The site and general area are referred to in the Turfway Study text in a number of ways:

1. Page 2.1 states that "the development of the study area will greatly affect existing and future traffic patterns resulting from the construction of the new interchange. Movement of people in and out of the study area is also closely related to other adjacent interchanges on I-75 at Donaldson Road, Burlington Pike (KY 18) and US. 42." In other words, the new Turfway Road Interchange will also serve to ease traffic problems at other interchanges.
2. Page 3.3 indicates a sensitivity to the existing topography of the site. "Specific attention should be given to the sloped area behind JoAnn Drive and Claxton Drive as a natural buffer."
3. Page 3.9 and 3.10 discuss traffic constraints. The three-lane width of Turfway Road is a serious constraint which would affect development in the study area. "The new interchange could accomodate very little new development east of the interstate but could serve significant additional development west of the interstate."
4. Page 4.1 and 4.2 identifies the principle objectives of future land use planning in the study area, "to protect the interchange and to minimize the potential for serious traffic congestion in the area." "Since the preponderance of the traffic was coming from the north, it follows that commercial land use, being the major traffic generator, be located as close as possible to the southbound exit ramp."
5. Page 4.2 refers to a general recommendation. "A recommendation of this study area be required to follow a planned development (PD) approach. This will assure the community that proposed development address the specific needs of the parcel and it neighbors".
6. Page 4.3 refers to the Parcel 8, a portion of Parcel 7 and a portion of Parcel 9 in the recently submitted concept development plan. "This parcel has a major swale and heavy vegetation in an east-west direction through the parcel. Development of the parcel must recognize and be sensitive to the existing vegetation and topography while maintaining the natural buffering of the land.

Development of the site should be limited and clustered north of the swale and take maximum advantage of the slopes, views and vegetation."

7. Page 4.4 discusses Parcels 4,5,6,10, a portion of 7 and a portion of 9 in the recently submitted concept development plan. The key issues with regard to these parcels are grading and drainage.
8. Page 4.5 described Parcel 3 of the recently submitted Concept Development Plan. This long and narrow parcel of land is bounded by the northbound exit of I-75, Turfway Road and Frisch's Restaurant. "This parcel should be developed in close coordination with the existing C-3 zone to the east. Interior circulation, grading and drainage of this area together with the surrounding parcels is of utmost importance".

In summary, the Turfway Study focused upon potential traffic and environmental problems in the study area resulting from future development proposals. Special attention should be given the existing topography and intensity of development. The recommended zoning of Suburban Residential Two/PD Overlay, Office Two/PD Overlay, Commercial Services/PD Overlay and Commercial Services indicates a planned and mixed land use. The Study further suggested that future development in the Turfway/I-75 area follow a Planned Development (PD) Overlay classification.

Comparison with Previously Approved Concept Development Plans

The 54.8 ± acre site has been the subject of several Concept Development Plans. A summary of these plans appear on the next page. The Boone County Planning Commission has approved two previous Concept Development Plans (September 19, 1984 and April 3, 1985). The September 19, 1984 Concept Development Plan was later approved by the City of Florence on November 13, 1984. The April 3, 1985 Concept Development Plan was denied by the City of Florence on June 11, 1985. Since then, the applicant submitted a revised Concept Development Plan on December 4, 1985. The Boone County Planning Commission denied the applicant's request for a Change in a Concept Development Plan and the rezoning of a 4.33 ± acre parcel on January 15, 1986. The applicant has submitted a letter to officially withdraw the above request from action by the City of Florence.

Turfway Commercial Park Concept Development Plan

The applicant would like to rezone the 4.33 ± acre parcel in order to construct an 8,000 square foot drive-in bank and a 9,000 square foot, 200 car restaurant. The proposed restaurant is to be a sit-down type with the possible inclusion of a drive-thru window. The applicant would also like to submit a revised Concept Development Plan for the remaining 50.4 ± acres (see copy of plan on the next page). Development plans on the remaining eight parcels of land consist of the following: a 125 unit motel; a 250 unit hotel, two up-scale/sit-down type/2,000 square foot, 200 car restaurant; an up-scale/sit-down type/5,000 square foot, 200 car restaurant; 98 executive apartments; four office buildings with a combined square footage of 175,000; and a 55,000 square foot retail building.

The applicant has shown the general arrangement of the proposed structures. This arrangement should be sensitive to the existing topography, vegetation and drainage patterns. The Turfway Study indicated that development in the SR-2/PD

Florence Executive Park
(54.8± acres)

Turfway Commercial Park

<u>September 19, 1984 APPROVED USES</u>	<u>April 3, 1985 APPROVED USES</u>	<u>December 4, 1985 PROPOSED USES</u>	<u>February 26, 1986 PROPOSED USES</u>
<u>PARCEL NO. VIII:</u> Bank w/ Drive-Thru Windows (4,500 s.f.) 20 cars parking	<u>PARCEL NO. I:</u> Bank w/ Drive-Thru Windows (4,500 s.f.) 24 cars parking	<u>PARCEL NO. I:</u> Bank 1.2 acres 18,000 s.f.	<u>PARCEL NO. I:</u> Bank 1.2 acres, 8,000 s.f.
<u>PARCEL NO. II:</u> Unassigned Parcel	<u>PARCEL NO. II:</u> Full Service Restaurant (9,000 s.f.) 90 cars parking	<u>PARCEL NO. II:</u> Restaurant 1.9 acres 200 cars	<u>PARCEL NO. II:</u> Restaurant 1.9 acres, 200 cars 9,000 s.f.
<u>PARCEL NO. I:</u> Motel (140 units w/ meeting rooms) 170 cars parking	<u>PARCEL NO. III:</u> Executive Inn (125 units w/ meeting rooms) 158 cars parking	<u>PARCEL NO. III:</u> Motel 3.75 acres 120 rooms	<u>PARCEL NO. III:</u> Motel 3.75 acres 125 rooms
<u>PARCEL NO. III:</u> Restaurant (12,000 s.f.) 180 cars parking	<u>PARCEL NO. IV:</u> Restaurant (12,000 s.f.) 145 cars parking	<u>PARCEL NO. IV:</u> Restaurant 2.65 acres 200 cars	<u>PARCEL NO. IV:</u> Restaurant 2.65 acres, 200 cars 12,000 s.f.
<u>PARCEL NO. IV:</u> Motel (120 units) 140 cars parking	<u>PARCEL NO. V:</u> Full Service Hotel (250 units) 463 cars parking	<u>PARCEL NO. V:</u> Hotel 6.85 acres 250 rooms	<u>PARCEL NO. V:</u> Hotel 6.85 acres 250 rooms
<u>PARCEL NO. IX:</u> Restaurant (12,000 s.f.) 140 cars parking	<u>PARCEL NO. VI:</u> Restaurant (12,000 s.f.) 148 cars parking	<u>PARCEL NO. VI:</u> Restaurant 2.85 acres 200 cars	<u>PARCEL NO. VI:</u> Restaurant 2.85 acres, 200 cars 12,000 s.f.
<u>PARCELS NO. V & VI:</u> Sports Center (15,000 s.f.) with Indoor Tennis (Possible 40,000 s.f.) 180 cars parking	<u>PARCEL NO. VII:</u> Sports Center (35,000 s.f.) with (5) Outdoor Tennis courts 139 cars parking	<u>PARCEL NO. VII:</u> Restaurant 3.5 acres 200 cars	<u>PARCEL NO. VII:</u> Restaurant 3.50 acres, 200 cars 15,000 s.f.
<u>PARCEL NO. X:</u> Garden Apartments (128 units plus gatehouse) 206 cars parking	<u>PARCEL NO. VIII:</u> Garden Apartments (128 units plus gatehouse) 196 cars parking	<u>PARCEL NO. VIII:</u> Executive Apartments 12.5 acres 98 units	<u>PARCEL NO. VIII:</u> Executive Apartments 12.50 acres 98 units
<u>PARCEL NO. VII:</u> Office Buildings (175,000 s.f.) 705 cars parking	<u>PARCEL NO. IX:</u> Office Buildings (175,000 s.f.) 702 cars parking	<u>PARCEL NO. IX:</u> Office Buildings (144,000 s.f.) 7.2 acres	<u>PARCEL NO. IX:</u> 4 Office Buildings 175,000 s.f. 11.0 acres
<u>IMFELD/GEMMER PARCEL:</u> Retail Center (29,500 s.f.) 120 cars parking	<u>PARCEL NO. X:</u> Retail Center (55,000 s.f.) 209 cars parking and Medical Office Building (5,000 s.f.) 26 cars parking	<u>PARCEL NO. X:</u> Retail Center (135,000 s.f.) 9.0 acres	<u>PARCEL NO. X:</u> Retail Center 55,000 s.f. 5.20 acres

Overlay zone "should be limited and clustered north of the swale and take maximum advantage of the slopes, views and vegetation." The proposed executive apartments should be clustered and the maintenance of the existing natural buffer along the western property line should occur. In addition, the applicant has planned to develop a bermed buffer between the proposed Parcels 9 and 10 and Brynwood Plantation Apartments. The applicant will be constructing a four-lane bermed boulevard to serve as the only access point from KY 18. A traffic signal is being proposed at this location to be in direct line with the Feldman property across KY 18. Details regarding additional landscaping, grading and erosion control will have to be specifically addressed in the Preliminary Development Plan.

