



AGENDA

COUNCIL OF THE TOWN OF WARRENTON

WORKSESSION

Thursday, July 6, 2017

7:00 PM

1. Call to Order
2. Committee Meeting Schedule
3. Update on Broadview Ave. SmartScale Design & Construction Schedule
4. Cemetery Security Improvements
5. Walker Drive Planned Unit Development Rezoning
6. Planning Commission Annual Report
7. Review of July 11 Council Meeting Agenda
8. **CLOSED SESSION**
 - a. Discussion of Litigation
 - b. Discussion of Business Propsect
9. Adjourn



**Town Council Work Session
July 6, 2017
Committee Meeting Schedule**

**Agenda Memorandum
Submitted by:**

Discussion:

At the June 8 Work Session, Council discussed a draft committee schedule that considered a bi-monthly meeting frequency with one committee meeting at 6pm and immediately preceding the 7pm Thursday Work session and one committee meeting at 6pm and immediately preceding the 7pm Tuesday Council Meeting. The draft schedule is attached.

At the work session, Council also set the date for the July Finance Committee on July 17 to include a continued discussion on Brentmoor-Mosby option costs. As Chair, Vice Mayor Reynolds called the Public Works & Utilities Committee to meet on Thursday July 6 at 5pm. There are no other committee meetings scheduled for July.

Town Manager

ATTACHMENTS:

Description	Type	Upload Date
Draft Committee Schedule	Backup Material	6/29/2017

Draft Committee Meeting Schedule
Remainder of 2017

Committee	Thursday, July 6	Tuesday, July 11	Monday, July 17	² Monday, Aug. 7	Tuesday, Aug. 8	Thursday, Sept. 7	Tuesday, Sept. 12	Thursday, Oct. 5	Tuesday, Oct. 10	Thursday, Nov. 9	Tuesday, Nov. 14	Thursday, Dec. 7	Tuesday, Dec. 12
PS&T						6:00pm				6:00pm			
CHPR							6:00pm				6:00pm		
PW&U	5:00pm			6:00pm				6:00pm				6:00pm	
Finance			7:00pm		6:00pm				6:00pm				6:00pm
Work Session	7:00pm ¹			7:00pm		7:00pm		7:00pm		7:00pm		7:00pm	
Council Meeting		7:00pm			7:00pm		7:00pm		7:00pm		7:00pm		7:00pm

¹ Continued discussion of Committee Meeting schedule

² The day before the Regular August Council Meeting (Tuesday, August 8) to accommodate the Town Manager's vacation schedule the prior week



Town Council Work Session

July 6, 2017

Update on Broadview Ave. SmartScale Design & Construction Schedule

Agenda Memorandum

Submitted by: Brannon Godfrey, Town Manager

Discussion:

Mark Nesbit, Culpeper District Resident Engineer, and Dave Cubbage, Warrenton Residency Maintenance Manager, will provide an update on the schedule and next steps for the Broadview Avenue project. On June 21, the Commonwealth Transportation Board approved funding of \$5.4 million for the project through the SmartScale prioritization process.

Town Manager



**Town Council Work Session
July 6, 2017
Cemetery Security Improvements**

Agenda Memorandum

Submitted by: Brannon Godfrey, Town Manager; Lou Battle, Police Chief; Bo Tucker, Dir. of Public Works & Utilities

Discussion:

At the June 13 regular meeting, Council directed staff to estimate the costs of security improvements for the Town Cemetery, including surveillance cameras and perimeter fences.

Initially Ms. Lori Payne provided a quote for a surveillance camera system to be installed in the Warrenton Cemetery. The quote consisted of 8 cameras, a CD recorder, wire and installation. Not included in the quote was trenching, conduit, electrical connections and power, Internet, installation of poles, mounting of cameras on the poles, and concrete. The installation of the system would require trenching in the cemetery grounds and digging for installation of 2 poles on corners of road intersections. According to Mr. Austin Rogers of Silent Partner, Ms. Payne went on the premise that the Town would be able to provide that portion of the installation.

On June 14th, Chief Battle met at the Warrenton Cemetery with Mr. Rogers, who had provided the original quote. After evaluating the scope of work and placement of the cameras, Mr. Rogers was asked to provide separate quotes that include all the work originally excluded in the original quote and another quote consisting of enhanced coverage to include perimeter and interior coverage. The initial quote for camera coverage provided limited surveillance capability, mostly in the rear (older portion) of the cemetery, along the intersecting points of the interior road system. Additionally, the placement of the cameras did not allow for surveillance of the entrances, exterior roadways, and front side of the cemetery or Chestnut Street. Furthermore, there was reduced magnification for nighttime footage and the tree canopy reduced line of sight for long distances, which was exacerbated by the limited number of cameras and limited coverage.

The first quote dated June 13, 2017 provided by Ms. Payne totaled \$9,954.00.

The second quote dated June 13, 2017, consists of the original work and added contractor work for a total of \$34,502.00.

The third quote dated June 27, 2017, consists of a complete package providing perimeter/interior camera coverage and all the contractor work for a total of \$73,304.00.

Attached are the 3 quotes and overlays for the two configurations, as well as an overlay of the cemetery with camera placements identified for the original quote.

In summary, having security cameras in place as opposed to nothing, would seem to be a better alternative, but the utility of video in deterring or helping to identify subjects is based on too many factors, such as day or night, full or partial facial and body shots, weather, tree canopy, distance from the cameras, pixilation, etc., and should not be considered a stand-alone solution. The cameras would be fixed as opposed to PTZ which is not feasible since they won't be monitored full time. Cameras in addition to other security enhancements such as fencing, locked entrances and perimeter lighting that complement one another would be the most effective.

We are still estimating several options for perimeter fence and plan to have this information available by the Work Session.

Town Manager

ATTACHMENTS:

Description	Type	Upload Date
Initial Camera Quote	Backup Material	6/30/2017
Interior Camera Option 1	Backup Material	6/30/2017
Full Coverage Option 2	Backup Material	6/30/2017
Cemetery Map	Backup Material	6/30/2017
Coverage Map	Backup Material	6/30/2017



Quote

61 Main St. Warrenton VA 20186	We guarantee 100% Satisfaction!
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Client Info:
Warrenton Cemetery Foundation Chestnut St Warrenton, VA 20186 <i>Call (540) 877-8627</i> <i>Austin</i>

Date	Estimate #
6/13/2017	4806

Email Address
ffc2012@gmail.com
Phone Number

www.silentpss.com



Any Questions? ----->

Project Reference:	Terms
Camera System	50% deposit

Austin Rogers, Residential Manager austin@silentpss.com 540.364.3872 or 800.200.8663 61 Main Street • Warrenton, VA 20186
--

Item	Description	Qty	Cost	Total
DDMICROSMUX	16 CHANNEL DUPLEX COLOR MULTIPLEXOR WITH BUILT IN CD WRITER AND 4 TB HARD-DRIVE	1	2,850.00	2,850.00
CAMERA (OUT...	STATIONARY OUTDOOR DAY-NIGHT CAMERA WITH HIGH RESOLUTION LENS.	8	488.00	3,904.00
WIRE	NECESSARY COMMUNICATION WIRE FOR ABOVE LISTED EQUIPMENT.	1	1,250.00	1,250.00
INSTALLATION	INSTALLATION FOR ABOVE LISTED EQUIPMENT.	1	1,950.00	1,950.00
R-NOTES	1.) 50% DEPOSIT, NET DUE UPON COMPLETION. 2.) ALL EQUIPMENT COMES WITH A ONE-YEAR NO HASSLE WARRANTY. 3.) ALL TRENCHING AND CONDUIT PROVIDED AND INSTALLED BY CUSTOMER			

Thank you	www.silentpss.com	Total	\$9,954.00
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Authorization to Proceed: _____



Quote

Date	Estimate #
6/13/2017	4806

61 Main St. Warrenton VA 20186	We guarantee 100% Satisfaction!
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Client Info:
Warrenton Cemetery Foundation Chestnut St Warrenton, VA 20186

Email Address
ffcf2012@gmail.com
Phone Number

Any Questions? ----->

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Camera System	50% deposit



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Austin Rogers, Residential Manager
austin@silentpss.com | 540.364.3872 or 800.200.8663

61 Main Street • Warrenton, VA 20186 DCISH: 11-1703

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WIRE	NECESSARY COMMUNICATION WIRE FOR ABOVE LISTED EQUIPMENT.	1	1,250.00	1,250.00
INSTALLATION	INSTALLATION FOR ABOVE LISTED EQUIPMENT.	1	2,700.00	2,700.00
CONDUIT	PRICE INCLUDES TRENCHING, CONDUIT, MOUNTING/PROVIDING POLES, ELECTRICAL, & CONCRETE.	1	23,798.00	23,798.00
R-NOTES	1.) 50% DEPOSIT, NET DUE UPON COMPLETION. 2.) ALL EQUIPMENT COMES WITH A ONE-YEAR NO HASSLE WARRANTY. 3.) CUSTOMER IS RESPONSIBLE MARK WHERE CONTRACTOR CAN/CANNOT TRENCH 4.) ANY ROCK OR TREE ROOTS FOUND WHILE TRENCHING CAN INCUR ADDITIONAL CHARGES ABOVE THE LISTED CONTRACT AMOUNT 5.) POWER AND INTERNET PROVIDED BY CUSTOMER IN SHED			

Thank you	www.silentpss.com	Total
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Quote

Date	Estimate #
6/13/2017	4806

61 Main St. Warrenton VA 20186	We guarantee 100% Satisfaction!
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www.silentpss.com

SILENTPARTNER
SECURITY SYSTEMS, INC.

Austin Rogers, Residential Manager
austin@silentpss.com | 540.364.3872 or 800.200.8663

61 Main Street • Warrenton, VA 20186

Item	Description	Qty	Cost	Total
C-NOTES	<p>Customer is responsible for the following unless otherwise provided above:</p> <ol style="list-style-type: none"> 1.) 110 power, LAN - Phone Connections where needed. 2.) Any Core Drilling, Conduit, Painting-Patching required during-after installation. 3.) Necessary permits, Fire Alarm Connections & AutoCAD files as needed. <p>Payment requirements as follows: 50% upon acceptance of proposal (unless current contract is in place with other terms), 50% upon completion</p> <p>Warranty and Maintenance: Everything SPSS Provides will come with a one-year no hassle parts and on site warranty. Yearly Maintenance contracts are proposed after the first year. Any alterations or terminations to the SPSS provided equipment will result in entire maintenance contract to be voided. All service calls provided between 8-4 Monday-Friday. After hours service will be billed on a time & material bases.</p> <p>Acceptance of Proposal: The above prices, specifications and conditions are satisfactory and hereby accepted. Your authorized to do the work as specified. Payment will be made as outlined above. This Proposal may be withdrawn by SPSS if not accepted in 30 calendar days of the published date. Any alterations to the above specifications will result in an overall increase of the total cost.</p>			

Thank you

www.silentpss.com

Total \$34,502.00



Quote

Date	Estimate #
6/27/2017	4815

61 Main St. Warrenton VA 20186	We guarantee 100% Satisfaction!
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Client Info:
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Email Address
ffcf2012@gmail.com
Phone Number

Any Questions? ----->

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austin@silentpss.com | 540.364.3872 or 800.200.8663

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WIRE	NECESSARY COMMUNICATION WIRE FOR ABOVE LISTED EQUIPMENT.	1	4,800.00	4,800.00
INSTALLATION	INSTALLATION FOR ABOVE LISTED EQUIPMENT.	1	5,400.00	5,400.00
CONDUIT	PRICE INCLUDES TRENCHING, CONDUIT, MOUNTING/PROVIDING POLES, ELECTRICAL, & CONCRETE.	1	52,446.00	52,446.00
R-NOTES	1.) 50% DEPOSIT, NET DUE UPON COMPLETION. 2.) ALL EQUIPMENT COMES WITH A ONE-YEAR NO HASSLE WARRANTY. 3.) CUSTOMER IS RESPONSIBLE TO MARK WHERE CONTRACTOR CAN/CANNOT TRENCH 4.) ANY ROCK OR TREE ROOTS FOUND WHILE TRENCHING CAN INCUR ADDITIONAL CHARGES ABOVE THE LISTED CONTRACT AMOUNT 5.) POWER AND INTERNET PROVIDED BY CUSTOMER IN SHED			

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Thank you

www.silentpss.com

Total \$73,304.00

5.04.90

1st set = correct
Unwpc. = false

3.2. A

6.2. 2

7.2. 7

4.2. 2

2.2. 2

u. 1. m

2.2. 2

9.2. 9

Cemetery



Option 2

Number = plot
letter = location

100:495

164462 = covered
164462 = 6346



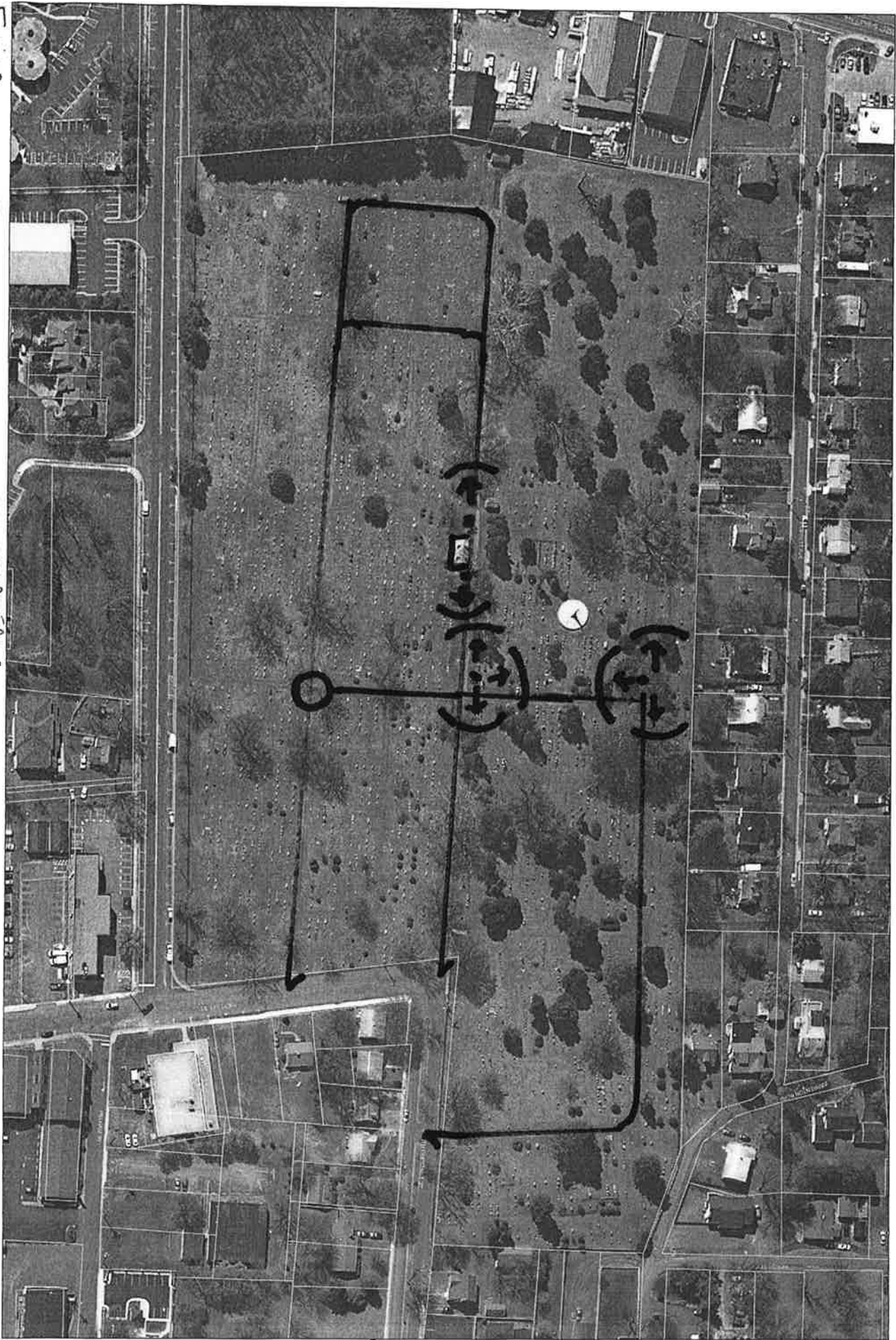
Cemetery



Number = Plot
Letter = Corner

Option 1

Cemetery



Fixed not FTZ
Need trenching for Power lines (not quoted)
Crest (not quoted)
No entrances covered
limited magnification
no roadside coverage
no Greenhouse or Chestnut St. coverage
Need internet connection



**Town Council Work Session
July 6, 2017
Walker Drive Planned Unit Development Rezoning**

Agenda Memorandum

Submitted by: Brandie Schaeffer, Director of Planning & Community Development

Discussion: The legal advertisement has been published for the Public Hearing on the rezoning matter. The Public Hearing will be on Tuesday, July 11. The advertisement was based on the applicant's final submission of revised documents on June 26.

The applicant is proposing to rezone multiple parcels along the southeast portion of Walker Drive including parcels bounded by East Lee Street to the south, Walker Drive to the west, US 15/17/29 to the east, and Academy Hill Road to the north. The request is to rezone these parcels from Industrial (I) to Industrial Planned Unit Development (I-PUD) overlay district, allowing for a mixed-use development.

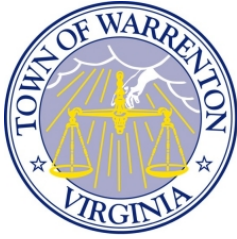
The staff Cover Memo, Analysis and applicant's submitted documents are attached below.

Town Manager

ATTACHMENTS:

Description	Type	Upload Date
Cover Memo	Cover Memo	6/30/2017
Attachment A Maps	Staff Report	6/30/2017
Attachment B Staff Analysis	Staff Report	6/30/2017
Attachment C Land Use Tables	Backup Material	6/30/2017
Attachment D Proffers May 19 2017	Backup Material	6/30/2017
Attachment E Guidelines	Backup Material	6/30/2017
Attachment F Master Development Plans	Backup Material	6/30/2017
Applicant Documents Economic Impact 2016	Backup Material	6/30/2017
Applicant Documents Economic Impact 2006	Backup Material	6/30/2017

Applicant Documents Narrative 2016	Backup Material	6/30/2017
Applicant Documents Traffic Circle Layout	Backup Material	6/30/2017
Semple Comments 5-21-17	Backup Material	7/3/2017
Semple Questions 6-1-17	Backup Material	7/3/2017
Sentz Comments June 5, 2017	Backup Material	7/3/2017
Rowland Comments 6-28-17	Backup Material	7/3/2017
Bolthouse-PEC Comments July 1, 2017	Backup Material	7/3/2017
Vaughn Comments 7-7-17	Backup Material	7/6/2017



TOWN OF WARRENTON

18 Court Street, Warrenton, Virginia 20186
(540) 347-2405 - Planning@warrentonva.gov
Internet www.warrentonva.gov

PLANNING & COMMUNITY
DEVELOPMENT DEPARTMENT

Brandie M. Schaeffer
Director of Planning

July 11, 2017

TO: Town Council
FROM: Brandie M. Schaeffer, Director of Community Development
RE: Zoning Map Amendment 16-01, Walker Drive Rezoning

I. Summary:

- A. Request – The applicant is proposing to rezone multiple parcels along the southeast portion of Walker Drive from Industrial (I) to Industrial Planned Unit Development (I-PUD) overlay district, allowing for a mixed-use development. The proposal for the site (Land Bays A – E, plus the Existing Land Bay) comprises approximately 31.3804 acres of primarily undeveloped land, two existing buildings, and one by-right building currently under construction. The proposed square footages include a request for the industrial, commercial, and residential uses to vary by 5% for each land bay, yet not exceed the proposed total square footage for the overall project. The rezoning request includes proffers, waiver requests, a Master Development Plan, and Design Guidelines.

SITE – SOUTHERN PORTION (LAND BAYS A-D) NORTHERN PORTION (LAND BAY E & EXISTING LAND BAY)			
LAND AREA	USE	USE CATEGORY	MAXIMUM USE AREA (GSF)
LAND BAY “A”	GENERAL OFFICE	INDUSTRIAL	20,550
	RETAIL	COMMERCIAL	6,288
	RESTAURANT	INDUSTRIAL	6,288
	ENTERTAINMENT	COMMERCIAL	35,000
LAND BAY “B”	ENTERTAINMENT	COMMERCIAL	21,000
	RETAIL	COMMERCIAL	14,263
	RESTAURANT	INDUSTRIAL	14,263
LAND BAY “C”	GENERAL OFFICE	INDUSTRIAL	6,703
	RETAIL	COMMERCIAL	15,814
	RESTAURANT	INDUSTRIAL	2,500
LAND BAY “D”	GENERAL OFFICE	INDUSTRIAL	10,103
	RETAIL	COMMERCIAL	7,603
	RESTAURANT	INDUSTRIAL	2,500
	MULTIFAMILY RESIDENTIAL	MIXED USE RESIDENTIAL	76 UNITS (80,824 GSF)
LAND BAY “E”	GENERAL OFFICE	INDUSTRIAL	20,000
	MULTIFAMILY RESIDENTIAL	MIXED USE RESIDENTIAL	40 UNITS (60,000 GSF)
EXISTING LAND BAY	OFFICE/HEALTH CLUB	INDUSTRIAL	73,139

- B. Site Location – The site is bounded by existing roads with the Eastern Bypass U.S. 29/15/17 to the east, Walker Drive to the west, Academy Hill Road to the north, and East Lee Street to the south. U.S. 29/15/17 is designated as a Corridor of Statewide Significance. Currently, East Lee Street serves as a gateway into the Town’s historic district and Main Street; Walker Drive is a 4-lane divided road serving a number of developed businesses and residential neighborhoods. Directly west of the property are the existing residential communities of Edgemont and Breezewood.
- C. Comprehensive Plan – The site is designated Light Industrial. The Comprehensive Plan identifies the area as Light Industrial in the Future Land Use Map. Light Industrial Uses in the Comprehensive Plan are described as flex industrial uses and wholesale commercial uses, with limited office uses, with densities not to exceed a floor area ratio (FAR) of 0.35 on a single site.
- D. Zoning – The site is zoned Industrial (I). The maximum allowable density under the proposed I-PUD rezoning is 0.60 FAR. The applicant is proposing a FAR of 0.289+/-.
- E. Surrounding Land Uses

Direction	Zoning	Current Land Use
North	Industrial	Animal Clinic
South	R-15	Residential
East	Fauquier County R-1 & R-4	Highway/Church/Undeveloped
West	R-6, R-10, R-15	Residential

II. Overview:

- A. Existing Conditions – This application for rezoning encompasses 15 parcels and 31.3804 acres. On the northern end of the properties are two existing office buildings known as Old Town Athletic Club or OTAC I and II. These buildings are two stories and contain Medical Offices and Fitness Facilities. A third building, OTAC III, is under construction adjacent to OTAC I and II and will be three floors of Medical Offices, Fitness Facilities, and General Office spaces. An existing Stormwater Management/Best Management Practices Facility (SWM/BMP) serving OTAC I, II, and III is located between these two buildings, adjacent to U.S 29/15/17.

A non-functioning SWM/BMP facility is located approximately in the center of the proposed rezoning area, along with sanitary sewer utilities running through the middle of the area, within Town owned property. The southern portion of the proposed rezoning area is primarily vacant with existing tree coverage. Steep slopes exist within the center and northern portions of the proposed rezoning area. (Note: Steep slope suitability may come before the Planning Commission if the property is subdivided per the Subdivision Ordinance Article 4.) A 2008 Wetland Delineation Report for this area found no areas warranting delineation. The applicant has proffered to provide a current Jurisdictional Wetlands and Waters of the United States Determination, as required, at the time of the first Post Zoning Master Development Plan submission.

- B. Project History – On June 30, 2016, the Town of Warrenton officially accepted a rezoning map amendment application for Walker Drive. The proposal is to rezone approximately 31 acres from Industrial (I) to Industrial Planned Unit Development (I-PUD). The I-PUD Zoning Ordinance was amended on April 12, 2016 by the Town Council to permit flexibility in uses. This request

utilizes the new I-PUD language to propose a mixed-use development of 116 dwellings and non-residential development consisting of retail, office, entertainment, and restaurant uses.

On July 28, 2016, the applicant submitted an updated package based on previous staff input. Commenting agencies reviewed the updated proposal to provide a comprehensive set of memos back to the applicant on September 2, 2016. Commenting agencies then met with the applicant on September 6, 2016 to review the materials. The applicant's team further met with one of the commenting agencies on September 16, 2016. The applicant provided an updated submission on September 29, 2016.

The Planning Commission work sessions held on October 18 and October 25, 2016 focused on the Design Guidelines, multi-modal transportation needs and impacts, public utility impacts, phasing, economic and fiscal analysis, and proffers.

On December 6, 2016, the applicant resubmitted a revised application. On January 24, 2017, Planning Commission discussed the application during the work session. The meeting included a discussion on changes to the application since the previous work session, phasing, sewer proffer, transportation, materials and designs, limits of clearing, landscaping, noise, and commercial use/existing vacancy rates. Recommendations by the Planning Commission included:

- Consideration of Site Entrance A as a roundabout.
- Additional details to the Design Guidelines.
- Additional restrictions on architecture and design including:
 - A minimum of two stories for buildings.
 - No false facades.
 - No concrete masonry unit block used on buildings.
 - No false windows and permanently frosted or opaque windows.
- Additional connectivity between Land Bay A and E.
- Enhanced landscaping, especially along "Gateway" entrance to Warrenton.
- Provisions for noise from dumpsters.

On February 21, 2017, Planning Commission held a Public Hearing. The meeting included an overall discussion on the application, sewer capacity, transportation, proffers, and speculative nature of the project. Ten members of the public spoke with the main points including:

- Concern about lack of infrastructure and sewer capacity.
- Concern about transportation impacts.
- Concern about lack of detail and commitment in proffers.
- Support for entertainment uses.
- Concern of loss of potential industrial lands.

The Planning Commission voted 6-1-0 (Downes opposed) to recommend denial of ZMA 16-01 to the Town Council for the following reasons: the project is not clear, there are too many unanswered questions, there are concerns about the sewer needs, and there is no reason for the zoning to change from Industrial.

On March 21, 2017, the applicant submitted an updated application. Staff met with the applicant on April 20, 2017 for several hours to continue to discuss the application. The application works to address a number of the concerns raised during the Planning Commission public hearing. The application was brought before the Town Council on May 4, 2017 for a work session. The applicant discussed transportation, land use, proffers, and design proposals of the application with the Council.

After several draft submissions and subsequent reviews with the Town Attorney and Director of Community Development the applicant resubmitted the full rezoning application for Public Hearing on June 23, 2017.

III. Proffer Analysis/Key Points:

Most rezoning requests can be considered speculative until the property is developed as proposed. When rezoning requests are accompanied by a very specific proposed use and site plan, then staff can work with the applicant to ensure any impacts are offset. The proffers offered by the applicant would be tailored to the specific request and ensure that the development proceeds as proposed no matter who owns the property.

Sometimes a rezoning request is not accompanied by a specific plan and there are no specific proposed end users, which is the case with this rezoning request making it more speculative in nature. The Planning Commission and staff worked with the applicant to provide as much certainty under the circumstances to the final product as possible. Below is an analysis structured around the proffers; the more detailed analysis is provided in Attachment B.

Land Use

Industrial Allowed By-Right	Proffered
Industrial Minimum 85%	Industrial Minimum 39.32%
Commercial Maximum 15%	Commercial Maximum 25.19%
Residential not permitted	35.49% (116 Mixed-Use Residential Units, with 40 being designated as condominiums)
Open Space None Required	20% open space; 15% with Healthy Lifestyle amenities
All	No Health and Fitness Facilities, no service stations, no warehouse, or wholesale establishments.
No Limits on size	SUP required for non-residential above 50,000 sq feet
None Required	Set aside Land Bay A, B, C, or D for Entertainment Use for a period of seven (7) years.
Potential 306,443	Limited 182,875
New Gross Square Feet of non-residential uses based on existing land use patterns.	No more than 182,875 new gross square feet of non-residential uses.

Analysis: The Land Use portion of this application is detailed and proffered. The finer point of the application is the role of the Industrial by-right, the current I-PUD zoning land use mix, and the role of the proffered Land Use Chart. The comparison of by-right to the I-PUD district zoning must go a step further to consider the division in the proffered Land Use Chart, which is demonstrated below.

When evaluating these options the role of the I-PUD District is “to encourage innovations in residential and nonresidential development so that the growing demands of Warrenton may be met by greater variety in type, design and layout of buildings and housing types.” Staff believes the deviations are important for consideration for the decisions making body.

As proffered, the applicant will set aside a location in Land Bay A, B, C, or D for Entertainment Use for a period of seven (7) years. The entertainment use has played an important role in the discussion of this application, but not in the technical evaluation. Staff believes since the land use chart is proffered; the associated uses should remain and not have an expiration date. This is unusual and staff believes there is a enough flexibility on the definition of entertainment use to allow the applicant the opportunity to secure an important component that, while not technical, is a desire of the citizens in their feedback to staff.

Additionally, as proffered, the restrictions on no health or fitness facilities may not be in the best interest of the Town’s economic development. The applicant has the ability to deed restrict their own properties or create an HOA/POA to govern it; if this rezoning is approved it is not in the best interest of the Town to limit these type of allowable uses that would be a benefit to the overall community.

