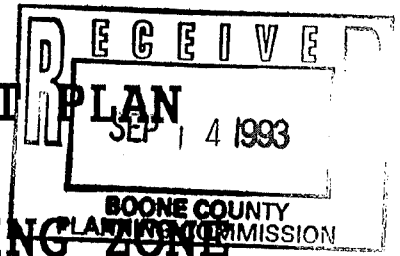


EXHIBIT "C"

APPLICATION FORM
CHANGE IN CONCEPT DEVELOPMENT PLAN
OR
THE UTILIZATION OF AN UNDERLYING ZONE
IN PLANNED DEVELOPMENT



(Concept Development Plan)
BOONE COUNTY PLANNING COMMISSION
(See Boone County Zoning Regulations)

SECTION A (To be completed by applicant)

1. Check One:
 Change in Concept Development Plan
 Utilization of an Underlying Zone
 Planned Development (Concept Dev. Plan)
2. Name of Project Houston Lakes South Addition
3. Location of Project Corner of Houston Road and Woodspoint Drive
4. Total Acreage of Site 27 Acres
5. Current Zoning O-2/C-2/PD
6. Date of Previous Zoning Map Amendment or Approved Concept Development Plan (if applicable) _____
7. Is the site subject to a specialized Land Use Study approved by the Boone County Planning Commission? (If so, indicate the name of the Study) Yes
Houston/Donaldson Study
8. Proposed Uses (please specify each use) _____
Retail Sales
9. Proposed Building Intensities (please specify) _____

10. Have you submitted a Concept Development Plan? YES
11. Are you also applying for:
 Conditional Use Permit
 Dimensional Variance
12. Name of Applicant(s) James W. Berling
Phone Number 331-9191 Fax No. 344-7422
13. Address of Applicant(s) 1671 Park Road Suite One
Fort Wright KY 41011
City State Zip
14. Name of Property Owner(s) Told Development Company
Phone Number (708) 571-7111 Fax No. (708) 574-8026
15. Address of Property Owner(s) 2625 Butterfield Road
Oak Brook IL 60521
City State Zip
16. Are there any existing buildings on the site? NO
How many? _____
17. Deed Book _____ Page No. _____ Group No. 2033
18. Have you had a pre-application meeting with BCPC Staff? Yes

(over)

EXHIBIT "A"

STAFF REPORT

Request of James W. Berling (applicant) for TOLD Development Company (owner by contract) for a Change in an Approved Concept Development Plan. The 27 acre site is located in The Houston Lakes Development, Florence, Kentucky and is zoned Office Two/Commercial Two/Planned Development (O-2/C-2/PD).

October 6, 1993

This is a request for a Change in Approved Concept Development Plan on a 27 acre site located at Houston Road and Woodspoint Drive, Florence, Kentucky. The site is a part of the overall Houston Lakes Development, which also includes the approved Meijer Store project.

History of Site

1987

Request of Buchanan Development Corporation for a Zoning Map Amendment and Concept Development Plan request for a shopping center (Houston Lakes).

The Boone County Planning Commission adopts the Houston-Donaldson Study.

The Buchanan request is revised to a mall concept, and the Planning Commission recommends approval with conditions.

The City of Florence holds a Public Hearing on the Buchanan request and tables action indefinitely.

1988

The City of Florence adopts the Houston-Donaldson Study.

Buchanan withdraws its request from consideration by the City.

Buchanan initiates a series of pre-application meetings with the Technical Committee of the Planning Commission in an attempt to show that a new Buchanan plan is consistent with the Houston-Donaldson Study, thereby avoiding the public hearing process.

1989

The Technical Committee and Planning Commission find that the new Buchanan plan is not consistent with the Houston-Donaldson Study and needs a Public Hearing.

Northern Kentucky Management (Newport Steel) buys the 101 acre site.

A second Buchanan and NKS application is reviewed and denied by the Planning Commission and City of Florence because it failed to address potential impacts of the development.

1990

A third Buchanan and NKS request for Concept Development Plan approval is reviewed and approved with conditions by the Planning Commission and City of Florence. The 27 acre TOLD site was approved as office uses and was required to be nationally marketed as such.

1992

The 1992 Houston-Donaldson Study is updated and adopted. The Study incorporated the approved 1990 Concept Development Plan with its conditions and requires that any major changes to that plan be reviewed as a Change in Approved Concept Development Plan.

1993

Preliminary and Improvement Plans are reviewed and approved for the 101 acre Houston Lakes site. A site plan is approved for the 33 acre Meijer's site.

Surrounding Land Uses and Zoning

| | |
|-------|--|
| North | the Meijer's store and outlot site, part of Houston Lakes, zoned O-2/C-2/PD. |
| East | a remnant parcel of Houston Lakes which is not a part of this application, zoned O-2/C-2/PD. I-75 is beyond this parcel. |
| South | Woodspoint Nursing Home, zoned O-1/PD, and City of Florence (World of Sports) golf course, zoned R/PD. |
| West | part of Turfway Business Park, including Wal-Mart, Star Bank, and Furniture Fair, zoned C-2/PD. |

Comparison of Current Request and Approved Plan

TOLD Request - 27 acres

| | |
|-------------------------|------------------------|
| * Retail anchor A | 120,000 sq. ft. |
| * Retail anchor B | 70,000 sq. ft. |
| * Retail anchor C | 80,684 sq. ft. |
| * Commercial outlot | 7,000 sq. ft. |
| <u>Total Commercial</u> | <u>277,864 sq. ft.</u> |

Approved 1990 Houston Lakes Request - 40.1 acres

| | |
|-----------------------------|------------------------|
| * 5 Story office blg. | 510,000 sq. ft. |
| * 3 office campus blgs. | 33,000 sq. ft. |
| * <u>Sitdown restaurant</u> | <u>5,300 sq. ft.</u> |
| <u>Total Approved Uses</u> | <u>548,300 sq. ft.</u> |

The current request contains considerably less total floor area than the approved uses, but proposes similar uses to the balance of the site, making the overall site retail commercially-oriented. The applicant is submitting a traffic analysis that examines the impacts of having more of the Houston Lakes site devoted to commercial uses. The overall traffic impact will be less at the weekday peak hours, but more in the evenings and weekends when retail is more active.

The Findings of Fact included in the September 5, 1990 Committee Report recommending approval of the Houston Lakes request state that the recommendation for approval is based in large part upon the applicant's and owners' commitment that the corporate office and office campus portions of the development would be developed. This opinion was reinforced by a condition that the developer/property owner agree to actively market the proposed office site and keep the Planning Commission and City of Florence apprised of the process. A copy of the September 5, 1990 Committee Report is attached to this report.

Relationship to Comprehensive Plan and 1992 Houston-Donaldson Study

The 1990 Boone County Comprehensive Plan indicates that the Houston Road corridor has been foreseen as an employment-oriented development area with an emphasis on office and high technology industrial or business park land uses. The Land Use Element states for section D-4 on page 221 that regionally-oriented commercial development should be confined to the Mall Road area. The Business Activity Element on page 94 notes that Florence will continue to dominate the county as a commercial area, but notes that there are negative impacts, such as traffic congestion.

As shown above, the 1990 Houston Lakes Concept Development Plan was approved largely based on the presence of office uses on that plan. The Houston-Donaldson Study, originally adopted in 1988, was updated in 1992. The 1992 update of the Study incorporates the approved Houston Lakes plan into the adopted land uses and zoning of the Study. The Study further emphasizes the desirability of the previously approved office uses on the site, and warns that without these approved office uses, adjacent sites would be less likely to develop as office. The Study goes on to recommend that any changes to the Houston Lakes Concept Development Plan should include less emphasis on retail. The Study also recommends that no more outlots be created either along I-75 or Houston Road. Page 30 of the 1992 Houston-Donaldson Study describes these points in detail.

The forecasted traffic generation is reproduced below from the 1992 Houston-Donaldson Study for comparison with the applicant's Traffic Impact Analysis.

SITE 9 - TRIP GENERATION

| LAND USE | 24 HOUR | AM PEAK | | PM PEAK | |
|-----------------------------------|------------|---------|-----|---------|-----|
| | | IN | OUT | IN | OUT |
| {714} CORPORATE HEADQUARTERS | | | | | |
| 543,000 GSF | 3,254 | 697 | 52 | 74 | 596 |
| {832} HIGH TURNOVER RESTAURANT | | | | | |
| 5,150 GSF | 1,058 | 40 | 40 | 45 | 39 |

Staff Concerns

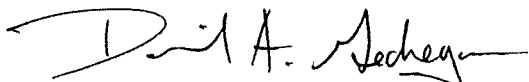
1. With the proposed department stores, the character of the Houston Road area is becoming like Mall Road, but without the mall concept. Staff questions what the community is really getting when the proposed development is viewed in retrospect to the 1987 mall concept for the Houston Lakes site. Staff is concerned that there are plenty of retail uses in the Houston Road and Mall Road areas, and that the community could be sacrificing one of the few remaining prime interstate visibility office sites in the Florence area.
2. The projected traffic mix on Houston Road will now be all retail, and therefore concentrated at certain times as to congestion. The Spiral Boulevard and Houston Road intersection will face more concentrated traffic impacts, as will the Turfway Interchange. The applicant's traffic analysis should examine this grouping of retail traffic impacts versus the large impacts of office traffic on the critical p.m. peak hour of the street system. The applicant's traffic analysis was not received by staff until October 6, 1993. As a result, staff has not had ample opportunity to review and include the analysis in this Staff Report or consult with the Kentucky Transportation Cabinet.

3. Woodspoint Drive may in the future access airport property and the Foltz property, and thereby create a four-way intersection. Staff is concerned that this proposed development may not have direct access to this intersection to provide relief for Spiral Boulevard.
4. The applicant should define the outlot use on Houston Road. In addition, there appears to be a "phantom outlot" on Houston Road.
5. The rear of the proposed retail should be appropriately designed because it is visible to Woodspoint Drive.
6. The applicant should indicate how the architecture and site treatment correlate with Meijer's.
7. The submitted Concept Development Plan creates another outlot situation along I-75, which means that the entire interstate frontage will be O-2/C-2 outlots. Staff questions whether the remaining parcel approved for office uses along I-75 will have any desirability for office uses, but would instead be committed to more retail. In addition, the Improvement Plans for Houston Lakes Subdivision show underground utilities in this area making the site questionable for any type of development.
8. The proposed intersection of Spiral Boulevard with Woodspoint Drive would change from the approved Improvement Plan for Houston Lakes. The City of Florence has also expressed a concern that Woodspoint Drive should no longer be a through-connection, but that Spiral Boulevard be aligned with the current portion of Woodspoint Drive along I-75.

Conclusion

The Planning Commission and City Florence need to consider that this site has been approved for intensive land uses. The developer's desires for immediate development of the site must be weighed against the long term suitability of the site for anticipated office uses. Article Three and Article 15 of the Boone County Zoning Regulations need to be considered along with the planning documents for the area. Should this request be approved, the 1992 Houston-Donaldson Study would need to be amended.

Respectfully submitted,



David A. Geohegan, AICP
Senior Planner

NORTH — I-75 — SOUTH

WOODS-
POINT
NURSING
HOME

GOLF
COURSE

OFFICE DEVELOPMENT

TOLD
SITE

outlet?