As part of this staff report, the applicant would like to submit a three-page letter, examples of the type of retail space which may occur on Parcel 10 and examples of other developments. The three-page letter describes the rationale for the zone change request, the impact of Turfway Commercial Park, trafficability and staging of development.

In regard to traffic in the area, the applicant submitted a traffic analysis of the Turfway Commercial Park site at the December 4, 1985 Public Hearing. This report indicated a total of 11,112 trips per day for the proposed development. The applicant also submitted a traffic analysis of the April 3, 1985 Concept Development Plan, which was approved by the Boone County Planning Commission. The total number of trips estimated from the project was 10,282. This figure is low compared to OKI's determination that the same plan would generate a total of 16,800 trips. The above figures are relevant because the current Concept Development Plan is very similar to the April 3, 1985 Concept Development Plan. The Boone County Planning Commission has completed an independent study and the current Concept Development Plan will generate an estimated 12,654 trips per day (see enclosed study).

It is neither a sound planning practice to severely limit development on only specific parcels based on a man-made constraint nor is it acceptable (at this interchange particularly) to allow development to occur under an assumption of an improvement occurring sometime in the future. Therefore, the commission needs to again assess the above traffic figures, by carefully examining the intensity of development on each parcel and its impact on existing traffic routes. The Turfway Commercial Park will definitely add traffic to KY 18 and Turfway Road, but the Commission and eventually the City Council must decide if the amount of traffic added is going to be less than another acceptable development on the entire site. The impact of this project might be even greater because of the relatively short construction schedule and because of neighboring developments such as Turfway Ridge Office Center, Florence Care Center, Latonia Park, Benderson Development Company site, the Mary Ellen Foltz property and Corporex property. The entire Turfway Road interchange has to be examined in terms of accomodating additional traffic from other developments based upon existing transportation routes. The three lane I-75/Turfway Road Bridge is a serious constraint and does limit development options east of the interstate.

Utilities to the site include a sanitary sewer line from Claxon Drive and Turfway Road. City water service will be extended from KY 18 and Turfway Road. The issue of capacity will have to be addressed by the applicant. Electricity and telephone service will be provided by extending existing lines. Storm water drainage is critical because of the existing swales, natural topograhly and paved surfaces.

ESTIMATED TRIP GENERATION

Turfway Commercial Park

Boone County Planning Commission

<u>Land Use/Building Type</u>			<u>Average Weekday Vehicle Trip Ends</u>
Service	Drive-In Bank (Parcel #1)	1,000 gross square feet 8,000 gross square feet (8 x 192.00 = 1,536 trips generated)	192.00
Lodging	Motel (Parcel #3)	Per occupied room (125 rooms x 10.14 = 1,267 trips generated)	10.14
Lodging	Hotel (Parcel #5)	Per room (250 rooms x 10.50 = 2,625 trips generated)	10.50
Residential	Executive Apartments (Parcel #8)	Per dwelling unit (98 x 6.60 = 647 trips generated)	6.60
Office	General Office (Parcel #9)	1,000 gross square feet (175,000 gross square feet (175 x 12.30 = 2,152 trips generated)	12.30
Retail	Specialty Retail Cntr. (Parcel #10)	1,000 gross square feet (55,000 gross square feet) (55 x 40.70 = 2,238 trips generated)	40.70
Retail	Quality Restaurant (Parcels #2,4,6 & 7)	1,000 gross square feet (48,000 gross square feet) (48 x 74.90 = 3,595 trips generated)	74.90

14,060 total trips
-1,406 (internal circulation - 10%)

Estimated Total Trip Generation = $\frac{12,654}{}$

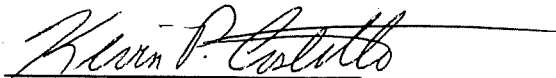
Source: Institute of Transportation Engineers Trip Generation Summary (1983)

There are storm sewers located along I-75 and Turfway Road. Individual parcel owners will provide storm water detention on-site. Finally, there is an existing gravestone located on Parcel 3.

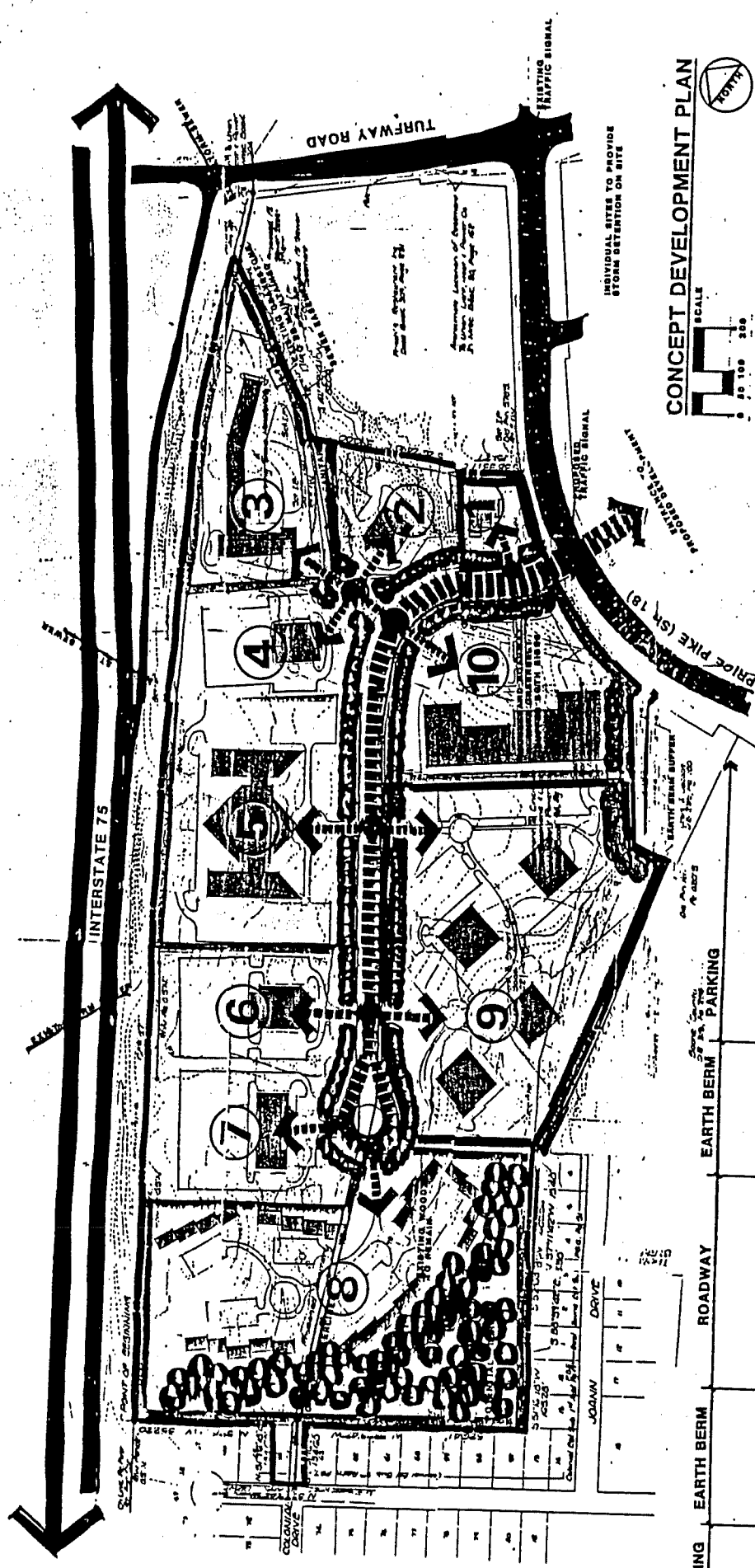
Conclusion

In conclusion, the Turfway Commercial Park Concept Development Plan offers a variety of land uses on a highly visible and accessible site. The location of the 54.8± acre site makes the proposed development unique because it will serve both the regional and local population. It may also add a new dimension to the local economy by providing those services for the significant increase in office space in Boone County. Careful site planning, preservation of existing vegetation and proper landscaping should minimize potential problems to the environmentally sensitive areas on the 54.8 ± acre site. This Concept Development Plan should be examined by the Planning Commission in terms of meeting the objectives of the Planned Development zone. The proposed zone change request would require a change in the Turfway Study Land Use map from Commercial Services, C-3 to Commercial Services/Planned Development Overlay, C-3/PD Overlay should the request be granted by the City of Florence.