Finally, the applicant proffered all mixed use residential buildings are to have non-residential uses on the first floor. Sheet 2 of 5 titled “Land Bay Plan” contains a note stating “Mixed use residential buildings shall contain non-residential uses in all or a portion of the ground floor for each applicable building.” The intent of the

applicant is unclear although staff believes the applicant may be trying to incorporate the Zoning Ordinance I-PUD Mixed Use Residential Land Use Mix percentage. Staff would recommend a statement that when inconsistencies are found between the proffers, Master Development Plans, and Design Guidelines that one document prevails. In this case the prevailing document should be the proffers. In other cases it might be the Master Development Plan as this speaks to sewer line extensions but the Proffer Statement does not.

Staff finds the deviations to be consistent with the intent of both the I-PUD District and the Comprehensive Plan based on the use of the restaurant use in industrial category. Staff detailed analysis is provided in Attachment B for further consideration.

I-PUD Land Use Mix	Zoning Ordinance (Article 3-5.2 2016 Amendment)	Proffered
Industrial	Minimum 50%	39.32%
Commercial	Maximum 30%	25.19%
Residential	Maximum 20%	N/A
Mixed Use Residential	Minimum 5%/Maximum 35%	35.49%
Open Space	Minimum 20% (15% with Healthy Lifestyle Bonus)	Minimum 20% (15% with Healthy Lifestyle Bonus)

Design

Allowed By-Right	Proffered
None Required	Plain or painted concrete masonry unit block shall not be used. Vinyl or metal siding is not to be used. New buildings shall include “360 degree architecture” with architectural grade stone, wood, and glass, hardiplank, architectural grade block, stucco, or a combination of materials.
None Required	Consistent materials and architectural features in Land Bays A-D
None Required	Staggered front elevations, no false second story front facades.
None Required	20,000 square foot Central Plaza in Land Bay A, B, or C with plantings, landscaping, benches, outdoor seating, streetscaping with provisions for bicycles, lamp posts, play fountain(s) and/or splash pad(s), and may incorporate public art and/or other street furniture.
None Required	30’ landscape easement along Walker Drive from East Lee Street to Hidden Creek Lane, and along East Lee Street from U.S. 29 to Walker Drive.
Refuse shall be screened.	Refuse storage and pick up and loading areas will not be visible from Walker Drive or the Eastern Bypass (US Route 17/15/29). Refuse shall be screened. Refuse pick-up and street cleaning shall not occur between 10PM–7AM.

Allowed By-Right	Proffered
None required in Industrial; Required in I-PUD	A unified sign program for Land Bays A – E (the existing buildings and property owners are not subject to this proffer).
Required at site plan	A current Jurisdictional Wetlands and Waters of the United States Determination at the time of the first Post Zoning Master Development Plan submission, not site plan.

Analysis: Outside the Historic District boundaries the Town has no ability to regulate the design of buildings without a legislative process. Not having specified end users presents challenges on regulating design. As proffered, the Design Guidelines lack details and architecture type as many options are presented. Staffs concerns on large blank walls has been offset with proffering of front elevations of the non-residential buildings being required to have a 3-6 foot difference in front building plane. However, despite the applicant proffering “360 degree architecture” this breaking up of the building plane is only on the front of the buildings.

As proffered, the Design Guidelines also remain vague with no specifics on the Central Plaza location beyond Land Bays A - C, and no specific street cross sections. The street section on Sheet 3 of 5 titled “On-Site Proffer Plan” is for reference only per how the proffers are written. If it were proffered, the Main Street Cross Section detail is lacking in design provisions for “human scaled, pedestrian friendly, Main Street area” as the proposed sidewalk is the required standard 5’ width. There are no design details for landscaping, buffers, and outdoor seating normally consistent with this type of development.

Transportation

Allowed By-Right	Proffered
None Required	Construct a roundabout at its Site Entrance A, left turn lanes on Walker Drive at Site Entrance B and C, and crosswalks at Site Entrance B, C and on East Lee Street.
None Required	Not develop the property in a manner that precludes a roundabout at Walker Drive and East Lee Street.
None Required	\$300,000 towards a roundabout or signal at the intersection of Walker Drive and East Lee Street.
None Required	\$100,000 towards signalization of U.S. 29 Bypass and Meetze Road.
None Required; Right-of-Way Needs Considered at Site Plan	Dedicate right-of-way reasonably necessary to construct roundabout at no cost to the Town or VDOT.
None Required	Traffic Control Warrant Studies in connection with Site Plan or Post Zoning Master Plan Development
None Required	Crosswalks will be constructed on Walker Drive at Breezewood Drive, Hidden Creek Lane, and East Lee Street.
None Required	Opticon, or other traffic emergency management program utilized by the Town will be installed in connection with any signalization.

Analysis: Considerable time has been devoted to the overall transportation improvements at the entrance of the proposed development, Land Bay A, as well as East Lee Street. As requested by VDOT and the Town, the applicant performed a Traffic Impact Analysis as well as a subsequent Roundabout Study. The speculative nature of the project makes it more difficult to anticipate transportation improvements and the associated timing. Staff has worked with VDOT and the applicant to offset concerns as much as possible to ensure the possibility of the roundabout options, rather than a signalized intersection. Since the Planning Commission, the applicant modified the proposed uses in Land Bay E from Retail/Restaurant to General Office. According to the Town's transportation consultant, this modification would likely result in a reduction in anticipated trip generation for the overall project. Thus the change does not require a new TIA.

It is also useful to note that staff worked with the Town's transportation consultant to examine the property's by-right built build out using the existing land use pattern, the trip counts generated would reach 90% of the anticipated trip counts of the proposal for Weekday PM Peak Hour, 75% of the anticipated trips for the Saturday Mid-Day Peak Hour, and 80% of the anticipated trips for Daily. Staff believes based on the potential by-right trip generation that the applicant has off-set its impact of the proposal.

Parks and Recreation

Allowed By-Right	Proffered
5' concrete sidewalk on the frontage of Walker Drive	5' concrete sidewalk on the frontage of Walker Drive
None required	Internal pedestrian/bicycle trail network for Land Bays A-D (excludes Land Bay E and existing buildings).
None required	\$40,000 to the Town to use at its discretion in the construction of an interconnecting trails system in the vicinity of the property.
None required	Three bicycle racks and a play fountain/splash pad.

Analysis: A pedestrian analysis was agreed to in the scoping meeting by the applicant, but one was never provided as part of the TIA. Staff has worked with the applicant on this issue and a Pedestrian Access Exhibit was submitted in the current submission; however, no onsite details are shown.

The applicant proffered to design an internal pedestrian/bike trail network and provide crosswalks on Walker Drive. However, this proffer is only for Land Bays A – D resulting in the existing buildings and Land Bay E serving as barriers to the bicycle/pedestrian trail connection to Academy Hill Road as identified in the Comprehensive Plan. There is also no proffered park allocations or details, thus staff finds this portion of the application to be lacking considering the introduction of mixed-use housing.

Storm Water Management

Allowed By-Right	Proffered
Follow Local and State Laws	Follow Local and State Laws

Analysis: There is no discernible impact that was not addressed under the land use section.

Fire and Rescue/Public Safety

Allowed By-Right	Proffered
None required	\$20,000 to the Town for Fire and Rescue services
None required	\$20,000 to the Town for Police services

Analysis: The proffered development plan places a restriction on square footage unlike the by-right option subsequently reducing overall square footage. However, the introduction of mixed-use residential creates an increased burden on public safety. To offset this impact the developer offered the cash proffer contributions as Police and Fire and Rescue both have capital expenditures in the CIP.

Water and Sewer

Allowed By-Right	Proffered
All development within the Town is required to be served by public water and sewer.	Shall connect to sewer and water provided by the Town.
Water Main Extension-None Required	The Applicant shall extend at its expense the water main that currently dead ends at Hidden Creek to provide for a loop.
Meter is based on fixture counts; typically master metering one per building. Condos not permitted.	The applicant shall individually meter each condo unit, rather than master meter the multi-level building.

Analysis: As proffered the cap on square footage is less than the typical by-right development pattern, but the use type change is of concern to the Public Works Department and they have worked with the applicant to offset the impact of the development with predictability of the burden to the sewer and water systems through individual meters. As proffered, the applicant is individually metering the condo units (40) in lieu of master metering of the buildings. Condo units are not permitted under the by-right zoning.

As proffered, to ensue he individual metering, the applicant will construct not less than 75,000 square feet of new non-residential Gross Floor Area (“GFA”) prior to the issuance of the 41th building permit. This was intended to reference the individual condominium units as requested by Public Works.

Property Owner’s Association

Allowed By-Right	Proffered
None Required	A property owners association will be created for the maintenance and repair of common areas (the existing property owners are not subject to this proffer)

Analysis: As proffered the applicant is providing for the establishment of a Property Owners Association to be created for the maintenance and repair of common area, including the SWM. As proffered, this does not include

the existing business owners.

Waivers and Modifications

Allowed By-Right	Proffered
Industrial Minimum 85%	5% Waiver from Land Use Bays
Commercial Maximum 15%	
Residential not permitted	

Analysis: As proffered the applicant is requesting a waiver for the existing land use mix in the land use chart. It previously had been proffered at 10% and has subsequently been reduced to the 5%. At this time staff does not support this waiver as there is no demonstration of burden on the applicant.

Post Zoning Master Development Plan

Allowed By-Right	Proffered
None required	Provide a Post Zoning Master Development Plan

Analysis: Nothing is required before site plan of the by-right development, to help off-set the uncertainty, the applicant created Post Zoning Master Development Plan (PZMDP) process. As proffered, the PZMDP is to be submitted before the site plan stage to the Planning Director who will then forward to the Town Council to “ensure that development occurs in a manner that comports.” The PZMDP is a “courtesy review” and the Town Council’s “non-binding determination that a proposed PZMDP is consistent with applicable proffers, ordinance, and regulations” means there will be the opportunity for more detailed discussion on the development of the property. However, the Town will have no approval authority of the PZMDP. In addition, the applicant will provide a PZMDP that “covers the entirety of the property” with the exception of Land Bay E. The applicant has treated Land Bay E in this case, and throughout the project, as “sufficiently distinct from the remaining Land Bays.”

IV. Recommendations

The Planning Commission voted 6-1-0 (Downes opposed) to recommend denial of ZMA 16-01 to the Town Council for the following reasons: the project is not clear, there are too many unanswered questions, there are concerns about the sewer needs, and there is no reason for the zoning to change from Industrial.

Since the Planning Commission vote, the applicant has worked to address their concerns. Staff has reviewed and commented on several draft submissions and the Town Council held a work session in May. This final submission is a large step forward from what was presented to the Planning Commission in February.

Detailed in Attachment B there are several components of this proposal that are in keeping with the Comprehensive Plan goals, including economic development, creating an attractive gateway into Town, providing for a variety of housing types not currently available in Town, creating a non-strip development, and providing for a sound transportation system that includes bicycles and pedestrians.

Speculative rezonings are often difficult as there is not an end user specifying the final product; this particular application is further complicated by a Comprehensive Plan that does not designate Planned Unit Developments. The applicant has tried to address this by proffering a Post Zoning Master Development Plan process.

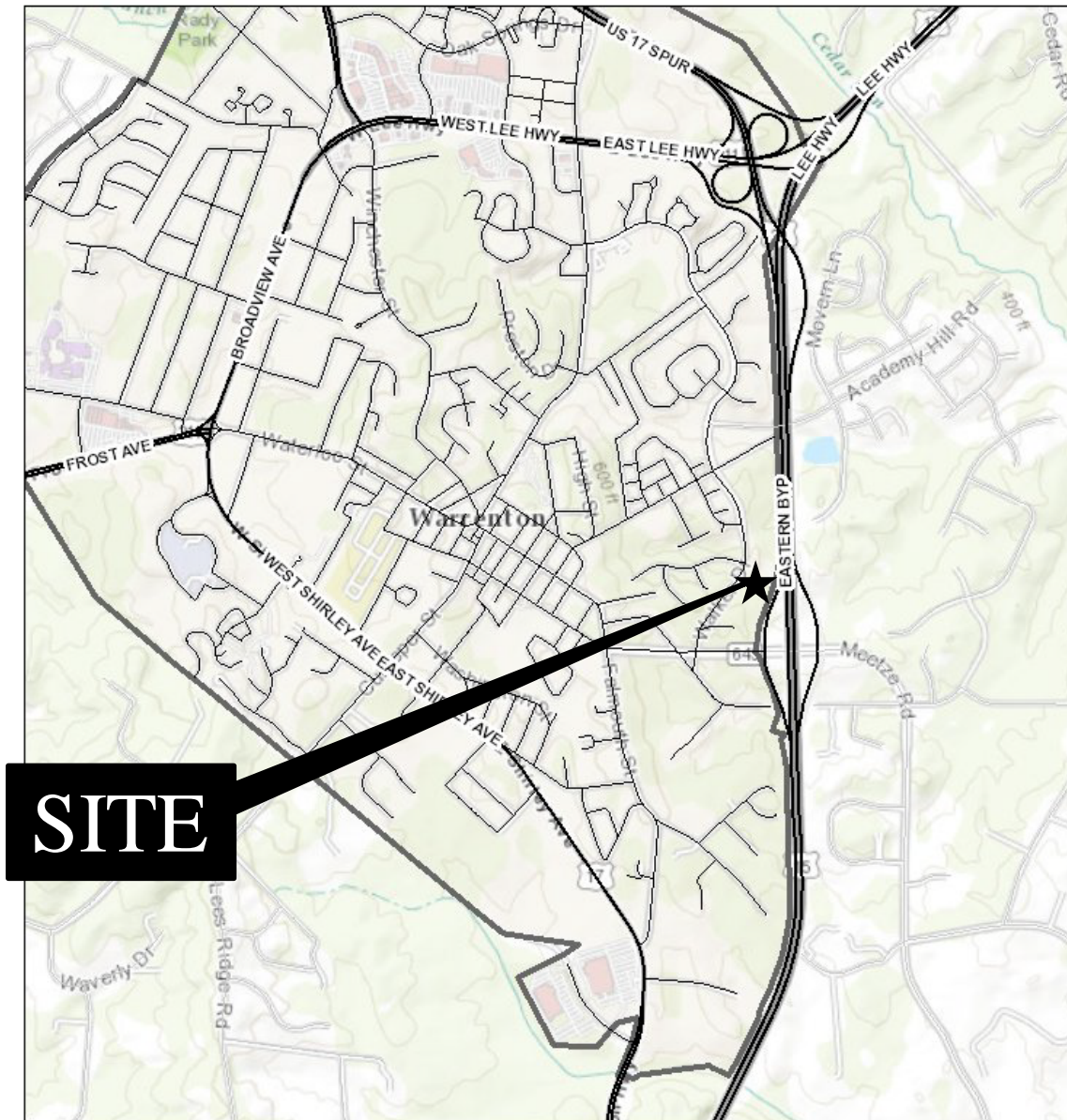
Combining these factors with the understanding that the by-right transportation would generate upwards to 90% of the trips anticipated and the fact the by-right development could ultimately be more intense, less attractive, and create more of an industrial impact on the adjacent neighborhoods.

Staff recommends Approval of ZMA 16-01 provided that the Town Council works with the applicant on the few remaining outstanding issues of:

- Interparcel access
- Removal of the Health and Fitness use exclusion
- Removal of the 5% waiver for the Land Use bays
- 360 Degree staggered façade treatment
- Removal of encroachment on the 30' Landscape buffer
- Proffered compliance of a Unified Sign Package for the Entire Subject Property
- Inconsistencies between the Proffer Statement and Master Development Plan
- Language in the PZMPD that allows for staff to work with the applicant on a “human scaled, pedestrian friendly” Main Street cross section with smaller travel lanes, wider sidewalks, landscaping and bicycle provisions.

Attachment A - Map VICINITY MAP

Town of Warrenton, VA WebGIS



February 6, 2017

Major Roads

— <all other values>

— COUNTY

— LOCAL

MAJOR

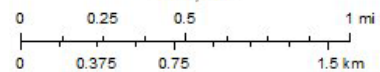
MINOR

PRIVATE

RAMP

Town Limits

1:28,664

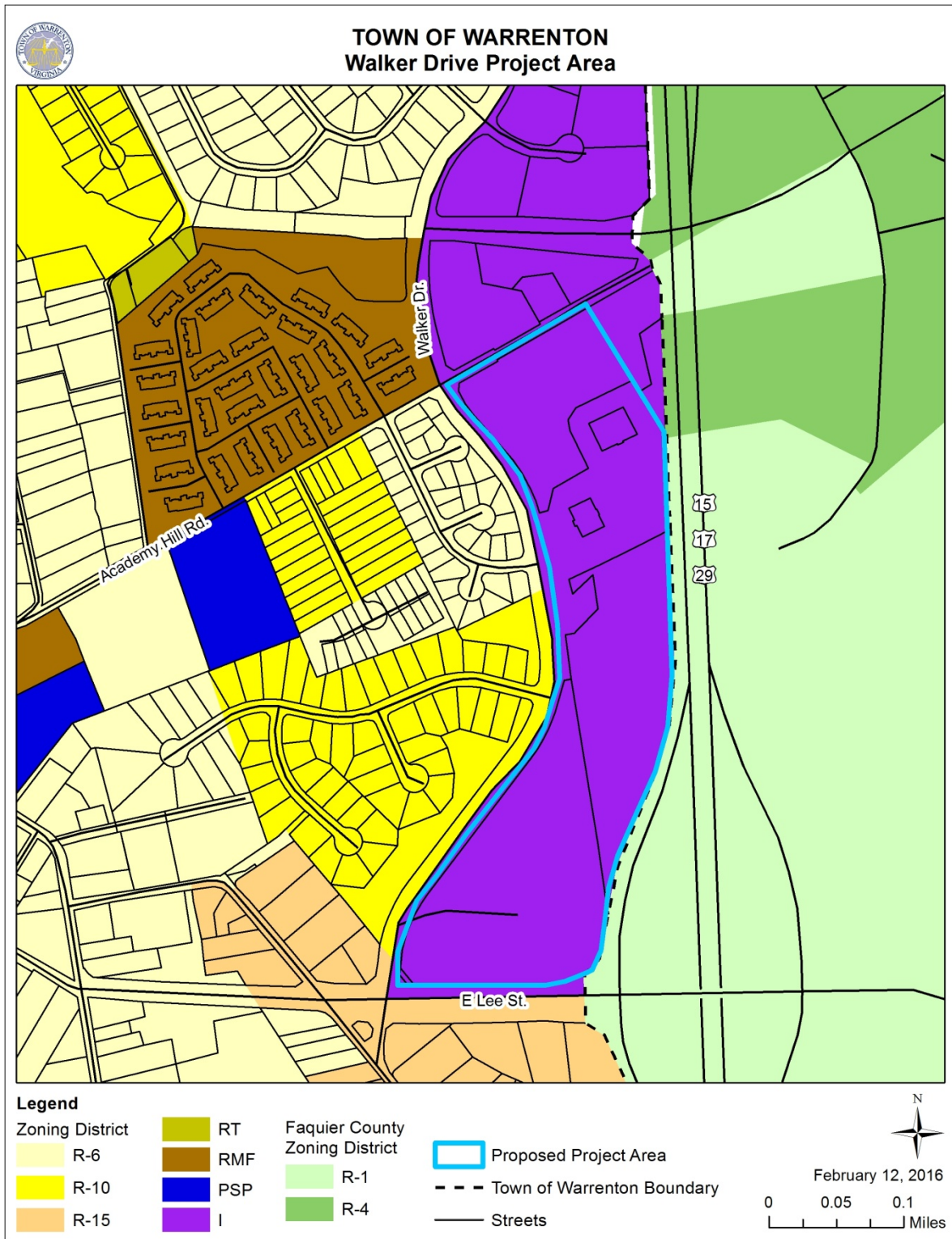


Sources: Esri, HERE, DeLorme, Intermap, increment P Corp., GEBCO, USGS, FAO, NPS, NRCAN, GeoBase, IGN, Kadaster NL, Ordnance Survey, Esri Japan, METI, Esri China (Hong Kong), Swisstopo, MapmyIndia, © OpenStreetMap contributors, and the GIS User Community

Attachment A - Map AERIAL MAP

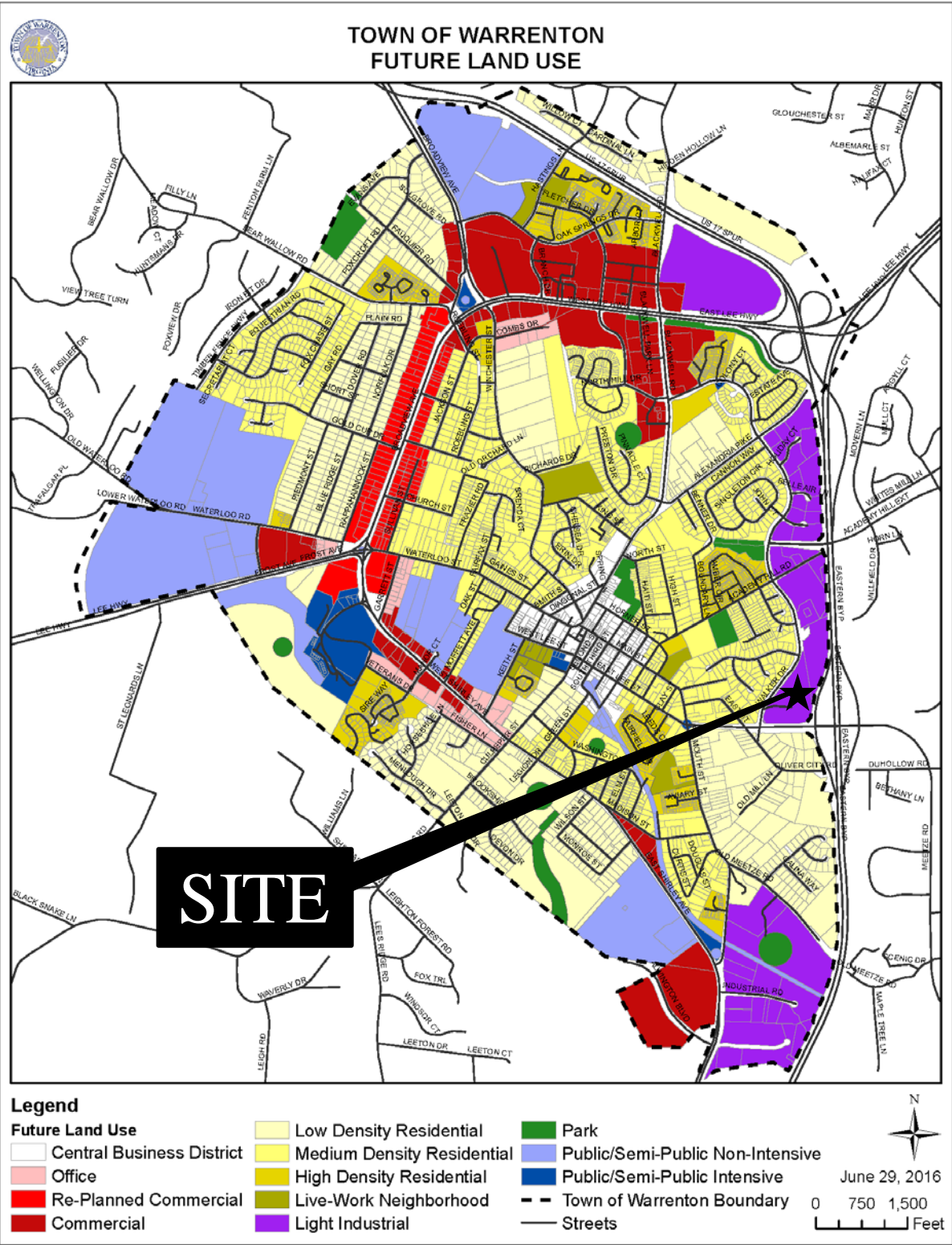


Attachment A - Map EXISTING ZONING MAP



Attachment A - Map

LONG-RANGE LAND USE MAP



Staff Analysis

This analysis is based on the Comprehensive Plan, Zoning Ordinance, and review comments by Town Departments, Fauquier County, Virginia Department of Transportation (VDOT), and Kimley-Horn, Town Technical Transportation Advisor. The standards/analysis tables in the sections below contain the criteria for Planning Commission and Town Council consideration of Zoning Map Amendments, per Article 11-3.9.12, and the items Town Council is to determine for Commercial and Industrial Planned Unit Development applications (Article 3-5.2.3.2).

Request

The applicant is proposing to rezone multiple parcels along the southeast portion of Walker Drive from Industrial (I) to Industrial Planned Unit Development (I-PUD) overlay district, allowing for a mixed-use development. The proposal for the site (Land Bays A – E, plus the Existing Land Bay) comprises approximately 31.3804 acres of primarily undeveloped land, two existing buildings, and one by-right building currently under construction. The proposed square footages include a request for the industrial, commercial, and residential uses to vary by 5% for each land bay, yet not to exceed the proposed total square footage for the overall project. The rezoning request includes proffers, waiver requests, a Master Development Plan, and Design Guidelines.

SITE – SOUTHERN PORTION (LAND BAYS A-D) NORTHERN PORTION (LAND BAY E & EXISTING LAND BAY)			
LAND AREA	USE	USE CATEGORY	MAXIMUM USE AREA (GSF)
LAND BAY “A”	GENERAL OFFICE	INDUSTRIAL	20,550
	RETAIL	COMMERCIAL	6,288
	RESTAURANT	INDUSTRIAL	6,288
	ENTERTAINMENT	COMMERCIAL	35,000
LAND BAY “B”	ENTERTAINMENT	COMMERCIAL	21,000
	RETAIL	COMMERCIAL	14,263
	RESTAURANT	INDUSTRIAL	14,263
LAND BAY “C”	GENERAL OFFICE	INDUSTRIAL	6,703
	RETAIL	COMMERCIAL	15,814
	RESTAURANT	INDUSTRIAL	2,500
LAND BAY “D”	GENERAL OFFICE	INDUSTRIAL	10,103
	RETAIL	COMMERCIAL	7,603
	RESTAURANT	INDUSTRIAL	2,500
	MULTIFAMILY RESIDENTIAL	MIXED USE RESIDENTIAL	76 UNITS (80,824 GSF)
LAND BAY “E”	GENERAL OFFICE	INDUSTRIAL	20,000
	MULTIFAMILY RESIDENTIAL	MIXED USE RESIDENTIAL	40 UNITS (60,000 GSF)
EXISTING LAND BAY	OFFICE/HEALTH CLUB	INDUSTRIAL	73,139

This application for rezoning encompasses 15 parcels and 31.3804 acres. On the northern end of the properties are two existing office buildings known as Old Town Athletic Club or OTAC I and II. These buildings are two stories and contain Medical Offices and Fitness Facilities. A third building (OTAC III) is under construction adjacent to OTAC I and II and will be three floors of Medical Offices, Fitness Facilities, and General Office spaces. An existing Stormwater Management/Best Management Practices Facility (SWM/BMP) serving OTAC I, II, and III is located between these two buildings, adjacent to U.S 29/15/17.

The site is bounded by existing roads with the Eastern Bypass U.S. 29/15/17 to the east, Walker Drive to the west,

Attachment B – Staff Analysis

Academy Hill Road to the north, and East Lee Street to the south. U.S. 29/15/17 is designated as a Corridor of Statewide Significance. Currently, East Lee Street serves as a gateway into the Town’s historic district and Main Street; Walker Drive is a 4-lane divided road serving a number of developed businesses and residential neighborhoods. Directly west of the property are the existing residential communities of Edgemont and Breezewood.

The following table summarizes the area characteristics (see maps in Attachment A):

Direction	Land Use	Long Range Future Land Use Map Designation	Zoning
North	Animal Clinic	Light Industrial	Industrial
South	Residential	Low Density Residential	R-15
East	Highway, Church, Undeveloped	Residential	Fauquier County R-1 & R-4
West	Residential	Medium Density Residential	R-6, R-10, R-15

Comprehensive Plan Analysis

Through wise land use planning, the Town ensures that landowners are provided a reasonable use of their land while the Town is able to judiciously use its resources to provide the services for residents and employers’ needs. The future land use plan section of the Comprehensive Plan (including the goals, objectives, policies and Future Land Use Map) brings together the ideas, studies, trends, and projections to create a general pattern of relationships between different land uses. This section of the Plan provides a representation of how the Town can position itself to preserve its essential character and identity, while meeting the needs of a changing community. Several important purposes of the Future Land Use Plan include accomplishing goals and objectives, decision-making aid, basis for zoning, coordination device, and foundation for planning.

The Comprehensive Plan designates this site as Light Industrial in the Future Land Use Map. The Industrial Goal states *“To encourage and plan for clean and light industrial activities that are economically beneficial and compatible with the needs, character, and environment of the Town.”* Light Industrial areas are envisioned to *“include light manufacturing, flex industrial uses and wholesale commercial uses, with limited office uses. Industrial land uses should be limited to uses that do not generate inordinate amounts of noise, smoke, dust, odors, heat, or electrical disturbances. Industrial sites should be co-located or located near one another. Scattered or strip sites are strongly discouraged. Uses should be limited to those that will provide a variety of light industrial uses that will contribute to the creation of new businesses and retention and expansion of existing businesses, with very limited support for commercial uses allowed as integrated elements of the industrial development for the purpose of reducing traffic generation from the site.”*

The Comprehensive Plan goes on to describe the goals and objectives of Light Industrial as:

By creating and expanding these (Industrial) sites, it will reduce the amount of persons commuting towards Northern Virginia, and thereby reducing travel time and congestion to name a few. The areas proposed for light industrial shown on the future land use map should adhere to the following standards and guidelines.