0-2/C-2 OUTLOTS

MEYER DRIVE

PREPARED MEYER STORE

COMMERCIAL DEVELOPMENT

COMMERCIAL DEVELOPMENT

RAMP



HOUSTON LAKES
SOUTH ADDITION
JAMES W. BERLING
CIVIL ENGINEER AND LAND SURVEYOR
REC. ENG. REG. #5445
N.E.K.
PROPOSED COMMERCIAL DEVELOPMENT
FLORENCE, KENTUCKY
7-8-93

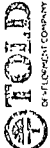


FURNITURE
FAIR

TOLD PLAN 10/6/93

WAL-MART
SAM'S
STAK
BANK

SAM'S



AGRI McALL
1st President - Retail
2025 Highland Road
U.S. Box 8, 40521
PHONE 513-3111 FAX 1081-374-832

JAMES W. BERLING
CIVIL ENGINEER AND LAND SURVEYOR
REC. ENG. REG. #5445
N.E.K.
PROPOSED COMMERCIAL DEVELOPMENT
FLORENCE, KENTUCKY
7-8-93

WITH FINISH CONTOURS

COMMITTEE REPORT

#1

TO: Boone County Planning Commission

FROM: Fred Burch, Chairman

DATE: September 5, 1990

RE: Request of GBBN Architects (applicant) for Buchanan Development Corporation and N.K. Management (owners) for the Utilization of an Underlying Zone in Planned Development on a 101 acre site located at the southwest corner of Houston Road and the I-75/Turfway interchange, Florence, Kentucky. The site is currently zoned Office Two/Commercial Two/Planned Development (O-2/C-2/PD). Houston Lakes is the commercial and office development being proposed.

REMARKS:

We, the Committee, recommend approval of the Houston Lakes request based upon the following Findings of Fact and with the following Conditions:

Findings of Fact

1. Even though the request does not agree with the specific office/commercial mixture and the commercial density recommendations of the Houston-Donaldson Study, the Committee believes that the Houston Lakes request generally meets the intent and Goals and Objectives of the Boone County Comprehensive Plan and the Houston-Donaldson Study. More specifically:

The applicant has indicated that the type of retail proposed in the Houston Lakes development is not regional in character. The size and type of retail uses are proposed to be consistent with existing retail uses in the Turfway Business Park, and draw customers from areas immediately surrounding the Houston Road area, not from the entire Northern Kentucky Area.

A major focus of the Houston Lakes development is the proposed corporate office section "B". This portion of the development is proposed to be a high-visibility office use that will help set the character of the Houston Road corridor in accordance with the Houston-Donaldson Study. With this corporate office center and with the proposed office campus use, the Committee believes that the Houston Lakes project is appropriate for the site. Without one or the other of these two important parts of the project, the Committee does not believe that the request is appropriate for the site. The Committee is founding its recommendation for approval of this request on the applicant's assurances that these portions of the submitted Concept Development Plan will be developed. These two portions of the development are critical in establishing the proper development character along both I-75 and Houston Road.

Specific references to the Boone County Comprehensive Plan and Houston-Donaldson Study are made in the 7/25/90 Staff Report.

2. With the conditions contained in this report and agreed to by the applicant, the request meets the general objectives of the Houston-Donaldson Study and Article 15 Planned Development of the Boone County Zoning Regulations, for creative development design that includes sufficient green space and appropriate appearance from the public view. Even though many of the uses are not actually proposed as strict office uses, there are enough assurances in the applicant's submitted materials and in the conditions that the overall development will be consistent with the employment district character foreseen for this important corridor area of Boone County. These assurances include the arrangement of outlots along Houston Road, building and parking setback standards, landscaping and signage standards, building design, and additional public review of specific uses.
3. The developer and applicant have agreed to make significant road improvements adjacent to the site that are recommended by the Houston-Donaldson Study, and to phase the retail portion of the development according to the status of the Houston Extension. The developer and property owner have agreed to work with other area developers, owners, the Planning Commission, and the City of Florence to help remedy the existing and forecasted traffic congestion around the Turfway Interchange. These actions are in accordance with the Houston-Donaldson Study which was designed to correlate Study Area development with infrastructure improvements.

CONDITIONS

The applicant is being asked to agree to include these items as part of the Concept Development Plan in order to clarify the plan as presented at the 7/25/90 Public Hearing. Further, these conditions are intended to clarify the suitable uses and development for the presented plan.

1. Since the submitted traffic analysis and facts presented at the 7/25/90 Public Hearing indicate that the Houston Road Extension to Donaldson Highway is necessary for the area road system to have a near-satisfactory level of service, the applicant and developer agree to not to take occupancy of the retail center, section "N", of the development until construction of the Houston Extension to Donaldson Highway is substantially underway.
2. The four out-parcels "C" through "F" shall undergo additional review when specific uses are proposed by the developer. This additional review shall include Technical Committee evaluation, a recommendation of that Committee to the full Planning Commission, and a Planning Commission recommendation to the City of Florence. These recommendations must determine if the proposed uses are consistent with the submitted Concept Development Plan and traffic generation figures, and present an appropriate appearance from I-75 that is consistent with the Houston-Donaldson Study.

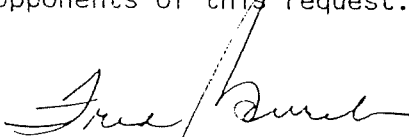
3. The outlots "C" through "F" shall include a minimum building setback of 50 feet from the I-75 right of way and from the Spiral Boulevard right-of-way, as proposed in the submitted restrictive covenants. These setback areas shall include berming and landscaping, and the setback area along I-75 shall include no parking, circulation or other paved areas. The proposed buildings, if retail, shall be consistent in architectural design to be compatible with an office environment. No mechanical equipment, whether on the roof or ground, shall be visible from I-75 or Spiral Boulevard.
4. The proposed retail shown as "I", shall be reconfigured to address comments at the 7/25/90 Public Hearing, and as shown to the Committee. The building nearest Houston Road shall be rotated approximately 90 degrees as shown on the detail drawing submitted to the Committee by GBBN Architects. As indicated by the applicant, the retail buildings in Section "I" shall have store frontages on all sides. All roof equipment shall be screened from public view, and parking areas shall include berms and plantings between the proposed pavement and all adjacent right-of-ways. A water retention or significant landscaping feature shall be located adjacent to the Houston Road and Turfway Interchange ramps to be consistent in appearance with the Turfway Business Park.
5. Since the proposed corporate office complex is essential for the character of the development in terms of the Houston-Donaldson Study Area, the developer shall contract a professional, marketing consultant to develop strategies of attracting potential corporate users to the site. Marketing efforts shall be undertaken on a national basis and coordinated with the Planning Commission and City of Florence. Documentation of marketing efforts shall be provided. The office development shall be a minimum of 5 stories in height.
6. The proposed retail center shall have a continuous facade that is similar in concept to that employed at the Turfway Business Park. The rear and side walls of the retail center shall be constructed of the similar materials as the facade. Roof parapets shall be utilized on all sides of the buildings, as necessary, to screen all roof equipment from public view. Cross section drawings may be required as part of Architectural Design Review. As indicated by the applicant, the rear of the retail center will be screened by berms, evergreen plantings, and service court walls constructed of the finished building materials. The relative amounts of paved area and green space behind the retail center shall be generally consistent with that shown on the Concept Development Plan. The proposed retail center shall be generally consistent with the submitted Concept Development Plan in terms of number and size of users.
7. The architecture of the proposed hotels shall compliment the appearance of adjacent cutlot uses.
8. Amenities, such as the pavement treatment at intersections, retention lakes, and entry features, shall be consistent with the submitted Concept


Development Plan. As indicated by the applicant, the development of the 101 acre site shall contain approximately 22 percent green space. Each phase of development submitted for review shall include calculations of green space area. All parking areas shall contain landscaping that is consistent with the Turfway Business Park. These standards include the following:

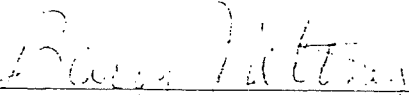
- a) Provide planting islands between every 10 to 15 spaces to avoid long rows of parked cars. The size should be a minimum of nine feet wide to allow for an adequate planting area. Each of these planting islands should provide at least one shade tree having a clear trunk height of at least six feet. For code required parking, 1 tree and 3 shrubs are to be utilized per fifteen spaces.
 - b) Provide eight-foot wide landscape strips for every four rows of parking, or large planting islands at the ends of parking rows.
 - c) In addition, canopy tree plantings along the public streets of the development shall accompany the proposed berms and 50 foot landscape setbacks submitted as part of the application.
9. Development of the proposed outlots along Houston Road shall be consistent in design with the submitted Concept Development Plan in terms of diagonal building orientation to Houston Road, access off of secondary site drives, and amount of green space.
 10. All signage within the development shall be consistent with the submitted standards, and meet the objectives of the Houston-Donaldson Study Special Sign Regulations.
 11. The developer agrees to reconstruct portions of Woodspoint Drive east of the proposed site access if sight distance limitations are determined to create potential safety hazards, by an independent traffic engineer acceptable to the Planning Commission.
 12. The Spiral Drive entrance will contain dual left turn lanes on south bound Houston Road. The improvements to the Woodspoint Drive and Houston Road intersection will include two south bound through lanes on Houston Road to include a taper back to one travel lane south of Woodspoint Drive. All improvements to public roads described in this report shall be made by the developer or owner of the site during the first phase of development, except to the extent that signalization of Spiral Drive shall be shared with the adjacent property owner as previously agreed. The construction of Spiral Drive and Spiral Boulevard to form the "ring road" shall also accompany the first phase of development. The northernmost access to the site shall be designed as an exclusive right-in and right-out drive. The design of this intersection shall include a ramp-like right turn lane to physically eliminate left turns into the site from Houston Road. The developer shall provide a separate right turn lane from Houston Road onto the southbound I-75 entrance ramp.

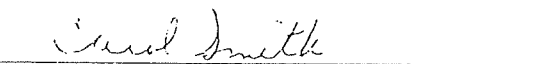
13. Spiral Drive will be connected to Woodspoint Drive along the I-75 right-of-way to allow for traffic to flow between this site and future development on the World of Sports site. All driveway entrances on Spiral Drive and Boulevard shall be properly aligned.
14. The developer agrees to work with the City of Florence, Boone County, and area property owners and developers in arriving at a solution to the existing and forecasted traffic congestion at the Turfway Interchange.
15. The main access drive shall contain three exit lanes. The developer agrees to dedicate additional right-of-way to Woodspoint Drive to allow for a future additional exit lane onto Houston Road. The developer and owner agree to participate financially with the Turfway Business Park in installing the proposed traffic signal at Spiral Drive, and to install the proposed light at Woodspoint Drive.
16. Consistent with the statements made by the applicant at the 7/25/90 Public Hearing that the section "B" office is proposed for Phase IV in four to eight years, the developer agrees to actively pursue and market development of the proposed corporate office section "B" for a period of a minimum of four years from today's date.


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.