Respectively submitted,



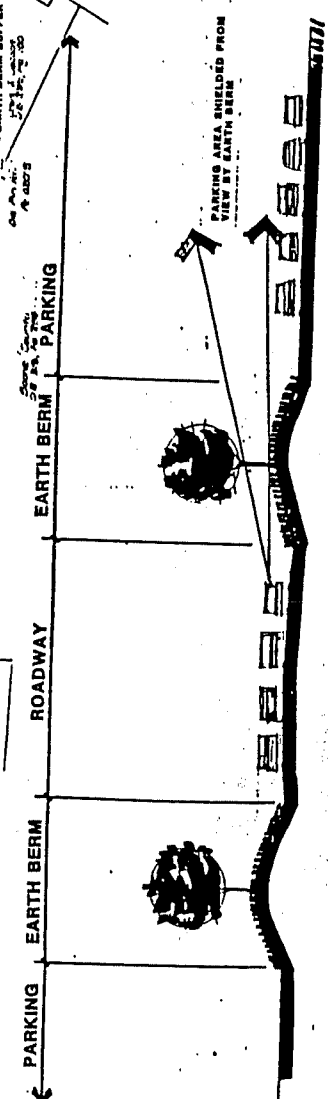
Kevin P. Costello
Assistant Director/Senior Planner



CONCEPT DEVELOPMENT PLAN



PARCEL #	AREA, ACRES	LAND USE	CAPACITY
1	1.2	BANK	8000 SF
2	1.9	RESTAURANT	200 CARS / 9000 SF
3	3.75	MOTEL	125 GUESTROOMS
4	2.65	RESTAURANT	200 CARS / 12,000 SF
5	6.85	HOTEL	250 GUESTROOMS
6	2.85	RESTAURANT	200 CARS / 12,000 SF
7	3.5	RESTAURANT	200 CARS / 15,000 SF
8	12.5	EXECUTIVE APT.'S	98 D.U., 7.8/ACRE
9	11.0	PROFESSIONAL OFF.	175,000 SF
10	5.2	RETAIL	55,000 SF



SCHEMATIC SECTION THRU BOULEVARD ROADWAY

C. W. Henne CONDITIONS FOR APPROVAL

TURFWAY DEVELOPMENT COMPANY AND
C. W. HENNE DEVELOPMENT COMPANY
CONDITIONS TO ZONING APPROVALS
FOR A ZONE CHANGE AND
PLANNED DEVELOPMENT APPROVALS

The following are conditions agreed to by Turfway Development Company and C. W. Henne Development Company, these provisions serving as conditions to zoning approvals of approximately 50 acres at the Turfway Road and I-75 Interchange. These conditions, as part of the concept development plan of Turfway Development Company and C. W. Henne Development Company, have been adopted and agreed upon as conditions to these land use regulation approvals, and are as follows:

1. All terms, conditions and provisions of the concept development plan set forth in the records of the Boone County Planning Commission and serving as part of its recommendation to the City of Florence, Kentucky, except as otherwise set forth herein.
2. Recommendations of the consultants of Pflum, Klausmeier and Wagner are set forth in their letter of May 19, 1986. (Exhibit "A")
3. The Declaration of Protective Covenants, a copy of which is attached and marked as Exhibit "B" shall be properly recorded in the office of the Boone County Clerk in Burlington, Kentucky.
4. The provisions attached to the letter from Mr. Ken Jameson dated June 9, 1986 applicable to lots 5, 6, 7 and 8 of Turfway Commercial Park, (the provisions of such letter shall also apply to lot 4). These provisions generally require submittal of a preliminary development plan to a subcommittee of the Florence, Kentucky City Council and approval of it, and a condition that lot 10 of Turfway Commercial Park shall be limited to no more than 29,500 square feet of retail space. (Exhibit "C")
5. It is agreed that a Notice and Acknowledgment of the concept development plan shall be signed by Turfway Development Company or any other appropriate person or party and filed in the Boone County Clerk's office. (Exhibit "D")
6. Turfway Development Company as owner of the subject property agrees that construction shall not be started on any building or other structure on lots numbered 4, 5, 6, 7 and 8 of Turfway Commercial Park before July 1, 1987 unless approval is granted by the City Council of Florence, Kentucky. It is further agreed

1987. Pflum & Co.



that there shall be no sale actually conveying real title to lots 4, 5, 6, 7 or 8 before July 1, 1987 unless approval is granted by City Council of Florence, Kentucky. Prior to July 1, 1987 Turfway Development Company shall pursue independently or in conjunction with the City of Florence a single development for said numbered lots 4, 5, 6, 7 and 8 of Turfway Commercial Park.

Development on an individual lot basis (regarding said lots 4, 5, 6, 7 and 8 of Turfway Commercial Park) may proceed accordingly to the approved Turfway Commercial Park Concept Development Plan or as amended with approval if a single development user has not been secured by July 1, 1987.

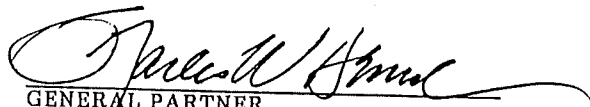
7. Turfway Development Company agrees that no use is being approved for lots 7 or 8 at this time and it shall reapply and obtain necessary approvals under applicable zoning regulations before any use, structure or construction can begin on lots 7 or 8, it being understood that the unassigning of any use for these two lots is temporary.

8. Turfway Development Company, owner of the subject property, understands, accepts and agrees to the terms and conditions set forth herein and that its land use approvals granted by the City of Florence, Kentucky are subject to and conditioned upon these terms and provisions and that they are binding upon any subsequent owner or transferee of any interest in the property. The property that is the subject hereof is more particularly described on Exhibit "E" attached hereto.

9. These conditions are part of the concept development plan serving as conditions of zoning approvals which have been accepted and agreed to by Turfway Development Company and shall be recorded in the minutes of the City of Florence, Kentucky of the meeting at which second reading of the ordinance which approves the concept development plan is adopted.

Turfway Development Company, a Partnership, by and through its duly authorized representative hereby acknowledges that it has reviewed the following and agreed to its terms, this 8 day of JULY, 1986.

TURFWAY DEVELOPMENT COMPANY


GENERAL PARTNER

COMMITTEE REPORT

TO: Boone County Planning Commission

FROM: Fred Burch, Chairman

DATE: March 5, 1986

RE:

Request of GBBN (applicant) for Turfway Development Company (owner) to construct a mixed-use development just south of the northbound I-75 exit ramp and west of KY. 18. The site is divided into two parcels of land. The 4.33± acre parcel is currently zoned Commercial Services, C-3 with an attached, approved Concept Development Plan. A request is being made to rezone the 4.33± acre parcel from Commercial Services, C-3 to Commercial Services/Planned Development Overlay, C-3/PD Overlay. The remaining 50.57± acre parcel is zoned Commercial Services/Planned Development Overlay, C-3/PD Overlay; Office Two/Planned Development Overlay, O-2/PD Overlay and Suburban Residential Two/Planned Development Overlay, SR-2/PD Overlay, all within an approved Concept Development Plan. A change in the approved Concept Development Plan is being requested.

REMARKS:

The Committee recommends approval of both the zone change request and the change in Concept Development Plan. Approval is based on the following findings of facts, reservations and conditions. The Committee wishes to emphasize that approval in principle constitutes only a commitment to the planned land uses and intensities and is not an agreement of precise locations or mixture of uses, configurations of parcels, arrangement of physical design, engineering feasibility or other particulars. The Committee makes the following findings of fact, recommendations and comments.

Findings of Fact

The site is located within the Turfway/I-75 Interchange area. The proposed zone change is consistent with the general recommendation of the Turfway Study. On Page 4.2, the text states that "a recommendation of this study area be required to follow a planned development (PD) approach. This will assure the community that proposed development address the specific needs of the parcel and its neighbors." Further, the study recognized the unique features of the site such as the close proximity to I-75, the natural buffer and the irregularity of the topography to form natural drainage patterns. In addition, the Turfway Study did recommend residential, office, commercial or mixed land-uses for the site. Both the zone change and the change in concept development plan agree with the Turfway Study's recommendations.