Attachment B – Staff Analysis

- *Access to industrial areas should not conflict with residential traffic, and therefore, should be separated from other types of traffic. This should be accomplished by a road system that permits separation of uses. The non-residential traffic should be routed to collector roads and highways as quickly as possible.*
- *Industrial uses should be supported with public utilities. In addition, where other utilities are not available, such as natural gas, electric, and phone, those companies should be encouraged to extend their services into industrial areas.*
- *A set of performance standards should be established in order to mitigate any potential adverse impacts that may be emitted by a particular use.*
- *When designating, and/or developing industrial sites, particular attention should be given to buffering adjacent non-industrial uses, including appropriate landscaping, screening, setbacks, and open space.*
- *When evaluating new locations for industrial sites, compatibility with adjacent uses should be carefully considered. Industrial uses should be located adjacent to compatible uses.*
- *Uses should be limited to those that will provide a variety of light industrial uses that will contribute to the creation of new businesses and retention and expansion of existing businesses, with very limited support commercial uses allowed as integrated elements of the industrial development for the purpose of reducing traffic generation from the site”.*

The 2002 Comprehensive Plan calls for an adequate supply of land for clean and light industrial development. It further states *“the Town will promote the complete development of those sites designated in this Plan, but recognizes that the supply of such land within Town is limited, and that most of Warrenton’s job growth will be in the retail and office sectors, not industrial.”*

Standard	Analysis
Whether the rezoning request, if granted, would further the public interest, and whether it conforms with the goals, objectives, and policies of the Comprehensive Plan.	The Comprehensive Plan does not consider Planned Unit Developments, but does promote mixed developments and uses.
Whether the rezoning is consistent with the Town's Future Land Use Plan, as identified in the Comprehensive Plan, and established character of the area and land use patterns.	The Future Land Use Map within the Comprehensive Plan does not specifically include Planned Unit Developments and ZMA 16-01 is designated as “light industrial”. The Comprehensive Plan encourages campus-style plans over strip-development for industrial areas and recommends integrating uses within planned neighborhoods.
Whether the rezoning is justified by changed or changing conditions.	The applicant believes that there is demand for a mixed-use development within the Town of Warrenton.

Proposal’s Strengths

- As this is an application to rezone to a Planned Unit Development (PUD), which the Comprehensive Plan does not specifically include in the Future Land Use Map, it is important to look at other goals of the Comprehensive Plan. Specifically, the Comprehensive Plan calls for a *“mix of development types and styles*

which are compatible with Warrenton’s historic, small town character. The mix should be fine-grained so as to avoid large areas of single uses and so as to create human-scaled neighborhoods.”

Further, the Comprehensive Plan discourages new development in scattered strip sites. Instead it favors “*a safe, efficient and multi-modal transportation system for the movement of people, goods and services, in and around the Town, that is consistent with the historic fabric, land use pattern and expected future fiscal needs of the Town.*”

As the applicant points out in the Narrative Statement, the proposed rezoning seeks to address the Comprehensive Plan’s objective to promote “*mixed-use development as an economical and environmentally sound use of land.*”

Proposal’s Weaknesses

- The speculative nature of the proposal means the Town is not assured of the end users or if the design will ultimately be consistent with the historic fabric and land use pattern.

On balance, this application is found to be consistent with the relevant mixed use land use components of the Comprehensive Use Plan. The Industrial Plan Unit Development Zoning District was drafted and approved without corresponding amendments to the Comprehensive Plan Sections making full consistency unachievable as there is no Future Land Use designation tied to the Industrial Planned Unit Development zoning.

Town Design Analysis

An attractive, well-designed community will attract quality development, instill civic pride, improve the visual character of the community and create a strong, positive image of the Town of Warrenton. In the 2002 Comprehensive Plan, there is extensive focus on town design policies and guidelines that further the Town’s goals of promoting a visually pleasing Town environment and preserving the Town’s scenic views, “small town” atmosphere, and landscape character. Trends in new development are influenced by modern economic and cultural forces that can conflict with the historic character and “*reduce the visual distinction of Warrenton in relation to other communities.*”

Thus, the Comprehensive Plan seeks to address these potential conflicts by encouraging newer development to incorporate the historic pattern and scale of Old Town “*to guide the character of new architecture and urban design efforts for newer areas of Town.*”

Specifically, the Comprehensive Plan states:

“...it is critical that the Town not only preserve and maintain the historic fabric, but also that it use this fabric as the model for guiding new development within and adjacent to the Town. Such an effort is a continuing challenge because of the pressures for non-pedestrian scale development...However, the Town can take steps to influence the design of new development to make it more compatible with the historic character...”

Mixed use development is encouraged throughout the 2002 Comprehensive Plan. This particular application is in keeping with the Traditional Urban Design Policies and Guidelines. Highlights include:

- *The citizens of Warrenton have an affection for the historic fabric of the Town in part because it has what is called a “human scale” – that is, the size of outdoor spaces created by streets, buildings and vegetation*

relates to the size of a human being, thereby making the Town's streets comfortable and pleasing places to walk. Thus, when larger open parcels in the Town are developed, the pattern of such new development should be consistent with the features of the Town's traditional design and development patterns that have created Warrenton's "human scale" environment. These features include:

- relatively narrow street widths,*
 - a grid of interconnected streets,*
 - sidewalks along the streets,*
 - a mix of lot widths (some narrow, some wide),*
 - on-street parallel parking, and*
 - buildings located relatively close to the front street.*
- *New residential neighborhoods should incorporate the features listed above, as well as garages located toward the rear of the lot rather than the front.*
 - *New commercial development should incorporate the features listed above, as well as other elements that produce street frontages that are comfortable for people. These elements include sidewalks, street trees, street furniture and rear yard parking areas.*
 - *In general, similar uses should face each other across a street. Where dissimilar uses are contiguous, they should connect at the rear of the lot where buffers can be easily established, rather than the side or front of the lot.*
 - *New roads should be well connected to the Town's existing street network. All streets should terminate in other streets, not cul-de-sacs, in order to achieve maximum traffic capacity, flexibility and safety. The engineering design elements of new streets, including pavement widths, slopes and curve radii, should be compatible with the historic fabric and pedestrian scale of the Town.*
 - *Parking lots should be located to the rear of structures so that main buildings can be located near the front street, and the sidewalk space can be a pleasant place for people to walk. On-site parking should be combined with parallel parking along the frontage of the site to provide adequate space for the expected demand produced by the on-site use.*
 - *New neighborhoods should establish public spaces such as greens or squares, which can be used for a range of community functions. Such greens and squares need not be large in area, but should be well defined spatially, with adjacent buildings or vegetation providing a strong sense of enclosure to the outdoor space.*

Standard	Analysis
<p>The pattern of development within the respective PUD is consistent with the features of the Town's traditional design and development patterns and expands the opportunity for a Live-Work environment as identified in the Warrenton Comprehensive Plan.</p>	<p>This application has potential to be in keeping with the Traditional Urban Design Policies and Guidelines. The applicant's proposal and Design Guidelines could help ensure these goals are met. However, at this time there are no proffers of street details, or sidewalk sizing to reference when determining consistency with the goals of the Comprehensive Plan.</p>

Proposal's Strengths

- As proffered, the site will not contain any plain or painted concrete masonry unit block buildings. Vinyl or metal siding is not to be used, as proffered. New buildings shall include "360 degree architecture" with architectural grade stone, wood, and glass, hardiplank, architectural grade block, stucco, or a combination of materials. This provides additional security concerning the final design of the buildings.
- As proffered, the site will contain a play fountain/splash pad, and internal pedestrian and bicycle trail network in Land Bays A-D, and three bicycle racks. These may help provide additional recreational opportunities in the area.
- As proffered, the required 20,000 square foot Central Plaza shall be located in Land Bays A-C. It is to be constructed in conjunction with Land Bay B or sooner.
- As proffered, site lighting shall comply with the Town's photometric standards applicable to a lighting plan for the Project to be submitted with the site/subdivision plan for the development of the Property. All parking lot lights shall have full cut off fixtures which direct light downward and inward and all building-mounted lighting, if any, shall be directed or shielded in such a manner to prevent glare from projecting onto adjacent properties or public rights of way.

Proposal's Weaknesses

- As proffered, the Design Guidelines are to be in General Conformance with the document dated May 15, 2017 subject to modifications. While the applicant has verbally stated a desire for a "Main Street" type development, nowhere is this stated in the proffers, nor the Design Standards. There is a reference to a "human-scaled, pedestrian-friendly, Main Street development with public gathering spaces" under the proffer addressing the Central Plaza (an element that is required by the Zoning Ordinance). Additionally, the street section on Sheet 3 of 5 titled "On-Site Proffer Plan" is for reference only in accordance with how the proffers are written. If it were proffered, the Main Street Cross Section detail is lacking in design provisions as the proposed sidewalk is the standard 5' width. There are no design details for landscaping, buffers, and outdoor seating normally consistent with this type of development.
- As proffered, the Design Guidelines contain multiple architectural styles from contemporary to traditional to art deco. Both the Comprehensive Plan and the Zoning Ordinance speak to the goal of replicating the "feel" of historic Warrenton. It would be helpful if the applicant specified architectural features to ensure design quality. For example, some of the pictures illustrate varying styles, colors, and setbacks by each storefront.

Final building elevation design shall be determined at Site Plan submission or the proffered Post Zoning Master Development Plan submission.

- As proffered, a final site layout is not shown in the Design Guidelines. The final site layout shall be determined at Site Plan submission or the proffered Post Zoning Master Development Plan submission. It is important to note the future uses may come in piecemeal and the proffers state the building materials for Land Bay D will be consistent with materials and architectural features of buildings located in Land Bays A, B and C. However, as written, there is no reference to Land Bays A, B, C, and E speaking to each other.

On balance, while the stated intent of the application is found to be consistent with the relevant components of the Town Design section of the Comprehensive Plan as a mixed-use, Main Street type development there are no guarantees in design based on the current application. Additionally, there is little certainty beyond the fact an internal trail network is proffered for Land Bays A-D in the provisions for bicycles, pedestrians, and trails, as well as landscaping, to ensure the Town realizes the applicant's vision.

Zoning Analysis

The legislative intent of the Industrial District is *“to implement the Town’s Comprehensive Plan by providing for a variety of light manufacturing, fabricating, processing, wholesale distributing, and warehousing uses appropriately located for access by highways and providing a controlled environment within which signing is limited, uses are to be conducted generally within completely enclosed buildings, and a moderate amount of landscaping is required. In order to preserve the land for industry, to reduce extraneous traffic, and avoid future conflicts between industry and other uses, business and service uses are limited primarily to those which will be useful to employees in the district and future residential uses are restricted.”*

If ZMA 2016-01 is approved, these parcels will be subject to the requirements under the I-PUD Zoning District. Per the Zoning Ordinance, the legislative intent of the PUD/I-PUD District is *“to encourage innovations in residential and nonresidential development so that the growing demands of Warrenton may be met by greater variety in type, design and layout of buildings and housing types and to achieve the purposes set out in Section 15.2-2283 of the Code of Virginia, the Town's Comprehensive Plan, and the following specific purposes of:*

3-5.2.1.2 Commercial or Industrial Planned Unit Development

1. *Increasing economic opportunities through planned communities that include light industrial and/or commercial business parks with on-site residential development conducive to implementing the Goals and Objectives of the Comprehensive Plan.*
2. *Developing gateway communities to maintain and convey a sense of the Town's unique character by utilizing mixed-use development compatible with Warrenton's historic environment.*
3. *Discouraging stereotypical "strip development" and encouraging creative urban design through zoning and subdivision regulations that incorporate flexible design standards, incentives and bonuses. Therefore, the PUD process shall permit a freer placement of buildings within the project area than the conventional subdivision system. In consideration of the unified development concept, the total project parcel shall be the unit of regulation and density shall be calculated on a project-wide basis to permit the clustering of buildings to create open space and preserve natural site features.*
4. *Maintaining and encouraging efficient land use patterns that integrate residential, commercial, public and employment in planned neighborhoods.*

Attachment B – Staff Analysis

5. *Targeting and recruiting new private sector employers in specific commercial and industrial uses to maintain and enhance a balanced tax base through the expansion of employment opportunities that complement and support Main Street.*
6. *Promoting professional offices and their contributions to a balanced mix of employment opportunities.*
7. *Balancing multi-modal transportation needs including motor vehicles, bicycles and pedestrians.*
8. *Reducing vehicular traffic by locating employment and housing within one development.*

Standard	Analysis
Whether the rezoning, if granted, would create an isolated district unrelated to adjacent districts.	A rezoning to I-PUD will allow residential uses and additional commercial uses within the proposed development and will encourage creative design, which will help transition the adjacent districts to the proposed development.
Whether the rezoning will be compatible with properties and uses in the vicinity and not have an adverse impact on these properties or their values.	The properties in ZMA 16-01 are zoned Industrial (I) and are adjacent to residential districts. A rezoning to I-PUD will allow residential uses and additional commercial uses within the proposed development, which will help the project's transition to adjacent neighborhoods. The setting along the busy eastern corridor of Town is a prime gateway location for encouraging creative urban design and incorporation of flexible design standards, incentives and bonuses. The PUD process permits freer placement of uses within the project area, allowing the clustering of buildings to create open space and preserve natural site features. The applicant is proposing to replace the I-PUD land use mix with one that closely meets, but is slightly more residential and less industrial uses. While staff has questioned the land use mix, there is an opportunity for mixed-use development that is compatible with, supports, and enhances the quality of life of residents of the adjoining neighborhoods.
Existing and proposed land uses adjacent to the site have been considered.	
The amount and relationship of the various types of industrial, commercial, and residential uses proposed by the development are documented.	
Whether there are adequate sites available elsewhere in the Town for the proposed use, or uses, in districts where such uses are already allowed.	There are a limited number of large parcels available for development within the Town of Warrenton. In addition, the Town currently does not have any I-PUD zoning designations. The proposed uses are allowable within other zoning districts, though not as mixed-use developments. The property is in a unique situation due to its size and location that presents challenges, but offers clear opportunities for vital, functional new private sector employers to maintain and enhance a balanced tax base through the expansion of employment opportunities that complement and support Main Street.
Whether a reasonable and viable economic use of the subject property exists under the current zoning.	The uses allowed under the current zoning allow for economically viable light industrial uses. The proposed rezoning would allow for increased diversity of uses. The integration of residential, commercial, public and employment prospects in planned neighborhoods will strengthen the economic viability of the parcel and the Town as a whole.

Proposal's Strengths

- As proffered, the proposal offers a level of certainty to the future land uses and square footages of each use. There is the potential for additional assurances that the site develops with some consistency across multiple parcels in terms of design standards, expected uses, and density. This certainty does not exist with a by-right development.
- The maximum allowable density under the proposed I-PUD rezoning is 0.60 FAR. The applicant is proposing a FAR of 0.289+/-.

Proposal's Weaknesses

- Due to the lack of detail in the application, staff is unable to verify that the application meets all applicable zoning ordinance requirements. Many of these items are verifiable at time of Site Plan submission or the proffered Post Zoning Master Development Plan submission. Zoning items to be verified at time of Post Zoning Master Development Plan submission include open space, parking, building heights, uses, landscaping, and buffers.
- The treatment of the Planned Unit Development is often not across all land bays. For transportation, trails, signage, open space, design, Property Owners Association, and others components, the applicant has treated the existing buildings and Land Bay E as “sufficiently distinct” from Land Bays A-D.
- The application does not meet the adopted Zoning Ordinance land use mix for the I-PUD but instead proposes a new land use mix which could be applied per legislative action of approval of this rezoning. This land use mix would apply only to this subject property and nowhere else in Town. In addition, the applicant is requesting a 5% waiver for the building square footage for each land bay; however the overall project square footage would not exceed the approval. Staff cannot support the waiver at this time as the hardship is undetermined.

I-PUD Land Use Mix	Zoning Ordinance (Article 3-5.2 2016 Amendment)	Applicant Proposal
Industrial	Minimum 50%	39.32%
Commercial	Maximum 30%	25.19%
Residential	Maximum 20%	N/A
Mixed Use Residential	Minimum 5%/Maximum 35%	35.49%
Open Space	Minimum 20% (15% with Healthy Lifestyle Bonus)	Proffered to Meet

- The applicant proffered all mixed use residential buildings are to have non-residential uses on the first floor. Sheet 2 of 5 titled “Land Bay Plan” contains a note stating “Mixed use residential buildings shall contain non-residential uses in all or a portion of the ground floor for each applicable building.” The intent of the applicant is unclear. Staff would recommend a statement that when inconsistencies are found between the proffers, Master Development Plans, and Design Guidelines, that one document prevails. In this case, the prevailing document should be the proffers. In other cases the Master Development Plan might prevail, like in the sewer line extension detailed on page 4 of 5.

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- The Zoning Ordinance section on signage requires a comprehensive sign package. The 2002 Comprehensive Plan specifically calls out signage under Town Design. Signage is recognized as a powerful influence on how a community feels, therefore it is recommended to be “*coordinated, harmonious and...enhance the appearance of the Town rather than detract from it.*” The guidance goes on to argue that “coordinated and harmonious” helps business and promotes tourism. Lights on commercial and residential buildings should be carefully placed and not excessively bright. As proffered, the applicant will submit a unified sign program for Land Bays A – E. However, as written, the existing buildings and property owners are not subject to this proffer. This is referred to later in the proffers as a Comprehensive Sign Program/Package under the Post Zoning Master Development Plan and the Zoning Ordinance.
- The applicant has proffered out the use of health and fitness facilities. Staff has indicated throughout the process that the Town has no interest in this proffer and that it may not be in the best interest of the Town’s economic development. The applicant has the ability to deed restrict their own property.

On balance, as proposed, consistency with the Zoning Ordinance will need to be verified at time of Post Zoning Master Development Plan submission and/or Site Plan submission. However, at that time, the Town cannot impose new conditions and the applicant cannot propose new proffers without a legislative application. Therefore, should there be elements of the Master Development Plan or Site Plan that do not meet the Zoning Ordinance, additional legislative action could be needed.

Natural Environment Analysis

The Natural Environment section of the Comprehensive Plan Environment Plan sets out policies and objectives that further the Town’s goals to (1) enhance the Town’s aesthetic character through preservation of significant natural features and vistas and through landscaping and tree planting; (2) preserve the visual and ecological value of the Town’s significant natural resources, including floodplains, steep slopes and mature vegetation; and (3) preserve the scenic, rural views from within the Town to the surrounding areas. This section includes recommendations relating to: the preservation of usable open space, conservation of natural resources, promoting the use of existing topography, minimization of existing tree cover loss, promotion of additional landscaping, incorporation of environmentally sensitive development techniques, improvement of air quality, identification of problematic soil issues, enhancement of surface and groundwater quality, limitations on impervious surfaces, and limitations on excessive outdoor lighting and noise levels.

Within the proposed rezoning area there is an existing Stormwater Management/Best Management Practices Facility (SWM/BMP) serving OTAC I, OTAC II, and OTAC III, located between these buildings next to U.S 29/15/17. Additionally, a non-functioning SWM/BMP facility is located within Town owned property, approximately in the center of the proposed rezoning area, along with sanitary sewer utilities. Steep slopes exist within the center and northern portions of the proposed rezoning area, and at least one blue line stream appears to cross the parcel. A 2008 Wetland Delineation Report for this area found no areas warranting delineation. However, it will need to be updated, and the applicant has proffered to do so, to reflect current conditions and regulations, as a US Army Corps of Engineers’ Jurisdictional Determination is valid for a five year period.

Standard	Analysis
Whether the effect of the proposed rezoning on environmentally sensitive land or natural features, wildlife habitat, vegetation, water quality and air quality is compatible with the Town’s Comprehensive	The rezoning could include environmentally sensitive land but the applicant does not anticipate negative or off-site environmental impacts. Additional state-required MS4 nutrient reductions and water quality/water quantity controls may be needed at the

Attachment B – Staff Analysis

Plan.	time of site plan, considering the large amount of pavement within the proposed plan.
The effect of the rezoning on natural, scenic, archaeological, or historic features of significant importance.	No historic features of significance have been identified. The proposal does not include limits of clearing and grading or tree save areas despite large hard woods on site.
The preservation of trees, groves, watercourses, scenic points, historic spots, and other community assets and landmarks will be incorporated.	
The amount, location, and proposed uses of permanent open space achieved by the development are illustrated.	Open space is not shown on the proffered plans. It is proposed by the applicant to be included in the proffered Post Zoning Master Development Plan.

Proposal's Strengths

- As proffered, the site will have a 30' landscape easement along Walker Drive from East Lee Street to Hidden Creek Lane and along East Lee Street from U.S. 29 to Walker Drive. Within the 30' landscape easement, the Master Development Plan states that the trail/sidewalk, signage, utilities and site entrances may encroach on this landscape plan.
- As proffered, refuse pick-up and street cleaning shall not occur between 10pm and 7am. This proffer limits concerns with noise during early hours affecting neighbors.

Proposal's Weaknesses

- As one of the Comprehensive Plan's goals is "*To preserve the visual and ecological value of the Town's significant natural resources, including floodplains, steep slopes and mature vegetation*", careful consideration needs to be made for the steep slopes on the property and the existing mature vegetation. Steep slope suitability may come before the Planning Commission if the property is subdivided per the Subdivision Ordinance Article 4.
- As proffered, on sheet 3 of 5 titled "On-Site Proffer Plan" the Landscape Notes restate the Zoning Ordinance requirements, with the exception of the 30' easement that goes above the landscape requirements. That said, this buffer may also be encroached upon by the trail/sidewalk, signage, utilities and site entrances.
- Due to the applicant not submitting in the Master Development Plan a demonstration of how, or if, the site can meet various Stormwater Management requirements, it should be understood that even if the rezoning proposal is approved at the requested square footage, this does not guarantee the site can fully support the proposed uses. State and Zoning Ordinance regulations may result in a scaled back development.

On balance, it cannot be determined with full certainty that this application is consistent with the relevant components of the Natural Environment section of the Comprehensive Plan, Zoning Ordinance, and Virginia Stormwater Management regulations, as many components will not be reviewed until Post Zoning Master Development Plan or Site Plan submission.

Transportation and Circulation Analysis

The primary transportation and circulation goal for the Town of Warrenton is *“To encourage the development of a safe, efficient and multi-modal transportation system for the movement of people, goods, and services, in and around the Town, that is consistent with the historic fabric, land use pattern and expected future fiscal needs of the Town.”* The Transportation and Circulation section of the Comprehensive Plan sets out policies and objectives that work to further this goal. The section includes recommendations addressing improvements for pedestrian use, new street connections, parking and sidewalks, trails, cost sharing, traffic calming techniques, safety, and signage.

The applicant prepared a Traffic Impact Analysis (TIA) for the rezoning request, which was reviewed by Town staff, the Town’s transportation consultant Kimley Horn, and the Virginia Department of Transportation (VDOT). The TIA assumed the site would be developed in two (2) phases, with the first phase completed in 2018, and the second phase completed in 2019. At full build out the assumption was:

- 21,000 square foot bowling alley
- 35,000 square foot multiplex movie theater
- 37,356 square feet office space
- 55,967 square feet of retail space
- 33,550 square feet of restaurant space
- 116 apartment units

The property was analyzed assuming three access points along Walker Drive and one access point along Academy Hill Road.

Highlighted parameters of the TIA scope included:

- Study Periods – Existing, Phase 1 (2018), Phase 2 (2019), and six years after completion (2025)
- Study Hours – Weekday evening and Saturday midday peak hours
- Intersections to be included in the analysis:
 - Walker Drive and Academy Hill Road
 - Walker Drive and Breezewood Drive/Existing Office Building Access
 - Walker Drive and Hidden Creek/Site Access B
 - E. Lee Street and Falmouth Street
 - E. Lee Street and Walker Drive
 - E. Lee Street/Meetze Road and U.S. 29 Bypass southbound ramp
 - Meetze Road and U.S. 29 Bypass northbound ramp
 - Walker Drive and Site Access A
 - Walker Drive and Site Access C
 - Academy Hill Road and Site Access D
- Annual Growth Rate 1%
- Background included the approved yet to be developed Warrenton Crossing and Walker Drive by-right developments.

The summary of the TIA allocates 11,751 “net new trips” associated with the trip generation rates total for the subject site. The 2015 existing peak hour traffic volumes state an annual average daily trip (AADT) of 4,480 on Walker Drive between Breezewood Drive and Hidden Creek Lane.

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The maximum capacity question of roads is looked at in terms of Level of Service; “A” being the best with free flow traffic; “F” being the worst with traffic at a standstill. 2015 Levels of Service at peak hours are A and B for intersections along Walker Drive, with the exception of the intersection between Walker Drive and E. Lee Street. At this intersection, LOS ranges from A to C depending on the turning movement. In 2025 the total peak hour traffic volume on Walker Drive between the proposed Site Entrance A (closest to E. Lee Street) and E. Lee Street is 14,340 AADT, according to the TIA. The Level of Service of Walker Drive in 2025 varies from A to F depending on the turning movements and intersection. The neighborhoods on the west side of Walker Drive have a LOS turning movement between A and B onto Walker Drive at peak hour Saturday PM with a proposed signal at the Site Entrance A.

The result of the TIA as it relates to this application is for three intersections to be signalized by the completion of this project and left and right turn lanes be provided on Walker Drive. The locations of the signals included:

- Walker Drive and Site Entrance A
- Walker Drive and E. Lee Street
- Meetze Road and northbound ramp U.S. 29 Bypass

An item of note is, the applicant recently modified the proposed uses in Land Bay E from Retail/Restaurant to General Office. However, per the Town’s transportation consultant’s review, this change does not create a negative impact, as General Office generates fewer trips than Retail/Restaurant uses.

The applicant, staff, transportation consultants, and VDOT worked together to address walkability, access to and within the site, and roundabouts as opposed to signals at intersections to allow for the continuous movement of vehicles. The Comprehensive Plan supports all these concepts, as does VDOT. Specifically, the Comprehensive Plan’s goals associated with the transportation include:

1. *To encourage the development of a safe, efficient and multi-modal transportation system for the movement of people, goods and services, in and around the Town, that is consistent with the historic fabric, land use pattern and expected future fiscal needs of the Town.*
2. *To create a transportation system that is sufficient to accommodate anticipated land use changes and be coordinated with transportation elements of the adjacent Warrenton Service District in Fauquier County.*
3. *To create transportation system improvements that are consistent with a sound fiscal policy and supported by reasonable contributions from private developers for a share in improvement costs.*
4. *To balance the needs of all modes of travel, including motor vehicles, bicycles and pedestrians, and ensure that each system supports the Town’s land use, economic and preservation goals.*

While the applicant’s roundabout analysis considered a two lane roundabout at East Lee and Walker Drive, the Virginia Department of Transportation did its own analysis with their consultant team RK&K to find a single lane roundabout would be feasible at the site. The main difference is the applicant’s consultant team did not take into account the right turning movements whereas the VDOT consultants did. The result is that a smaller footprint would serve the location. Below is a sketch of the VDOT/RK&K single lane roundabout:



The Master Development Plan sheet 4 of 5 titled “Transportation Proffer Plan” with the Proffer Statement includes the following improvements:

- The applicant will conduct traffic control warrant studies for the intersections of East Lee Street and Walker Drive, as well as U.S. 29 Bypass and Meetze Road in connection with the first site plan or as otherwise directed by the Planning Director.
- The applicant shall at no cost dedicate right-of-way for a roundabout at East Lee Street and Walker Drive per the request of the Town or the Virginia Department of Transportation.
- The applicant will construct a roundabout at its Site Entrance A, left turn lanes on Walker Drive at Site Entrance B and C, and crosswalks at at Site Entrance B, C and on East Lee Street.
- The applicant will not develop the property in a manner that precludes a roundabout at Walker Drive and East Lee Street.
- The applicant will contribute either \$300,000 towards a roundabout or signal at the intersection of Walker Drive and East Lee Street.
- The applicant will contribute \$100,000 towards signalization of U.S. 29 Bypass and Meetze Road.
- There will be a 5’ concrete sidewalk on the frontage of Walker Drive and an internal pedestrian/bicycle trail network for Land Bays A-D (excludes Land Bay E and existing buildings). There will be three bicycle racks and a play fountain/splash pad.
- The applicant is proffering a \$40,000 contribution to the Town to use at its discretion in the construction of an interconnecting trails system in the vicinity of the property.

The applicant has declined to expand the proposed sidewalk/trail into a 10’ multi-use trail on Walker Drive, instead choosing to create an internal pedestrian/bicycle trail network for Land Bays A-D and proffer \$40,000 to the Town for interconnecting trails in the vicinity of the property. The applicant approached this application by separating Land Bays A-D from the existing buildings and Land Bay E. There is no interparcel access at this time for motorists, pedestrians, or bicyclists without the site across all land bays. This is an important consideration, as the intent of Planned Unit Developments is to create a “unified development concept” As proposed, people in Land Bay E will have to exit on to Walker Drive to access Land Bays A-D.