Fred Burch, Chairman

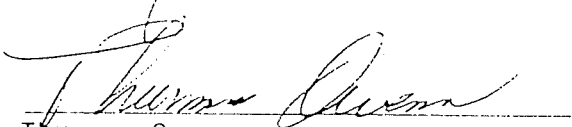

Rector Jones


Barry Neltner


Carol Smith


Larry Barnett


Phil Damstrom

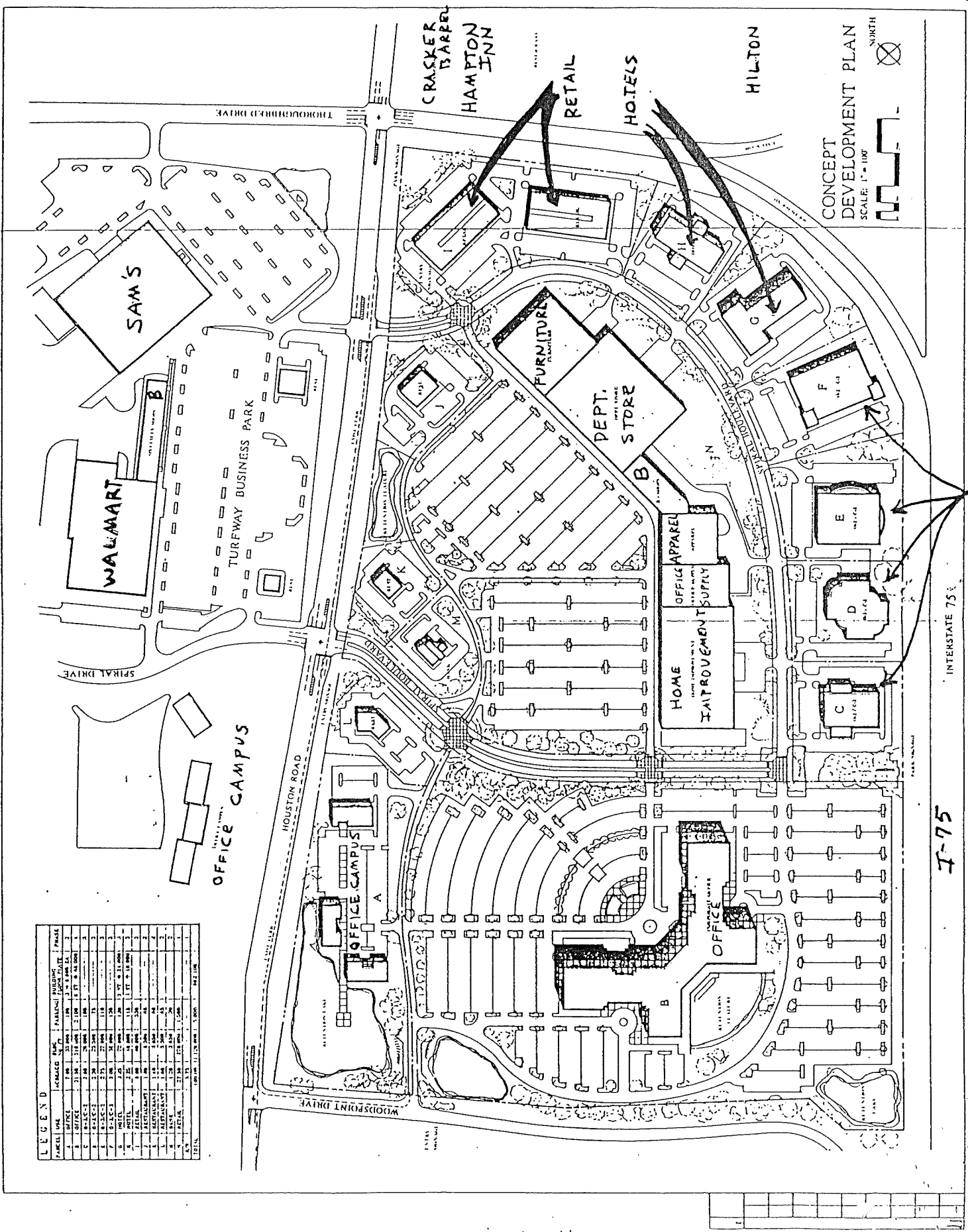

Thurman Owens

GBBN

Professional Seal
 Registered Professional Engineer
 State of Kentucky
 License No. 10000
 Date of Issue 10/1/88
 Date of Renewal 10/1/91

HOUSTON LAKES
 FLORENCE, KENTUCKY
 BUCHANAN DEVELOPMENT CO.

| | |
|---------|------------------|
| DATE | DESCRIPTION |
| 10/1/88 | PRELIMINARY PLAN |
| 10/1/88 | FINAL PLAN |
| 10/1/88 | AS BUILT |



LEGEND

| PARKING USE | APPROX. NO. OF SPACES | APPROX. AREA (SQ. FT.) | APPROX. COST (\$) |
|-------------|-----------------------|------------------------|-------------------|
| 1. OFFICE | 1,000 | 100,000 | 10,000,000 |
| 2. OFFICE | 2,000 | 200,000 | 20,000,000 |
| 3. OFFICE | 3,000 | 300,000 | 30,000,000 |
| 4. OFFICE | 4,000 | 400,000 | 40,000,000 |
| 5. OFFICE | 5,000 | 500,000 | 50,000,000 |
| 6. OFFICE | 6,000 | 600,000 | 60,000,000 |
| 7. OFFICE | 7,000 | 700,000 | 70,000,000 |
| 8. OFFICE | 8,000 | 800,000 | 80,000,000 |
| 9. OFFICE | 9,000 | 900,000 | 90,000,000 |
| 10. OFFICE | 10,000 | 1,000,000 | 100,000,000 |
| 11. OFFICE | 11,000 | 1,100,000 | 110,000,000 |
| 12. OFFICE | 12,000 | 1,200,000 | 120,000,000 |
| 13. OFFICE | 13,000 | 1,300,000 | 130,000,000 |
| 14. OFFICE | 14,000 | 1,400,000 | 140,000,000 |
| 15. OFFICE | 15,000 | 1,500,000 | 150,000,000 |
| 16. OFFICE | 16,000 | 1,600,000 | 160,000,000 |
| 17. OFFICE | 17,000 | 1,700,000 | 170,000,000 |
| 18. OFFICE | 18,000 | 1,800,000 | 180,000,000 |
| 19. OFFICE | 19,000 | 1,900,000 | 190,000,000 |
| 20. OFFICE | 20,000 | 2,000,000 | 200,000,000 |

BUCHANAN 7/25/90

O-2/C-2

I-75

INTERSTATE 75

BOONE COUNTY PLANNING COMMISSION

October 6, 1993
7:00 P.M.

PUBLIC HEARING

Mr. William Viox, Chairman, called the meeting to order at 7:15 P.M.. Following an explanation of the Public Hearing process, Chairman Viox introduced the item on the Agenda:

1. Applicant: James W. Berling for
TOLD Development Company (owner by contract)
Request: Change in Concept Development Plan

The request of James W. Berling (applicant) for TOLD Development Company (owner by contract) for a Change in an Approved Concept Development Plan. The 27-acre site is located in The Houston Lakes Development, Florence, Kentucky and is zoned Office Two/Commercial Two/Planned Development (O-2/C-2/PD).

Staff Member Dave Geohegan presented the Staff Report (see Staff Report). He showed the Commission pictures taken by Mr. Costello in Chicago of TOLD developments and a Kohl department store, one of the uses proposed for the site.

Chairman Viox asked for the applicant's presentation.

Mr. Gerald Dusing, attorney, stated that they know how important this site is to the community and have developed the project cognizant of Staff's concerns. He introduced those present: Mr. Ron Noll with NS Group, owner of the site; Mr. Kurt Krall, Vice President of Retail for TOLD Development Company; Mr. Larry Evenger with Kohl's Department Store; Mr. Rick Jarason, the project architect; Mr. Jack Gehrum, traffic engineer; Mr. William Loughtery, a corporate office space specialist with Corporex, formerly with Duke Associates for the several years Duke tried to market this site; Mr. Jim Berling, engineer; and Lisa Berling who has been working with TOLD Development on the site selection. He stated that Kurt Krall, Larry Evenger, and Rick Jarason will speak first about TOLD Development Company, Kohl Department Stores, and this specific project. Mr. Dusing will submit a document from TRI-ED, which has been very involved in trying to develop this site as corporate offices since 1987. Jim Berling will talk about the specifics of the plan layout. Jack Gehrum will talk about the traffic impact being less during peak hours than for office development.

Mr. Dusing stated that they have had pre-application conferences with the Staff as far back as March, 1993 when Meijer's, the user of the majority of the NS Group site, was going through the Commission for coordination of

the entire site. They made a presentation to Florence in April, 1993 so that they could save the expense of going through this exercise if Florence did not like what they were going to present, as Florence has the final say. Mr. Dusing distributed copies of an April 7, 1993 article in the Kentucky Post (see EXHIBIT 1). He noted that some of the Commission members were at the meeting with the City of Florence on an unrelated matter. He stated that several councilmen and the Mayor did not have a problem with the traffic on Woodspoint Drive. It was not an endorsement or a vote, but an informal caucus meeting presentation. They finally came back to the Staff for another pre-application conference last month, in anticipation of this filing, for the purpose of dealing with the items in the Staff Concerns, which could not be finalized until Meijer's plan was finalized -- how Spiral Drive would be laid out, public improvements to Houston Road (lanes and signalization), which are now at least in place as conditions they can coordinate with.

Mr. Kurt Krall stated that Thousand Oaks Land Development (TOLD) originated in California in 1973 and they have done various developments around the country. He noted their booklet (EXHIBIT 2), which had been distributed to the Commission, and includes biographies of different people in the group who could not be present. He stated that they have extensive experience in retail development. When they get into developments of this nature, they are somewhat directed by the retailer. He noted an article in the booklet indicating that they were "Developer of the Year", and an article they had in Shopping Center World. He noted information in the booklet about Yorkshire Plaza in Aurora, Illinois. The development included Builders' Square, a local sporting goods facility, and Toys-R-Us. He stated that they work with retailers who have bought land and want a developer to develop their stores along with them. He commented on their project of about 230,000 square feet in a community in Chicago, and their project in South Bend where the market proved so strong that they went across the street and built another center of approximately the same size. They have built free-standing K-Marts and free-standing Kohl's. They bring that project team to Florence. This project is approximately 270,000 square feet being done in phases. The first phase is Kohl's Department Store of about 80,000 square feet.

Mr. Larry Evenger stated that Kohl's is a 90-year old department store company. For the last five years, they have had just under 25% sales growth per year. They are looking for further expansion. They have invested in a distribution center in Findlay, Ohio to serve the Ohio and Kentucky market and have opened six stores in the Columbus market. They hope to continue their expansion through Ohio and Kentucky. Kohl's merchandise strategy is narrow and deep -- they do not have as many departments, but the departments they have carry a wide assortment of merchandise and a wide selection. Half of their sales are apparel and the balance are specialty areas such as footwear, jewelry, and housewares. They carry name brand merchandise like Levi's, Sony, Haggar, Nike, etc.. Their corporate strategy is tight cost controls. They depend a lot on their associates to serve their customers well. They will have, for the most part, people hired within the community.

Mr. Rick Jarason stated that the project will consist of about 276,000 square feet of single-story retail. The building will be masonry with

accents at the front and entrances of the building. He noted the picture of Kohl's which had been distributed and showed an artist's rendering of the proposed building. The cement trim looks like concrete, but has better qualities. Mr. Jarason stated that he and Mr. Costello went around in Chicago and a Kohl's Department Store was presented to Mr. Costello. The design shown in the picture reflects the design of what they are proposing on this site. The entire 276,000 square feet will be tied into the design. He stated that there were questions on how the design ties in with the Meijer Store. He stated that they are projecting their own identity. They have compatible colors, different than the Wal-Mart center across the street. The look is on all four sides of the building. They will meet all the landscaping requirements and parking ratios. He stated that they currently show about 5 cars per thousand foot of GLA.

Mr. Dusing stated that this store could be compared to McAlpin's in Crestview Hills. It is that type of store and quality. He stated that they are proud of the product and the developer has as much credibility as anyone who has come before this Commission. He stated that they need to explain and document why the hope of 1987 and the evolution of this site into a five-story corporate office has not happened. They need to document the efforts that were made to bring this to fruition and explain why it is not going to happen. He introduced Mr. Ron Noll.

Mr. Ron Noll, Vice President of NS Group, stated that NS Group owns Newport Steel and other companies, including Northern Kentucky Management, which owns this site. He stated that shortly after the plan was approved in 1990, they began discussing how to develop the property. They mailed out color brochures and it did not take very long to see that they did not know how to develop it. They are in the steel business. They contacted the major developers in Cincinnati -- Tipton, Mayerson and Company, and Duke Associates. They decided that Duke Associates was the best to develop a joint venture with to develop the site because they had very wide retail experience and had developed a lot of office space in Cincinnati and suburban Ohio. They dealt with Bill Lougherty.