Recommendations:

The Committee agrees with the following land uses and building intensities.

- A. Parcel 1 8,000 square foot drive-in bank, 1.2 acres.
- B. Parcel 2 9,000 square foot restaurant, 200 cars, 1.9 acres.
The Committee agrees with the concept of an upscale, sit-down type restaurant and the applicant's desire to maintain the flexibility of having a drive-in window.
- C. Parcel 3 125 unit motel, 3.75 acres. The existing gravestone should be maintained and secured. Proper demarcation and pedestrian access should be provided if a cemetery exists.

- D. Parcel 4 12,000 square foot, sit-down type, upscale restaurant, 200 cars, 2.65 acres.
- E. Parcel 5 250 unit hotel, 6.85 acres.
- F. Parcel 6 12,000 square foot, sit-down type, upscale restaurant, 200 cars, 3.50 acres.
- G. Parcel 7 15,000 square foot, sit-down type, upscale restaurant, 200 cars, 3.50 acres.
- H. Parcel 8 98 Executive Apartments, 12.5 acres.

Because of the existing swale and heavy vegetation, the Committee is in agreement with the Turfway Study that development of this parcel should be sensitive to the existing vegetation and topography. Development of the site should be limited and clustered north of the swale. The Committee requests that the existing vegetation along Claxon Drive and Jo Ann Drive be left undisturbed in order to provide a dense and natural buffer between the single-family residences and the proposed Executive Apartments. Preservation of the existing vegetation should occur during the construction phases and be replaced if disturbed. The Committee would also recommend that no transportation access be permitted from the site through the Colonial Estates Subdivision via the lot off Claxon Drive.

- I. Parcel 9 4 office buildings, 175,000 square feet, 11.0 acres.
- J. Parcel 10 55,000 square feet retail center, 5.20 acres.

The Committee realizes that Parcel 10 is a focal point of the Turfway Commercial Park and that it should be designed in a manner which would be compatible or enhance the character of the neighborhood. An earth berm will be constructed to act as a screen between the Brynwood Plantation Apartments and the office buildings/retail center.

The Committee would also like the applicant to build the four-lane bermed boulevard as the only entrance and exit in order to demonstrate its commitment to the land uses and arrangement of parcels. The Committee understands that there will be no more than four restaurants located on the site as described in the attached Concept Development Plan. The Committee also has the understanding there will be no additional access from Turfway Road, KY 18 or from any adjacent property owner.

The Committee would also require that a traffic signal be placed at the entrance of the Turfway Commercial Park. Each land owner will provide storm water detention on-site. The applicant will still be responsible for meeting the requirements of Florence's Storm Water Detention Regulations. Additional green areas or open space is a Committee concern and will be addressed in the Preliminary Development Plan.

Finally, a change in the Concept Development should be submitted to the Technical Committee to determine if the change is minor or major. If the change is major, a new application and public hearing will be required for a Change in Concept Development Plan. The Committee agrees with the staging of development as described in the following manner:

- 1986-1987 1st stage - Construction of four-lane boulevard, site work and utilities.
- 2nd stage - Construction of Hotel, Motel and Executive Apartments.
- 3rd stage - Construction of restaurants.
- Spring 1987 4th stage - Construction of Retail Center.
- 1986-1989 5th stage - Construction of Office Buildings.

Comments:

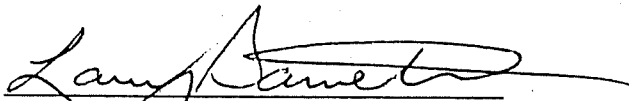
The Committee would like to state that the present Concept Development Plan is different than the December 4, 1985 Plan. The changes include a decrease of 10,000 square feet in Parcel 1, an increase of 5 units in Parcel 3, an increase of 31,000 square feet in Parcel 9 and a decrease of 80,000 square feet in Parcel 10. With the change in intensity for individual land uses and with the elimination of a second curb cut, traffic problems will be substantially reduced.

The Turfway Commercial Park Concept Development Plan demonstrates an appropriate number of land uses for suitable development on a site that is highly visible and accessible from I-75. The site will serve the local and regional population and should be developed in a high quality manner.

We the Committee recommend approval of the submitted Concept Development Plan and for a zone change for a 4.33± acre parcel from Commercial Services, C-3 to Commercial Services/Planned Development Overlay, C-3/ PD Overlay.



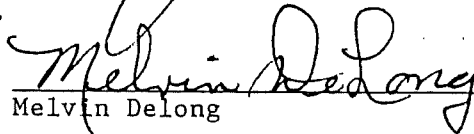
Fred Burch, Chairman



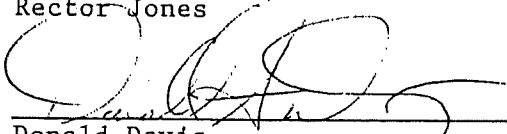
Larry Barnett



Rector Jones



Melvin Delong



Donald Davis

William Viox



Pflum,
Klausmeier & Wagner
Consultants

MAY 19 1986

General Partners

John E. Pflum, PE
James P. Klausmeier, PE
Peter Jos. Wagner, AICP
Corky Neale, AICP
John E. "Jack" Gehrum

19 May 1986

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7431 U.S. Highway 42
P. O. Box 457
Florence, Kentucky 41042

Dear Bruce:

Please consider this letter as a summary of our Traffic Impact Analysis Report for the Turfway Commercial Park site (Henne Developer). We realize that the submitted plan, most recently approved by the Boone County Planning Commission, has been prepared on a concept review level. However, it is our opinion that additional information should be shown in order that the public interest and safety for the City of Florence are best served during future years. Although the purpose of our work did not include the review of land use on this site, it would appear, as an overall comment, that the development density is somewhat higher than would be desirable. Thus, the traffic generation resulting from that development produces relatively high volumes on the adjacent roadways and, thus, will require a higher cost improvement to mitigate the effects of that site generated traffic.

Our comments and/or recommendations are listed below:

1. The concept plan should include definitive locations and paths for pedestrian flow. For example, the proposed roadway (a dedicated street) should include provisions for sidewalks to be located within the right-of-way and at a safe distance to provide separation between moving vehicles, pedestrians, and bicycles.
2. A separate access point should be provided for emergency vehicles such as police, ambulance, and fire. The present street configuration does not provide an alternative entry point for these vehicles during a time of crisis. Public safety demands that such provisions be made.

Exhibit "A"

Mr. Bruce Jankens
19 May 1986
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3. The proposed roadway should be widened at appropriate locations for the purpose of providing left-turn storage lanes. Several of the interior parcels will generate significant volumes of traffic so that these left-turn lanes will be required. It should be noted that the roadway is identified as a boulevard on the concept plan. However, the center median, landscaped and planted, which is usually indicative of such a roadway is not shown in the typical cross section. Call
th
4. The concept plan should clearly recognize that the intersection of KY 18 with the proposed roadway should be designed with high capacity geometrics and signalization. Included will be the provision of left-turn lanes, right-turn lanes, pedestrian signals, as well as progressive interconnect with the adjacent signalized intersections.
5. The existing intersection of KY 18 and Turfway Road will be need to be modified to accommodate the anticipated traffic volumes. No additional work will be required in terms of pavement, widened curb lines, etc. However, the signal phasing will need to be modified, at least one additional left-turn lane will need to be provided on KY 18, and of course, the signal should be interconnected with the new signal to be constructed at the entrance of the site.

The City Council also asked us to make a comparison of the current site development concept plan with the previously approved development plan, dated 19 September 1984. The attached tabulation, prepared by the Boone County Planning Commission, is a descriptive comparison of the various parcels and the proposed land uses (See Table A).

Also attached as Table B is a summary of the trip generation estimates prepared by our Firm for all of the various future developments in the Turfway interchange area. This latest tabulation reflects our present estimates as of this date. Note that the proposed Henne development is shown as Area D on the second page of Table B.

Table C shows a similar trip generation estimate for the Area D land use development approved on 19 September 1984.

Our estimates show that the current Henne Development Plan will generate 15,007 vehicles trips on and during an average weekday. The

Mr. Burce Jankens
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AM and PM peak hour trips are 1,421 and 1,354 vehicle trips respectively. The September 19, 1984 land use plan generates 10,764 vehicle trips on an average weekday with 1,118 and 973 trips during the morning and evening peak hours respectively.

Note that the September 19, 1984 land use plan contains nine developed parcels with one parcel designated as unassigned. No traffic forecast was made for that parcel since the magnitude could vary widely.

A simple comparison of traffic volumes alone indicate that the current Henne Development Plan shows an increase of 39 percent for average weekday traffic and 27 percent and 39 percent for the morning and evening peak hours.