Standard	Analysis
Whether the impact that the uses that would be permitted if the property were rezoned will have upon the volume of vehicular and pedestrian traffic and	The TIA provided by the applicant shows that the proposal will have an impact upon traffic. As proffered, if warranted, the site will receive a turn signal, a

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Standard	Analysis
traffic safety in the vicinity and whether the proposed rezoning provides sufficient measures to mitigate such impacts.	roundabout, turn lanes, and crosswalks. A left turn lane at the existing development was suggested but not proffered. A pedestrian analysis was requested but not provided.
The PUD is established in an area adjacent to an arterial highway and is served by a road network of minor arterial highways or higher as designated in the Warrenton Comprehensive Plan to efficiently and safely afford movement of the volume of vehicles generated by the development.	The proposed I-PUD is bounded by Walker Drive on the west, Academy Hill Road to the north, and East Lee Street to the South, and U.S. 15/U.S. 17 Bypass to the east. The U.S. 15/U.S. 17 Bypass has an exit onto East Lee Street, on the southern end of the project area.
Development is designed to promote quality lifestyles by encouraging pedestrian movement and reducing automobile movement. Therefore, connections shall be provided from the development to any adjacent existing and/or proposed sidewalks or trails.	As proffered, the site will contain crosswalks. The type of crosswalk is not defined (HAWK or signalized).

Proposal's Strengths

- The property and its users will benefit from the proffered installation of bicycle racks.
- As proffered, the site may receive additional transportation improvements in the way of improvements at East Lee and Walker Drive (if warranted), a roundabout at Site Entrance A, and turn lanes on Walker Drive. These improvements will help mitigate traffic impacts of the development.
- The applicant provided a roundabout study as requested by the Planning Commission.
- The Town transportation consultant determined that if the property were to build out by-right, using the existing development pattern, the trips generated by-right are 90% of the Weekday PM Peak Hour, 70% of the Saturday AM Peak Hour, and 80% of the Daily of the trips generated by the proposed development.

Proposal's Weaknesses

- Vehicle entrance radiuses, as shown on the Master Development Plan Transportation Sheet will need to meet the requirements of the Warrenton Volunteer Fire Department. This can be confirmed at time of Site Plan or Post Zoning Master Development Plan submission.
- As proffered, the site will contain a 5' concrete sidewalk along the property's frontage and an internal pedestrian/bicycle trail network for Land Bays A-D. As has been stated multiple times throughout the review process, the linkage along this property serves as a priority connection not only to the internal Town circulation for Academy Hill Park, Old Town, and residential neighborhoods for bicycles and pedestrians but also with the connection to the County's Whites Mill trail system. The internal trail system was a compromise during the process to remove it off Walker Drive as depicted in the Comprehensive Plan. However, as proffered it does not apply to the entire subject property resulting in no linkage to Academy Hill Road.
- The Zoning Ordinance Article 3-5.2.3.2 for I-PUD districts states "Development is designed to promote quality lifestyles by encouraging pedestrian movement and reducing automobile movement. Therefore,

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connections shall be provided from the development to any adjacent existing and/or proposed sidewalks or trails.” The lack of internal interparcel access across all land bays has been an ongoing consideration for this application.

- The street section on the Master Development Plan sheet 3 of 5 titled “On-Site Proffer Plan” is for reference only per how the proffers are written. If it were proffered, the Main Street Cross Section detail is lacking in design provisions for “human scaled, pedestrian friendly, Main Street area” as the proposed sidewalk is the standard 5’ width. There are no design details for landscaping, buffers, and outdoor seating normally consistent with this type of development.

On balance, it cannot be determined with certainty that this application is fully consistent with the relevant components of the Transportation and Circulation section of the Comprehensive Plan, Zoning Ordinance, and VDOT standards/regulations, as many components will not be finalized until Site Plan submission or site development.

Housing Analysis

The primary housing goals for the Town of Warrenton are to: (1) encourage the development of a wide range of housing opportunities by type, design, and density for all residents of Warrenton; (2) provide for affordable housing options; and (3) encourage infill development in established areas that is compatible with existing uses and is also compatible in scale with the surrounding neighborhood. This section includes policies encouraging wide range of housing types, compatible/sensitive infill development, residential uses in downtown, additional housing for senior citizens, provisions for safe housing stock, and compatible accessory dwellings. This application proffers a maximum of 116 multi-family units/condominiums.

Standard	Analysis
The effect of the proposed rezoning to provide moderate housing by enhancing opportunities for all qualified residents of the Town.	The Letter of Justification describes these units as “high-end”. As such, they may not provide additional moderate housing opportunities, or “affordable” housing options. However, it does introduce a housing type of which the Town has a limited supply in an infill development.

Proposal’s Strengths

- The proposed residential uses will be located within a mixed-use development. This would promote the Town’s goal of increasing mixed use development.
- Introduces a housing type of which there is currently a limited supply in Town.

Proposal’s Weaknesses

- Lack of proffered street sections or connections within the development.

On balance, this application is found to be consistent with the relevant components of the Housing section of the Comprehensive Plan and related Town Ordinances.

Community Facilities and Services Analysis

Public community facilities in the Town are provided by the Town, Fauquier County, and other public groups for the benefit of all residents. The availability and quality of these facilities, that include schools, libraries, hospitals, parks, police and fire and rescue services, are evaluated when people are considering moving into the Town or nearby area. The provision of these facilities adds to the desirability of living in the Town. The Comprehensive Plan's primary community facilities and services goals for the Town of Warrenton are:

1. *To ensure adequate community facilities conveniently located to serve existing and future neighborhoods.*
2. *To provide high quality community facilities and services while maintaining stable taxes commensurate with the developing Town area and within the constraints of the Town's fiscal capacity.*
3. *To continue providing a safe, reliable, and cost-efficient water supply, sewage treatment, and solid waste collection services to all Town residents, and water and sewer services within designated areas of the Town of Warrenton – Fauquier County Master Water and Sewer Agreement.*
4. *To obtain the Town's proportionate share of community services provided by other governments, including a fair and reasonable balance in funding sources for community facilities and services from Town residents, businesses, the County government, the State and Federal governments, and developers.*

Public services are essential to the community structure and quality of life, as well as to long term economic vitality. They support existing and planned developments and contribute to the health, safety, education and general welfare of Warrenton residents.

Standard	Analysis
Whether utility, sewer and water, transportation, school, recreation, stormwater management and other facilities exist or can be provided to serve the uses that would be permitted on the property if it were rezoned.	The subject parcels will require public utilities and public services. As proffered, the site will individually meter all condominiums (not apartments) to create predictability for utilities to offset water and sewer impacts. Transportation improvements have been proffered to help offset transportation impacts. This includes signalization/roundabouts, crosswalks, and turn lane improvements. Intersection improvements (signal and/or roundabout) are proffered at a pro rata share. Stormwater Management requirements will be determined at Site Plan Review and/or with a conceptual calculation during the Post Zoning Master Development Plan. Meeting these requirements may result in a scaled back development.
Additional community facilities made necessary by the proposed development will be provided in accord with the Town's plans and policies.	
Additional public services made necessary by the proposed development will be provided or funds will be reserved in accordance with the Town's plans and policies.	
The adequacy of utility services is sufficient for the proposed uses.	

Proposal's Strengths

- The applicant is proffering individual meters for 40 condominiums with the applicable tap fees. The applicant could also choose to contribute a one-time \$472,500 to achieve the same outcome as individually metering the 40 condominiums.
- The applicant has proffered to extend the proposed water main on Walker Drive at the intersection with East

Street and East Lee Street to create a loop system.

- As proffered, the applicant will contribute \$20,000 to the Town for Fire and Rescue services
- As proffered, the applicant will contribute \$20,000 to the Town for Police services.
- As proffered, the subject parcels shall comply with all applicable requirements of the International Building Codes for building construction and fire suppression.
- The proffers state all traffic signals shall comply with the Town's Opticon system utilized by the Warrenton Volunteer Fire Company, or other traffic emergency management program utilized by the Town.

Proposal's Weaknesses

- This rezoning request includes a significant residential component as well as a higher intensity development use than originally anticipated with the existing zoning category. As a result, the allocated water and sewer use capacities available are less than what was anticipated in the 2015 Whitman, Requardt and Associates Water and Sewer Master Plan. To assist with this, the applicant shall individually meter all condominiums (not apartments).
- The proffers state the Master Development Plan serves as a reference for the Proffer Statement. Staff's legal reading of this means if an item depicted on the Master Development Plan is not specifically called out in the Proffer Statement than it is only for reference. Currently, on sheets 3 and 4 of 5 of the Master Development Plan there is reference to the sanitary sewer line being extended to an approximate location on the west side of Walker Drive at East Lee Street. However, there is no specific reference to this in the Proffer Statement.

On balance, this application is consistent with the Community Facilities and Services goal in the Comprehensive Plan, "*To ensure adequate community facilities conveniently located to serve existing and future neighborhoods.*"

Economic Resources Analysis

The Town of Warrenton seeks to strengthen its economic base through business development and tourism promotion. The goals of the Economic Resources section of the Comprehensive Plan are to:

1. *Maintain the Town's role as the economic and governmental center of Fauquier County.*
2. *Promote and maintain the economic vitality of the historic downtown area.*
3. *Promote a diverse, balanced and stable employment base.*
4. *Promote a stable and healthy commercial tax base that expands in proportion to the residential tax base.*

In response to the Zoning Ordinance submittal requirement for fiscal impact information, the application provided a January 9, 2006 REMI Economic Impact of Shopping Center Developments Final Report and a narrative called, "The Potential Fiscal/Economic Impacts of the Proposed Walker Drive I-PUD Rezoning Application." Based on the REMI numbers, and adjusted to 175,000 square feet, the applicant estimates that the non-residential component of the project will create 133 jobs during development/construction with a Gross Regional Product impact of \$16 million, and an addition of \$6 million to the local real disposable personal income. Further, the applicant puts forth that continuing operations of the project during the first year after construction would be expected to add 325 jobs and provide first year annual economic output of \$47 million with an estimated increase in Gross Regional Product of \$28 million and an increase in local real disposable personal income of \$8 million.

The application also offers that according to the National Multifamily Housing Council and the National Apartment Association, the construction of 116 multifamily residential units would contribute over \$20 million to the area economy annually in the form of combined direct and indirect expenses connected with construction, operations, and residents' spending, as well as support 126 construction jobs. Once the units are occupied the applicant believes expenditures by the residents would support 46 jobs both directly and overall in the community, and contribute in excess of \$4 million annually to the local economy.

The Economic Impacts narrative provides further analysis for the potential of fiscal and economic impacts of the proposal. Assuming 180,000 square feet of commercial/retail/industrial space, 116 dwelling units, and the associated assumptions of sales levels and tax rates, the narrative calculates total annual revenues of \$961,000 for the Town of Warrenton and \$1,376,000 for Fauquier County.

Standard	Analysis
Whether the proposed rezoning encourages economic development activities in areas designated by the Comprehensive Plan and provides desirable employment and enlarges the tax base.	Comprehensive Plan policies look to promote the Central Business District and to ensure adequate land is available to commercial and industrial growth. The proposed rezoning includes uses that will provide employment and enlarge the tax base.
Whether the proposed rezoning considers the current and future requirements of the community as to land for various purposes, including housing and business, as determined by population and economic studies.	The proposed rezoning would include a mix of uses including retail, office, restaurant, entertainment, and residential uses. The application does not include a detailed econometric study.

Proposal's Strengths

- The Town recognizes building a robust economy requires attracting companies that provide quality jobs—that is, jobs that provide wages that spur and support other industries, such as restaurants, retail and professional services. Increasingly, attracting companies means attracting (and retaining) the workforce they need. Talented young professionals are in high demand, as are the places these professionals choose to live, work, and play. They seek to work in an environment where they can recreate, shop and live in close proximity to their work. Having spaces that meet these needs makes Warrenton attractive to more companies, and builds the potential of retaining our youth and employing area residents within our own community. The development proposed by the applicant appears to offer an opportunity to provide companies what they are looking for—the potential office to meet their space needs; and condos and apartments with on-site amenities to meet the desires of their employees. The potential for dining and entertainment within walking distance, complemented by communal green spaces, create a desirable location for both companies offering quality jobs and their employees.
- The proposed development offers new opportunities for economic growth. In the short-term, a development of such a scale will undoubtedly stimulate the local economy through construction employment and expenditures. In the long-term, the project may also directly benefit the Town through increased tax revenues.
- Securing an entertainment use (i.e. movie theater, bowling alley, etc.) will be a critical point for the development and greatly determines its economic impact. There is a high demand among residents in the region for entertainment venues, particularly those open to children and families. Because of this demand, the proposed development could draw customers from the greater region, customers who may not have otherwise

come to Warrenton.

- Most of the existing industrial land in the Town of Warrenton is not conducive to traditional industrial uses, which typically desire areas away from urbanized areas.
- As this is a speculative rezoning, the applicant cannot guarantee the end users. However, the proffers do set aside a location within Land Bay A, B, C, or D for entertainment use for a period of seven (7) years. No associated square footage has been proffered but the applicant has proffered to “employ its best efforts to secure such entertainment use.”

Proposal’s Weaknesses

- The application does not include a detailed econometric study. Additional questions have arisen during the review process pertaining to the specific potential economic impacts, positive or negative, to the Town and the surrounding neighborhoods.

On balance, this application is found to be consistent with the Comprehensive Plan Economic Resources section goal to, “*promote a stable and healthy commercial tax base that expands in proportion to the residential tax base.*”

Agency Comments

The following agencies have reviewed the proposal:

Economic Development
Fauquier County Department of Community Development
Parks and Recreation
Planning and Community Development Department
Police Department
Public Works and Utilities Department
Kimley-Horn
VDOT
Warrenton Volunteer Fire and Rescue

Industrial (I) Uses vs. Industrial Planned Unit Development (I-PUD) Uses

The table below shows the uses considered by-right within the Industrial Zoning District and I-PUD Zoning District. In the past, there has been confusion as to exactly what uses are permitted by-right on the site. The table below seeks to provide clarification on the types of industrial uses currently allowed. The underlined items are the additional uses allowed by-right within the I-PUD district.

Industrial By-Right Uses	I-PUD By-Right Uses
<ul style="list-style-type: none"> • Accessory buildings • Active and Passive Recreation and Recreational Facilities • Banks and savings and loan offices • Broadcasting studios and offices • Business and office supply establishments • Cabinet, upholstery, and furniture shops • Cafeteria or snack bar for employees • Clinics, medical or dental • Commercial uses constituting up to 15% of permitted site or building area • Conference Centers • Contractor's office and warehouse without outdoor storage • Crematory • Dwellings for resident watchmen and caretakers employed on the premises • Employment service or agency • Flex Office and Industrial uses • Health and Fitness Facilities • Institutional buildings • Janitorial service establishment • Laboratories, research, experimental or testing, but not testing explosives, rockets, or jet engines • Light manufacturing uses which do not create danger to health and safety in surrounding areas and which do not create offensive noise, vibration, smoke, dust, lint, odor, heat, glare, or electrical impulse than that which is generally associated with light industries • Monument sales establishments with incidental processing to order but not including shaping of headstones • Motion picture studio • Nurseries and greenhouses • Offices- business, professional, or administrative • Off-street parking and loading subject to Article 7 • Open space subject to Article 9 • Printing, publishing, and engraving establishment; photographic processing; blueprinting; photocopying; and similar uses • Private club, lodge, meeting hall, labor union, or fraternal organization or sorority • Rental service establishment 	<ul style="list-style-type: none"> • Accessory Buildings and uses customarily incidental to permitted uses • Active and Passive Recreation and Recreation Areas and Facilities • <u>Apartment buildings, multifamily dwellings, and condominiums, as authorized on an approved Master Development Plan</u> • Banks and Savings and Loan Offices • Broadcast Studios • Business and office supply establishments • Cabinet, upholstery and furniture repair shops • Cafeterias, snack bars or other employee related commercial facilities up to 15% of building area • <u>Commercial recreation (indoor)</u> • Conference Centers • <u>Child Care Center</u> • <u>Daycare Facilities</u> • Employment Service or Agency • Clinics (medical and dental) • <u>Family Care Home</u> • Flex industrial • Health and Fitness Facilities • <u>Hotels and motels</u> • Institutional buildings • Light manufacturing uses, which can confine all aspect of the production and or manufacturing of product to the interior of the building and do not create danger to health and safety of the surrounding areas. • <u>Medical Laboratories</u> • <u>Medical Offices and Laboratories</u> • <u>Mixed Use Industrial (retail/office/industrial)</u> • <u>Mixed Use Residential (apartments located above ground floor retail and/or offices)</u> • <u>Mixed Use Retail/Commercial</u> • Offices • Off-street parking for permitted uses subject to Article 7 • <u>Parking Garage/Facilities</u>

Attachment C – Land Use Tables

Industrial By-Right Uses	I-PUD By-Right Uses
<ul style="list-style-type: none"> • Retail or wholesale sales and service incidental to a permitted manufacturing, processing, storing, or distributing use • Rug and carpet cleaning and storage with incidental sales of rugs and carpets • Security service office or station • Sign fabricating and painting • Signs, subject to Article 6 • Studios • Transmission and receiving towers of height not exceeding one hundred twenty-five (125) feet • Utilities related to and necessary for service within the Town, including poles, wires, transformers, telephone booths, and the like for electrical power distribution or communication service, and underground pipelines or conduits for local electrical, gas, sewer, or water service, but not those facilities listed as requiring a special use permit • Wholesale establishment, storage warehouse, or distribution center. furniture moving 	<ul style="list-style-type: none"> • <u>Parks</u> • <u>Playgrounds and recreation areas</u> • <u>Plumbing and electrical supply, retail only</u> • Rental Service Establishments, without outdoor storage • <u>Restaurant</u> • <u>Restaurant without drive-thru facilities</u> • <u>Retail uses, Personal Services</u> • <u>Retail Stores and Shops</u> • Security service office or station • Studios • <u>Warehouses restricted to outer areas of PUD</u> • Wholesale establishment

In the I-IPUD Zoning Ordinance, the allowable uses within the entire land area are divided up into minimum/maximum allowable percentages. The I-PUD Zoning Ordinance divides the by-right uses into Industrial, Commercial, and Residential to help determine the overall land use mix percentages. Below is how the Zoning Ordinance 3-5.2.6.4 divides the uses:

Land Use Category	I-PUD By-Right Uses
<u>Residential</u>	<ul style="list-style-type: none"> • Mixed Use Residential (apartments located above ground floor retail and/or offices) • Apartment buildings, multifamily dwellings, and condominiums, as authorized on an approved Master Development Plan • Playgrounds and recreation areas
<u>Commercial</u>	<ul style="list-style-type: none"> • Active and Passive Recreation and Recreation Areas and Facilities • Banks and Savings and Loan Offices • Commercial recreation (indoor) • Child Care Center • Clinics (medical and dental) • Family Care Home • Health and Fitness Facilities • Hotels and motels • Medical Offices and Laboratories • Mixed Use Retail/Commercial • Retail uses, Personal Services • Retail Stores and Shops • Restaurant without drive-thru facilities • Studios • Theater

Attachment C – Land Use Tables

Land Use Category	I-PUD By-Right Uses
	<ul style="list-style-type: none"> • Offices • Daycare Facilities
<u>Industrial</u>	<ul style="list-style-type: none"> • Accessory Buildings and uses customarily incidental to permitted uses • Broadcast Studios • Business and office supply establishments • Cabinet, upholstery and furniture repair shops • Cafeterias, snack bars or other employee related commercial facilities up to 15% of building area • Conference Centers • Employment Service or Agency • Flex industrial • Health and fitness facilities • Institutional buildings • Light manufacturing uses, which can confine all aspect of the production and or manufacturing of product to the interior of the building and do not create danger to health and safety of the surrounding areas. • Medical Laboratories • Mixed Use Industrial (retail/office/industrial) • Off-street parking for permitted uses subject to Article 7 • Offices • Parking Garage/Facilities (See Article 12 for Definition) • Parks • Plumbing and electrical supply, retail only • Rental Service Establishments, without outdoor storage • Restaurant • Security service office or station • Trade Schools • Warehouses restricted to outer areas of PUD • Wholesale establishment

PROFFER STATEMENT

**ZMA 16-01 - WALKER DRIVE PROPERTIES
ZONING MAP AMENDMENT**

REZONING: Rezoning from I District to the I-PUD District

PROPERTY and RECORD OWNERS:

The Property that is the subject of this rezoning consists of parcels totaling approximately 31.3804 acres and bearing the following Parcel Identification Numbers:

1. 6984-73-6957-101, 6984-73-6957-202, CCMK, LLC¹
2. 6984-73-6957-201, RAM Holdings, LLC
3. 6984-73-6957-203, 6984-73-6957-204,
J. S. Woodside Properties, LLC
4. 6984-74-8242-001, Hirshman Hoover, LLC
5. 6984-74-8242-002, J. L. Woodside Properties, LLC
6. 6984-74-8242-003, 6984-74-8242-006, 6984-74-8242-007,
F&R Development, LLC
7. 6984-74-8242-004, 6984-74-8242-005, CCMK, LLC
8. 6984-74-5565-000, Walker Drive Investment Group, LLC
9. 6984-72-3635-000, The Drew Corporation
10. 6984-73-7494-000, Springfield Properties, LLC

PROJECT NAME: Walker Drive Properties Zoning Map Amendment

ORIGINAL DATE: April 15, 2016

RESUBMITTAL: December 5, 2016
February 1, 2017
March 13, 2017
May 19, 2017

¹ CCMK, LLC, RAM Holdings, J. S. and J. L. Woodside, and Hirshman Hoover have joined as applicants in this rezoning. Their ownership interest in the property, however, is solely as owner of a condominium unit in an existing building on the Property. They have consented to the rezoning of their properties, but shall not be subject to these Proffers except to the extent that the uses of their units must be otherwise authorized by the Town of Warrenton Zoning Ordinance, and these Proffers. The remaining Applicants and their successors and assigns shall be responsible for all Proffer compliance.

The undersigned owners of property bearing the GPINs set forth above, comprising approximately 31.3804 acres (the "Property"), hereby voluntarily proffer that the use and development of the Property shall be in substantial conformance with the following conditions and shall supersede all other Proffers with respect to the Property made prior to this submission, if any. In the event this zoning map amendment is not granted as applied for by the Applicant, these Proffers shall be withdrawn and become void.

"Final Rezoning" as the term is used herein shall be defined as that zoning (to include a proffer condition amendment) which is in effect on the day following the last day upon which the Warrenton Town Council's (the "Council") decision granting this rezoning may be contested in the appropriate court or, if contested, the day following the entry of a final court order affirming the decision of the Council which has not been appealed, or, if appealed, the day following which the decision has been affirmed on appeal.

The headings of the Proffers set forth below have been prepared for convenience or reference only and shall not control or affect the meaning or be taken as an interpretation of any provision of the Proffers. The terms "Applicant" and "Developer" shall include all future owners and successors in interest.

References in these Proffers to plans shall include the following:

- A. Land Bay Plan, being sheet 2 of 5 of the plan prepared by Michael Johnson, PE, last revised May 19, 2017, entitled "Walker Drive Properties Master Development Plan" (the "Land Bay Plan");
- B. On-Site Proffer Plan, being sheet 3 of 5 of the plan prepared by Michael Johnson, PE, last revised May 19, 2017, entitled "Walker Drive Properties Master Development Plan" (the "Proffer Plan"); and
- C. Transportation Proffer Plan, being sheet 4 of 5 of the plan prepared by Michael Johnson, PE, last revised May 19, 2017, entitled "Walker Drive Properties Master Development Plan" (the "Transportation Plan").

Land Use

- 1. Land Bay Plan - The development of the Property shall be in substantial conformance with the Land Bay Plan, subject to reasonable adjustments approved by the Town Council of the Town of Warrenton (hereinafter, the "Town") at final engineering.
- 2. Land Bay Tabulations Chart - The Property shall be developed in accordance with the I-PUD Zoning District and all uses permitted in the I-PUD Zoning District

shall be permitted on the Property. The uses within those Land Bays depicted on the Land Bay Plan shall be in substantial conformance with the Land Bay Tabulations chart on the Land Bay Plan. Notwithstanding anything to the contrary in these Proffers or the Land Bay Plan, there shall be no more than 182,875 new gross square feet of non-residential uses. Approval of this rezoning does not eliminate any requirement for a special use permit under the IPUD zoning district, where such permits are required.

3. Uses -

- a. No Health and Fitness Facilities shall be permitted in Land Bays A, B, C, and/or D unless the presently existing Old Town Athletic Club shall permanently cease operation.
- b. There shall be no service stations permitted.
- c. There shall be no warehouses or wholesale establishments.

4. Non-Residential Uses -

- a. Square Feet - No single non-residential use shall exceed 50,000 gross square feet without a special use permit approved by the Council.
- b. Entertainment Uses - A location in Land Bays A, B, C or D, as depicted on the Land Bay Plan, that is suitable for the construction of an Entertainment Use(s), shall be set aside and retained for that use for a period of seven (7) calendar years from the date of the Final Rezoning of the Property. Entertainment Uses shall consist of a movie theater, bowling alley, dinner theater, performing arts center, and/or roller skating facility, or other entertainment use that provides entertainment or amusement inside or outside of normal business hours as approved by the planning Director. The Applicant shall employ its best efforts to secure such Entertainment Use(s) as a component of the development of the Property. At the end of the said seven (7) years, the Applicant may thereafter construct or authorize construction of an Entertainment Use in those Land Bays and may make use of the site for any commercial or industrial use otherwise permitted in the Land Bay and the I-PUD zoning district.

5. Residential - The maximum number of multi-family dwelling units shall be one hundred sixteen (116). Forty residential units to be constructed in Land Bay E shall be market rate condominiums, which shall be individually metered for public utilities. All mixed use residential buildings shall have non-residential uses on the first floor.

6. Phasing of Residential and Non-residential Construction -

- a. Non-residential Construction - The Applicant shall cause to be constructed/construct and/or otherwise provide not less than 75,000 square feet of new non-residential Gross Floor Area (“GFA”) prior to the issuance of the 41st building permit for a residential unit on the Property. “Constructed” as used herein shall be defined to mean that the shell and exterior of the structure(s) shall be finished, and all associated landscaping (subject to seasonal planting) and parking for such structure(s) shall have been provided, but interior tenant/occupant improvements shall not be required.
 - b. Existing Structures Excluded from Non-residential Calculation - Non-residential GFA shall include all non-residential uses in the Land Bay Tabulations chart on the Land Bay Plan, provided that existing structures in the area labeled as “Existing Land Bay” shall not be counted towards the requirement for new non-residential GFA set forth herein.
7. Open Space. - There shall be a total of not less than 20% open space as that term is defined in the Zoning Ordinance, provided that Land Bay E shall itself have not less than 20% open space; and provided further that the Applicant may seek a reduction in open space for healthy lifestyle amenities in accordance with the Zoning Ordinance. Open space shall be so designed as to be consistent with the provisions of §3-5.2.10 et seq. of the Zoning Ordinance, or any successor provision. Open space shall not be deemed to include the Central Plaza, and shall be designated on each PZMDP and site plan..

Design

8. Landscaping - Landscaping shall be in substantial conformance with the Proffer Plan. All new landscaping/plantings shall be indigenous, native species or alternative species in accordance with the Zoning Ordinance. At Site Plan submission, the landscaping plan shall provide a 30 foot landscape easement along Walker Drive from East Lee Street to Hidden Creek Lane and along East Lee Street from U.S. 29 to Walker Drive, as shown on the Proffer Plan.
9. Landscaping Detail - Landscape plantings for the 30 foot landscape easement, referenced in Proffer 6 above, shall be in accordance with the Easement Planting Detail on the Proffer Plan.
10. Design Guidelines - Development on the Property shall be general conformance with the design guidelines entitled “Walker Drive Properties Rezoning – Design Guidelines,” dated May 15, 2017 (hereinafter, the “Design Guidelines”), incorporated herein by reference, subject to modifications made in connection with each site/subdivision plan review as may be necessary to accommodate final engineering. Modifications to the Design Guidelines may be approved by the

Planning Director, provided that that the Planning Director determines any such modification to constitute an improvement to the overall quality of the development beyond that depicted in the Design Guidelines.

11. Architecture -

- a. Building Materials - In order to ensure high quality construction of new buildings on the Property, building materials shall include brick, architectural grade stone, wood, and glass, hardiplank, architectural grade block, stucco, or a combination of the foregoing materials, and shall have such materials on all sides of any building constructed within the Property in order to create “360 degree architecture.” Other building materials that represent an equally high level of quality shall be approved by the Planning Director if they are of the same or superior quality to those set forth herein.
 - i. Plain or painted concrete masonry unit (CMU) block shall not be used.
 - ii. If any form of siding is used, it shall not be vinyl or metal.
 - iii. No metal buildings shall be permitted.
 - iv. The foregoing shall not preclude use of other materials solely for fascia, trim, and other secondary building elements/details.
 - v. Roofing material visible from ground level shall be standing seam or other material as approved by the Planning Director.
- b. Elevations - Exterior building elevations shall vary in terms of color, materials, heights, front plane, and detail, as depicted in the Design Guidelines. Building(s) containing residential units located in Land Bay “D” shall be designed, and constructed, in a manner that is consistent with materials and architectural features of buildings located in Land Bays “A”, “B” and “C”.
- c. Placement of Buildings - Front elevations of non-residential buildings constructed within the Project shall be staggered such that there is no uniform front plane, and such that there is a three to six foot difference between the front plane of one structure and the plane of a structure on either side thereof.
- d. Restriction on false fronts - There shall be no “false” second story front facades on any building within the Project.