Mr. Lougherty stated that he has been Development Officer in the Office Division of Corporex since December, 1992. From late 1984 until August, 1990, he was responsible for suburban office development for Duke Associates and was General Manager of the Retail Division until 1992. He began conversations with the NS Group and Ron Noll in 1991 in a joint venture type capacity. They began working with the suburban office people at Duke Associates to develop this site in a mixed use way. The project was marketed nationally as a corporate office site and it became clear that the evolution of the area was more one of retail than office. They heard from a lot of people that given the opportunity to be in the middle of the retail support or very close by, they would chose to be very close by. He stated that his interest has turned to other projects since he left Duke Associates. He stated that this is a prime piece of retail property. There may be some office-type support functions in the area but, in his opinion, this is a retail piece of property.

Mr. Dusing asked that Mr. Lougherty discuss the efforts Duke Associates made to land office tenants or an office project during that time and

comment about the state of the market and demand for the office space called for in the old plan.

Mr. Loughtery stated that Duke Associates has suburban office leasing teams in Detroit, Cincinnati, Columbus, and Indianapolis. With the national marketing efforts of many of those groups, they present a variety of projects. They called on national accounts on a regular basis to assess their real estate needs. Part of what was sent out in those days was The Houston Lakes project. They had drafted a plan for this site that encompassed the entire 100 acres. His big concern for the site was that what was done on the front end would affect what happened to the site on the back end. He did not want to have to look at Ron Noll in ten years and explain why he was never going to sell the balance of the site. At that point, they had corporate office clustered on the southeast of the site, similar to where it is now, and it was presented to numerous national accounts from 1991 to 1992 without success. He stated that office development nationwide is at an all time bottom. The vacancy rates nationally approach 30%. It is estimated that another 10% is available on a sublease basis because companies have downsized and laid off people, which would be three billion square feet plus or minus what is out there. It is a declining mode as far as demand for this type of space and it will be for quite some time. The evolution of the area lends itself to other uses.

Lisa Berling stated that she has been involved with the site since 1991. Two national office users, International Paper and Fidelity Investments, looked at the site and felt it was not the appropriate site for an office campus. One of them was concerned about an airplane falling on them. Mr. Dusing stated that they did not feel it was an appropriate office headquarters site. He commented that the take-offs and landings are right there.

Mr. Dusing read a letter from Mr. James F. West, Jr., Executive Director of TRI-ED, dated October 1, 1993 (see EXHIBIT 3).

Mr. Dusing stated that the Staff Report asks the question, "What is in it for the community with an upscale department store anchor like Kohl's as opposed to holding out hope for a corporate office building as envisioned in 1987 - 1990?". He stated that first there is the entire evolution of the Houston-Donaldson corridor, which is basically commercial. In 1990, before the original plan was approved, one of the key conditions was the extension of Houston Road through to Donaldson, which has now happened. Marydale is office, office campus, and significant office use. The market has designated a different complexion for the Houston-Donaldson corridor since the opening of the interchange for Houston Road. Will it stay earmarked for corporate office for the next generation, or be open to a real asset to the community, such as Kohl's, which is coordinated with its neighboring development. The original condition was for "best effort national marketing for a minimum of four years". It has been three years and there has not been a good bite and it is not going to happen. To hold that condition for another year, in consideration of the money that has been spent for the efforts made, serves no purpose.

Mr. Jack Gehrum stated that they have done a technical analysis of the traffic of this Site Plan. He reviewed traffic issues comparing what was involved at the time the original Houston Lakes plan was approved and the current plan. The Houston Road extension is open and in place, which was one of the requirements of the original project. The Meijer improvement is related to major improvements on Houston Road, which are going to be much greater depths than originally proposed. Using a drawing, he noted dual left turn lanes and improvements above and beyond what was originally proposed. He noted internal access to the outlots. Spiral Boulevard, the ring road, remains right-in/right-out on the north part of the site. He noted a signal and improved intersection with Houston Road. He noted alignment with Turfway Business Park, and aligned intersection and improvements at Woodspoint Drive. He stated that the plan maintains all of these. He showed a board indicating the peak hour trips. He stated that they added to those trips the peak hour trips for the Meijer development and the total would be 724 during the morning peak and 2,724 during the evening peak hour, which is about 60% less trips being generated in the morning and 8% to 10% in the evenings because of the office activity that would not take place in the morning and it is not a high period of retail activity. They find that they can maintain the levels of service forecasted for the roads. (See two exhibit boards submitted by Mr. Gehrum).

Mr. Dusing noted that there is a full report that the Staff got today (EXHIBIT 2) and asked that the boards submitted by Mr. Gehrum be part of the record. He stated that retail users shop different times of day than office people who would be going in and out in the morning and afternoon, which lessens the projected traffic problems.

Using a drawing, Mr. Jim Berling stated that one of the issues brought up in the Staff Report is the alignment of Spiral Drive and how it is now coming across, and the other alignment was that Spiral Drive would go to the interstate right-of-way and intersect with Woodspoint Drive. He noted a road which extended through and came out on Woodspoint Drive east of Houston Road. He stated that coming out at the high spot on Houston Road is a better location than parallel to the interstate -- it gives better traffic flow and sight distance. They eliminated the road that was coming out too close to the intersection for stacking or movement and noted that the grade is about 35 feet lower than at the top of the hill. He noted concerns about the rear of the building and the exposure. He stated that the building is the same in the rear as it is in the front. If they could show the topography, there is quite a lot of excavation from the highpoint on Woodspoint Drive to the rear of the building, which would serve as a buffer and will be landscaped. A stormwater detention area approximately where the Kohl building would be has been reworked along Houston Road in a different configuration. The stormwater detention area will be a lake atmosphere and will have standing water six feet deep at all times. It will not be a dry hole that fills up when it rains. He noted that two detention areas were shown on a previously approved plan in the southeast corner, which they have been able to eliminate. He stated that there is a parcel which lends itself to an outlot -- it could be a branch bank, but they cannot say right now. The development will encompass a utility package for the entire site. Stormwater drainage will go to the detention area and it will act as stormwater detention and erosion control during

construction. The site will be slab on grade -- other than the dock areas, which will be screened from Woodspoint Drive.

Mr. Dusing stated that their presentation was concluded.

Chairman Viox asked if there was anyone present in the audience who wished to speak. There being no response, he asked if there were any comments or questions from the Commission.

Mrs. Arnett noted that Kohl's had been referred to as an "upscale department store", but their relationship seems to be with discount stores. She asked if Kohl's is a discount store.

Mr. Evenger stated that it is not a discount store. The merchandise carried is far different from Wal-Mart or K-Mart.

Mr. Neltner noted that Mr. Evenger had cited brands that they carry, and those are brands found at Wal-Mart and K-Mart. Mr. Evenger stated that Nike and Reebok only sell to department stores, not K-Mart or Wal-Mart. Jeans like Wrangler are mostly found in discount stores as opposed to Levi's, which are found at Kohl's.

Mr. Neltner noted that Mr. Loughtery indicated that at the time they came to him he was working in a retail division. Mr. Loughtery stated that from 1984 to 1990 he was in the suburban office division and in 1990 he took over as manager of the retail division. Mr. Neltner questioned why they brought this project to him if he was in the retail division. Mr. Loughtery stated that he sought Ron Noll out at that time. It was his job to seek out retail opportunities and he made a presentation to the NS Group about the site. They were considered with several other developers and chosen. He stated that he felt they were chosen because they brought expertise in retail and office and hotel. The site required diversity.

Mr. Noll stated that when they began negotiations with Mr. Loughtery, Meijer was not a player and Duke Associates had interest in the part where Meijer is, and they were going to develop the outlots as office. At that time, Duke Associates was interested in developing the center section, where Meijer is now, as retail.

Mr. Neltner questioned the percentage of Duke's representations of office as opposed to retail/commercial space. Mr. Loughtery stated that he could not answer this question. He stated that the primary focus of Duke Associates has always been development of office space. Duke is primarily an office development firm.

Mr. Neltner stated that one of the conditions in the Committee Report indicated that the Commission asked them to get professional assistance in marketing this property as office, but it sounds like they tried to market it themselves for a period of a year. Mr. Noll disagreed. He stated that the plan was approved in late 1990. During a six-month period they put together some brochures; but it was in June, 1991 that they started working with Tipton, Mayerson, and then Duke. They took four or five months to get aerial photos and develop brochures. Once the brochures were developed, they contacted professionals.

Mr. Neltner stated that another part of the Committee Report indicated that the Commission wanted documentation and he believes that at the meeting where this was approved it was said that the Commission was to be provided with the documentation. He asked if the Commission has a record of the magazines the ad appeared in and details of what was done.

Mr. Dusing stated that their presentation this evening is the documentation. Mr. Noll stated that documentation could be presented.

Mr. Neltner stated that at the meeting it was agreed by the applicant that documentation would be provided and it was to be on an on-going basis. Mr. Noll stated that the documentation could be provided. Mr. Neltner stated that he would like to see what has been done. Mr. Noll stated that they would have to ask for confidentiality since the joint venture was never signed.

Mr. McMillian asked if the outlots were included in the traffic study. Mr. Gehrum advised that they were, one was a sitdown restaurant and the other was a bank.

Mr. Damstrom noted that Mr. Gehrum alluded to the fact that the traffic would be improved because the traffic would be spaced throughout the day and would be a better pattern. He questioned the weekend traffic when there is massive retail traffic and hardly any business traffic.

Mr. Gehrum stated that the traffic counts indicated that peak hour traffic for the peak single hour in any travel period during the week. The evaluation of level of service is whatever the person is on the road for - - coming home from work, shopping, etc.. If they were to generate the traffic of this development for a Saturday, they could get those numbers; but he believes they would find that a higher percentage of the people on the road would be destined to those facilities rather than be there for some other purpose, and the total number in effect would be less. He stated that they did not analyze Saturday, but those numbers could be provided.

Mr. Damstrom stated that business is Monday thru Friday, There are trip generations because of the business and there are side trips on the way to and from work. A business complex is not open on Saturday and Sunday, but there will be planned destined trips. He stated that there has to be something to show whether there is an increase or decrease in traffic.

Mr. Gehrum stated that he did not use Saturday as an analysis period because the total number is less. The travel on the road is 70% for other purposes and 30% for the retail activity. The same distribution can be provided for Saturday and he would expect that the total volume would be less.

Mr. Damstrom asked that the figures be provided to the Committee. Chairman Viox agreed.

Mr. Bailey stated that the office development in the area was planned to serve as a separation barrier between the commercial Houston Road area and

the golf course and Woodspoint Nursing Home. That buffer would be eliminated with this development. The Concept Development Plan approved in 1990 called for commercial development on the 100 acres of 276,000 square feet and at that time commercial development allowed was 319,000 square feet. He questioned what the change is from the 276,000 square feet in commercial that is approved now and what it will be when we add 277,000 for the Meijer development. What kind of change is there from the 276,000 square feet to the kind of square footage we are talking about?

Mr. Geohegan stated that the Meijer store as approved is 215,000 square feet and that took up the portion of the site Mr. Berling referred to as 276,000 square feet of retail approved in 1990. With the Meijer store going in, there is actually less retail approved on that portion of the site than in 1990, but you have to take the 277,000 square feet proposed in this plan and come up with about 490,000 square feet.

Mr. Berling stated that the 315,000 square feet was what was approved for the entire 100 acres according to the Concept Plan. Mr. Geohegan agreed. Mr. Bailey stated that it is changed to 277,000 square feet, plus 215,000 square feet, plus the square footage in the out developments. Mr. Geohegan stated that the out-developments were factored into the 276,000 square feet when the plan was approved in 1990. Mr. Geohegan offered to provide additional details to the Committee.