Of course, taking into account the entire Turfway interchange area development, the present Henne development will only increase overall traffic by 8 percent.

Of course, I will be glad to answer any questions or receive any comments you or the Council may have concerned with the above.

Sincerely yours,

PFLUM, KLAUSMEIER & WAGNER CONSULTANTS



John E. Pflum, P.E., Partner

JEP/bar
I-1165
Enclosure

DECLARATION OF PROTECTIVE COVENANTS

TURFWAY COMMERCIAL PARK

FLORENCE, KENTUCKY

OWH

KNOW ALL MEN BY THESE PRESENTS of this "Declaration of Protective Covenants" for the Turfway Commercial Park, made this 24 day of June, 1986, by the Turfway Development Co., a partnership, hereinafter referred to as the "Developer".

WHEREAS, the Developer is the owner of all the land comprising the Turfway Commercial Park, which land is located in the City of Florence, County of Boone, State of Kentucky, and is more specifically described on Exhibit "A" attached hereto, and hereinafter referred to as the "Land"; and

WHEREAS, the Developer intends to develop a planned commercial subdivision on the Land including subdivision platted lots or parcels;

NOW THEREFORE, the Developer hereby declares the Land to be subject to the following conditions, standards and covenants, hereinafter referred to as the "Covenants", all of which are declared and agreed to be in furtherance of a general plan for the subdivision, improvement and sale of the Land and are established and agreed upon for the purpose of enhancing and perfecting the value, desirability and attractiveness of the Land. All of the Covenants shall run with the Land and shall be binding upon all parties having or acquiring any right, title or interest in the Land, and shall be for the benefit of each owner of any portion of the Land, or any interest therein, and shall inure to the benefit of and be binding on each successor in interest and each mortgagee of the owners thereof; provided, however, that notwithstanding the foregoing, the Developer may from time to

Exhibit "B"

time amend, waive, release, modify or terminate any or all of the Covenants as provided herein, except for those covenants enumerated in Paragraph 21 herein which affect the parcel of land described on Exhibit "B" attached hereto. The Covenants shall continue in full force and effect until the ____ day of June, 2011, at which time said Covenants shall be automatically extended for successive periods of ten (10) years unless amended, modified or terminated as provided in paragraph 24.

The Covenants are as follows:

1. ZONING: All buildings and other structures to be constructed on the Land and all business operations conducted in any such building shall be subject to all applicable zoning and subdivision regulations, building and occupational codes, and all applicable laws, statutes, ordinances and governmental regulations.

2. SETBACKS: No building or other structures constructed on the Land shall be located nearer than one hundred (100) feet to a right-of-way line fronting on a street, nor nearer than twenty-five (25) feet to a lot line nearest the side of any building or other structure, nor nearer than fifty (50) feet from a rear lot line nearest to said building or other structures. When a building is constructed upon more than one lot or parcel, then the said building or other structures shall not be constructed or situated nearer than twenty-five (25) feet from the outer lot line nearest to said building or other structures. The Developer reserves the right to further restrict setbacks where appropriate to specific project conditions.

3. FLOOR AREA RATIO: No lot shall be improved with buildings aggregating more in land coverage than fifty percent (50%) of the

total square feet of the lot or parcel upon which the building or buildings are located, excluding road right-of-ways and easements.

4. BUILDING HEIGHT LIMIT: The height of any building or other structures constructed upon the Land shall not exceed the horizontal distance from the nearest lot line, but in no event shall the height of any building or other structure exceed fifty (50) feet above the finished floor elevation of the first floor thereof or the finished ground grade at the base of said structure, unless the Developer shall have given written approval for such excess. This restriction shall not apply to office buildings.

5. PARKING LOTS AND DRIVEWAYS

(a) No building shall be approved by the Developer unless adequate parking shall be provided upon the lot where the building is to be constructed. There shall be no parking in the streets located on the Land, and all such parking shall be off of said streets. All parking areas shall be paved with asphalt to provide a durable, dustfree, all-weather surface. Gravel drives or parking areas are prohibited. Off-street parking spaces shall be provided in an amount sufficient to comply with local building and zoning codes and regulations.

(b) All parking areas shall be adequately screened from view from the street with trees and landscaping. No parking area or driveway shall be constructed nearer than twenty-five (25) feet to a lot line and/or street right-of-way line. All landscape plans shall be submitted to and approved by the Developer. Parking areas between the street right-of-way line and the front line of a building shall be depressed and/or screened using berms between paving and street right-

of-way line to cause a minimum difference in elevation of three feet six inches (3'6") between paving and the top of the berm.

(c) All driveways, curb openings and driveway approaches shall be constructed of asphalt, and all curb cuts shall be made in accordance with the requirements of the City of Florence and/or Boone County Zoning Regulations, but using concrete aprons for a distance of no less than twenty (20) feet from the curb line. Sidewalks, berms and landscaping shall be required along the frontage of each lot.

6. MULTI-LEVEL PARKING: Multi-level parking structures shall be considered buildings for all purposes under these Covenants.

7. LANDSCAPING: Under these Covenants, the entire perimeter of all buildings and other structures shall have a landscaped area of no less than fifteen (15) feet in width, measured perpendicularly from the interior walls of said buildings and/or other structures. Said landscaped area is exclusive of all sidewalks which are in addition to the width of the landscaped areas, except at building entrances. All other unpaved areas of each lot or parcel not used for parking or buildings shall be landscaped, and no lot or parcel shall have less than fifteen percent (15%) thereof maintained as such unpaved and unimproved open space. Landscaping under these Covenants is defined as effective combination of trees, berms, grass, ground cover, flower beds and shrubbery. Undeveloped areas proposed for future expansion shall be planted with grass or other landscaping and maintained in a neat, well trimmed condition at all times. All landscaping and screening shall be submitted to the Developer for its prior approval. No less than one and one-half percent (1 1/2%) of the entire project cost, including lot cost, or Twenty Thousand Dollars (\$20,000.00),

whichever is the greater amount, shall be spent on landscaping each lot or parcel as part of the development plan for the said lot or parcel.

8. TRUCK DOCKS AND RECEIVING AREAS: Truck loading docks and receiving areas are to be situated at the side or rear of each building containing such features. No loading docks or receiving areas will be permitted between the front building setback line and the street, or in the case of a corner lot or parcel, between the front or side building setback lines and the streets.

9. STORAGE: All outside storage of any kind is prohibited except as may be approved by the Developer. Any such storage must be concealed from public view and hidden from view from any street. Such concealment shall include one or a combination of the following: trees, hedges, shrubbery, building, walls, mounds and berms. Chain link fence is not acceptable. All concealment shall have an aesthetically pleasing architectural design, which design shall be approved by the Developer in writing. All trucks, trailers and other delivery vehicles shall be parked in areas which conceal them from public view.

10. UTILITIES: All on-site electrical lines and telephone lines shall be placed underground except during construction of Buildings. All electrical, telephone, gas, solar, or other service or utility equipment used to heat, light, cool, power or otherwise service the Buildings shall be screened from view from streets and adjacent properties by appropriate landscaping approved by Developer.

11. SIGNS: All exterior signs shall be first approved in writing by the Developer. No exterior signs shall be erected or permitted to

remain without such approval. No sheet metal signs, flat wood painted signs or exposed fluorescent lights will be permitted.

12. TEMPORARY STRUCTURES: No structure of a temporary character, nor any trailer, shack, barn or other outbuilding, shall be constructed, situated or permitted to remain upon any lot at any time, either temporarily or permanently, except during the period of time when construction of a Building upon that lot is in progress.

13. GARBAGE AND REFUSE DISPOSAL: No part of the Land shall be used or maintained as a dumping ground for rubbish. Trash, garbage or other waste shall be stored in suitable sanitary containers approved by Developer, and such containers shall be kept in a clean, orderly and sanitary condition and located at the rear or side of any Building or at the rear of any lot, and shall be completely screened from all streets and adjacent lots and buildings.

14. DIRT REMOVAL: All surplus dirt arising from excavation shall be deposited by the excavator at such places on the Land as the Developer shall direct, unless the Developer cannot accomodate such dirt on the Land, in which event the dirt shall be removed from the Land. No excavation shall be commenced unless the Developer shall have given its prior written approval to the proposed site and excavation plan.