12. Refuse/Loading

- a. Location - Refuse storage and pick up areas and/or loading areas shall not be visible from Walker Drive or the Eastern Bypass (Route 17/15/29). Refuse storage, pick up areas and/or loading areas shall be screened with building materials that match the front façade of the building, and landscaping, as approved by the Planning Director.
- b. Time - Refuse pick-up and street cleaning (including leaf blowing) shall not occur between the hours of 10 PM and 7 AM. The foregoing shall not preclude snow removal, as necessary.

13. Signage

- a. Project Identification Signage - The Applicant may locate project identification signs, which may include tenant identification panels, at the intersections of Walker Drive and East Lee Street, Walker Drive and Academy Hill Road and at each entrance to the Property. Said signage may be wall or monument style with masonry (brick or architectural grade stone) and may be incorporated into a landscape/entrance feature. All signs shall be consistent with applicable provisions of the Zoning Ordinance at the time of application for approval of signage.
- b. Sign Program - A uniform sign program shall be implemented for the Property, as approved by the Planning Director. Such sign program may include additional façade signage to accommodate two front façades of those buildings in Land Bays A, B, C, D, and E, as depicted on the Land Bay Plan.

14. Central Plaza

- a. Design - The Applicant shall provide a Central Plaza, which shall be a minimum of 20,000 square feet in size contained in Land Bays A through C, and as generally described in the Design Guidelines. The Central Plaza shall contain a human-scaled, pedestrian friendly, Main Street area, with public gathering spaces. The Central Plaza will have an average minimum dimension of 50 feet in length or 50 feet width in order to avoid an overly narrow and/or linear configuration for this area. It shall be constructed in conjunction with any construction in Land Bay B, or sooner, at the discretion of the Applicant.
- b. Amenities - The Central Plaza shall include, but shall not be limited to, plantings, landscaping, benches, outdoor seating, streetscaping with provisions for bicycles, lamp posts, play fountain(s) and/or splash pad(s),

and may include public art, and/or other street furniture. Any play fountain(s) and/or splash pad(s) shall be a minimum of 600 square feet. The Applicant shall reasonably incorporate the recommendations of walkability audits in the design and construction of such amenities, and shall show those amenities as part of its Post Zoning Master Development Plan submittals as provided herein.

- c. Location - The Central Plaza shall be situated so as to provide maximum benefit to the public, occupants, and residents, and shall be identified during the Post Zoning Master Development Plan process set forth herein. The Central Plaza shall be included on the site plan for the Land Bay in which it is to be situated and constructed prior to the issuance of the first occupancy permit for any structure in that Land Bay.
 - d. Surrounding - The area surrounding the Central Plaza shall be designed with a style consistent with the Central Plaza as provided in §3-5.2.10.4 of the Zoning Ordinance.
15. Lighting - The Applicant shall comply with the Town's photometric standards applicable to a lighting plan for the Project to be submitted with the each site/subdivision plan for the development of the Property. All parking lot lights shall have full cutoff fixtures which direct light downward and inward and all building-mounted lighting, if any, shall be directed or shielded in such a manner to prevent glare from projecting onto adjacent properties or public rights of way.
16. Wetlands Delineation – At the time of the first PZMDP submittal as provided herein, the Applicant shall cause a study to be made to determine if there are jurisdictional wetlands or waters of the United States on the Property, and shall comply with all applicable requirements applicable thereto if such areas are identified. The Applicant shall provide copies of all federal and state applications and permits to the Planning Director.

Transportation Improvements

17. Timing of Traffic and Transportation Improvements, Generally - All transportation improvements that are shown on the Transportation Proffer Plan shall be constructed as provided herein.
18. Construction of a Roundabout at Intersection #1, East Lee and Walker Drive.
- a. Construction and Financing of Signalization/Roundabout at Intersection #1
 - i. The Applicant will not develop its Property in a manner that precludes the construction of a roundabout at Intersection #1.

- ii. The Applicant shall, upon the written request of the Town or VDOT, dedicate right-of-way from the Property reasonably necessary to construct such roundabout at no cost to the Town or VDOT.
- iii. If the Town or VDOT determines to install a roundabout at Intersection #1 prior to a traffic control warrant study demonstrating the need for the installation of a signal at that Intersection, then prior to the issuance of the first non-residential building permit in Land Bays A, B, or C, the Applicant shall contribute \$300,000 to the Town of Warrenton for use in the construction of such a roundabout and shall not be required to install a signal at Intersection #1.

19. Intersection Signalization -

- a. Traffic Control Warrant Studies - The Applicant shall conduct and submit for review a traffic control warrant study for the following intersections in connection with the submission of the first site plan for construction in Land Bays A, B, C, D, or E, unless, or as, otherwise directed by the Planning Director, for the following intersections:
 - i. East Lee Street and Walker Drive (hereinafter, "Intersection #1);
 - ii. U.S. 29 bypass northbound ramp and Meetze Road (hereinafter, "Intersection #2).
- b. Intersections #1 – If a traffic control warrant study demonstrates that a traffic signal is warranted at Intersection #1, or the Town or VDOT determines to install a roundabout at that Intersection, and upon written request by the Town or VDOT, the Applicant shall contribute the aforesaid sum of \$300,000 toward the said signalization or roundabout. This sum shall be paid if the signalization of Intersection #1, or the installation of a roundabout, has been finally authorized by the appropriate authority within three calendar years from the date of approval of the warrant study for this Intersection showing the need for signalization.
- c. Intersection #2 - If a traffic control warrant study demonstrate that a traffic signal is warranted at Intersection #2, then upon written request by the Town or VDOT, the Applicant shall contribute the sum of \$100,000 toward the said signalization. This sum shall be paid if the signalization of Intersection #2, has been finally authorized by the appropriate authority within three calendar years from the date of approval of the warrant study for this Intersection showing the need for signalization.

20. Construction of a Roundabout at Site Entrance “A” – The Applicant shall construct at its expense a roundabout on Walker Drive and any associated turn lanes at Site Entrance A as shown on the Transportation Proffer Plan prior to the issuance of the first occupancy permit for a structure on Land Bays A or B.
21. Construction of a Left Turn Lane into, and Construction of, Site Entrance “B” – The Applicant shall construct at its expense a left turn lane on Walker Drive into Site Entrance B and that Site Entrance and associated turn lanes as shown on the Transportation Proffer Plan prior to the issuance of the first occupancy permit for a structure on Land Bay C or D.
22. Construction of a Left Turn Lane into the Existing Land Bay (Site Entrance “C”) – The Applicant shall construct at its expense a left turn lane on Walker Drive into the existing entrance at Breezewood Lane into the Existing Land Bay upon the issuance of the first occupancy permit for a structure in Land Bay E.
23. Construction of Entrance “D” into Land Bay E – Site Entrance D and all associated curb, gutter and sidewalk along site frontage along Academy Hill Road Extended will be constructed in connection with any construction in Land Bay E and completed prior to the issuance of the first occupancy permit in Land Bay E.
24. Crosswalks - Pursuant to Town and/or VDOT approvals, the Applicant shall at its expense install pedestrian crosswalks to a design acceptable to the Town and VDOT at those locations identified on the Transportation Plan, and specifically including a crosswalk providing access at Hidden Creek Lane and Walker Drive (Site Entrance “B”) and Walker Drive and East Lee (Intersection #1). Subject to obtaining all necessary approvals, such crosswalks shall be shown on the site plan that includes any portion of a roadway where each crosswalk is to be constructed and shall be constructed at the time such improvements are constructed.
25. Opticon – All traffic signalization installed by the Applicant in connection with the development of the Property shall be at its expense and shall be compatible with the Town’s Opticon system, or other traffic emergency management program utilized by the Town.

Parks and Recreation

26. Trails/Sidewalk – Subject to the Planning Director’s and VDOT’s approvals as may be required, the Applicant shall design and install five foot (5’) wide concrete sidewalks, as generally depicted on the Transportation Plan. The Applicant shall further design and construct an internal pedestrian/bike trail network within the Property that permits internal access through Land Bays A, B, C and D. The trails and sidewalks shall be constructed in conjunction with any development in a Land Bay adjacent thereto. The Applicant shall further make a

monetary contribution in the amount of \$40,000 to the Town for its use at its discretion in the construction of an interconnecting trail system for the Town in the vicinity of the Property.

27. Bicycle Racks - The Applicant shall provide a minimum of three (3) bicycle racks on the Property. The location and style of the bicycle racks shall be determined by the Applicant, upon consultation with the Planning Director. At least one of the bicycle racks shall be located in the Central Plaza. The bicycle racks shall be constructed by the Applicant in any Land Bay in which they are located in conjunction with any construction in that Land Bay and in any event not later than the issuance of a final certificate of occupancy in that Land Bay.

Storm Water Management

28. The Applicant shall provide stormwater management in accordance with the Town standards and Virginia Storm Water Management Regulations. The location of said facilities shall be determined at site plan review, in connection with final engineering. Stormwater managements facilities shall not be used to calculate open space requirements.

Fire and Rescue

29. The Applicant shall comply with all applicable requirements of the Uniform Statewide Building Codes for building construction and fire suppression.

Contribution to Public Safety

30. Prior to the issuance of the first non-residential occupancy permit for development of the Property, the Applicant shall contribute the sum of \$20,000 to the Town for fire and rescue services, and \$20,000 to the Town for police services, to be expended at the Council's discretion, to offset an anticipated increase in call volume from the project upon completion.

Water and Sewer

31. Water and Sewer - The Property shall be served by public sewer and water provided by the Town.
32. Water Main - The Applicant shall extend at its expense the water main in Walker Drive that currently dead ends at Hidden Creek, through the proposed property to ensure a loop at the water main in East Street and East Lee Street. It shall further assure that the water systems loops with existing or proposed water lines at Meetze/Lee Street in order to secure adequate water flows and ongoing maintenance of the public system.

33. Tap Fees - The Applicant shall individually meter all of the condominiums (not apartments) including those that are being constructed on 321 Walker Drive, and shall pay the fees therefore as customarily required by the Town Department of Public Works.

Creation of Property Owners' Association

34. A property owners' association ("POA") shall be created and shall be made responsible for the maintenance and repair of common areas, including any common open space that may be established in accordance with the requirements of the Town Zoning Ordinance or these Proffers. Any such POA shall be granted such other responsibilities, duties, and powers as are customary for such associations, or as may be required to effect the purposes for which such POA is created. Such POA shall be granted sufficient powers as may be necessary, by regular or special dues or assessments, to raise revenues sufficient to perform the duties assigned hereby, or by the documents creating the POA, and to perform rate studies necessary to determine dues, fees, and assessments as may be required. In addition to any other duties and responsibilities as may be assigned to it, the POA shall further have responsibility for the maintenance of any entrance feature signs, street, alleys and perimeter or road buffers, stormwater management ponds, best management practices facilities, and of private streets and alleyways, if any.

Waivers/Modifications

35. Pursuant to §3-5.2.4.1 of the Zoning Ordinance, the Land Use Mix as it is set forth on the Land Bay Plan is hereby approved for the Property.

Establishment of a Post Zoning Master Development Plan Process

36. Requirement for a Post Zoning Master Development Plan
- a. Prior to the approval of any site plan for the Property, the Applicant shall submit to the Planning Director a Post Zoning Master Development Plan ("PZMDP") to assure the orderly development of the Property. The PZMDP is intended to ensure that development occurs in a manner that comports with the approved zoning and these proffers, and that sets forth sufficient additional detail of any proposed development to demonstrate conformance with applicable ordinances or regulations, both in individual Land Bays and throughout the project as approved to permit. A PZMDP is not intended to replace a site plan with its attendant construction details submitted pursuant to applicable Town ordinances and standards, which shall remain in full force and effect.

- b. The PZMDP process set out herein is not mandatory upon the Town or Council, and no legal obligation is established for the Town's courtesy review of such a plan. No proffer may create obligations on the locality to which submitted, and this process is established solely to permit detailed review of specific development proposals against applicable requirements prior to site plan submittals.
- c. A PZMDP shall be submitted to the Planning Director for review, and shall thereafter be presented to the Council for its consideration and its non-binding determination that a proposed PZMDP is consistent with applicable proffers, ordinances, and regulations.
- d. Each PZMDP submission except for a submission for Land Bay E, shall include the entirety of the Property regardless whether development is proposed to commence on all or a portion of the Property, in order to permit the Planning Director to assess overall compliance with applicable requirements and consistency with the approved zoning, provided that detailed development information must be submitted for any Land Bay that is the Land Bay in which development is to be commenced. Land Bay E is sufficiently distinct from the remaining Land Bays that it may be submitted separately, provided that tabulations for other Land Bays shall include the data for Land Bay E to permit determination of zoning compliance.
- e. The Applicant may submit one or more PZMDPs during the course of site development. Subsequent submittals, if any, shall show cumulative data demonstrating continuing compliance with the requirements of the Zoning Ordinance and these proffers as further provided herein.

37. Pre-Application Conference

- a. Prior to submission of a PZMDP for review, the Applicant shall schedule a pre-application conference with the Planning Director and such other staff as the Planning Director deems appropriate. The purpose of the conference is to review and discuss a specific development proposal in relation to the requirements of the Town Code, the zoning of the Property, and other lawfully applicable requirements, and to discuss the requirements for the submission of a PZMDP.
- b. If requested by the Planning Director, the Applicant shall provide a draft land use plan in advance of the pre-application conference describing generally:
 - i. The specific location of the site.

- ii. The location of proposed points of access.
- iii. The general location and types of uses, environmental features on the site, open space and other features associated with the approved rezoning of the Property but with such further detail as to permit an understanding and evaluation of actual construction of permitted structures and uses.

38. Submission and contents of PZMDPs

- a. Following the pre-application conference, the Applicant may submit a PZMDP. The following shall be required for a PZMDP and shall be shown clearly on the plan.
 - i. The scale shall be one inch equals 100 feet or larger (the ratio of feet to inches shall be no more than 100 feet to one inch) or at a scale acceptable to the Planning Director. The scale shall be sufficient so that all features are discernible.
 - ii. All PZMDPs shall include a North arrow, a scale and a legend describing all symbols.
 - iii. The PZMDP shall be based on a boundary survey of the entire property related to true meridian and certified by a certified Virginia surveyor, architect or engineer. The total area of the property shall be depicted on the PZMDP.
 - iv. The topography shall be shown at contour intervals acceptable to the Planning Director.
 - v. The title of the proposed project; the date, month, year the plan was prepared or revised; the name of the applicant(s), owner(s) and contract owner(s); and the names of the individuals or firms preparing the plan shall be clearly specified.
 - vi. A plan, showing the location, arrangement and approximate boundaries of all proposed land uses on all or a portion of the Property sufficient to permit a reasonable determination that the requirements of the Land Bay Tabulations chart on the Land Bay Plan are met, and that parking and loading requirements can be satisfied with site or subdivision plans upon full buildout of the Property. The Zoning Administrator may reduce parking requirements by up to 20% if enhanced landscaping is used, to include higher quality plantings, trees of larger caliper, and increased planting units.

- vii. Elevations of all proposed structures demonstrating their conformity with the Design Guidelines for such structures and any other applicable provisions of the zoning or these Proffers.
- viii. The approximate acreage in common open space, each use, if applicable, roads, streets or rights-of-way for the subject property and total development, as applicable.
- ix. The location and extent of proposed buffers and landscaping areas, with statements, profiles, cross sections or examples clearly specifying the screening and types of plantings to be provided.
- x. The location, arrangement, and right-of-way widths of roads and streets, including roads and streets providing access to adjoining parcels within the proposed development.
- xi. The location and arrangement of street entrances, driveways and parking areas.
- xii. A conceptual plan with preliminary computations for stormwater management with the location of stormwater facilities depicted.
- xiii. A history of all land divisions that have occurred in relation to the tract since the adoption of this requirement.
- xiv. The location of sewer and water mains with graphic depictions of the connection with and availability of existing facilities that are proposed to be made.
- xv. A wetlands delineation with the first PZMDP.
- xvi. A comprehensive sign program.
- xvii. Tabulations of parking, open space, gross square footage of structures and identification of uses and use categories, numbers of residential units, specification of transportation improvements as to be constructed in accordance with these Proffers and the Transportation Plan, stormwater management calculations, and other project elements necessary to demonstrate compliance with the requirements of these Proffers and applicable provisions of Town ordinances.
- xviii. A traffic control warrant study if requested by the Planning Director.

- xix. Other information that the Applicant believes demonstrate conformance of a proposed elements of the development with applicable requirements or as are required by the Planning Director.

39. Post Zoning Master Development Plan Submission.

- a. The Applicant shall submit the number of copies of the PZMDP as directed by the Planning Director.
- b. The Planning Director may circulate the PZMDP for review and comment by such staff or agencies deemed appropriate, with reasonable notice that the purpose of the PZMDP is to permit a preliminary determination as to compliance of specific development proposals with the approved rezoning and applicable ordinances and regulations, prior to the submission of site and subdivision plans, if any.
- c. The Planning Director may request, and the Applicant shall provide at its expense, updated traffic counts to be submitted if it is determined by the Planning Director that there have been substantial changes in conditions affecting traffic and transportation.
- d. When the Planning Director is satisfied that the PZMDP conforms to applicable requirements, the PZMDP will be transmitted to the Council, which shall review the PZMDP and provide the Applicant such comment or recommendations as it may, in its discretion, elect to provide.
- e. Site plans and final subdivision plats may be submitted concurrently with a PZMDP for review according to the procedures set forth in Town ordinances applicable thereto.

[Signature Pages to Follow]

Walker Drive Properties Rezoning Design Guidelines

May 19, 2017



Building Materials and Architectural Styles



Building Materials and Architectural Styles



Building Materials and Architectural Styles

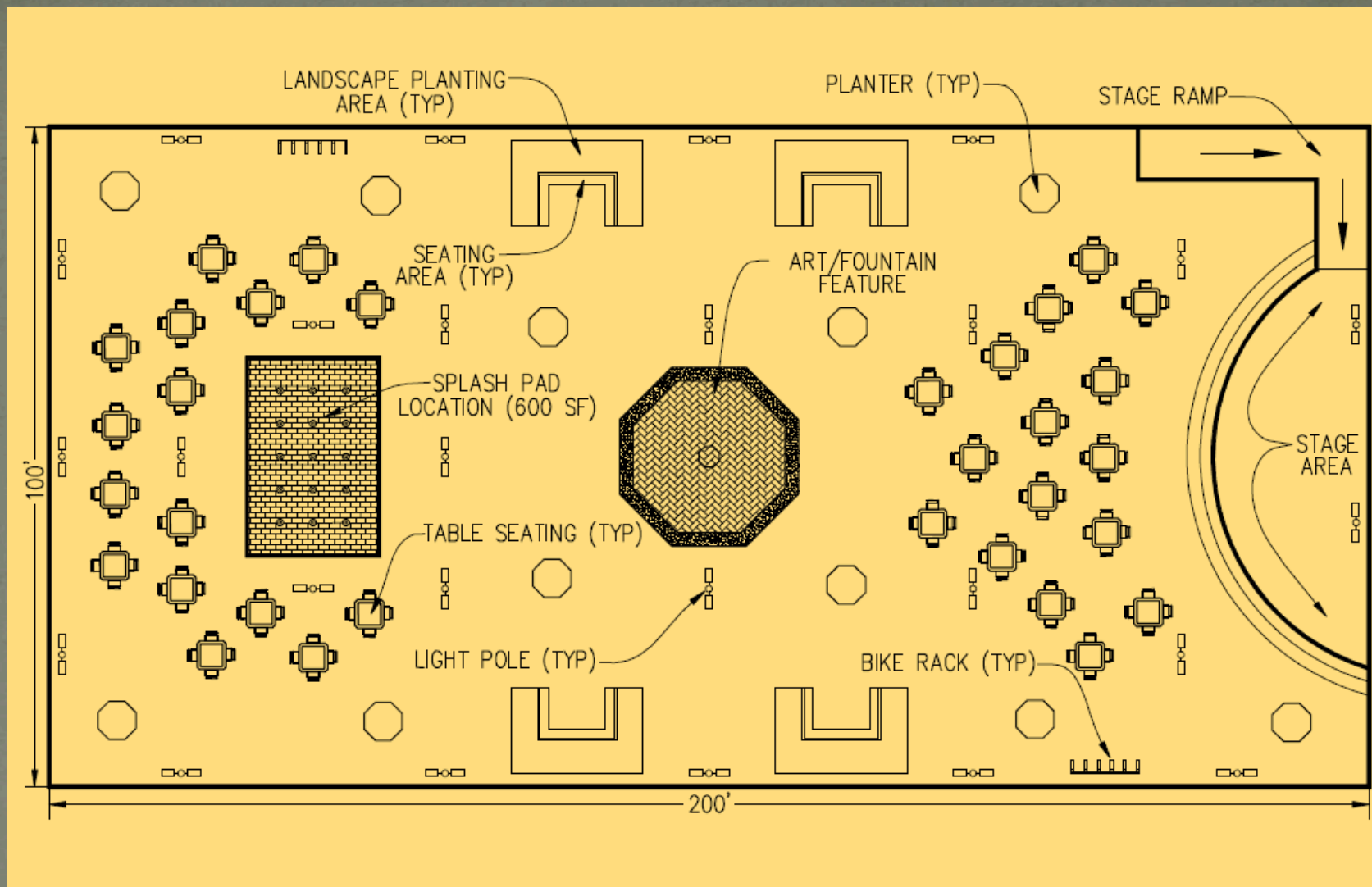


Streetscape Concepts



Play Fountain/Splash Pad Concepts



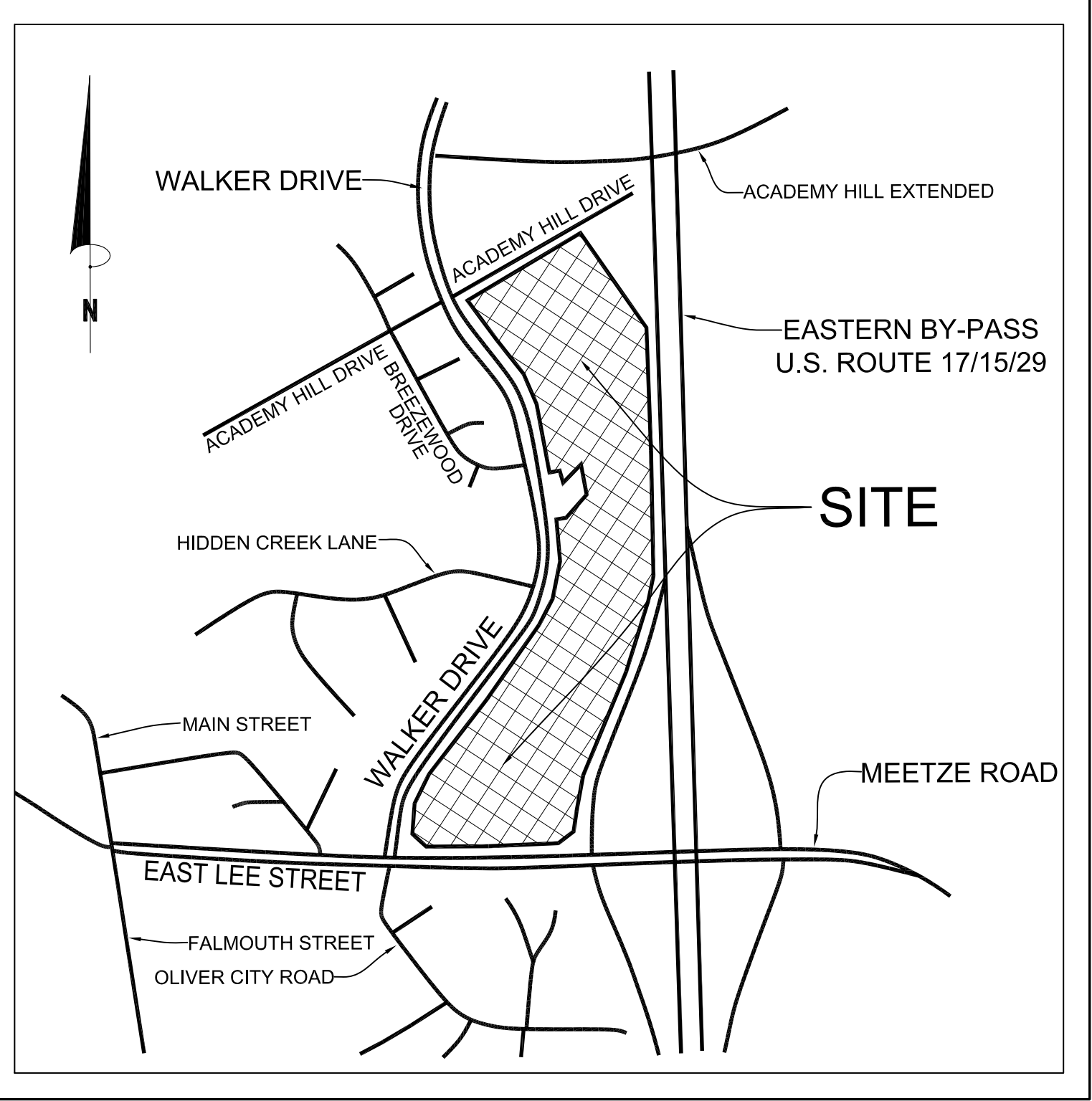


CENTRAL PLAZA CONCEPT PLAN WALKER DRIVE PROPERTIES



PEDESTRIAN ACCESS EXHIBIT WALKER DRIVE PROPERTIES

MAY 15, 2017 N.T.S.



VICINITY MAP
SCALE: 1" = 350'

WALKER DRIVE PROPERTIES MASTER DEVELOPMENT PLAN

Town of Warrenton, Virginia
Date: May 19, 2017

TABLE OF CONTENTS

- 1 Cover Sheet
- 2 Land Bay Plan
- 3 On-Site Proffer Plan
- 4 Transportation Proffer Plan
- 5 Existing Conditions Plan

Applicants:

East Side Investment Group, LLC
397 Willow Court
Warrenton, Virginia 20186

Walker Drive Investment Group, LLC
397 Willow Court
Warrenton, Virginia 20186

Springfield Real Properties, LLC
397 Willow Court
Warrenton, Virginia 20186

ENGINEER'S CERTIFICATE:

I, MICHAEL JOHNSON, A LICENCED PROFESSIONAL ENGINEER IN THE COMMONWEALTH OF VIRGINIA, DO HEREBY CERTIFY TO THE BEST OF MY KNOWLEDGE, THIS PLAN MEETS ALL APPLICABLE STATE AND LOCAL STANDARDS.