Mr. Bailey stated that what is approved for office would be the 510,000 square feet for the tower and 333,000 square feet for the campus office. He asked how much office development there will be. Mr. Geohegan stated that the only property that would be left along I-75 would be about 10 to 13 acres, which would have about 10,000 to 15,000 square feet of office. There are four outlots along the interstate, which have to be devoted by condition to at least half office use. It is probably less than 30,000 square feet for the total site.

Mr. Bailey stated that in 1990 the mix was about 60% office and 40% commercial. He stated that the mix has changed dramatically to about 90% commercial and 10% office. Mr. Geohegan stated that it is probably more than 90% commercial.

Mr. Bailey stated that he realizes that the trend has been away from office development, but he does not like to see a development like this go all the way to a commercial development next to Woodspoint and the golf course.

Chairman Viox questioned the location of the project shown in the submitted picture (EXHIBIT 4). Mr. Noll advised that he believes it is in Burnsville in Minneapolis. Chairman Viox noted that it had been mentioned that the facility would be similar. He asked what kinds of materials would be used.

Mr. Jarason stated that he believes the base on the building is split faced concrete block and the rest is two different tones of brick. The building he showed Mr. Costello for the picture is also split faced block with accents on it. The overall design is the same, but what they are proposing is the Kohl's Department Store in Wheaton, Illinois. Chairman

Viox asked why they switched from brick to block. Mr. Jarason stated that the Wal-Mart Store across the street is compatible with all the materials they used in the shopping center. Chairman Viox stated that the McAlpin's shopping center is brick. Mr. Jarason stated that he is not familiar with the McAlpin's shopping center. Chairman Viox stated that it is in Crestview. Mr. Jarason stated that the picture shows two tones of brick on the face of it. Chairman Viox questioned the back of the building. Mr. Jarason stated that the back would be a material similar to the rest of the building -- split faced concrete block with the two tones and design shown in the front.

Mr. Kirby stated that the building has nice colors, but it is a plain old flat top building compared to other buildings out there that have parapets and some character. He stated that he realizes this would come under Design Review. He asked if they were willing to dress up the building along the roof lines. Mr. Noll stated that they would discuss it.

Mr. Neltner asked if they plan to build other Kohl's stores in the Cincinnati and Northern Kentucky market area. Mr. Noll advised that they do plan to do this. Mr. Neltner questioned how soon this would happen. He asked if this will be the only Kohl's store for a number of years, drawing from the entire Cincinnati market once the word gets out. Mr. Noll stated that they have several other projects they are working on around the Cincinnati metropolitan area.

Mr. DeLong stated that he would like them to work as well as Meijer's did with sidewalks and bicycle paths, if this project proceeds. He has difficulty believing the best efforts were made for office until the documentation is seen. He stated that their own people stated that the ten acres in the back would be dead space and could not be used as office, negating the opportunity for office and forcing it to be used as retail.

Mr. Dusing stated that he did not hear any of their people say that the property left for future office development was going to be dead space. That is not their understanding or Mr. Noll's intention. It is very expensive space. He stated that the mix is going to change substantially, which is why they are here. The bottom line is that in 1987, the Committee Report said "corporate office tower, office campus was very feasible". It is now 1993 and that is dead wrong.

Chairman Viox stated that this item will tentatively be on the Agenda for the October 20, 1993 Business Meeting.

Mr. Dusing stated that they will provide documentation of the marketing efforts for the site since 1990.

Mr. Neltner stated that the Committee plans to meet next Monday. There cannot be a decision by October 20, 1993 if they cannot provide the documentation by Monday. Mr. Noll stated that he cannot provide the documentation by Monday. Chairman Viox advised that they would then be moved to the November 3, 1993 Agenda. Chairman Viox asked if the Committee could meet on October 18, 1993, which would allow the item to be on the Agenda for October 20, 1993. Mr. Noll stated that he can get the documentation to the Committee by October 18, 1993. Mr. Neltner asked if

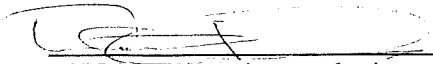
they can also provide the traffic analysis Mr. Damstrom requested by October 18, 1993.

Mr. Gehrum asked for clarification of what is needed. He stated that the original study did not address Saturday. He asked Mr. Damstrom if he wants data for Saturday for the original concept and for this project. Mr. Damstrom replied "yes". Chairman Viox stated that offices are not open on Saturday.

Chairman Viox stated that the Committee Meeting for this item will be on October 18, 1993 at 7 P.M.. This item will be on the Agenda for the Business Meeting on October 20, 1993 at 8 P.M..


Chairman Viox closed this Public Hearing.

APPROVED:



William R. Viox, Chairman

Attest:



Jan Hancock, Recording Secretary

BOONE COUNTY PLANNING COMMISSION
BUSINESS MEETING

October 20, 1993 - 8:00 P.M.

Mr. William Viox, Chairman, called the meeting to order at 8:20 P.M..

COMMISSION MEMBERS PRESENT:

Mrs. Judy Arnett
Mr. William Bailey
Mr. Fred Burch
Mr. Phil Damstrom
Mr. Melvin DeLong
Mr. R. N. Greene
Mr. Gayle McElroy
Mr. Don McMillian
Mr. Barry Neltner
Mr. Thurman Owens
Mr. Robert Ries
Mr. Ralph Rush
Mrs. Carol Smith
Mr. William Viox, Chairman

COMMISSION MEMBERS NOT PRESENT:

Mr. Robert Kirby, Jr.

LEGAL COUNSEL PRESENT:

Mr. Dale Wilson

Approval of the Minutes:

Chairman Viox stated that each Commission member had received copies of the Minutes of the Public Hearing and the Business Meeting of October 6, 1993. He asked if there were any comments or corrections.

Mrs. Arnett stated that on Page 11 of the Business Meeting Minutes "Raul High School" should be "Ryle High School".

Mr. McMillian moved that the Minutes of the October 6, 1993 Public Hearing be approved as mailed and that the Minutes of the October 6, 1993 Business Meeting be approved as amended. Mrs. Smith seconded the motion and it carried unanimously.

Hossman Road. Mr. Hayes noted that the condition says "if Hossman Road is extended to KY 237 and the property between Hossman Road and the applicant's property is developed", which is not known at this time. At this time, they are to dedicate an access easement to connect their interior roadway, and build a road -- which they will not have to extend to Hossman Road -- from their road network to their property line.

Mrs. Smith, Committee Chairwoman, agreed with the change/clarification to the Committee Report.

Chairman Viox asked if there were any questions.

Mr. Crane questioned the Conditional Uses not eliminated and asked if there could be gasoline service stations. He stated that Conditional Uses Nos. 2, 3, 5, 6, 10, 11, and 12 are similar to the ones that were eliminated.

Counselor Wilson stated that the only Conditional Use being eliminated by agreement is #1, and the others are eligible to be sought as Conditional Uses. Counselor Wilson explained the Conditional Use process.

Mr. Crane stated that some of the Conditional Uses seem contrary to the campus-like conditions.

Mr. Hayes stated that the Committee recommends approval of the request subject to the conditions in the Committee Report and Condition #13, which was added (see Committee Report).

There being no further discussion, Mr. Ries moved by resolution to Boone County Fiscal Court that the request be approved based on the Staff and Committee Reports (with 13 conditions). Mrs. Smith seconded the motion.

A roll call vote on the motion found Mrs. Arnett, Mr. Bailey, Mr. Burch, Mr. DeLong, Mr. Greene, Mr. McElroy, Mr. McMillian, Mr. Neltner, Mr. Owens, Mr. Ries, Mr. Rush, Mrs. Smith, and Chairman Viox in favor. Mr. Damstrom was opposed. The motion carried by a vote of 13 to 1.

Counselor Wilson explained that the Commission's action is a recommendation of approval, which will go to the Fiscal Court for their final action.

2. Change in Concept Development Plan

The request of James W. Berling (applicant) for TOLD Development Company (owner by contract) to construct commercial/retail development on a previously approved professional office site. The 27-acre site is located in The Houston Lakes Development, Florence, Kentucky and is zoned Office Two/Commercial Two/Planned Development (O-2/C-2/PD).

Chairman Viox noted that there was no one present in regard to this item, other than the applicant's team. He asked for a summary of the Committee Report.

Staff Member Dave Geohegan summarized the Committee Report and advised that the conditions have been signed by the applicant and the property owner (see Committee Report).

Mr. Rush moved by resolution to the City of Florence that the request be approved based on the Staff and Committee Reports. Mr. Greene seconded the motion.

In response to a question from Mr. Bailey, Mr. Jack Gehrum advised that the average number of daily trips for the shopping portion of TOLD development is 13,168.

There being no further questions, Chairman Viox asked for a vote on the motion made by Mr. Rush which found Mr. Burch, Mr. Damstrom, Mr. DeLong, Mr. Greene, Mr. McElroy, Mr. McMillian, Mr. Neltner, Mr. Owens, Mr. Rush, Mrs. Smith and Chairman Viox in favor. Mrs. Arnett, Mr. Bailey, and Mr. Ries were opposed. The motion carried by a vote of 10 to 3.

5. Site Plan Review

The request of Randall L. Dietz (applicant) for Harold Palmer (owner) to construct Gunpowder Creek Marina. The 5.3-acre site is zoned Recreation (R) and is located at 4895 Beaver Road, Boone County, Kentucky.

Staff Member Jeff Hayes presented the Staff Report which included a review of the Site Plan using the overhead projector (see Staff Report). The site went before the Board of Adjustments for a Conditional Use Permit to allow the sales of snacks and food, and fuel. Mr. Hayes stated that Susan Cabot asked him to advise the Commission that she has recommended to the Corp of Engineers that an archaeological survey be conducted. They have received approval from all the other state and local agencies, but have not yet received approval from the Corps of Engineers. He stated that the applicant is proposing phasing of the parking and the parking lot will be finished within two years. Staff recommends approval.

Mr. Ries moved that the request be approved based on the Staff and Committee Reports. Mr. Neltner seconded the motion.

Mr. DeLong questioned the Commission's obligation in regard to the archaeological concerns. Mr. Geohegan advised that the Kentucky Heritage Council has asked the Corp of Engineers to hold up the permit for the survey to be conducted. Mr. Hayes stated that the applicant has not submitted the Corp of Engineers permit and the Corp of Engineers has said that they will not approve their permit until there is local approval.

In response to additional questions from Mr. DeLong, Counselor Wilson stated that under the regulations for Site Plan Review, they are entitled to approval if they meet Article 14. The Corps of Engineers is not subject to Article 14.

There being no further comments, Chairman Viox asked for a vote on the motion made by Mr. Ries and it carried unanimously.

EXHIBIT "B"

COMMITTEE REPORT

TO: Boone County Planning Commission

FROM: Barry Neltner, Chairman

RE: Request of James W. Berling (applicant) for TOLD Development Company (owner by contract) to construct commercial retail development on a previously approved professional office site. The 27 acre site is located in The Houston Lakes Development, Florence, Kentucky and is zoned Office Two/Commercial Two/Planned Development (O-2/C-2/PD).

DATE: October 20, 1993

REMARKS:

We, the Committee, recommend approval of the request based upon the following findings of fact and with the following conditions:

Findings of Fact

1. Although the request contains uses different than recommended in the Houston-Donaldson Study, the Committee believes that some of the intent of the Study is being met on the issues of density and traffic impact. The request presents considerably less total square footage of building activity, and the applicant's traffic consultant has shown that there will be less impact on the P.M. peak hour of the roadway, which is the critical road condition in the Study. Although the proposed retail uses will generate more traffic on a daily basis, the Study recognizes that the P.M. peak hour on Houston Road is the critical item that should be protected.
2. The applicant has shown that the site has certain negative characteristics in terms of its ability to support office development of the nature previously approved. Specifically, the site is immediately adjacent to the flight path of the north south runway and within the 65 LDN noise contours and partially within the 70 LDN noise contours for the near-term (1991) and long-term (1997) noise abatement plans. In addition, the applicant has demonstrated that the retail development trends of the Houston Road area over the last few years are not conducive to office development. Build-to-suit office development is desired in a campus atmosphere and not in an area containing large parking lots and a retail appearance. Therefore, the approved office uses are inappropriate for the site and the requested retail uses are appropriate for the site.