15. BUILDINGS

(a) No building or other structure shall be erected, placed or altered upon any part of the Land unless the construction plans and specifications therefore, together with a site plan showing the location of any such building or other structure, shall have received prior written approval from the Developer. No addition, modification

or change to the exterior of any building or other structure shall be made without the prior approval of the Developer. Exterior walls of all buildings or other structures shall be finished on the exterior only with one or more of the following approved materials: (1) brick, architectural masonry units, (excluding concrete block and cinder block); (2) natural stone; (3) decorative precast concrete panels with prior approval of the Developer; (4) glass wall panels with prior written approval of the Developer as to the exact materials, use, color and configuration of those wall panels; (5) architectural metal wall panels with prior written approval of the Developer as to the exact materials, use, color and configuration of those wall and/or roof panels; (6) pre-fab fiberglass and stone panelwall systems with prior written approval of the Developer as to exact materials, use, color and configuration of those wall panels; (7) glass materials, or (8) their equivalent as approved by the Developer. All such finish building materials shall be applied to all sides of a building or other structures which are visible to the general public, as well as from neighboring properties and streets. Colors shall be harmonious and compatible with colors of the natural surroundings and other adjacent buildings. The Developer shall have the sole right to approve or disapprove materials and colors.

(b) All mechanical equipment, utility meters, roof-mounted equipment and storage tanks shall be located and/or screened in a manner approved by the said Developer. The owner of each lot or parcel shall submit to the Developer such site plans, specifications, color tones, building elevation plans and landscaping plans as may be required by the Developer to determine the building layout, parking

layout, appearance of the building and appearance of the landscaping following completion of the proposed improvements. All plans and other information submitted to the Developer shall include, but not be limited to, the documents submitted to, or to be submitted to, the City of Florence, County of Boone and/or to the State of Kentucky for purposes of obtaining approval thereof and the issuance of a building permit and/or other permits for the improvement of the lot or parcel.

16. LAND USE: Except as specifically prohibited below and in compliance with the laws and regulations of the City of Florence, County of Boone and State of Kentucky, any lot or parcel may be developed with buildings for apartment, townhouse dwelling units or extended stay facilities, offices, commercial or industrial research and development use, including but not limited to professional, business and governmental offices, engineering or research laboratories, training facilities, data processing or analysis, accessory utility structures or facilities, retail banking and credit union services, motels, hotels and inns, eating and drinking places including alcoholic beverages and entertainment, drug stores and proprietary goods, car wash facilities, complex or combination of the above uses as may be approved by the Developer and the appropriate agencies for the City of Florence and Boone County, Kentucky.

Notwithstanding anything contained herein to the contrary, no part of the Land shall be used for any of the following purposes: trailer courts, mobile home courts, recreational vehicle courts, truck terminals, junkyards, commercial excavation of building or construction materials, distillation of bones or spirits, dumping, disposal, incineration or eradication of garbage, processing of

sewage, offal, dead animals or refuse, primary fat rendering, stockyard or slaughter of animals, primary refining of petroleum or its products, smelting of iron, tin, zinc or other ores, railroad switching yard primarily for railroad service in the area, tire retreading and vulcanizing shop, or any other similar use which in the opinion of the Developer would be injurious to the property values of the Land. In addition to the above restrictions, no part of the Land shall be allowed for any use which is obnoxious by reason of odor, noise, vibration, smoke or hazardous nature of operation.

17. AREA MAINTENANCE: It shall be the responsibility of each lot owner to maintain his lot and the improvements thereon in good repair with respect to all buildings, grounds, fencing, screening, private parks, sidewalks, roadways, driveways, parking areas and landscaped areas, and each lot owner is required to prevent the development of nuisances on his lot. Lot owners may not remove earth, trees or landscaping unless such items are replaced with items of equal or superior quality or permission has been granted for such removal by the Developer.

18. MAINTENANCE OF COMMON AREAS: Each lot or parcel owner shall pay his prorata share of the expenses needed to preserve, maintain, repair and replace the Common Areas of the Turfway Commercial Park. The Common Areas are defined to be those areas designated as Common Areas on the record plat or plats of the Park. Common areas shall include: (a) land at the entrance(s) to the Park, or other areas which contain signage identifying the Park; (b) land between the center curbs of all boulevard type streets, and (c) land not sold to individual lot or parcel owners but used instead as a buffer zone

between lots and areas outside the subdivision. Each lot or parcel owner's pro-rata share of common expense shall be determined as a percentage, such percentage to be the acreage of each lot or parcel owner divided by the total platted acreage of the subdivision, exclusive of acreage designated as Common Area. Advances shall be paid to the Developer (or a Park Association, if subsequently established by the Developer). All funds so collected shall be used solely for the maintenance of landscaping, signage, mowing of grass in Common Areas, utilities serving the Common Areas, and the maintenance and repairs of retention ponds and sewage lift stations, if required. The Developer (or Park Association) shall provide an annual accounting of said expenses which shall include a handling and managing expense for these services.

19. ARCHITECTURAL CONTROL COMMITTEE: The Developer may, at its option, establish an Architectural Control Committee to assist it in the making of decisions concerning the land use and planning within the subdivision. The Developer may, at its option, delegate to such Committee some or all of the rights, privileges, power and authority reserved and retained by the Developer within these Covenants.

20. EASEMENTS: The Developer hereby reserves an easement for installation, maintenance and repair of utilities and drainage facilities to be specifically defined by the Developer at such time as the Land is platted. Such easements shall provide for ingress and egress to and from each lot for the purpose of the installation, maintenance and repair of utilities and drainage facilities. Within the area of these easements, no building, structure, planting or other material shall be constructed, installed, placed or permitted to

remain which may damage or interfere with the installation, maintenance and repair of these utilities or drainage facilities, or which might change the direction of flow of water through drainage channels in the easements. The easement area of each lot and all improvements installed in the easements shall be maintained and repaired continuously by the lot owner, except for those improvements for which a public authority or utility company is responsible. In the event the Developer requires an easement across a rear or side yard property line for the extension of utilities or drainage facilities, and such easement was not originally platted, the lot owner shall provide such easement to the Developer without cost.

21. RESTRICTIONS FOR COLONIAL ESTATES AND EAST TOWNE ESTATES SUBDIVISIONS: The following restrictions shall apply to the parcel of land described on Exhibit "B" attached hereto:

- (1) The area designated on Exhibit "B" shall always remain an undisturbed natural greenbelt. The Developer shall not disturb the trees and other foliage which exists within the designated area as of May 27, 1986, except for the placement of two storm water retention berms or walls and an underground sanitary sewer line which may be located within the natural greenbelt area. Any subsequent owner of the parcel shall likewise not disturb this natural greenbelt as it exists at the time the new owner acquires title to the property.
- (2) No building or other structure, including parking lots, shall be located nearer than two hundred (200) feet to the property line of lots numbered 1, 2, 3, 4, 5 and 6 of

the East Towne Estates subdivision and lots numbered 13, 15, 16, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67 and 68 of the Colonial Estates subdivision which are located adjacent to said parcel. Neither shall any building on said parcel contain executive suites with less than eight hundred fifty (850) gross square feet per two bedroom suite, nor less than four hundred seventy-five (475) gross square feet per one bedroom suite. ^{Provided, also, that if Executive Apartments are built on said parcel,} There shall be no more than ninety-eight (98) suites total, of one and two bedroom suites on this ^{Parcel} ~~tract~~. *CWT*

(3) No lot of the Colonial Estates subdivision or the East Towne Estates subdivision shall ever be used for public ingress or egress to or from the Turfway Commercial Park.

(4) Any development on said parcel shall not increase the flow rate of rain water onto the lots enumerated in subparagraph 2 above. ^{No Surface water shall be impounded with the green belt area longer than 30 minutes}

Developer hereby grants to any property owner in the Colonial Estates subdivision and the East Towne Estates subdivision the right to enforce the covenants enumerated in this paragraph by proceedings at law or in equity against any person or entity violating or attempting to violate any of these covenants, and any such proceeding shall be for the purpose of restraining any such violation, to recover damages and for any and all relief provided for by law or equity. Any party successfully enforcing these covenants by proceedings at law or in equity shall be entitled to recover a reasonable attorney's fee from the violating party, including any attorneys' fees incurred in connection with trial and appellate proceedings.

22. ENFORCEMENT: Enforcement of these Covenants shall be by proceedings at law or in equity against any person or entity violating or attempting to violate any of the Covenants, and any such proceeding shall be for the purpose of restraining any such violation, to recover damages and for any and all relief provided for by law or equity. Any party successfully enforcing these Covenants by proceedings at law or in equity against any person violating or attempting to violate these Covenants shall be entitled to recover a reasonable attorney's fee from the violating party, including any attorneys' fees incurred in connection with trial and appellate proceedings.

23. APPROVAL: Whenever any provision of these Covenants requires the approval of the Developer, any lot owner or other party seeking approval from Developer shall obtain such approval in writing. No such approval shall be deemed to constitute a waiver of any portion of these Covenants.