Michael Johnson

BY: MICHAEL JOHNSON, PE VA 20654

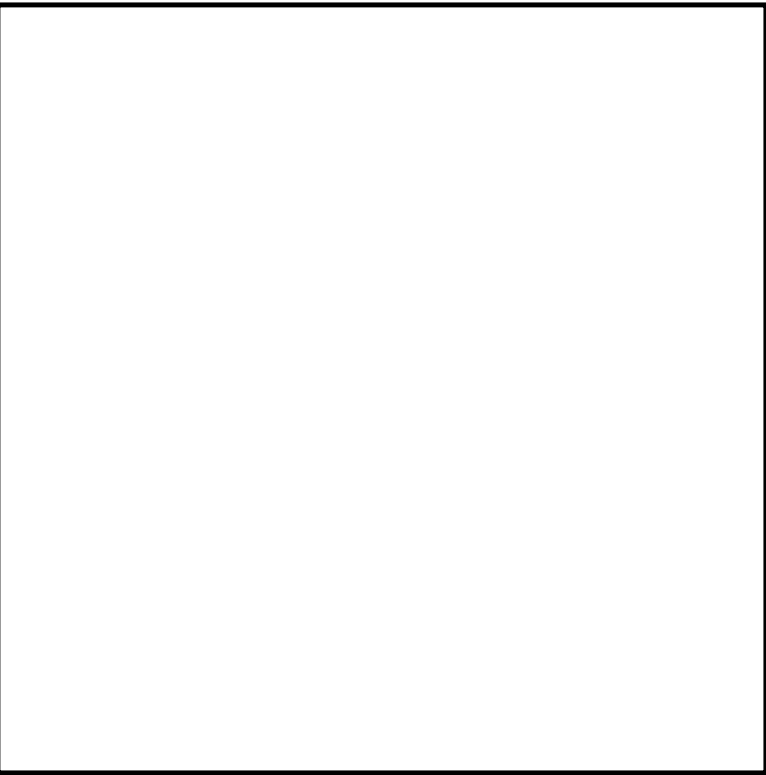
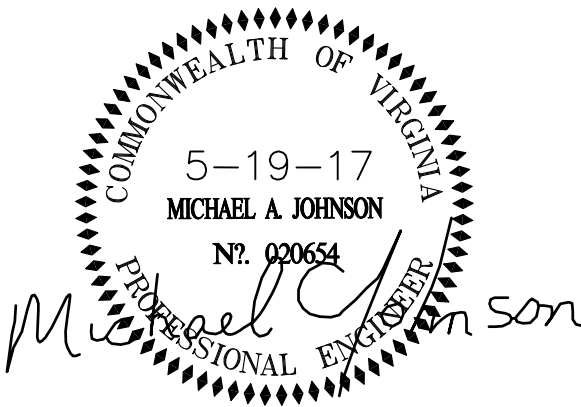
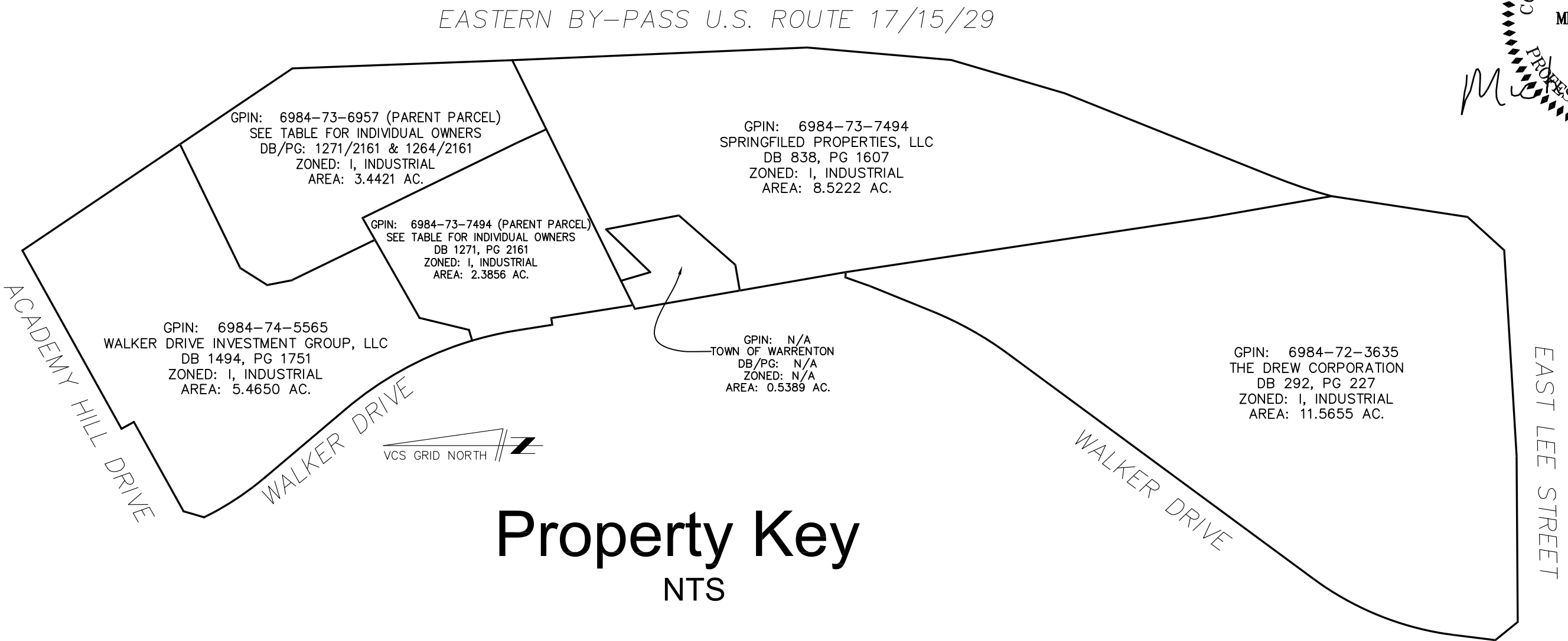
GENERAL NOTES:

1. NO TITLE REPORTS FURNISHED. OTHER EASEMENTS AND/OR RIGHT-OF-WAY MAY EXIST.
2. BOUNDARIES SHOWN TAKEN FROM INFORMATION OF RECORD AND DO NOT REPRESENT CURRENT SURVEYS BY MICHAEL JOHNSON, PE. TOPOGRAPHIC INFORMATION PROVIDED BY TARGET SURVEYS, INC. AND IS BASED ON A CURRENT (OCTOBER 2015) AERIAL SURVEY.
3. THIS SITE WILL BE SERVED BY PUBLIC WATER AND SEWER SERVICE. ALL PROPOSED STORM SEWER EASEMENTS SHALL BE PRIVATE.
4. FINAL PARKING TABULATIONS AND SITE CONFIGURATION TO BE DETERMINED AT PRELIMINARY PLAN AND/OR FINAL SITE PLAN REVIEW.
5. FOR VEHICLE COUNTS, REFER TO TRAFFIC IMPACT ANALYSIS PREPARED FOR THIS PROJECT BY THE TRAFFIC GROUP DATED MARCH 30, 2016.
6. MICHAEL JOHNSON, PE DOES NOT CERTIFY TO THE LOCATION OR EXISTENCE OF ANY, OR ALL, UNDERGROUND UTILITIES. THE UNDERGROUND UTILITIES SHOWN ARE FROM AVAILABLE RECORDS. THIS DOES NOT CONSTITUTE A GUARANTEE OF THEIR ACTUAL LOCATION OR THAT THEY HAVE BEEN SHOWN.

PROPERTY OWNERS INFORMATION TABLE

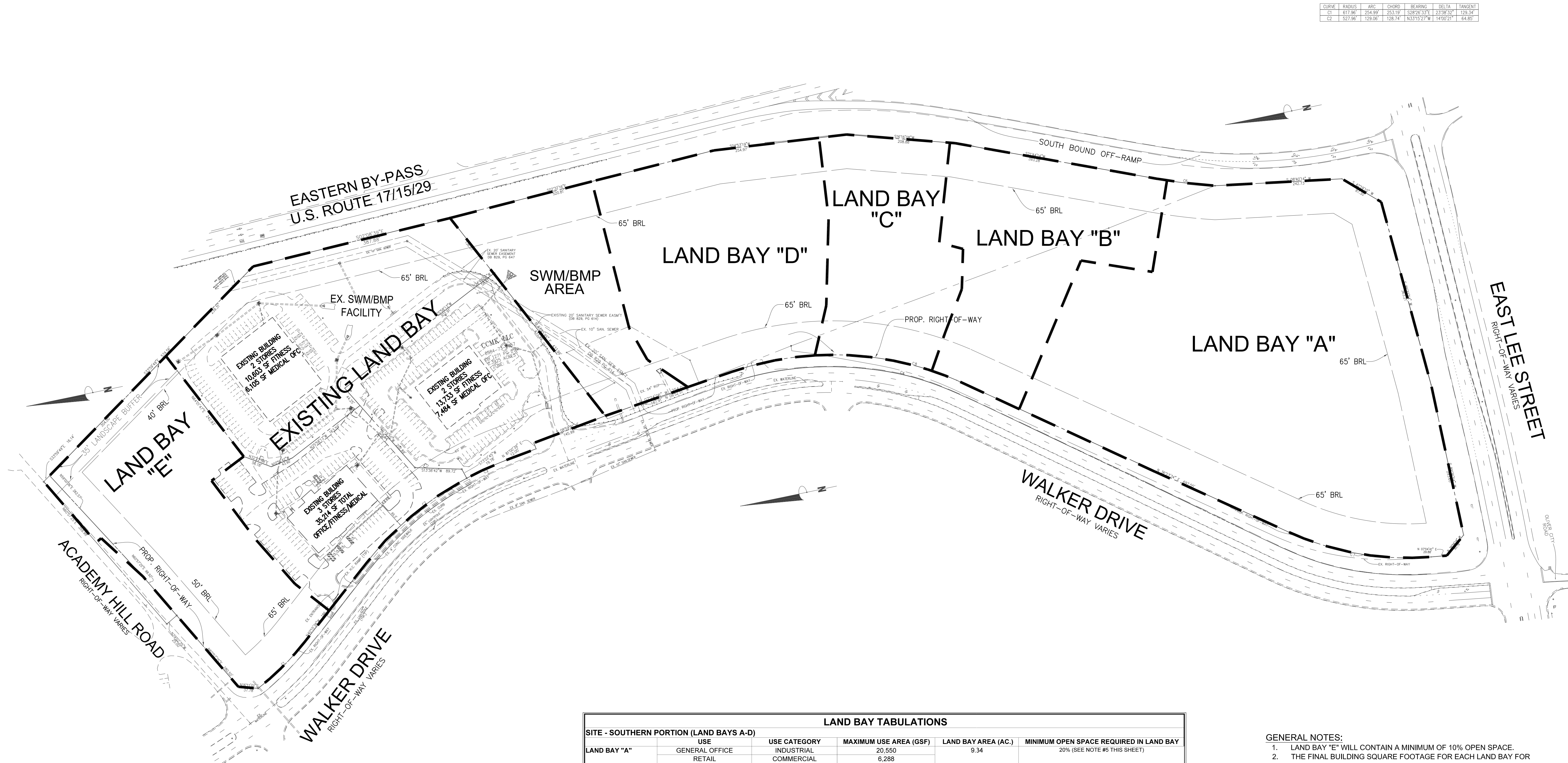
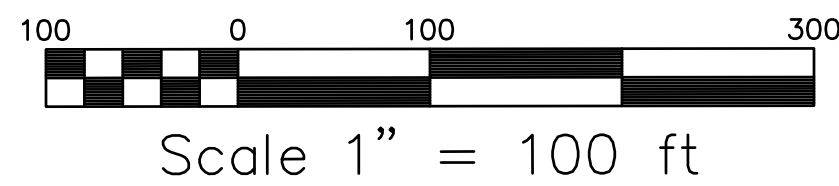
GPIN:	OWNER:	CURRENT ZONING:	PARCEL AREA:	DEED BOOK / PAGE:
6984-74-5565	WALKER DRIVE INVESTMENT GROUP, LLC	I, INDUSTRIAL	5.4650 AC.	1494/1751
6984-73-7494	SPRINGFILED PROPERTIES, LLC	I, INDUSTRIAL	8.5222 AC.	838/1607
6984-72-3635	THE DREW CORPORATION	I, INDUSTRIAL	11.5655 AC.	292/227
6984-73-6957-101*	CCMK, LLC	I, INDUSTRIAL	3.4421 AC.**	1264/697; 1271/2161
6984-73-6957-202*	CCMK, LLC	I, INDUSTRIAL	3.4421 AC.**	1264/697; 1271/2161
6984-73-6957-201*	RAM HOLDINGS, LLC	I, INDUSTRIAL	3.4421 AC.**	1301/2
6984-73-6957-203*	J.S. WOODSIDE PROPERTIES, LLC	I, INDUSTRIAL	3.4421 AC.**	1407/1005
6984-73-6957-204*	J.S. WOODSIDE PROPERTIES, LLC	I, INDUSTRIAL	3.4421 AC.**	1301/119
6984-74-8242-001*	HIRSHMAN HOOVER, LLC	I, INDUSTRIAL	2.3856 AC.**	1420/499
6984-74-8242-002*	J.L. WOODSIDE PROPERTIES, LLC	I, INDUSTRIAL	2.3856 AC.**	1411/1463
6984-74-8242-003*	F&R DEVELOPMENT, LLC	I, INDUSTRIAL	2.3856 AC.**	1391/1847
6984-74-8242-006*	F&R DEVELOPMENT, LLC	I, INDUSTRIAL	2.3856 AC.**	1391/1847
6984-74-8242-007*	F&R DEVELOPMENT, LLC	I, INDUSTRIAL	2.3856 AC.**	1391/1847
6984-74-8242-004*	CCMK, LLC	I, INDUSTRIAL	2.3856 AC.**	1427/1228
6984-74-8242-005*	CCMK, LLC	I, INDUSTRIAL	2.3856 AC.**	1427/1228
TOTAL AREA =			31.3804 AC.	

* DENOTES CONDOMINIUM OWNERSHIP
** DENOTES ACREAGE OF PARENT PARCEL



APPROVAL BLOCK
**Walker Drive Properties
Master Development Plan**
Engineer:
Michael Johnson, PE
14307 Broughton Place
Gainesville, Virginia 20155
Te: (703)334-6483

Revision	Date
Revised Per Review Agency Comments	5-19-17
Revised Per Review Agency Comments	5-15-17
Revised Per Review Agency Comments	3-13-17
Revised Per Review Agency Comments	12-2-16
Revised Per Review Agency Comments	9-19-16
Revised Per Review Agency Comments	7-18-16



CURVE	RADIUS	ARC	CHORD	BEARING	DELTA	TANGENT
C1	617.96'	254.99'	253.17'	S89°25'13"E	27°18'02"	129.34'
C2	527.96'	129.06'	128.74'	N33°15'27"W	14°02'21"	64.80'

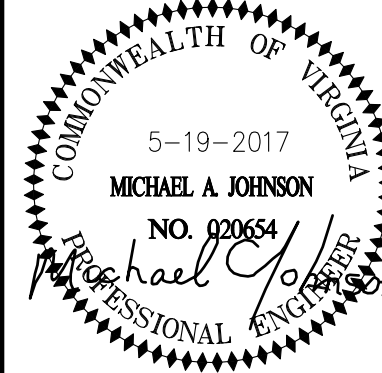
LAND BAY TABULATIONS					
SITE - SOUTHERN PORTION (LAND BAYS A-D)					
LAND BAY "A"	USE	USE CATEGORY	MAXIMUM USE AREA (GSF)	LAND BAY AREA (AC.)	MINIMUM OPEN SPACE REQUIRED IN LAND BAY
	GENERAL OFFICE	INDUSTRIAL	20,550	9.34	20% (SEE NOTE #5 THIS SHEET)
	RETAIL	COMMERCIAL	6,288		
	RESTAURANT	INDUSTRIAL	6,288		
	ENTERTAINMENT	COMMERCIAL	35,000		
LAND BAY "B"	ENTERTAINMENT	COMMERCIAL	21,000	2.99	
	RETAIL	COMMERCIAL	14,263		
	RESTAURANT	INDUSTRIAL	14,263		
LAND BAY "C"	GENERAL OFFICE	INDUSTRIAL	6,703	2.33	
	RETAIL	COMMERCIAL	15,814		
	RESTAURANT	INDUSTRIAL	2,500		
LAND BAY "D"	GENERAL OFFICE	INDUSTRIAL	10,103	3.77	
	RETAIL	COMMERCIAL	7,603		
	RESTAURANT	INDUSTRIAL	2,500		
	MULTI-FAMILY RESIDENTIAL	MIXED USE RESIDENTIAL	76 UNITS (80,824 GSF)		
SITE - NORTHERN PORTION (LAND BAY E & EXISTING LAND BAY)					
EXISTING LAND BAY	USE	USE CATEGORY	MAXIMUM USE AREA (GSF)	LAND BAY AREA (AC.)	
	OFFICE/HEALTH CLUB	INDUSTRIAL	73,139	7.8	
LAND BAY "E"	GENERAL OFFICE	INDUSTRIAL	20,000	3.39	
	MULTI-FAMILY RESIDENTIAL	MIXED USE RESIDENTIAL	40 UNITS (60,000 GSF)		
SWM/BMP AREA				1.33	
			TOTAL AREA (ACRES) =	31.55	
				USE PERCENTAGE	
				TOTAL INDUSTRIAL GSF =	39.32%
				TOTAL COMMERCIAL GSF =	25.19%
				TOTAL RESIDENTIAL GSF =	35.49%
				TOTAL GSF =	

- GENERAL NOTES:
1. LAND BAY "E" WILL CONTAIN A MINIMUM OF 10% OPEN SPACE.
 2. THE FINAL BUILDING SQUARE FOOTAGE FOR EACH LAND BAY FOR INDUSTRIAL, COMMERCIAL AND RESIDENTIAL USES MAY VARY BY 5%. HOWEVER, THE SQUARE FOOTAGE SHOWN FOR THE PROJECT, IN TOTAL, CAN NOT EXCEED THE AREA SHOWN FOR EACH USE TYPE.
 3. MIXED USE RESIDENTIAL BUILDINGS SHALL CONTAIN NON-RESIDENTIAL USES IN ALL OR A PORTION OF THE GROUND FLOOR FOR EACH APPLICABLE BUILDING.
 4. THE ZONING ADMINISTRATOR SHALL BE ABLE TO REDUCE PARKING REQUIREMENTS BY UP TO 20% IF ENHANCED LANDSCAPING IS USED TO INCLUDE HIGHER QUALITY PLANTINGS, TREES OF A LARGER CALIPER AND INCREASED PLANTING UNITS.
 5. OPEN SPACE AREA MAY BE REDUCED TO 15% IF HEALTHY LIFESTYLE AMENITIES ARE INCLUDED PER SECTION 3-5.2 OF THE TOWN OF WARRENTON ZONING ORDINANCE.

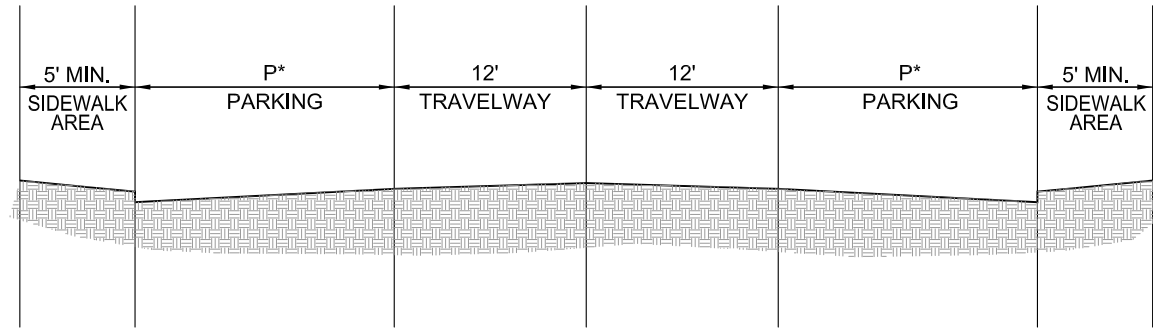
I-PUD DEVELOPMENT STANDARDS:	
USE TYPE	TARGET USE %
INDUSTRIAL	50% MIN.
COMMERCIAL	30% MAX.
MIXED USE RESIDENTIAL	5% MIN., 35% MAX.
RESIDENTIAL	20% MAX.
OPEN SPACE	MIN. 20%
OPEN SPACE BONUS – HEALTHY LIFESTYLE, AMENITIES AND/OR CIVIC GREENS	15%

MICHAEL JOHNSON, PE
14307 BROUGHTON PLACE
GAINESVILLE, VIRGINIA 20155
TEL: (703)609-1776 FAX: (571)223-5016

LAND BAY PLAN
WALKER DRIVE PROPERTIES
TOWN OF WARRENTON, VIRGINIA



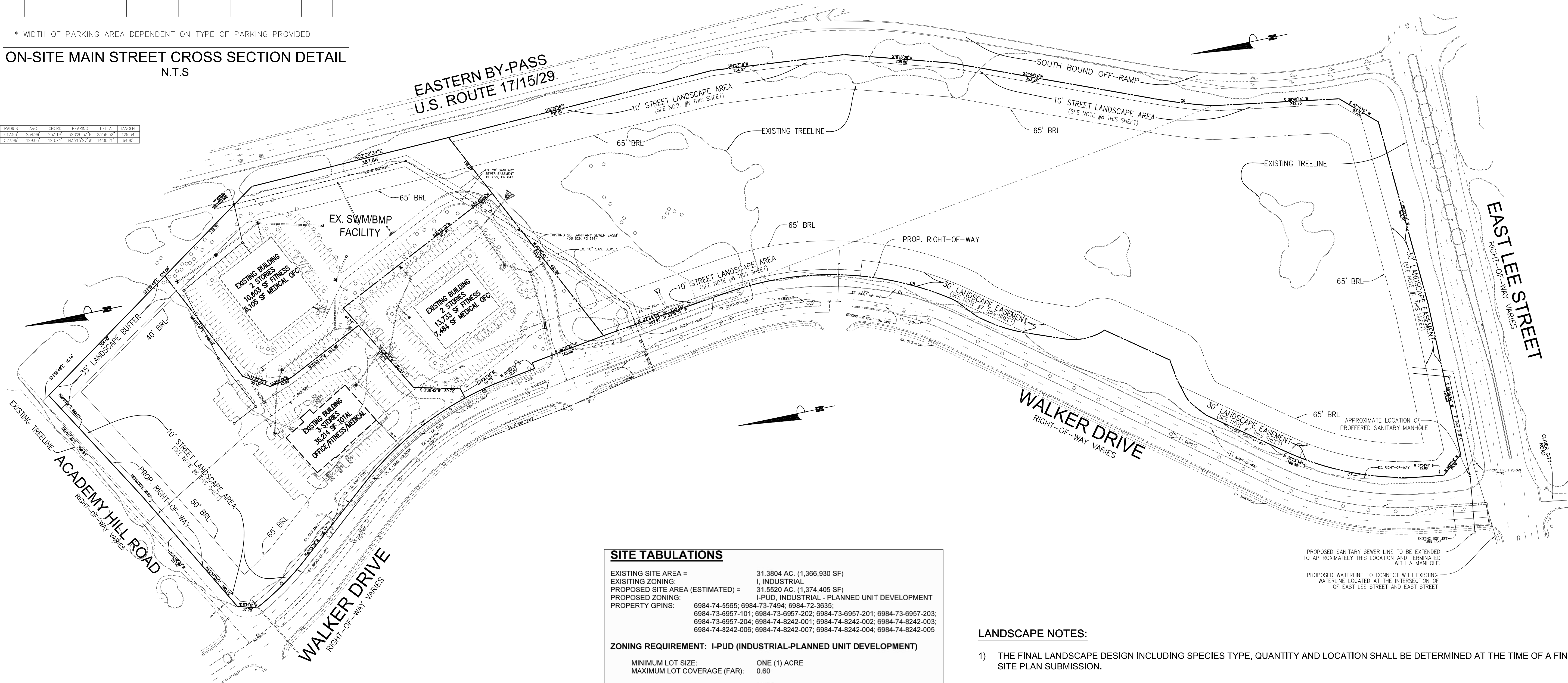
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5	5/15/17	PER REVIEW COMMENTS	
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3	12/2/16	PER REVIEW COMMENTS	
2	9/19/16	PER REVIEW COMMENTS	
1	7/18/16	PER REVIEW COMMENTS	
DESIGN: M.A.J.			
DRAWN: R.C.N.			
DATE: 5/19/17			
SCALE: 1"=100'			
2 OF 5			



* WIDTH OF PARKING AREA DEPENDENT ON TYPE OF PARKING PROVIDED

ON-SITE MAIN STREET CROSS SECTION DETAIL N.T.S.

CURVE	RADIUS	ARC	CHORD	BEARING	DELTA	TANGENT
C1	617.96'	254.99'	253.19'	S28°20'33"E	23°36'52"	129.34'
C2	527.96'	129.96'	126.74'	N33°15'27"W	14°00'21"	44.89'



SITE TABULATIONS

EXISTING SITE AREA = 31.3804 AC. (1,366,930 SF)
EXISTING ZONING: I, INDUSTRIAL
PROPOSED SITE AREA (ESTIMATED) = 31.5520 AC. (1,374,405 SF)
PROPOSED ZONING: I-PUD, INDUSTRIAL - PLANNED UNIT DEVELOPMENT
PROPERTY GPINS: 6984-74-5565; 6984-73-7494; 6984-72-3635;
6984-73-6957-101; 6984-73-6957-202; 6984-73-6957-201; 6984-73-6957-203;
6984-73-6957-204; 6984-74-8242-001; 6984-74-8242-002; 6984-74-8242-003;
6984-74-8242-006; 6984-74-8242-007; 6984-74-8242-004; 6984-74-8242-005

ZONING REQUIREMENT: I-PUD (INDUSTRIAL-PLANNED UNIT DEVELOPMENT)

MINIMUM LOT SIZE: ONE (1) ACRE
MAXIMUM LOT COVERAGE (FAR): 0.60

SETBACK REGULATIONS (OUTER BOUNDARY):
SIXTY-FIVE FEET (65') FROM THE RIGHT-OF-WAY OF A COLLECTOR STREET HAVING RIGHT-OF-WAY GREATER THAN FIFTY FEET (50').

FORTY FEET (40') FROM THE RIGHT-OF-WAY AND LAND SERVICE DRIVE.

FIFTY FEET (50') FROM THE RIGHT-OF-WAY OF A LOCAL STREET HAVING RIGHT-OF-WAY OF FIFTY FEET (50'), OR LESS.

FRONTAGE REQUIREMENTS: MINIMUM ONE-HUNDRED FEET (100').

YARD REGULATIONS (OUTER PROJECT BOUNDARY):

SIDE: TWENTY-FIVE FEET (25') ADJACENT TO "C" OR "I" DISTRICT; FIFTY FEET (50') ADJACENT TO "R" DISTRICT
REAR: FORTY FEET (40') ADJACENT TO "C" OR "I" DISTRICT; SIXTY-FIVE FEET (65') ADJACENT TO "R" DISTRICT

INTERNAL LOT LINES: ZERO SETBACK

PROPOSED LOT COVERAGE:

NON-RESIDENTIAL BUILDING AREA (GSF EST.) = 256,014+/- SF
INDUSTRIAL USE = 144,046+/- SF*
COMMERCIAL USE = 111,968+/- SF
MULTI-FAMILY RESIDENTIAL BUILDING AREA (EST) = 140,824+/- SF
TOTAL BUILDING FLOOR AREA (GSF EST.) = 396,838+/- SF (256,014+140,824)
SITE FAR (EST.) = 0.289+/- (396,838/1,374,405)

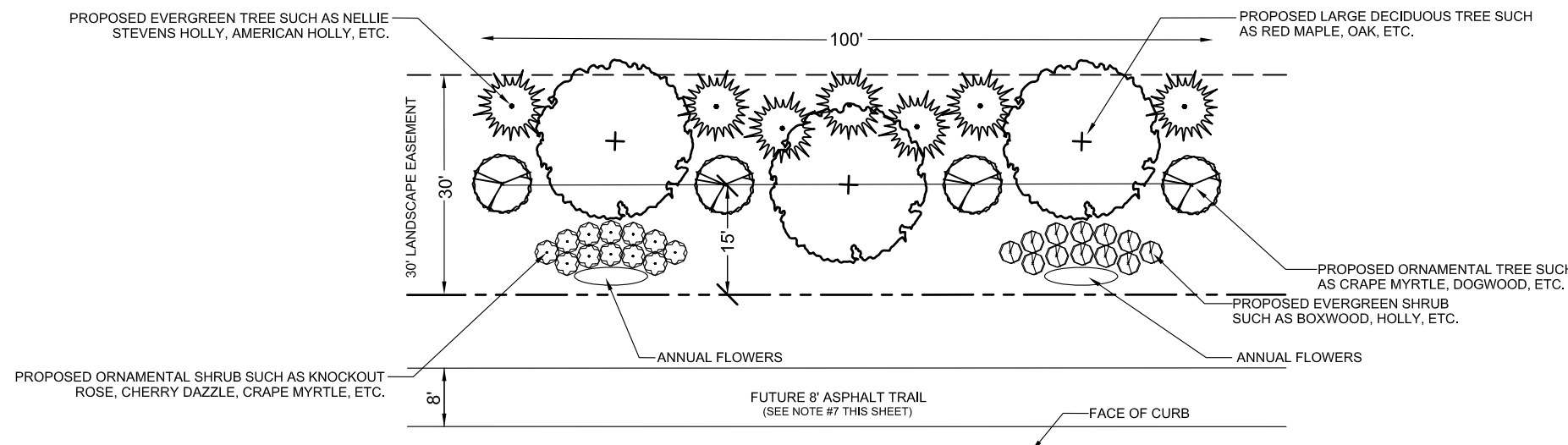
* INCLUDES EXISTING BUILDING AREAS.

I-PUD DEVELOPMENT STANDARDS:

USE TYPE	TARGET USE %
INDUSTRIAL	50% MIN.
COMMERCIAL	30% MAX.
MIXED USE RESIDENTIAL	5% MIN., 35% MAX.
RESIDENTIAL	20% MAX.
OPEN SPACE	MIN. 20%
OPEN SPACE BONUS – HEALTHY LIFESTYLE, AMENITIES AND/OR CIVIC GREENS	15%

LANDSCAPE NOTES:

- THE FINAL LANDSCAPE DESIGN INCLUDING SPECIES TYPE, QUANTITY AND LOCATION SHALL BE DETERMINED AT THE TIME OF A FINAL SITE PLAN SUBMISSION.
- LANDSCAPING SUBMITTED WITH A FINAL SITE PLAN SHALL BE SUBJECT TO ALL APPLICABLE TOWN OF WARRENTON REGULATIONS - UNLESS WAIVED BY THE TOWN OF WARRENTON PRIOR TO OR DURING THE SITE PLAN REVIEW PROCESS.
- THE LANDSCAPE PLAN SUBMITTED AT THE TIME OF FINAL SITE PLAN SHALL PROVIDE FOR THE PLANTING OR REPLACEMENT OF TREES ON THE SITE TO THE EXTENT THAT, AT 20 YEARS, A MINIMUM OF 10% TREE CANOPY SHALL BE PROVIDED.
- THE LANDSCAPE PLAN SUBMITTED AT THE TIME OF FINAL SITE PLAN SHALL PROVIDE INTERIOR PARKING LOT LANDSCAPING IN ACCORDANCE WITH THE ZONING ORDINANCE. THIS INCLUDES AN AREA EQUAL TO OR GREATER THAN 10% PERCENT OF THE PAVED PARKING AREA WHICH SHALL BE LANDSCAPED. ADDITIONALLY, LANDSCAPING SHALL BE PROVIDED AT A RATE OF ONE (1) TREE AND THREE (3) SHRUBS FOR EVERY EIGHT (8) PARKING SPACES.
- THE LANDSCAPE PLAN SUBMITTED AT THE TIME OF FINAL SITE PLAN SHALL PROVIDE TREE SELECTIONS FROM THE ACCEPTABLE TREE SPECIES LIST FOUND IN THE ZONING ORDINANCE.
- THE LANDSCAPE PLAN SUBMITTED AT THE TIME OF FINAL SITE PLAN SHALL PROVIDE PERIMETER PARKING LOT LANDSCAPING WHICH SHALL INCLUDE A MINIMUM EIGHT (8) FEET WIDE LANDSCAPE STRIP WHICH INCLUDES ONE (1) TREE EVERY 50 FEET WHERE THE PARKING ABUTS A PUBLIC RIGHT OF WAY. WHERE PARKING DOES NOT ABUT A PUBLIC RIGHT OF WAY, PERIMETER PARKING LOT LANDSCAPING SHALL INCLUDE A MINIMUM FIVE (5) FEET WIDE LANDSCAPE STRIP WHICH INCLUDES ONE (1) TREE AND THREE (3) SHRUBS EVERY 50 FEET.
- THE LANDSCAPE PLAN SUBMITTED AT THE TIME OF FINAL SITE PLAN SHALL PROVIDE LANDSCAPE PLANTINGS AS SHOWN IN THE "30' LANDSCAPE EASEMENT PLANTING DETAIL" INCLUDED ON THIS SHEET. THIS AREA SHALL UTILIZE SCREENING MEASURES SUCH AS, BUT NOT LIMITED TO, SHRUBS AND EARTH BERMING. SUFFICIENT MEASURES SHALL BE INSTALLED TO SCREEN PARKED CARS ADJACENT TO THESE LANDSCAPE AREAS. THE LANDSCAPE AREA REFERENCED HEREIN CAN CONTAIN WITHIN ITS BOUNDARY THE PROFFERED EIGHT FOOT (8') ASPHALT TRAIL, SIGNAGE, UTILITY CROSSINGS AND SITE ENTRANCES "A" AND "B".
- THE LANDSCAPE PLAN SUBMITTED AT THE TIME OF FINAL SITE PLAN SHALL PROVIDE STREET TREE PLANTINGS (EXCLUSIVE OF THE 30' LANDSCAPE EASEMENT AREA DESCRIBED IN NOTE #7 ABOVE) IN ACCORDANCE WITH THE ZONING ORDINANCE. THIS INCLUDES LANDSCAPING THAT SHALL BE PROVIDED AT A RATE OF ONE (1) TREE FOR EVERY FIFTY (50') OF STREET FRONTAGE.
- ENTRY FEATURES MAY OR MAY NOT INCLUDE A SIGN AND / OR HARDSCAPE FEATURE SUBJECT TO FINAL DESIGN, ZONING REGULATIONS AND TOWN OF WARRENTON APPROVAL(S).