3. The applicant has demonstrated that the office market is so over-built since the late 1980's that it will be beyond the four years that were required for marketing of the site, and beyond the final phase of Houston Lakes before the approved office uses could be anticipated.
4. With the attached conditions, the development would have the character and sensitive site development to protect the adjacent nursing home and golf course uses from negative visual impacts.

Conditions

The applicant is being asked to agree to include these items as part of the Concept Development Plan in order to clarify the plan as presented at the October 6, 1993 Public Hearing. Further, these conditions are intended to clarify the suitable uses and development for the presented plan.

1. Should the two undisclosed retail uses include features such as outside storage/display or garden centers, these areas shall be enclosed and be screened with the same facade materials used on the building(s). Architecture will be consistent with submitted renderings with the split-face block and two tones of brick. These facade materials and treatments shall continue around all sides of the retail structure(s).
2. The developer will revise the Houston Lakes Improvement Plan to reflect the proposed access location at Woodspoint Drive.
3. The development shall meet the landscaping requirements of the Boone County Zoning Regulations.
4. Screening along the back of the development along Woodspoint Drive shall include berming and landscaping. The width of this landscaped area shall be consistent with the submitted Concept Development Plan. As indicated by the applicant, the berms will be in addition to the proposed grades shown on the submitted Plan. A variety of evergreen and deciduous vegetation shall be provided that completely screens all loading and dumpster activities from Woodspoint Drive while permitting some view of the architectural treatment on higher portions of the building.
5. Tree plantings and landscaping shall be provided along Spiral Drive, as approved in the Houston Lakes Improvement Plan.

October 20, 1993

- 6. The end of Anchor A (toward "future office development") and the end of Anchor C (toward Houston Road) shall be extensively landscaped to soften the visual impacts of these large walls.
- 7. The developer shall participate financially in a traffic signal at Woodspoint Drive and Houston Road, when one occurs.
- 8. The proposed anchors shall be attached as shown on the submitted Concept Development Plan.
- 9. As recommended in the 1992 Houston-Donaldson Study the developer shall make an effort to orient the proposed outlots diagonally to Houston Road to provide better opportunities for landscaping and effective building-mounted signage.
- 10. Since this 27 acre development is part of the overall Houston Lakes project, the road improvements to Houston Road, as approved on the Houston Lakes Improvement Plan, are required as the first phase of construction on the 101 acre development.

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.

Barry Neltner
Barry Neltner, Chairman

Fred Burch
Fred Burch

Phil Damstrom
Phil Damstrom

Gayle McElroy
Gayle McElroy

Ralph Rush
Ralph Rush

Thurman Owens
Thurman Owens

Carol Smith
Carol Smith

The applicant and owner have reviewed the conditions for approval contained in this report and agree to them.

7010 Par, Inc. By [Signature]
applicant(s) *sp.*

NORTHERN KENTUCKY MANAGEMENT
owner(s)
by: Russell Rife, Secretary

SUPPORTING INFORMATION

DEED BOOK 402 PAGE 22

Know All Men By These Presents:

CLERK'S OFFICE
SHORT  FORM
DEED

PROPERTY TRANSFER TAX PAID \$2100.00
JERRY W. ROUSE, CLERK P. Rouse

That Mary Ellen Foltz, an unmarried widow,

for and in consideration of \$2,100,000.00 to them paid by the grantees herein, the receipt of which is acknowledged, do bargain, sell, and convey to:

Northern Kentucky Management, Inc., a Kentucky corporation, its successors

HEREBY and assigns forever, the following described Real Estate, in the City of Florence;

BOONE County of ~~KENTON~~ and Commonwealth of Kentucky, to-wit: Group No. 20338

Present Street Address Houston Road, Florence, KY 41042 Plat No. _____

Mailing Address 9th & Lowell Streets, Newport, KY 41072

Beginning at the intersection point of the southeast line of Houston Road and the northeast line of Woodspoint Drive; thence with the southeast line of Houston Road N 49-08-16 E 207.11 feet, N 64-09-03 E 1,447.96 feet, N 67-47-55 E 76.44 feet, N 53-52-37 E 76.70 feet, and N 58-48-39 E 367.64 feet to the southwest right of way line of Frontage Road No. 1 at the I-75/Turfway Road Interchange; thence along the southwest right of way line of Frontage Road No. 1, S 32-59-07 E 466.57 feet to a point in the grantor's southeast property line; thence along the grantor's southeast property line S 60-32-51 W 505.32 feet, S 61-02-17 W 370.42 feet, and S 62-06-40 W 131.21 feet to a point corner to the grantor, and Henry Gieske, and R.C. Durr; thence continuing along the grantor's southeast property line S 62-06-40 W 331.01 feet and S 61-05-44 W 773.22 feet to a point in the northeast line of Woodspoint Drive; thence along same N 20-39-15 W 42.17 feet and N 41-13-49 W 449.93 feet to the place of beginning. Containing 23.614 Acres.

Being part of the same property conveyed to Leo Paul Foltz and Mary Ellen Foltz, his wife, with right of survivorship, by Carl Foltz and Marie Foltz, his wife, by deed dated the 12th day of April, 1957, and recorded in Deed Book 136 Page 74 of the Boone County Court Clerk's records, at Burlington, Kentucky.

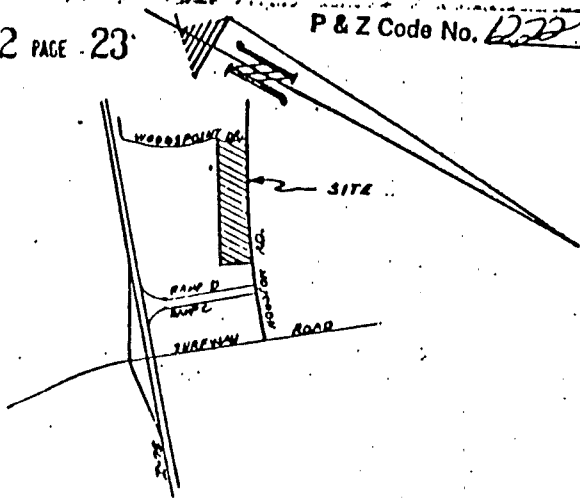
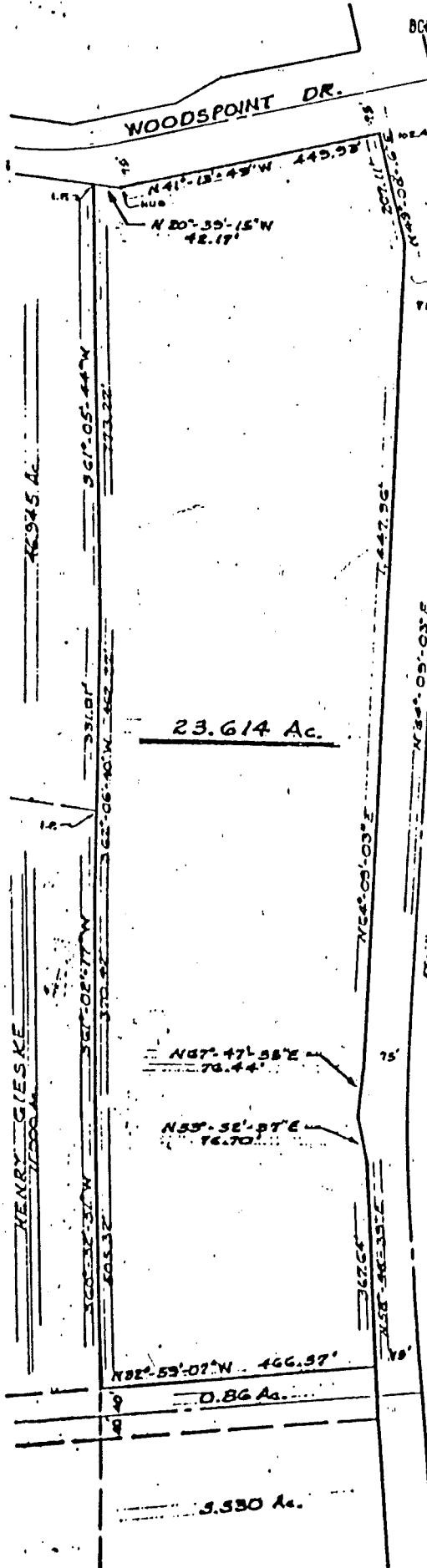
The said Leo Paul Foltz died July 8, 1973, and by virtue of the survivorship clause in their deed, the fee simple title vested in the Grantor herein, Mary Ellen Foltz.

Together with all the PRIVILEGES AND APPURTENANCES to the same belonging.

TO HAVE AND TO HOLD the same to the said

Northern Kentucky Management, Inc., a Kentucky corporation, its successors

HEREBY and assigns, forever, the Grantor, her heirs, executors and administrators, HEREBY COVENANTING with the grantee, its successors and assigns, that the TITLE so conveyed is CLEAR, FREE AND UNINCUMBERED, and that she will WARRANT AND DEFEND the same against all legal claims whatsoever, except the 1989 property taxes which the Grantee herein will pay.



VICINITY MAP
SCALE 1/4" = 200'

**BOONE COUNTY PLANNING COMMISSION
APPROVAL CERTIFICATE**

Approved for recording the transfer
of the property only by the Boone
County Planning Commission the 30
day of Jan, 1989.

Ch. Durah
Chairman

ZONED C-2/PD
FRM 1-30-89

LAND SURVEYOR'S CERTIFICATE

"I certify that this plat has been prepared by me or
under my supervision in accordance with the Kentucky
Minimum Surveying Standards, and complies with all
requirements of the Boone County Zoning and Subdivi-
sion Regulations, and that dedicated areas including
public ways or streets are currently owned by the
property owner."

I certify that I have examined the records of the
Boone County Court Clerk and find that this is the
3rd Conveyance made under the present owner-
ship and the parent tract since 1966 or from the a-
doption of KRS 100.