24. AMENDMENT:

(1) The Developer reserves and retains the right, from time to time, to amend, waive, release, modify or terminate any or all of these Covenants. This right may be conveyed, transferred, alienated or assigned by the Developer to any other corporation or partnership. This right shall continue so long as the said Developer or any subsidiary of Turfway Development Co. owns at least twenty percent (20%) of the acreage within the subdivision.

(2) These Covenants may also be amended, modified or terminated, at any time, by a written instrument placed of record in which the lot or parcel owners of no less than sixty-seven percent (67%) of the total acreage of the subdivision exclusive of Common Area

agree to a change, provided, however, that nothing in this subparagraph (2) shall restrict, limit or bind the rights of the Developer reserved in subparagraph (1) above.

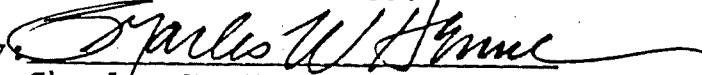
(3) Notwithstanding the provisions of subparagraph (1) and (2) above, the covenants enumerated in Paragraph 21 herein which affect the parcel of land described on Exhibit "B" attached hereto shall not be amended.

25. PLATS: Each lot or parcel owner, by accepting the deed or other instrument of conveyance, and each mortgagee of any lot or parcel owner, hereby agree to join with the Developer in executing a subdivision plat or replat of the land within the Turfway Commercial Park whenever the Developer deems it necessary to file such a document.

26. SEVERABILITY: Invalidation of any portion of one or more of these Covenants by judgment or court order shall not affect any of the remaining Covenants, which shall remain in full force and effect.

IN WITNESS WHEREOF, Turfway Development Co., by and through Charles W. Henne, hereby duly executes this Declaration of Protective Covenants as of the _____ day of May 1986.

TURFWAY DEVELOPMENT CO.

BY: 
Charles W. Henne
General Partner

Witness

Witness

STATE OF OHIO)
) ss:
COUNTY OF HAMILTON)

BEFORE ME, a Notary Public in and for said County and State, personally appeared Charles W. Henne, General Partner of Turfway Development Co., an Ohio partnership, who acknowledged that he did

sign the foregoing instrument for and on behalf of said partnership and that the same is the free act and deed of said partnership and of himself individually and as a general partner.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Cincinnati, Ohio this _____ day of _____, 1986.

Notary Public

This instrument prepared by Kenneth D. Jameson

NOTICE AND ACKNOWLEDGMENT OF
CONDITIONS TO ZONING APPROVALS AS
PART OF A CONCEPT DEVELOPMENT PLAN

Notice is hereby given that Turfway Development Company has accepted and agreed to terms and provisions of a Concept Development Plan to develop certain property in the City of Florence, Kentucky. This property consists of approximately 50 acres at or near the Turfway - I-75 Interstate Highway interchange and is more particularly described in Exhibit "X" attached hereto.

The terms and conditions of the concept development plans having been agreed to by Turfway Development Company, they serve as conditions of the zoning approvals granted by the City of Florence, Kentucky for the subject property. These approvals are specifically subject to the concept development plan and its provisions. This concept development plan being conditions of the Florence, Kentucky zoning approvals, it runs with the land and is binding upon all successors in title of the subject property.

The concept development plan and its terms, provisions and conditions is available for review in the official records of the City of Florence, Kentucky, which are presently located at the Florence Municipal Building, 7431 U.S. Highway 42 at Niblack Drive in Florence, Kentucky.

Signed this _____ day of JULY, 1986 by Turfway Development company through its duly authorized representative, Charles W. Henne, as General Partner on behalf of Turfway Development Company.

TURFWAY DEVELOPMENT COMPANY

BY:



GENERAL PARTNER
(Title)

Exhibit "D"

1/1/86
P.C.C.

ORDINANCE NO. 0-16-86

AN ORDINANCE ADOPTING AND APPROVING A REZONING OF CERTAIN REAL ESTATE LOCATED IN THE CITY OF FLORENCE, KENTUCKY SUCH ZONE CHANGE BEING FOR PROPERTY LOCATED, GENERALLY, AT THE I-75 AND TURFWAY INTERCHANGE FOR APPROXIMATELY 4.33 ACRES, THIS ZONE CHANGE BEING FROM ITS PRESENT ZONE OF COMMERCIAL SERVICES, C-3, TO COMMERCIAL SERVICES/PLANNED DEVELOPMENT, C-3/PD, ZONE, SUBJET TO A CONCEPT DEVELOPMENT PLAN. (GBBN-HENNE DEVELOPMENT-TURFWAY DEVELOPMENT COMPANY)

WHEREAS, the City of Florence, Kentucky is a member of a county-wide planning unit, known as the Boone County Planning Commission, and

WHEREAS, the Boone County Planning Commission has recommended that certain real estate comprising approximately 4.33 acres located, generally, at the I-75 and Turfway Interchange such property being in Florence, Kentucky, should be rezoned from its present Commercial Services, C-3, to a Commercial Services/Planned Development Overlay Zone (C-3/PD), and

WHEREAS, this recommendation from the Boone County Planning Commission is based upon certain findings which have been reviewed by the City Council of Florence, Kentucky.

NOW, THEREFORE, BE IT ORDAINED BY THE CITY OF FLORENCE, KENTUCKY AS FOLLOWS:

SECTION I

That certain real estate comprising of approximately 4.33 acres located at the I-75 and Turfway Interchange, in Florence, Kentucky, shall be and the same is hereby rezoned from its present Commercial Services, C-3, Zone to Commercial Services/Planned Development Zone (C-3/PD), such real estate being more particularly desribed in Exhibit "A", attached hereto and incorporated herein by reference.

SECTION II

That the zoning map of Boone County, Kentucky as it applies to the City of Florence, Kentucky shall be amended or changed to reflect the rezoning of the real estate set forth in Section I and Exhibit "A" of this Ordinance.

SECTION III

That the recommendation of the Boone County Planning Commission regarding this zone change matter shall be and is hereby adopted and approved by the City Council of Florence, Kentucky, which accepts the findings of the Boone County Planning Commission for this zone change.

SECTION IV

That this rezoning is subject to the conditions and provisions of the zone change request, including its development plan and the Boone County Planning Commission recommendations, including its committee report, which are agreed to by the applicant/property owner.

SECTION V

That in the event the rezoning of this property would be held invalid by any court of proper jurisdiction, such invalidity shall not affect the validity of any of the other zoning regulations, zoning map and comprehensive plan provisions as they are severable from this rezoning on this particular piece of property, and are intended to continue to have effect irregardless of any invalidity relating to this particular rezoning.

PASSED AND APPROVED ON FIRST READING THIS 24th DAY OF June, 1986.

PASSED AND APPROVED ON SECOND READING AND PUBLICATION ORDERED THIS 8th DAY OF July, 1986.

APPROVED:

Roger W. Bolger
MAYOR

ATTEST:

Betty Conrad
CITY CLERK

SUMMARY OF ORDINANCE NO. O-16-86 OF THE
CITY OF FLORENCE, KENTUCKY

The City of Florence, Kentucky enacted Ordinance No. O-16-86 on July 8, 1986. The title of said Ordinance is as follows:

ORDINANCE NO. O-16-86

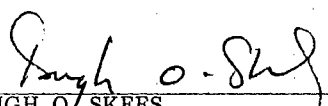
AN ORDINANCE ADOPTING AND APPROVING A REZONING OF CERTAIN REAL ESTATE LOCATED IN THE CITY OF FLORENCE, KENTUCKY SUCH ZONE CHANGE BEING FOR PROPERTY LOCATED, GENERALLY, AT THE I-75 AND TURFWAY INTERCHANGE FOR APPROXIMATELY 4.33 ACRES, THIS ZONE CHANGE BEING FROM ITS PRESENT ZONE OF COMMERCIAL SERVICES, C-3, TO COMMERCIAL SERVICES/PLANNED DEVELOPMENT, C-3/PD, ZONE, SUBJECT TO A CONCEPT DEVELOPMENT PLAN. (GBBN-HENNE DEVELOPMENT-TURFWAY DEVELOPMENT COMPANY)

This Ordinance rezones real estate consisting of 4.33 acres located at I-75 and Turfway Interchange from Commercial Services, C-3, Zone to Commercial Services/Planned Development Zone (C-3/PD). This rezoning is subject to a development plan and certain agreements between the developer and City Council which are part of the minutes of the July 8, 1986 Council meeting.

The full text of Ordinance No. O-16-86 is available for examination in the office of the City Clerk of the City of Florence, Kentucky in the Florence Municipal Building, 7431 U. S. Highway 42 at Niblack Drive, Florence, Kentucky.