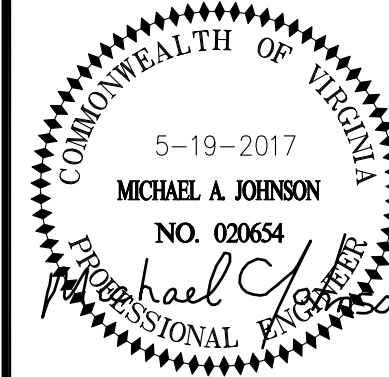
30' LANDSCAPE EASEMENT PLANTING DETAIL N.T.S.

MICHAEL JOHNSON, PE

14307 BROUGHTON PLACE
GAINESVILLE, VIRGINIA 20155
TEL: (703)609-1776 FAX: (571)223-5016

ON-SITE PROFFER PLAN WALKER DRIVE PROPERTIES

TOWN OF WARRENTON, VIRGINIA



NO.	DATE	DESCRIPTION	TOWN REVISIONS
6	5/19/17	PER REVIEW COMMENTS	
5	5/15/17	PER REVIEW COMMENTS	
4	3/13/17	PER REVIEW COMMENTS	
3	12/12/16	PER REVIEW COMMENTS	
2	9/19/16	PER REVIEW COMMENTS	
1	7/18/16	PER REVIEW COMMENTS	

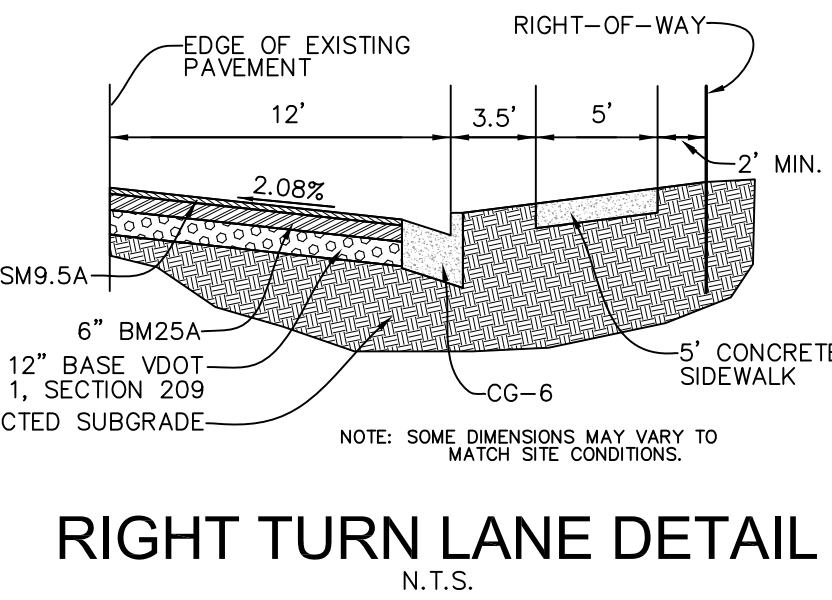
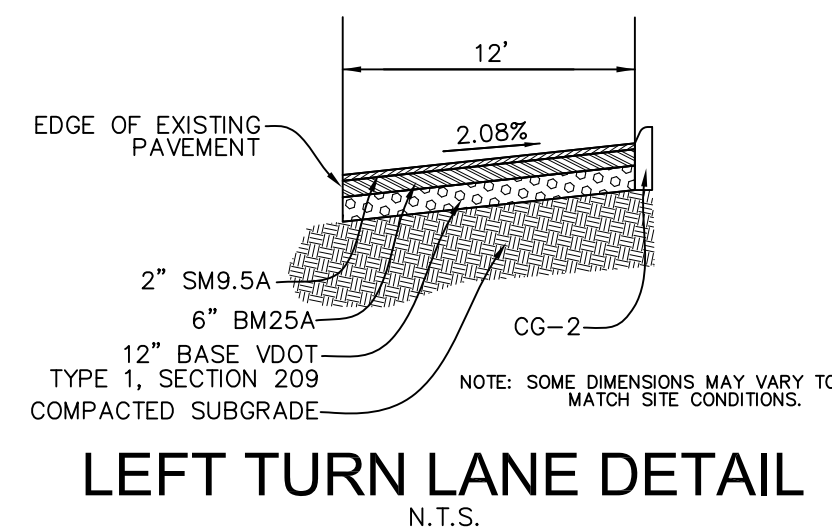
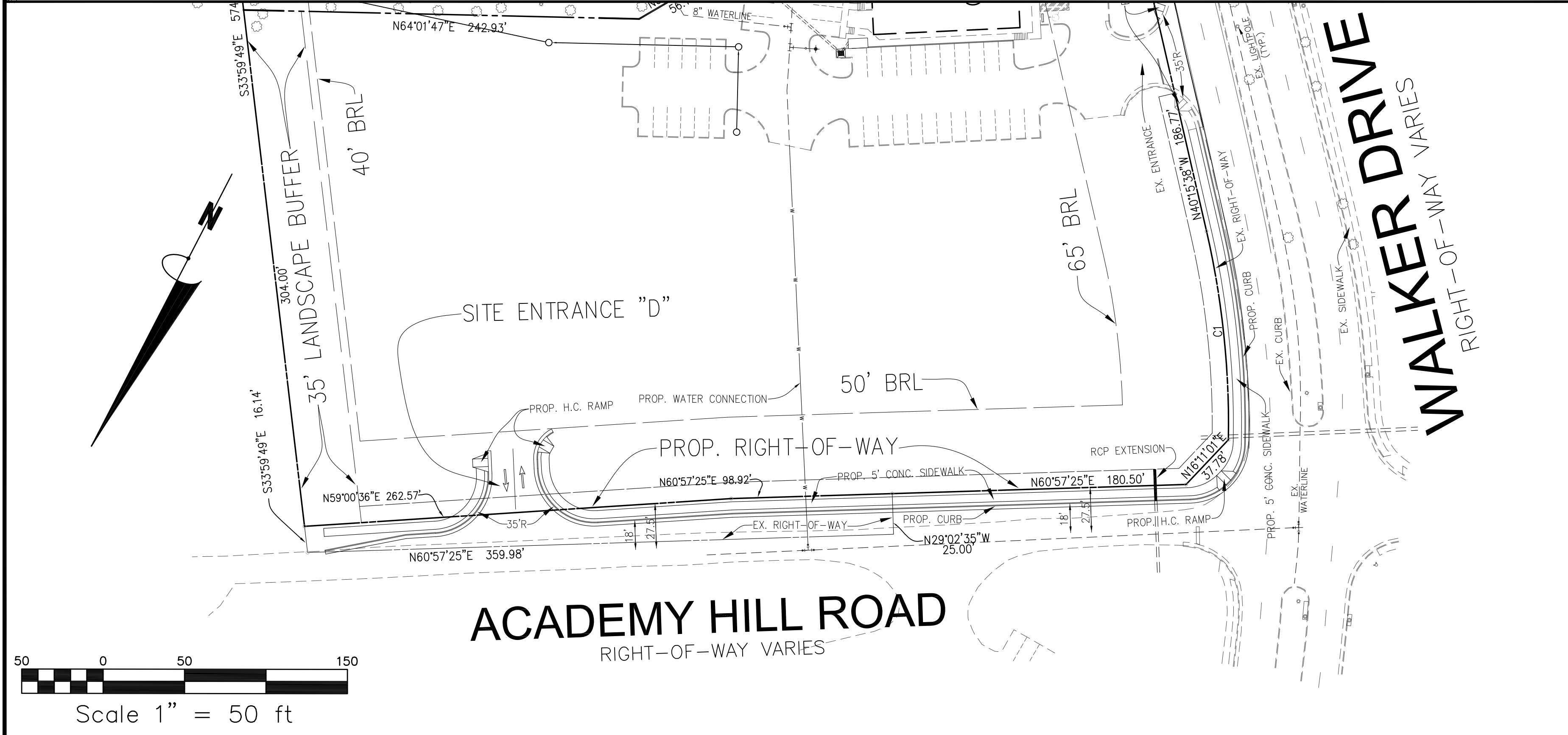
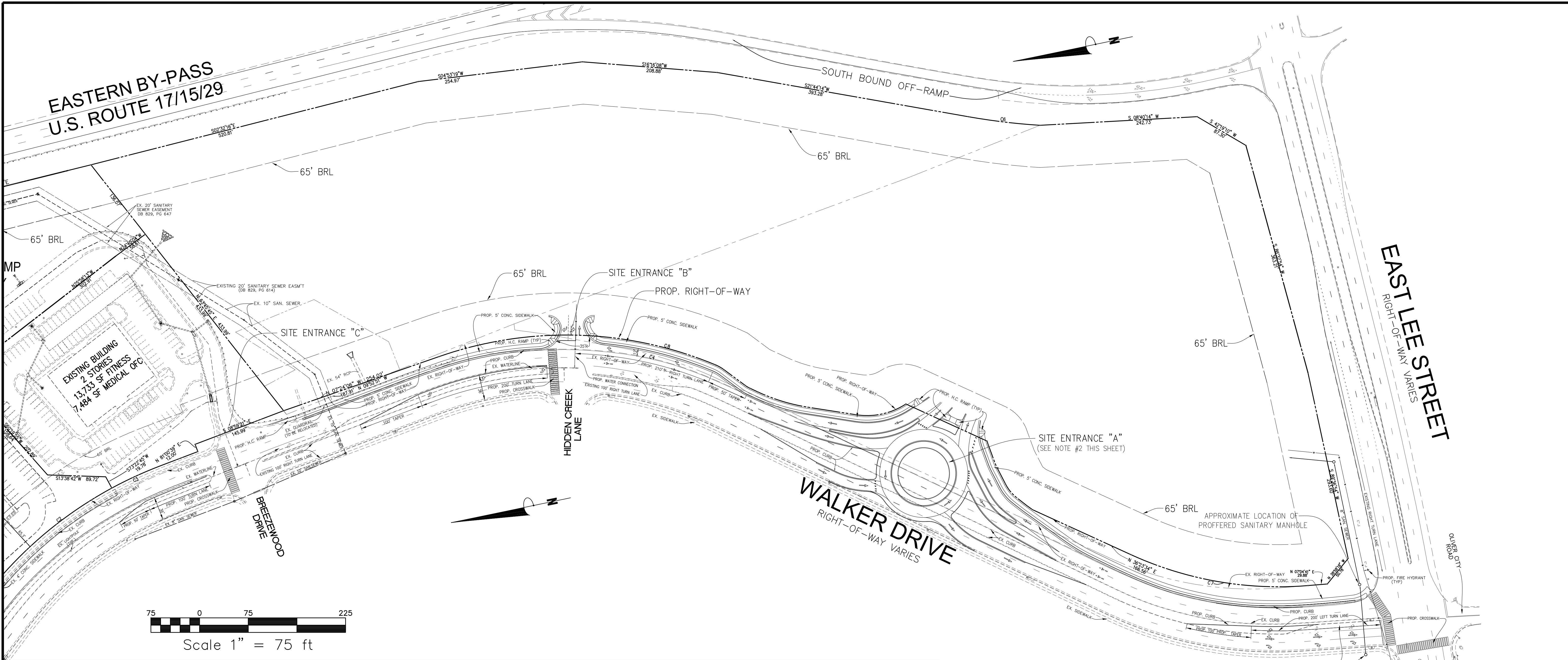
DESIGN: M.A.J.

DRAWN: R.C.N.

DATE: 5/19/17

SCALE: 1"=100'

3 OF 5



- NOTES:
- 1) THE IMPROVEMENTS SHOWN ON THIS SHEET ARE PROFFERED AS SPECIFIED IN THE PROFFER STATEMENT SUBMITTED FOR THIS REZONING.
 - 2) REFER TO PROFFERS FOR SUPPLEMENTAL INFORMATION REGARDING IMPROVEMENT REQUIREMENTS FOR THIS INTERSECTION. THE ROUNDABOUT SHOWN IS FOR ILLUSTRATIVE PURPOSES ONLY. THE CONFIGURATION IS SUBJECT TO CHANGE ONCE FINAL ENGINEERING IS COMPLETE.
 - 3) REFER TO PROFFERS FOR SUPPLEMENTAL INFORMATION REGARDING IMPROVEMENT REQUIREMENTS FOR THIS INTERSECTION.
 - 4) THE RIGHT-OF-WAY DEDICATION SHOWN MAY VARY DUE TO ISSUES ENCOUNTERED DURING FINAL ENGINEERING.

MICHAEL JOHNSON, PE

14307 BROUGHTON PLACE
GAINESVILLE, VIRGINIA 20155
TEL: (703)609-1776 FAX: (571)223-5016

TRANSPORTATION PROFFER PLAN

WALKER DRIVE PROPERTIES

CENTER MAGISTERIAL DISTRICT
TOWN OF WARRENTON, VIRGINIA

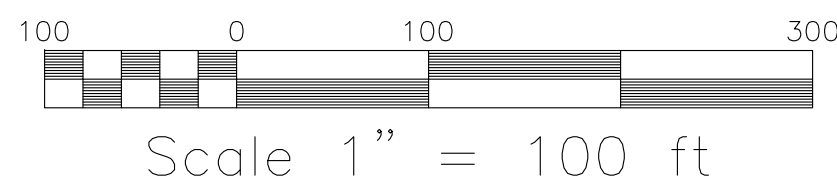
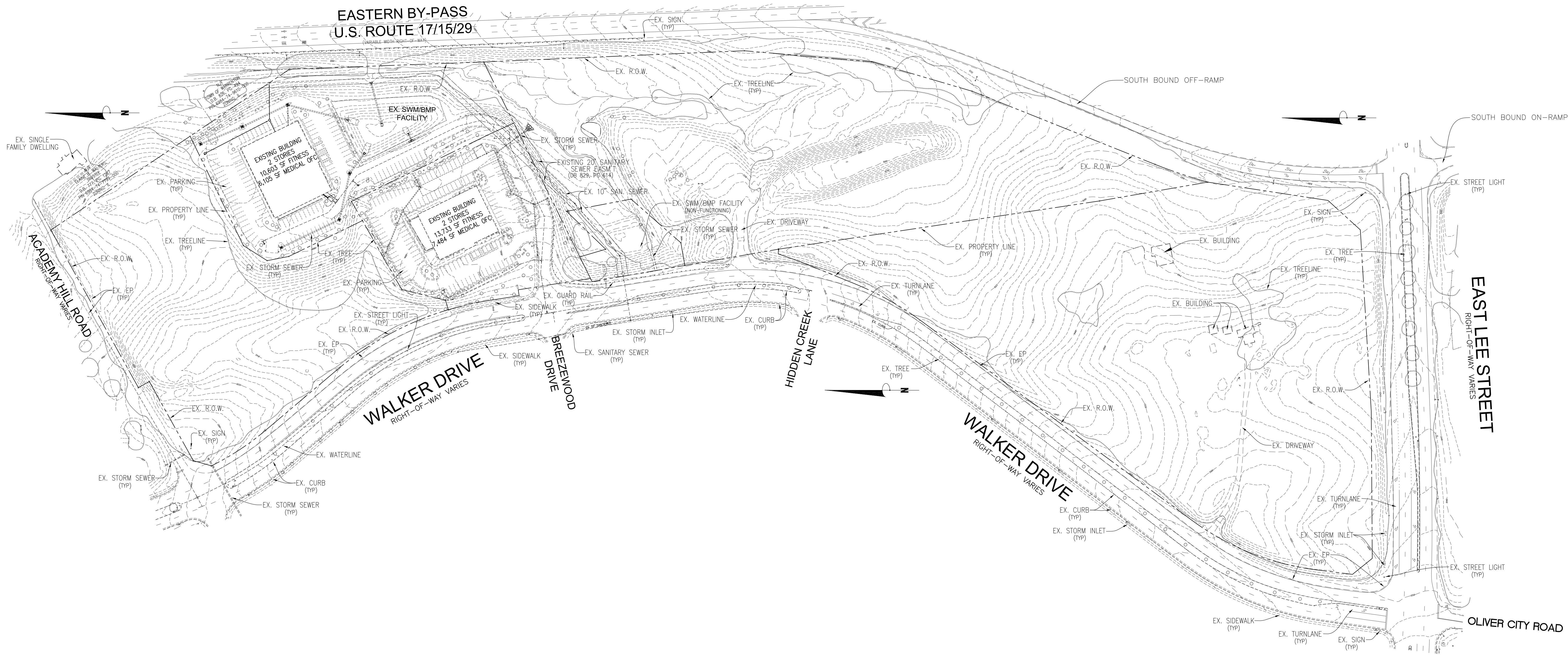
5-19-2017

MICHAEL A. JOHNSON

NO. 020654

PROFESSIONAL ENGINEER

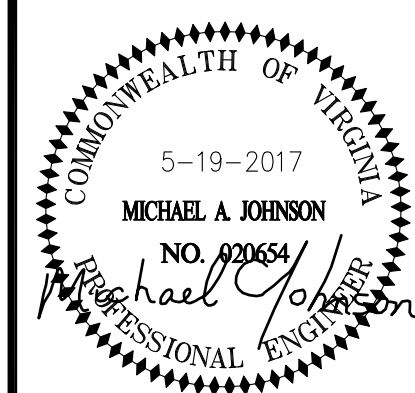
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2	9/19/16	PER REVIEW COMMENTS	
1	7/18/16	PER REVIEW COMMENTS	
NO.	DATE	DESCRIPTION	
DESIGN: M.A.J.			
DRAWN: R.C.N.			
DATE: 5/19/17			
SCALE: VARIES			
4 OF 5			



MICHAEL JOHNSON, PE
14307 BROUGHTON PLACE
GAINESVILLE, VIRGINIA 20155
TEL: (703)609-1776 FAX: (571)223-5016

**EXISTING CONDITIONS
WALKER DRIVE PROPERTIES**

TOWN OF WARRENTON, VIRGINIA



TOWN REVISIONS	
NO.	DESCRIPTION
6	15/19/17 PER REVIEW COMMENTS
5	15/15/17 PER REVIEW COMMENTS
4	13/13/17 PER REVIEW COMMENTS
3	12/22/16 PER REVIEW COMMENTS
2	9/19/16 PER REVIEW COMMENTS
1	7/18/16 PER REVIEW COMMENTS
DESIGN:	M.A.J.
DRAWN:	R.C.N.
DATE:	5/19/17
SCALE:	1"=100'
5 OF 5	

PROPERTY OWNERS INFORMATION TABLE

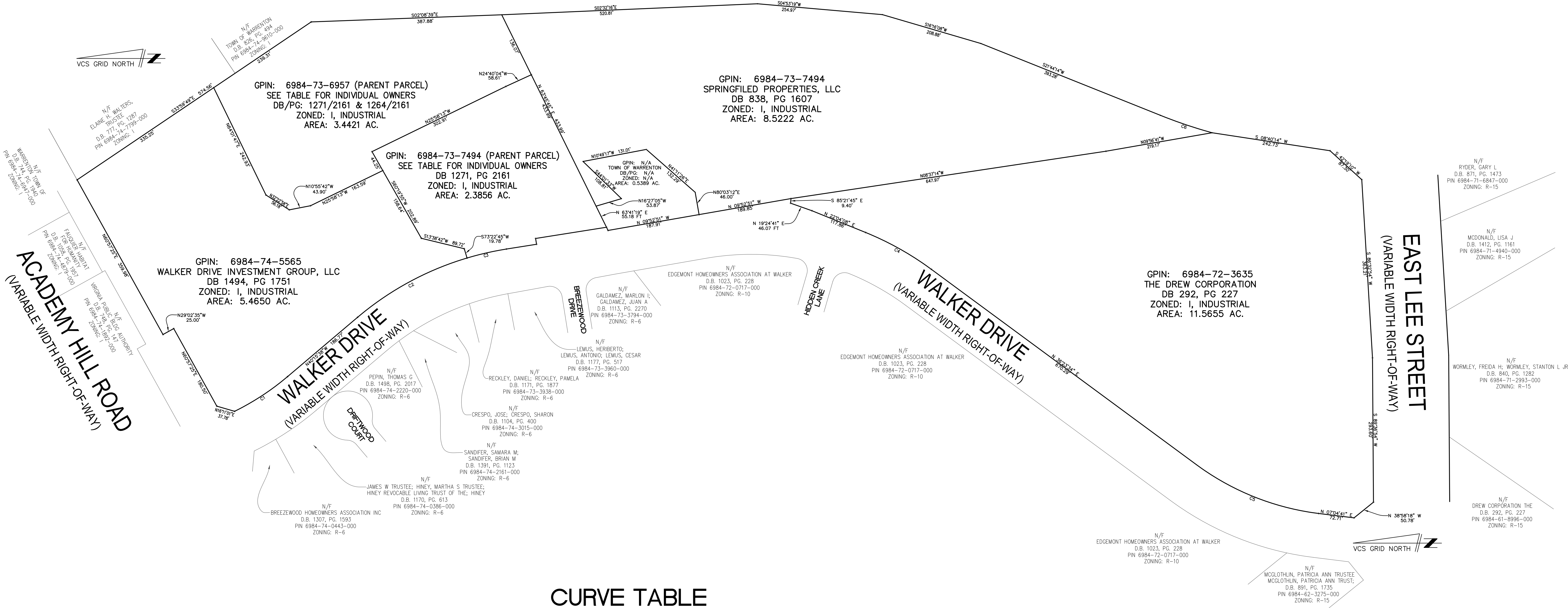
GPIN:	OWNER:	CURRENT ZONING:	PARCEL AREA:	DEED BOOK / PAGE:
6984-74-5565	WALKER DRIVE INVESTMENT GROUP, LLC	I, INDUSTRIAL	5.4650 AC.	1494/1751
6984-73-7494	SPRINGFILED PROPERTIES, LLC	I, INDUSTRIAL	8.5222 AC.	838/1607
6984-72-3635	THE DREW CORPORATION	I, INDUSTRIAL	11.5655 AC.	292/227
6984-73-6957-101*	CCMK, LLC	I, INDUSTRIAL	3.4421 AC.**	1264/697; 1271/2161
6984-73-6957-202*	CCMK, LLC	I, INDUSTRIAL	3.4421 AC.**	1264/697; 1271/2161
6984-73-6957-201*	RAM HOLDINGS, LLC	I, INDUSTRIAL	3.4421 AC.**	1301/2
6984-73-6957-203*	J.S. WOODSIDE PROPERTIES, LLC	I, INDUSTRIAL	3.4421 AC.**	1407/1005
6984-73-6957-204*	J.S. WOODSIDE PROPERTIES, LLC	I, INDUSTRIAL	3.4421 AC.**	1301/119
6984-74-8242-001*	HIRSHMAN HOOVER, LLC	I, INDUSTRIAL	2.3856 AC.**	1420/499
6984-74-8242-002*	J.L. WOODSIDE PROPERTIES, LLC	I, INDUSTRIAL	2.3856 AC.**	1411/1463
6984-74-8242-003*	F&R DEVELOPMENT, LLC	I, INDUSTRIAL	2.3856 AC.**	1391/1847
6984-74-8242-006*	F&R DEVELOPMENT, LLC	I, INDUSTRIAL	2.3856 AC.**	1391/1847
6984-74-8242-007*	F&R DEVELOPMENT, LLC	I, INDUSTRIAL	2.3856 AC.**	1391/1847
6984-74-8242-004*	CCMK, LLC	I, INDUSTRIAL	2.3856 AC.**	1427/1228
6984-74-8242-005*	CCMK, LLC	I, INDUSTRIAL	2.3856 AC.**	1427/1228
TOTAL AREA =			31.3804 AC.	
* DENOTES CONDOMINIUM OWNERSHIP				
** DENOTES ACREAGE OF PARENT PARCEL				

NOTES:

- THE INFORMATION SHOWN ON THIS SHEET HAVE BEEN TAKEN FROM INFORMATION OF RECORD AND DOES NOT REPRESENT BOUNDARY SURVEYS PERFORMED BY MICHAEL JOHNSON, PE.
- NO TITLE REPORTS FURNISHED.

EASTERN BYPASS

STATE ROUTES 29, 17 & 15
(VARIABLE WIDTH RIGHT-OF-WAY)



CURVE TABLE

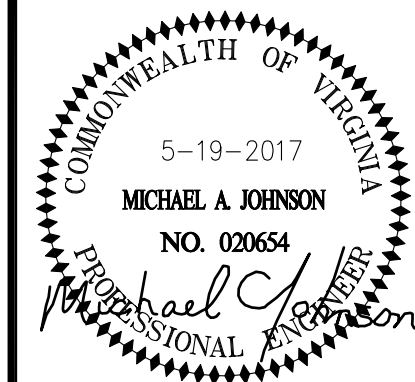
NUMBER	DEFLECTION RIGHT	DELTA ANGLE	DEGREE OF CURVE (ARC)	CHORD DIRECTION	TANGENT	RADIUS	ARC LENGTH
C1	14°00'21"	14°00'21"	10°51'08"	N 33°15'27" W	64.85	527.96	129.06
C2	23°38'32"	23°38'32"	09°16'18"	N 28°26'33" W	129.34	617.96	254.99
C3	07°37'56"	07°37'56"	09°16'18"	N 12°48'19" W	41.22	617.96	82.32
C4	14°15'18"	14°15'18"	09°16'18"	N 29°15'54" E	77.27	617.96	153.75
C5	29°18'55"	29°18'55"	10°51'09"	N 21°44'08" E	138.09	527.95	270.12
C6	06°20'11"	06°20'11"	05°42'05"	N 18°38'24" E	55.62	1004.93	111.14

MICHAEL JOHNSON, PE

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ZONING PLAT
WALKER DRIVE PROPERTIES

TOWN OF WARRENTON, VIRGINIA



NO.	DATE	DESCRIPTION	COUNTY REVISIONS
6	5/19/17	PER REVIEW COMMENTS	
5	5/15/17	PER REVIEW COMMENTS	
4	3/13/17	PER REVIEW COMMENTS	
3	12/2/16	PER REVIEW COMMENTS	
2	9/19/16	PER REVIEW COMMENTS	
1	7/18/16	PER REVIEW COMMENTS	
DESIGN: M.A.J.			
DRAWN: R.C.N.			
DATE: 5/19/17			
SCALE: 1"=100'			
1 OF 1			

**THE POTENTIAL FISCAL/ECONOMIC IMPACTS OF THE PROPOSED WALKER
DRIVE IPUD REZONING APPLICATION**

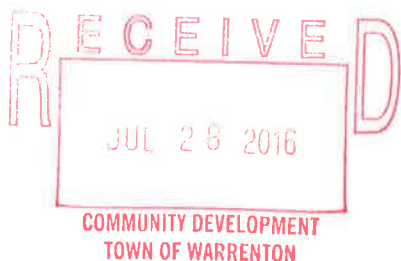
April 15, 2016

Revised July 18, 2016

Background. The Applicants, East Side Investment Group, LLC, Springfield Real Properties, LLC, and Walker Drive Investment Group, LLC (hereinafter, the "Applicants") have proposed to rezone approximately 32 acres from I, Industrial, to I-PUD, Industrial Planned United Development on Walker Drive in the Town. The Applicants have been asked to provide additional information regarding the potential fiscal impact of the proposal upon its development. While full buildout is anticipated to take a number of years, it is possible to identify the economic impact of the proposal even in its conceptual stage. It is the Applicants' intention to develop what is known as a "Lifestyle Center," described further below.