1-24-89

Date

James W. Berling
James W. Berling, L.S., Reg. #206

STATE OF KENTUCKY
JAMES W. BERLING
206
REGISTERED
LAND SURVEYOR

BACK REF. DB 136 PG. 7
GROUP NO. 2033

PLAT OF SURVEY
FOR: **MARY ELLEN FOLTZ**
HOUSTON ROAD - FLORENCE, KY.
SCALE 1/4" = 200' DEC. 7, 1988
JAMES W. BERLING
KY. SURVEYOR No. 206

DEED

KNOW ALL PERSONS BY THIS INSTRUMENT:

That R. C. DURR and KATHERINE DURR, his wife

PROPERTY TRANSFER TAX PAID \$ 3591.50
JERRY W. ROUSE, CLERK B. Cop

the GRANTOR(S), for and in consideration of THREE MILLION FIVE HUNDRED NINETY ONE THOUSAND ONE HUNDRED FIFTY (\$3,591,150.00) DOLLARS

paid to the GRANTOR(S) by the GRANTEE(S) herein, the receipt of which is hereby acknowledged, do bargain, sell and convey to the following named GRANTEE(S), NORTHERN KENTUCKY MANAGEMENT, INC., a Kentucky corporation, its

~~XXXX~~/successors and assigns forever, the following described real estate, in the city of Florence, county of boone and state of Kentucky, to wit:

Street Address: Interstate Highway 75, off Houston Road, Florence, Boone County, Kentucky 41042

Mailing Address: 9th & Lowell Streets, Newport, Kentucky 41071

Grant No.: 2033-B; Plat No.:

PARCEL ONE:

Situated along the northwest side of I-75 and the northeast side of Woodspoint Drive, in the city of Florence, Boone County, Kentucky, and being more particularly described as follows:

Beginning at an iron pin in the northwest right of way line of I-75 at the common corner of Boone Housing, Inc., a Kentucky Corporation (deed book 184, page 137) and R. C. Durr (deed book 211, page 444); thence with the northwest right of way line of I-75 and the original southeast line of R. C. Durr's 49.999 acres tract N 51°-56'-40" E 1,550.59 feet to an iron pin; thence N 30°-08'-35" E 107.70 feet to an iron pin; thence N 45°-06'-06" E 251.79 feet to an iron pin; thence N 71°-14'-04" E 136.00 feet to an iron pin in said right of way, said pin also being in the original northeast line of said 49.999 acres tract; thence leaving said right of way and with said northeast line N 37°-59'-34" W 299.00 feet to an iron pin at the southeast corner of a 80 foot roadway parcel (deed book 211, page 445); thence with the southeast line of said roadway parcel N 42°-35'-51" E 154.71 feet to an iron pin in the southwest right of way line of Frontage Road No. 1 (40 feet from center line); thence with said

FOR LAND USE RESTRICTION SEE MISC 302 BY 2-6-61

right of way line N 33°-02' W 82.60 feet to an iron pin in same, said pin being 596.47 feet along said southwest right of way line from its intersection with the common line of Henry Gieske (trustee) and Mary Ellen Foltz; thence leaving said right of way and with the northwest line of said 80 foot roadway S 42°-35'-51" W 161.96 feet to an iron pin in the northeast line of said 49.999 acres tract; thence with the northerly lines of said tract N 37°-59'34" W 11.55 feet to an iron pin; thence S 84°-35'-26" W 1,013.93 feet to an iron pin; thence N 20°-14'-34" W 230.44 feet to an iron pin in the southeast line of Mary Ellen Foltz; thence with said southeast line S 62°-06'-40" W 331.01 feet to a post; thence S 61°-05'-44" W 773.22 feet to an iron pin in the northeast right of way line of Woodspoint Drive; thence with said right of way line S 20°-34'-38" W 318.03 feet to an existing hub; thence S 27°-25'-46" E 242.48 feet to an existing hub; thence S 41°-08'-27" E 584.32 feet to a cut notch; thence S 11°-27'-21" E 123.60 feet to an iron pin in said right of way line, also a point in the common line between Boone Housing Inc., and R. C. Durr; thence with said right of way line and said common line S 41°-13'-14" E 128.95 feet to the place of beginning and containing 46.945 acres.

PARCEL TWO:

Situated along the northwest line of I-75 and along the northeast line of a Frontage Road No. 1, in the City of Florence, Boone County, Kentucky, this parcel being 80 feet in width at right angles to side lines and lying between the northeast right of way line of Frontage Road No. 1 and the southwest right of way line of Entrance Ramp "D" to I-75 off Houston Road, and being more particularly described as follows:

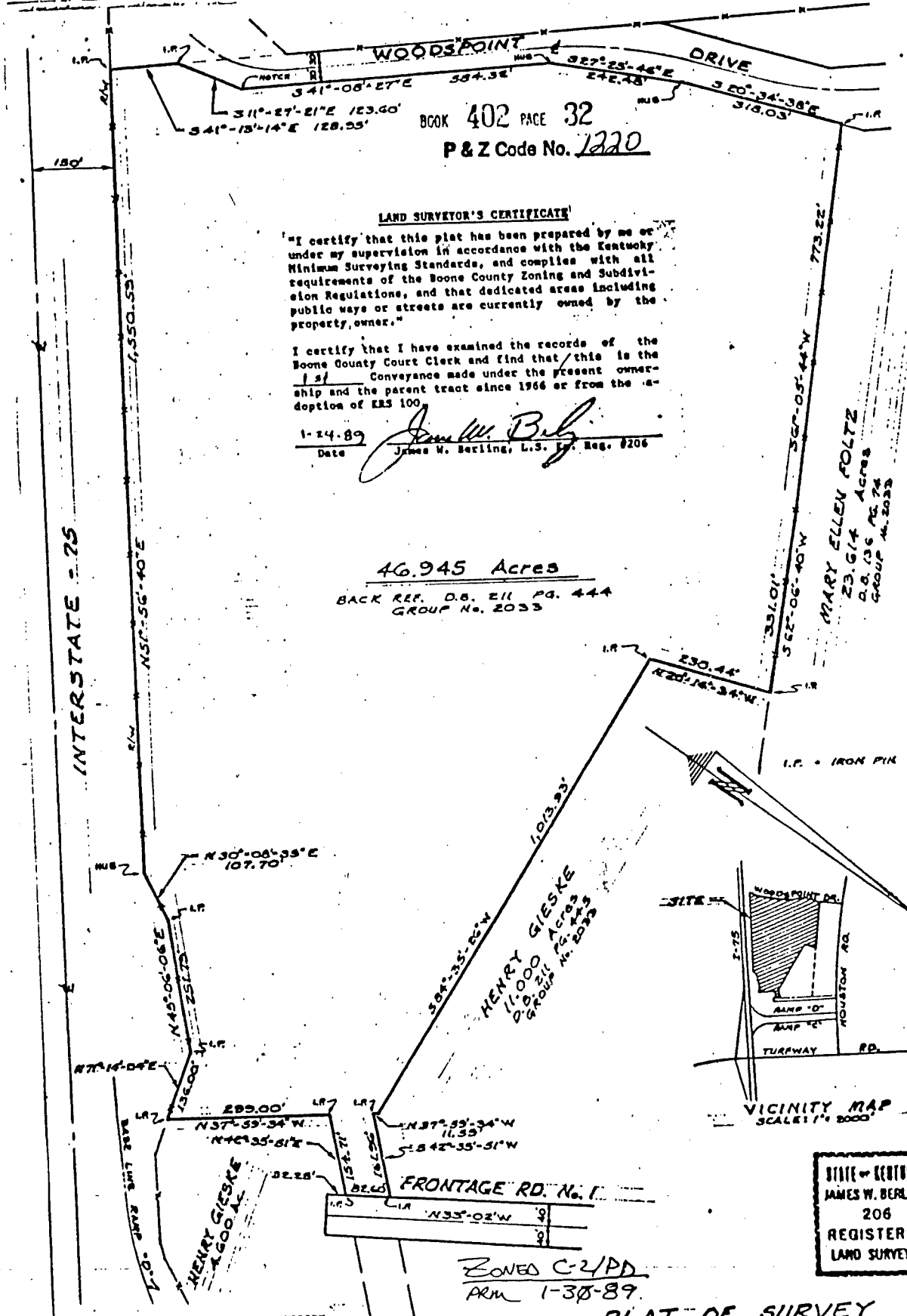
Beginning at an iron pin in the northeast right of way line of Frontage Road No. 1, said pin being 570.32 feet along the said northeast right of way line from its intersection with the common line of Henry Gieske (trustee) and Mary Ellen Foltz; thence with the northwest line of said 80 foot roadway parcel N 42°-35'-51" E 515.31 feet to an iron pin in the southwest right of way line of Entrance Ramp "D" off Houston Road to I-75; thence with said right of way S 26°-50'-02" E 50.26 feet to an iron pin; thence S 15°-59'-51" E 38.65 feet to an iron pin in said right of way and in the southeast line of said 80 foot Roadway Parcel; thence leaving said right of way and with said 80 foot parcel S 42°-35'-51" W 498.03 feet to an iron pin in the northeast right of way line of Frontage Road No. 1; thence with said right of way N 33°-02' W 82.60 feet to the place of beginning and containing 0.937 acres.

See plat attached and incorporated herein by reference.

Being part of the same property conveyed to the Grantor, R. C. Durr, by deed from Henry Gieske, trustee, dated December 31, 1974 and recorded in Deed Book 211, Page 444, and the same property conveyed to R. C. Durr by deed from James H. McClorey by deed dated May 5, 1987 and recorded in Deed Book 365, Page 115, and being part of the same property conveyed to R. C. Durr by deed from Henry Gieske, trustee, dated June 15, 1984 and recorded in Deed Book 318, Page 69. All references are to the Boone County Clerk's records at Burlington, Kentucky.

The above described real estate is conveyed subject to the following:

- A. All easements, restrictions, reservations, conditions and limitations of record and/or rights for utilities physically located on the property.
- B. All building and zoning ordinances, restrictions, reservations, conditions and limitations of record.
- C. All building and zoning ordinances, restrictions, prohibitions, regulations and other requirements imposed or required by any other governmental body, authority or agency.
- D. Real property taxes for the calendar year 1989 and subsequent years.
- E. Special assessments and liens for public improvement pending as of the date hereof.
- F. Easements and reservations of rights set forth in the deed of conveyance from Henry Gieske, trustee, to R. C. Durr, recorded in Deed Book 318, Page 69 of the Boone County Clerk's records at Burlington, Kentucky.



BOOK 402 PAGE 32
 P & Z Code No. 1220

LAND SURVEYOR'S CERTIFICATE

"I certify that this plat has been prepared by me or under my supervision in accordance with the Kentucky Minimum Surveying Standards, and complies with all requirements of the Boone County Zoning and Subdivision Regulations, and that dedicated areas including public ways or streets are currently owned by the property owner."

I certify that I have examined the records of the Boone County Court Clerk and find that this is the 1st Conveyance made under the present ownership and the parent tract since 1966 or from the adoption of KRS 100.

1-24-89
 Date *James W. Berling*
 James W. Berling, L.S. No. 206

46.945 Acres

BACK REF. D.B. E11 PG. 444
 GROUP No. 2033

MARY ELLEN FOLTZ
 23.614 Acres
 D.B. 136 PG. 74
 GROUP No. 2033

INTERSTATE - 75

N 30° 08' 35" E
 107.70'

N 45° 05' 06" E
 252.00'

N 77° 14' 04" E
 132.00'

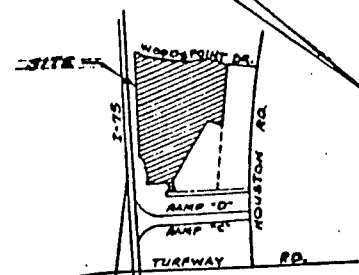
N 37° 33' 34" W
 11.33'

N 42° 35' 51" E
 58.42'