CERTIFICATION

I hereby certify that the foregoing is a summary of the contents of Ordinance No. O-16-86 and that it has been prepared by me and I am an attorney licensed to practice law in the Commonwealth of Kentucky.



HUGH O. SKEES
FOR: VINCENT, SKEES & WILSON
7699 Tanners Lane, Suite 100
Florence, Kentucky 41042
(606) 371-7407

**SUMMARY OF ORDINANCE NO.
0-16-86 OF THE
CITY OF FLORENCE,
KENTUCKY**

The City of Florence, Kentucky enacted Ordinance No. 0-16-86 on July 8, 1986. The title of said Ordinance is as follows:

ORDINANCE NO. 0-16-86
AN ORDINANCE ADOPTING AND APPROVING A REZONING OF CERTAIN REAL ESTATE LOCATED IN THE CITY OF FLORENCE, KENTUCKY SUCH ZONE CHANGE BEING FOR PROPERTY LOCATED, GENERALLY, AT THE I-75 AND TURFWAY INTERCHANGE FOR APPROXIMATELY 4.33 ACRES, THIS ZONE CHANGE BEING FROM ITS PRESENT ZONE OF COMMERCIAL SERVICES, C-3, TO COMMERCIAL SERVICES/PLANNED DEVELOPMENT, C-3/PD, ZONE, SUBJECT TO A CONCEPT DEVELOPMENT PLAN. (GBBN-HENNE DEVELOPMENT-TURFWAY DEVELOPMENT COMPANY)

This Ordinance rezones real estate consisting of 4.33 acres located at I-75 and Turfway Interchange from Commercial Services, C-3, Zone to Commercial Services/Planned Development Zone (C-3/PD). This rezoning is subject to a development plan and certain agreements between the developer and City Council which are part of the minutes of the July 8, 1986 Council meeting.

The full text of Ordinance No. 0-16-86 is available for examination in the office of the City Clerk of the City of Florence, Kentucky in the Florence Municipal Building, 7431 U.S. Highway 42 at Niblack Drive, Florence, Kentucky.

CERTIFICATION

I hereby certify that the foregoing is a summary of the contents of Ordinance No. 0-16-86 and that it has been prepared by me and I am an attorney licensed to practice law in the Commonwealth of Kentucky.

/s/ Hugh O Skees
Hugh O Skees
For: Vincent, Skees & Wilson
7689 Tanners Lane, Suite 100
Florence, Kentucky 41042
(606) 371-7407
BCRIT

AFFIDAVIT

The affiant, Gloria J. Bushelman, Publisher of the Boone County Recorder, Burlington, Kentucky, after being duly sworn and cautioned does depose and states the following:

That the attached Legal Notice was duly published in the Boone County Recorder on the July 24, 1986 in said newspaper.

Done at Burlington, Boone County, Kentucky, this 24 day of July, 1986.

Gloria J. Bushelman
GLORIA J. BUSHELMAN

STATE OF KENTUCKY
COUNTY OF BOONE

Subscribed and sworn to before me by Gloria J. Bushelman, this 24 day of July 1986 at Burlington, Boone County, Kentucky.

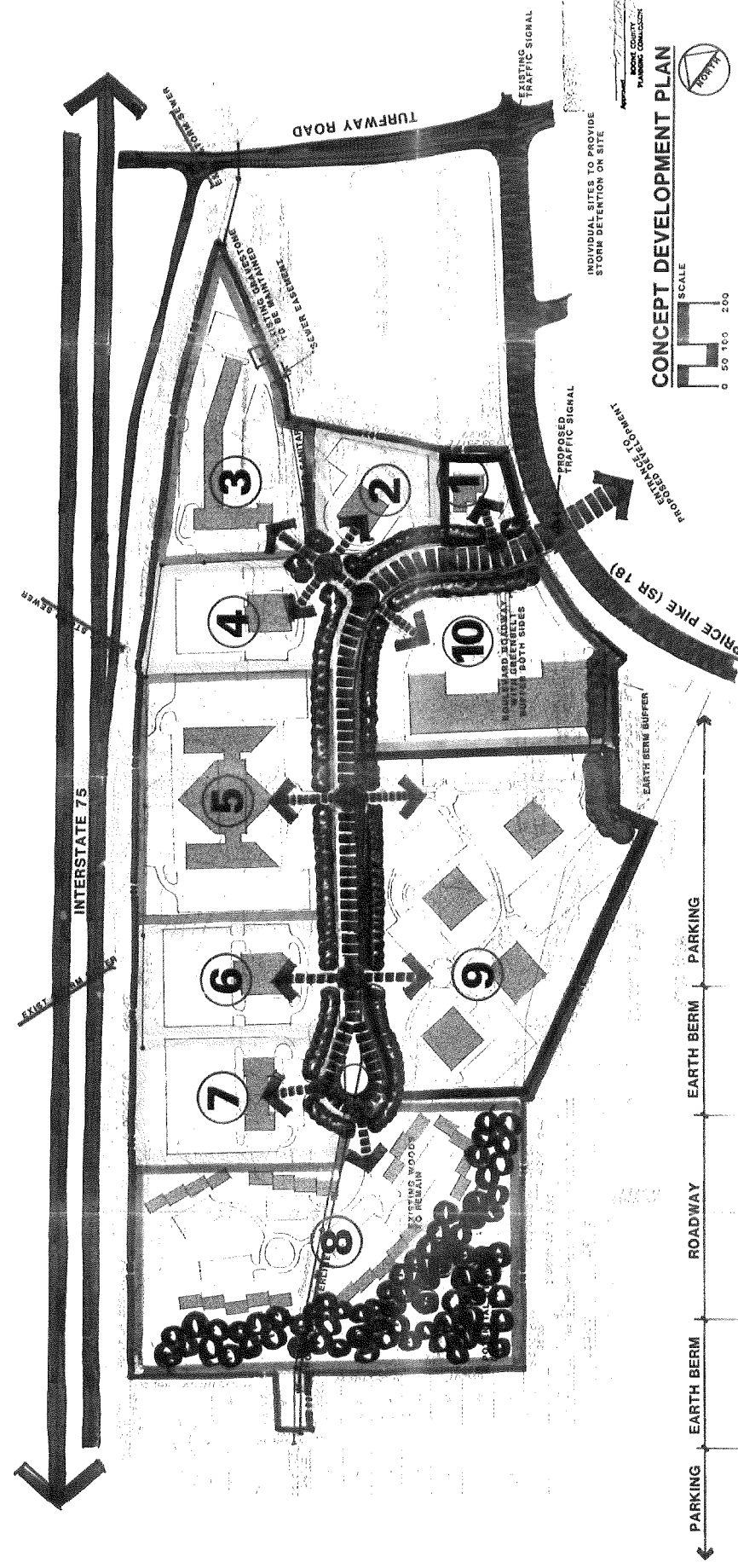
Sue Sprague
Notary Public

My commission expires 1-7-89



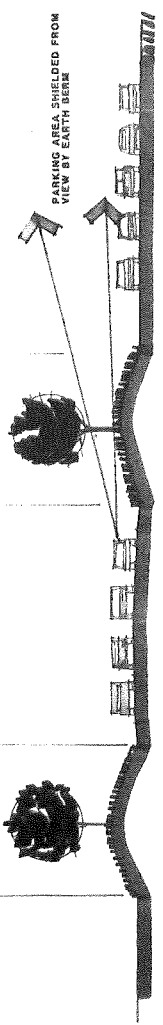
GRBN
 GRBN ENGINEERING & ARCHITECTURE, INC.
 10000 W. WOODBURN AVENUE, SUITE 100
 BOONE COUNTY, KENTUCKY 40303
 (502) 261-7777
 www.grbn.com

C W HENNE DEVELOPMENT CO
 TURFWAY COMMERCIAL PARK
 BOONE COUNTY, KENTUCKY



CONCEPT DEVELOPMENT PLAN

PARCEL #	AREA/ACRES	LAND USE	CAPACITY
1	1.2	BANK	8000 SF
2	1.9	RESTAURANT	200 CARS / 9000 SF
3	3.75	MOTEL	125 GUESTROOMS
4	2.65	RESTAURANT	200 CARS / 12,000 SF
5	6.85	HOTEL	250 GUESTROOMS
6	2.85	RESTAURANT	200 CARS / 12,000 SF
7	3.5	RESTAURANT	200 CARS / 15,000 SF
8	12.5	EXECUTIVE APT.'S	98 D.U., 7.8/ACRE
9	11.0	PROFESSIONAL OFF.	175,000 SF
10	5.2	RETAIL	55,000 SF



SCHEMATIC SECTION THRU BOULEVARD ROADWAY