N 35° 02' W

FRONTAGE RD. N. 1

ZONED C-2/PD
 APR 1-30-89

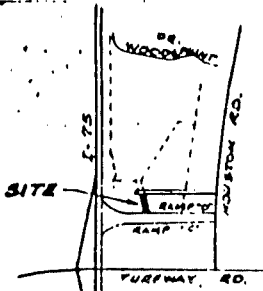


STATE OF KENTUCKY
 JAMES W. BERLING
 206
 REGISTERED
 LAND SURVEYOR

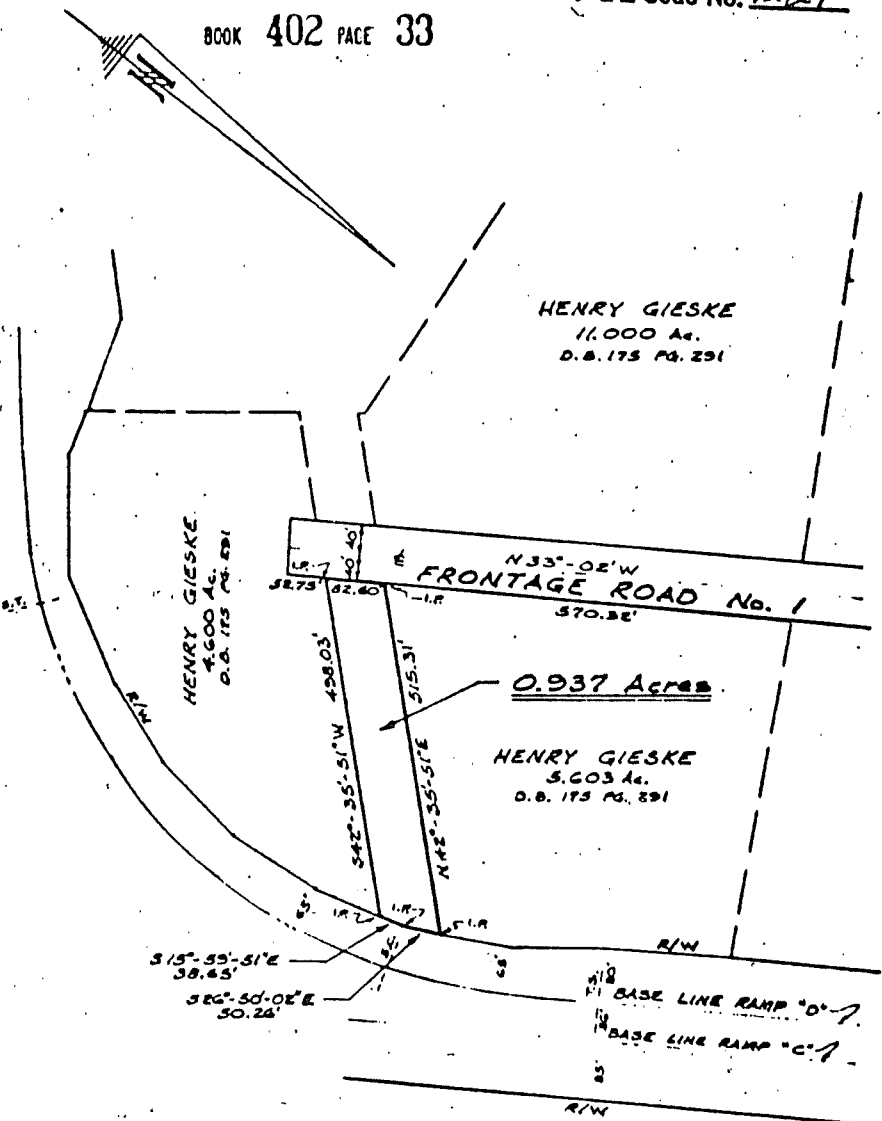
BOONE COUNTY PLANNING COMMISSION
 APPROVAL CERTIFICATE

Approved for recording the transfer of the property only by the Boone County Planning Commission the 30 day of Jan. 1989.

PLAT OF SURVEY
 FOR: R. C. DURR
 WOODSPOINT DR. - FLORENCE, KY.
 SCALE 1" = 200'
 JAN. 23, 1989
 JAMES W. BERLING
 KY. SURVEYOR No. 206



INTERSTATE - 75



LAND SURVEYOR'S CERTIFICATE

"I certify that this plat has been prepared by me or under my supervision in accordance with the Kentucky Minimum Surveying Standards, and complies with all requirements of the Boone County Zoning and Subdivision Regulations, and that dedicated areas including public ways or streets are currently owned by the property owner."

I certify that I have examined the records of the Boone County Court Clerk and find that this is the 2nd Conveyance made under the present ownership and the parent tract since 1966 or from the adoption of KRS 100.

1-24-89
Date James W. Berling, L.S. Reg. #206

NOTE :
I.P. = IRON PIN
BACK REF. = D.B. 211 PG. 445
GROUP No. 205B

ZONES C-2/PD
FROM 1-30-89

BOONE COUNTY PLANNING COMMISSION APPROVAL CERTIFICATE

Approved for recording the transfer of the property only by the Boone County Planning Commission the 30 day of Jan, 1989.

1-30-89
Date James W. Berling, L.S. Reg. #206
Chairman



PLAT OF SURVEY
FOR : R. C. DURR
FRONTAGE RD. No. 1 - FLORENCE, KY.
SCALE 1" = 200'
JAN. 25, 1989
JAMES W. BERLING
KY. SURVEYOR No. 206

INTERSTATE 75/71

OFFICE DEVELOPMENT

COMMERCIAL DEVELOPMENT

BOULEVARD SPIRAL

PROPOSED MEIJER STORE

COMMERCIAL DEVELOPMENT

ANCHOR A
10,000 S.F.

ANCHOR B
10,000 S.F.

ANCHOR C
10,000 S.F.

FINE QUESTION AREA

HOUSTON ROAD

WAL-KURT SAK'S

APPROVED
State of Texas
COUNTY OF HARRIS
PLANNING COMMISSION

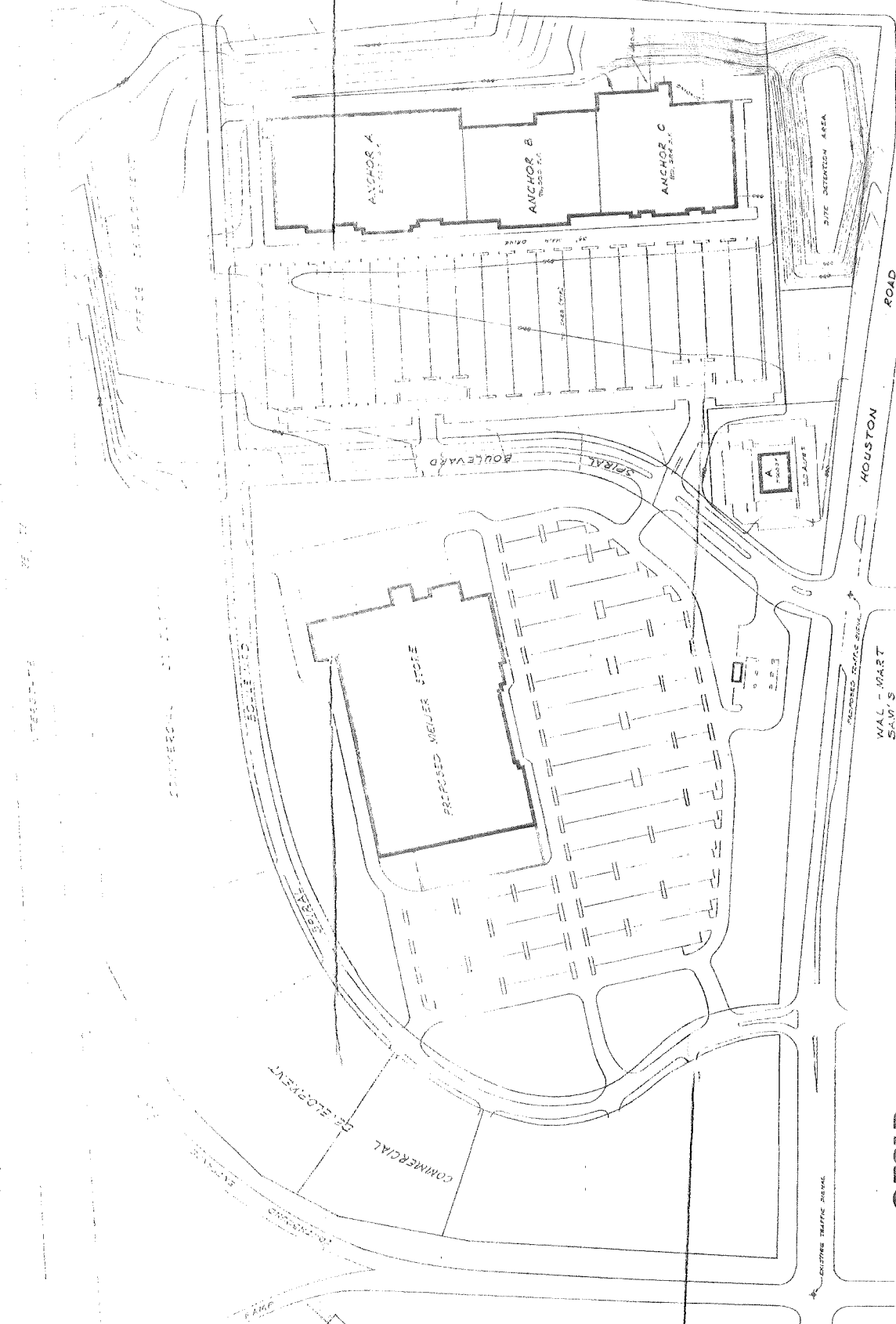
TOLD
DEVELOPMENT COMPANY
NURT REALL
VICE PRESIDENT - Retail
2025 INTERNATIONAL
(713) 231-7111 Fax (713) 231-8216

PLANNING COMMISSION
BY FILE
JAMES W. BERLING
CONSULTING ENGINEER AND LAND SURVEYOR
REG. NO. 231-1915
P.E. LICENSE NO. 44101
CORPORATE OFFICE
10000 WESTHELF
HOUSTON, TEXAS 77036



HOUSTON LAKES
SOUTH ADDITION
1.7.00
PROPOSED COMMERCIAL DEVELOPMENT
FLORENCE, KENTUCKY
7-9-93

6-03 240-A



HOUSTON LAKES SOUTH ADDITION
 JAMES W. BERLING
 424 BRIDGE RD. #100
 FLORENCE, KENTUCKY 40302
 7-6-93



JAMES W. BERLING
 Civil Engineer and Land Surveyor
 424 BRIDGE RD. #100
 FLORENCE, KY 40302
 502-365-1200



TOLD DEVELOPMENT COMPANY
 KURT HALL
 Vice President - Retail
 200 Barclay Street
 One Block, L. 05021
 (703) 271-1111, (404) 770-5700

WITH FINISH CONTOURS
 SHEET NO. 1

Planning Commission
Vickie

ORDINANCE NO. 0-39-93

AN ORDINANCE ADOPTING AND APPROVING A CHANGE IN A PREVIOUSLY APPROVED CONCEPT DEVELOPMENT PLAN FOR A 27 ACRE TRACT CURRENTLY ZONED OFFICE TWO/COMMERCIAL TWO/PLANNED DEVELOPMENT (0-2/C-2/PD) LOCATED IN THE HOUSTON LAKES DEVELOPMENT WITHIN THE CITY LIMITS OF FLORENCE, KENTUCKY. (JAMES W. BERLING - TOLD 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 approval of a change in a previously approved concept development plan for a 27 acre parcel located in The Houston Lakes Development, in Florence, Kentucky, this property being currently zoned Office Two/Commercial Two/Planned Development (0-2/C-2/PD), and

WHEREAS, the City of Florence, Kentucky, has reviewed the record of the Boone County Planning Commission and determined that this request should be granted, subject to certain conditions agreed to by the property owner and made a part of its development plan.

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

SECTION I

That the request to change the previously approved concept development plan for the property which is more particularly described in Exhibit "A" shall be and is hereby approved for property zoned Office Two/Commercial Two/Planned Development (0-2/C-2/PD), such property consisting of approximately 27 acres located at The Houston Lakes Development in Florence, Kentucky.

SECTION II

This approval is granted subject to the conditions, terms and provisions agreed to by the property owner as part of its development plan presented to the Commission and the City Council of Florence, Kentucky.

SECTION III

Publication of this Ordinance is hereby authorized to be
by summary publication, in accordance with Kentucky law.

PASSED AND APPROVED ON FIRST READING THIS THE 14th DAY OF
December, 1993.

PASSED AND APPROVED ON SECOND READING AND PUBLICATION ORDERED THIS
11th DAY OF January, 1994

APPROVED:

Evelyn McKelk
MAYOR

ATTEST:

Stephene Crowl
CITY CLERK