The Applicant continues to believe it does not require detailed econometric studies to project that the fiscal impact of the development will be positive both for the Town of Warrenton, and for Fauquier County and that the development of the Property as proposed will create greater value for the Town than the by-right development of the land. Under the existing industrial zoning and subject only to site plan approval, the properties could incorporate a hotel, and perhaps one or two restaurants. The balance of the land could support either office or flex/warehouse uses, but the market for office space in Warrenton and the surrounding area is weak and there are already two office buildings on the property. This suggests that the balance of the project would likely consist of flex/warehouse space. It can be reasonably assumed that the taxable value of land from the development of flex/warehouse space would be significantly less than that under the proposed zoning map amendment. Additionally, it is reasonable to assume that the type of hotel/motel and restaurant that would be attracted to an area dominated by flex/warehouse uses would be substantially less valuable and produce less tax revenue than those that would be interested in a planned mixed-use project.

Local tax benefits. Assuming approval of a rezoning for this Project, at buildout (excluding existing structures and the additional structure now being constructed by right) the site would include approximately 180,000 square feet of commercial/retail/industrial space, 76 apartments, and 40 residential condominium units. Making reasonable assumptions of sales levels, assessed values per square foot, tax rates, etc. as shown in the attached table, and based on conversations with persons experienced in such matters; it is possible to estimate the following tax revenues expected to be generated by the project annually:



	<u>Town of Warrenton</u>	<u>Fauquier County</u>
Real Estate Taxes	\$ 9,500	\$ 740,000
F F & E Taxes	40,500	106,000
Business License Tax	31,000	
Meals Tax	880,000	
Sales Tax		530,000
Total Annual Revenue	\$961,000	\$1,376,000

It can be anticipated that most of the revenues (and therefore taxes) generated from this project will not adversely affect existing area sales. The entertainment sales tax revenue will be generated from local area patrons who would not otherwise shop in in the immediate vicinity. Much of the retail/food sales would be generated from captured business from the 40+ thousand trips per day that VDOT reports travel the eastern by-pass, where potential shoppers must go to Gainesville to the north, or southbound to Fredericksburg/Culpeper.

Additional economic impact beyond direct taxation. Additional economic impact (and consequently, additional public revenues) would come from the construction and operation of the project itself. It is estimated that the retail/industrial component of this project will create numerous jobs during development/construction of the project. Continuing operations after construction and lease-up would be expected to employ people in operating, management, and support positions, providing a future, annual economic benefit.

The development of this Property as proposed has had demonstrably beneficial results in other localities, from Northern Virginia to Northern California. Because of their accessibility and walkability, they can function similarly to a downtown area. They offer more than a “retail experience” because of that accessibility and scale and are increasingly attractive to millennials.

In 2006, Regional Economic Models, Inc., of Andover, MA (REMI) prepared a study on the “Economic Impact of Shopping Center Development” for the International Council of Shopping Centers (ICSC). In it, REMI calculated the impact of construction and operation of four types of shopping centers (Regional Mall, Power Center, Lifestyle Center, and Community Center) on three types of economic regions (Metropolitan Statistical Area, City Area, and Suburb Area).

A Lifestyle Center in a Suburban Area, the closest model to that proposed in this rezoning, is defined as one developed near affluent residential areas including at least 50,000 square feet of retail space occupied by upscale specialty stores. Elements of a Lifestyle Center define its role as a “multi-purpose leisure-time destination including restaurants, entertainment,

and design ambience and amenities such as fountains and street furniture that are conducive to casual browsing.” The economic impact has been adjusted for the size of the proposed center, 175,000 square feet. Based on REMI numbers, it is estimated that the non-residential component of this project will create an estimated 133 jobs during development/construction with a Gross Regional Product impact of \$16M, and an addition of \$6M to local real disposable personal income. Continuing operations of the project during the first year after construction would be expected to add 325 jobs and provide first year annual economic output of \$47M with an estimated increase in Gross Regional Product of \$28M and an increase in local real disposable personal income of \$8M.¹

Further, the construction of multi-family dwellings (certainly conjunction with an adjacent Lifestyle Center, can be expected to produce significant economic and social benefits to a community. According to the National Multifamily Housing Council, and the National Apartment Association² the construction and operation of 116 multifamily and condo units would contribute over \$20 million to the area economy annually in the form of combined direct and indirect expenses connected with construction, operations, and residents spending, and support approximately 126 construction jobs. Annual operation and maintenance of the units would support three on-site jobs and would provide just under \$1,000,000 in total economic expenditures. Once occupied expenditures by residents would support 46 jobs both directly and overall in the community, and contribute in excess of \$4M annually to the local economy.

Local costs. In addition to consideration of positive economic benefits to the Town, it is reasonable to consider also what costs this development might impose. Because this is predominantly a commercial facility with ancillary residential development, the principal costs that the Town is likely to face would be in police and fire and rescue services. It is also reasonable to assume that the positive tax benefits of commercial development will more than offset any additional requirements that the Police Department, Fire and Rescue, and Inspections may incur in addition to the Town’s present \$3.5M budget for those services. Utility costs and

¹ A complete copy of the REMI study is attached to this Statement. While it has been suggested that the study is dated, its fundamental conclusions remain valid. Indeed, “Lifestyle Centers” are currently a principal focus of the shopping center market. See, e.g., <http://bit.ly/1QfSX0e>. One need only venture to Fairfax Corner off Interstate 66 to see a local example of a successful such development.

² The National Multifamily Housing Council and the National Apartment Association have created a Calculator for estimating potential economic effects of multi-family housing. The numbers set out in the text, above, assume 116 multi-family units in Virginia. (It is possible to use metropolitan areas for comparison but the Applicant has considered a more general focus to be nearer the possibilities of this proposed development). See, <http://bit.ly/297LCV8>.

road network improvements will be absorbed by the developer during the course of development.³

Conclusion. The Applicant submits that this information is both realistic and supportable, and that it the retention of a professional market/fiscal impact analyst is not necessary to a reasonable determination that the development of this Property as proposed would add material economic benefits to the Town and the County, at minimal cost to Warrenton.

³ It is also worth noting that this development, as all developments, will take time to reach buildout and the costs that the Town will absorb will not occur suddenly, but over a period of time during which Town staff will have the opportunity to assess those costs and additional revenues.



Regional Economic Models, Inc.

**Economic Impact of
Shopping Center Developments**

Final Report

**Prepared for
International Council of Shopping Centers**

**By
REMI Consulting, Inc.**

**Using
REMI Policy Insight
Three-Region EDFS-23 Model**

January 9, 2006



306 Lincoln Ave., Amherst, MA 01002
Telephone: (413) 549-1169 Fax: (413) 549-1038
e-mail: info@remi.com

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1. Executive Summary

The International Council of Shopping Centers (ICSC) contracted Regional Economic Models, Inc. (REMI) to perform an economic assessment of shopping center developments in three regional economies within the United States. A shopping center, as defined by ICSC, is 'a group of retail and other commercial establishments that is planned, developed, owned and managed as a single property, with on-site parking provided. The center's size and orientation are generally determined by the market characteristics of the trade area served by the center. The three main physical configurations of shopping centers are malls, open-air centers, and hybrid centers.'¹ The focus of the study is on analyzing the economic benefits to these economies of new shopping center development. ICSC supplied REMI with specific details for three economic regions (Metropolitan Statistical Area (MSA), City Area, Suburb Area)², and 4 types of shopping centers (Regional Mall, Power Center, Lifestyle Center, and Community Center). Expenditures on construction and equipment during the construction phase, and employment during the operational phase, differed by economic region and type of shopping center³.

ICSC asked REMI to model the total economic impacts in three distinct regional economies associated with various levels of site investment and operational employment. To quantify the indirect and induced effects of such developments, REMI captured all direct effects of the developments, including:

- Sales increases to regional construction firms with in-region supply at 100%.
- Sales increases to local equipment manufacturing firms with in-region supply at 50%.
- Operational employment increases for retail, management, and administrative services.

REMI examined the above scenarios using a 23-industry sector, three-region model. While using this model, REMI developed an underlying baseline forecast and thirty-six (36) alternative forecasts for the various economies. Alternative forecasts modeled by REMI show the total net effects of shopping center construction and equipping, and operational employment, independent of one another. Twenty-four (24) of these simulations examined two differing operational concepts for comparison purposes: one with market-place competition, and one without market-place competition. By analyzing these developments with different underlying assumptions for the regional market place, REMI established a realistic range of potential outcomes.

Data for the analysis was provided by ICSC, who provided REMI with projections of total shopping-center-site development costs and employment.

¹ Source: ICSC. ICSC Shopping Center Definitions. Basic Configurations and Types for the United States.

² For this study a "MSA" would be a major city like San Francisco, St. Louis, Chicago, Philadelphia, etc. Examples of a "city" area would be Tucson, Fresno, Wichita, Austin, etc. Examples of a "suburban area" would be Lowell, MA, Novi, MI, Santa Cruz, CA, Daytona Beach, FL, etc.

³ The Median Center Size was taken from a sample of centers from the Directory of Major Mall Database. We sampled 90 centers from each category with 30 from each geographic region. For example, we took 30 power centers in different MSAs, 30 power centers from different city areas, and 30 power centers from suburban areas. This median center sizes were used consistently for all total employment and sales calculations.

Major Findings

Tables contained at the end of this section summarize the economic growth in Year 1, Year 2, Year 3, Year 4, and Year 5, with five year spreads continuing out to Year 25 in the MSA, City, and Suburb Areas due to Regional Mall, Power Center, Lifestyle Center, and Community Center developments and operations. Definitions for the four types of shopping centers are contained below, with details supplied in the appendix.⁴

Regional Mall: This center type provides general merchandise (a large percentage of which is apparel) and services in full depth and variety. Its main attraction is the combination of anchors, which may be traditional, mass merchant, discount, or fashion department stores, with numerous fashion oriented specialty stores. A typical regional center is usually enclosed with an inward orientation of the stores connected by a common walkway. Parking surrounds the outside perimeter.

Power Center: A center dominated by several large anchors, including discount department stores, off-price stores, warehouse clubs, or "category killers," i.e., stores that offer a vast selection in related merchandise categories at very competitive retail prices. The center typically consists of several anchors, some of which may be freestanding (unconnected) and only a minimum amount of small specialty tenants.

Lifestyle Center: Most often located near affluent residential neighborhoods, this center type caters to the retail needs and "lifestyle" pursuits of consumers in its trading area. It has an open-air configuration and typically includes at least 50,000 square feet of retail space occupied by upscale national chain specialty stores. Other elements differentiate the lifestyle center in its role as a multi-purpose leisure-time destination, including restaurants, entertainment, and design ambience and amenities such as fountains and street furniture that are conducive to casual browsing. These centers may be anchored by one or more conventional or fashion specialty department stores.

Community Center: A community center typically offers a wider range of apparel and other soft goods than the neighborhood center. Among the more common anchors are supermarkets, super drugstores, and discount department stores. Community center tenants sometimes contain value-oriented big-box category-dominant retailers selling such items as apparel, home improvement/furnishings, toys, electronics or sporting goods. The center is usually configured in a straight line as a strip, or may be laid out in an L or U shape, depending on the site and design. Of the eight center types, community centers encompass the widest range of formats. For example, certain centers that are anchored by a large discount department store often have a discount focus. Others with a high percentage of square footage allocated to off-price retailers can be termed offprice centers.

Construction of a new shopping center, in conjunction with the operational employment at the center, stimulates positive growth in the regional economy. The total net impact of the operational employment is modeled under two different assumptions: with and without market-place displacement effects. If a retailer moves in that supplies a market where it does not compete with other firms in the area, the results will be affected by the percent of local inputs used, and will not

⁴ Source: ICSC, please see appendix for details

displace the activity of other, previously established, retailers. However, this assumption needs to be counterbalanced with a series of alternative runs to determine the total net effect of shopping-center developments and operations with displacement. By providing a range of outcomes, the analysis is more sound and informative. Constructing and equipping the sites is assumed to occur without market-place displacement.

The three economic regions that ICSC designated as the areas of study are regionally distinct, essentially making them one of a kind. Listed below are factors that make the areas distinct from each other as well as from other areas in the United States and abroad.

- Regional Purchase Coefficient (ratio of local demand that is self supplied in region), by industry type
- Trade shares, measured by imports and exports, to contiguous and non-contiguous areas
- Absolute Size
- Industry Composition
- Wage Rates
- Labor Productivity
- Participation Rates
- Relative Employment Opportunities

Economies of different size and composition experience various levels of growth throughout the period of analysis, due to these region-distinct characteristics. Strong growth in employment, largely in the construction, manufacturing, and service sectors, results from site investment and direct employment at the various centers. Job seekers that find work in these industries are compensated at the regional average wage rates and are the largest contributors to the increase in Real Disposable Income (the increase in Real Disposable Income directly affects the increase in consumption). Please see section 2 for a detailed description of the results.

Economic and demographic impacts can be observed in three distinct phases; construction, short-term operations, and long-term operations. The short-term, single year, construction-phase impact creates a high number of jobs in that year due to the increased demands within the construction industry and in a number of manufacturing industries that supply the shopping centers with producers durable equipment. The construction and equipping phase captures all capital investments that are made in an area in a single year (Year 1). The construction phase is a temporary, yet very important, contribution to these economic regions, bringing immediate impacts. Longevity of economic returns is another important factor when evaluating development policies. In the years that follow the construction phase, positive economic growth in the short-term and long-term phases illustrate the net gains, which the regions will reap due to direct employment increases at a variety of centers. The results featured in Tables 1-12 are the total net effects of the direct stimulus plus indirect and induced economic effects.

Regional Mall

Without Market Competition

MSA	YR 1	YR 2	YR 3	YR 4	YR 5	YR 6- YR 10*	YR 11- YR 15*	YR 16- YR 20*	YR 21- YR 25*
Employment	2536	2526	2505	2480	2457	2422	2435	2492	2553
Output (Mil 96\$)	198.8	200.2	200.7	200.9	201.8	1048.6	1180.4	1369.0	1585.7
GRP (Mil 96\$)	121.5	124.6	126.6	128.0	129.5	678.3	761.7	876.9	1008.9
Population (Last Year of Phase)	384	683	926	1128	1296	1837	235	274	316
Real Disp Pers Inc (Mil 96\$)	29.1	31.0	32.9	34.5	35.9	200.1	2107.0	2244.0	2306.0

City Area	YR 1	YR 2	YR 3	YR 4	YR 5	YR 6- YR 10*	YR 11- YR 15*	YR 16- YR 20*	YR 21- YR 25*
Employment	3001	3149	3249	3313	3357	3449	3586	3728	3882
Output (Mil 96\$)	246.8	264.7	277.8	287.6	296.0	1599.2	1839.3	2143.9	2503.9
GRP (Mil 96\$)	147.4	161.4	172.2	180.8	188.2	1035.4	1195.0	1383.2	1600.0
Population (Last Year of Phase)	627	1168	1646	2067	2436	3702	4369	4714	4886
Real Disp Pers Inc (Mil 96\$)	56.1	63.4	70.1	75.6	80.4	460.9	548.2	636.8	734.1

Suburb Area	YR 1	YR 2	YR 3	YR 4	YR 5	YR 6- YR 10*	YR 11- YR 15*	YR 16- YR 20*	YR 21- YR 25*
Employment	1234	1239	1235	1225	1216	1201	1215	1255	1301
Output (Mil 96\$)	119.7	122.3	123.4	124.0	124.7	649.7	734.9	858.4	1003.7
GRP (Mil 96\$)	71.9	74.0	75.2	76.0	76.9	403.3	456.5	531.7	619.2
Population (Last Year of Phase)	181	319	430	520	594	820	933	987	1006
Real Disp Pers Inc (Mil 96\$)	20.4	21.7	22.8	23.7	24.5	133.4	153.2	176.5	202.2

* Average Employment

Regional Mall

With Market Competition

MSA	YR 1	YR 2	YR 3	YR 4	YR 5	YR 6- YR 10*	YR 11- YR 15*	YR 16- YR 20*	YR 21- YR 25*
Employment	782	781	777	772	767	761	770	790	810
Output (Mil 96\$)	62.6	63.3	63.7	64.0	64.5	337.6	382.7	444.8	515.6
GRP (Mil 96\$)	38.4	39.5	40.3	40.9	41.4	218.9	247.6	285.8	329.1
Population (Last Year of Phase)	118	210	284	346	398	565	649	692	711
Real Disp Pers Inc (Mil 96\$)	9.1	9.7	10.2	10.7	11.1	61.7	72.2	84.1	97.2

City Area	YR 1	YR 2	YR 3	YR 4	YR 5	YR 6- YR 10*	YR 11- YR 15*	YR 16- YR 20*	YR 21- YR 25*
Employment	278	291	299	305	308	316	326	336	349
Output (Mil 96\$)	24.0	25.6	26.8	27.7	28.5	153.8	176.1	204.3	237.3
GRP (Mil 96\$)	14.5	15.8	16.8	17.6	18.3	100.4	115.3	132.8	153.0
Population (Last Year of Phase)	53	100	141	176	208	315	371	399	412
Real Disp Pers Inc (Mil 96\$)	5.4	6.0	6.5	7.0	7.4	42.2	49.7	57.1	65.3

Suburb Area	YR 1	YR 2	YR 3	YR 4	YR 5	YR 6- YR 10*	YR 11- YR 15*	YR 16- YR 20*	YR 21- YR 25*
Employment	177	178	178	177	177	176	179	186	193
Output (Mil 96\$)	18.3	18.8	19.1	19.3	19.5	102.8	116.9	136.3	159.4
GRP (Mil 96\$)	11.3	11.6	11.9	12.1	12.3	65.1	74.1	86.2	100.4
Population (Last Year of Phase)	26	46	61	74	85	119	136	143	146
Real Disp Pers Inc (Mil 96\$)	3.1	6.6	6.9	7.2	7.4	20.5	23.6	27.1	31.0

* Average Employment

Power Center

Without Market Competition

MSA						YR 6-	YR 11-	YR 16-	YR 21-
	YR 1	YR 2	YR 3	YR 4	YR 5	YR 10*	YR 15*	YR 20*	YR 25*
Employment	330	328	325	322	319	314	316	322	330
Output (Mil 96\$)	26.1	26.3	26.4	26.4	26.5	137.8	155.1	179.8	208.3
GRP (Mil 96\$)	16.0	16.4	16.6	16.8	17.0	89.1	100.1	115.2	132.5
Population (Last Year of Phase)	49	88	120	145	167	235	268	284	290
Real Disp Pers Inc (Mil 96\$)	3.8	4.0	4.3	4.5	4.7	25.9	30.1	35.0	40.3

City Area						YR 6-	YR 11-	YR 16-	YR 21-
	YR 1	YR 2	YR 3	YR 4	YR 5	YR 10*	YR 15*	YR 20*	YR 25*
Employment	362	380	392	400	405	416	432	450	469
Output (Mil 96\$)	30.0	32.1	33.7	34.9	35.9	194.0	223.3	260.6	304.4
GRP (Mil 96\$)	17.9	19.6	20.9	22.0	22.9	125.7	145.2	168.1	194.6
Population (Last Year of Phase)	75	140	198	248	292	444	525	568	589
Real Disp Pers Inc (Mil 96\$)	6.8	7.6	8.4	9.1	9.7	55.3	66.0	76.7	88.3

Suburb Area						YR 6-	YR 11-	YR 16-	YR 21-
	YR 1	YR 2	YR 3	YR 4	YR 5	YR 10*	YR 15*	YR 20*	YR 25*
Employment	372	373	372	369	366	362	366	378	391
Output (Mil 96\$)	36.3	37.1	37.5	37.6	37.9	197.9	223.9	261.3	305.6
GRP (Mil 96\$)	21.8	22.5	22.8	23.1	23.4	122.8	139.1	161.8	188.6
Population (Last Year of Phase)	54	96	129	156	179	247	280	295	300
Real Disp Pers Inc (Mil 96\$)	6.2	6.6	6.9	7.2	7.4	40.4	46.4	53.3	61.2

* Average Employment

Power Center

With Market Competition

MSA	YR 6- YR 11- YR 16- YR 21-								
	YR 1	YR 2	YR 3	YR 4	YR 5	YR 10*	YR 15*	YR 20*	YR 25*
Employment	104	104	103	103	102	101	102	104	107
Output (Mil 96\$)	8.5	8.6	8.7	8.7	8.8	45.9	52.0	60.4	70.1
GRP (Mil 96\$)	5.2	5.4	5.5	5.6	5.6	29.7	33.6	38.8	44.8
Population (Last Year of Phase)	15	27	37	45	52	73	83	88	90
Real Disp Pers Inc (Mil 96\$)	1.2	1.3	1.4	1.5	1.5	8.1	9.3	10.9	12.7

City Area	YR 6- YR 11- YR 16- YR 21-								
	YR 1	YR 2	YR 3	YR 4	YR 5	YR 10*	YR 15*	YR 20*	YR 25*
Employment	36	37	38	39	39	40	41	42	44
Output (Mil 96\$)	3.2	3.4	3.6	3.7	3.8	20.4	23.3	26.9	31.1
GRP (Mil 96\$)	1.9	2.1	2.2	2.3	2.4	13.3	15.3	17.5	20.1
Population (Last Year of Phase)	6	12	17	21	25	37	44	47	49
Real Disp Pers Inc (Mil 96\$)	0.7	0.8	0.9	0.9	0.9	5.3	6.5	7.5	8.2

Suburb Area	YR 6- YR 11- YR 16- YR 21-								
	YR 1	YR 2	YR 3	YR 4	YR 5	YR 10*	YR 15*	YR 20*	YR 25*
Employment	53	53	53	53	53	53	53	55	58
Output (Mil 96\$)	5.6	5.8	5.9	5.9	6.1	32.0	36.3	42.3	49.6
GRP (Mil 96\$)	3.5	3.6	3.6	3.7	3.8	20.2	23.0	26.8	31.3
Population (Last Year of Phase)	8	14	18	22	25	36	40	42	43
Real Disp Pers Inc (Mil 96\$)	0.9	1.0	1.1	1.1	1.2	6.3	7.0	7.7	8.6

* Average Employment

Lifestyle Center

Without Market Competition

MSA	YR 1	YR 2	YR 3	YR 4	YR 5	YR 6- YR 10*	YR 11- YR 15*	YR 16- YR 20*	YR 21- YR 25*
Employment	1130	1125	1116	1105	1094	1078	1083	1108	1135
Output (Mil 96\$)	88.7	89.3	89.5	89.7	90.1	468.1	527.3	612.0	709.4
GRP (Mil 96\$)	54.1	55.5	56.3	57.0	57.6	302.0	339.2	391.0	450.2
Population (Last Year of Phase)	170	302	409	498	572	809	926	986	1011
Real Disp Pers Inc (Mil 96\$)	12.8	13.7	14.5	15.2	15.9	88.2	103.4	120.4	138.7

City Area	YR 1	YR 2	YR 3	YR 4	YR 5	YR 6- YR 10*	YR 11- YR 15*	YR 16- YR 20*	YR 21- YR 25*
Employment	1066	1119	1155	1178	1194	1227	1276	1328	1383
Output (Mil 96\$)	87.4	93.8	98.4	101.9	104.9	566.9	652.5	761.0	889.2
GRP (Mil 96\$)	52.1	57.1	61.0	64.0	66.6	366.8	423.7	490.7	567.7
Population (Last Year of Phase)	224	418	589	739	872	1324	1565	1690	1752
Real Disp Pers Inc (Mil 96\$)	19.9	22.5	24.9	26.8	28.5	163.7	195.0	226.6	261.3

Suburb Area	YR 1	YR 2	YR 3	YR 4	YR 5	YR 6- YR 10*	YR 11- YR 15*	YR 16- YR 20*	YR 21- YR 25*
Employment	993	997	993	985	978	966	977	1009	1046
Output (Mil 96\$)	95.8	97.9	98.9	99.3	99.9	520.4	588.6	687.3	803.5
GRP (Mil 96\$)	57.4	59.1	60.1	60.7	61.4	322.2	364.8	424.8	494.7
Population (Last Year of Phase)	145	257	346	418	477	659	750	792	808
Real Disp Pers Inc (Mil 96\$)	16.3	17.4	18.3	19.0	19.7	107.1	123.0	141.6	162.1

* Average Employment

Lifestyle Center

With Market Competition

MSA	YR 1	YR 2	YR 3	YR 4	YR 5	YR 6- YR 10*	YR 11- YR 15*	YR 16- YR 20*	YR 21- YR 25*
Employment	353	353	351	348	346	343	347	356	365
Output (Mil 96\$)	28.4	28.7	28.9	29.0	29.3	153.4	174.0	202.4	234.8
GRP (Mil 96\$)	17.4	17.9	18.2	18.5	18.8	99.2	112.3	129.8	149.5
Population (Last Year of Phase)	53	94	127	155	177	251	287	306	313
Real Disp Pers Inc (Mil 96\$)	4.1	4.3	4.6	4.8	4.9	27.4	31.9	37.2	42.9

City Area	YR 1	YR 2	YR 3	YR 4	YR 5	YR 6- YR 10*	YR 11- YR 15*	YR 16- YR 20*	YR 21- YR 25*
Employment	94	99	102	104	106	109	112	117	122
Output (Mil 96\$)	7.9	8.5	8.9	9.2	9.5	51.2	58.7	68.5	79.8
GRP (Mil 96\$)	4.7	5.2	5.5	5.8	6.1	33.3	38.4	44.3	51.2
Population (Last Year of Phase)	19	36	51	63	75	114	134	146	152
Real Disp Pers Inc (Mil 96\$)	1.8	2.0	2.2	2.4	2.5	14.5	17.1	20.1	23.3

Suburb Area	YR 1	YR 2	YR 3	YR 4	YR 5	YR 6- YR 10*	YR 11- YR 15*	YR 16- YR 20*	YR 21- YR 25*
Employment	138	140	139	139	139	138	141	146	152
Output (Mil 96\$)	14.1	14.5	14.7	14.9	15.0	79.3	90.4	105.9	124.1
GRP (Mil 96\$)	8.6	8.9	9.1	9.2	9.4	49.9	57.0	66.5	77.7
Population (Last Year of Phase)	20	36	48	58	67	95	109	115	118
Real Disp Pers Inc (Mil 96\$)	2.4	2.5	2.7	2.8	2.9	15.8	18.2	20.9	24.0

* Average Employment

Community Center

Without Market Competition

MSA	YR 6- YR 11- YR 16- YR 21-								
	YR 1	YR 2	YR 3	YR 4	YR 5	YR 10*	YR 15*	YR 20*	YR 25*
Employment	452	450	447	442	438	431	433	443	454
Output (Mil 96\$)	36.4	36.7	36.8	36.9	37.1	192.8	217.1	251.7	291.6
GRP (Mil 96\$)	22.3	22.9	23.3	23.6	23.8	125.0	140.5	161.7	186.1
Population (Last Year of Phase)	68	121	164	199	228	322	369	392	401
Real Disp Pers Inc (Mil 96\$)	5.3	5.6	5.9	6.2	6.5	35.8	41.8	48.7	56.2

City Area	YR 6- YR 11- YR 16- YR 21-								
	YR 1	YR 2	YR 3	YR 4	YR 5	YR 10*	YR 15*	YR 20*	YR 25*
Employment	656	688	710	724	733	753	782	812	845
Output (Mil 96\$)	54.4	58.4	61.2	63.3	65.2	351.9	404.6	471.5	550.1
GRP (Mil 96\$)	32.6	35.6	38.0	39.8	41.5	228.1	263.1	304.5	352.0
Population (Last Year of Phase)	136	253	356	447	527	800	944	1018	1055
Real Disp Pers Inc (Mil 96\$)	12.3	13.9	15.3	16.5	17.5	100.4	119.5	138.2	158.9

Suburb Area	YR 6- YR 11- YR 16- YR 21-								
	YR 1	YR 2	YR 3	YR 4	YR 5	YR 10*	YR 15*	YR 20*	YR 25*
Employment	538	540	538	534	530	523	529	546	566
Output (Mil 96\$)	53.2	54.4	55.0	55.2	55.6	290.0	328.0	382.8	447.5
GRP (Mil 96\$)	32.1	33.0	33.6	33.9	34.4	180.4	204.3	237.8	276.9
Population (Last Year of Phase)	78	139	187	226	258	356	404	426	434
Real Disp Pers Inc (Mil 96\$)	9.0	9.6	10.1	10.5	10.8	59.1	67.5	77.3	88.4

* Average Employment

Community Center

With Market Competition

MSA	YR 6- YR 11- YR 16- YR 21-								
	YR 1	YR 2	YR 3	YR 4	YR 5	YR 10*	YR 15*	YR 20*	YR 25*
Employment	144	143	143	142	141	139	141	145	148
Output (Mil 96\$)	12.1	12.2	12.3	12.4	12.5	65.5	74.2	86.4	100.2
GRP (Mil 96\$)	7.5	7.7	7.8	8.0	8.1	42.7	48.3	55.8	64.3
Population (Last Year of Phase)	21	38	51	62	71	101	115	122	124
Real Disp Pers Inc (Mil 96\$)	1.7	1.8	1.9	2.0	2.1	11.4	13.2	15.6	18.4

City Area	YR 6- YR 11- YR 16- YR 21-								
	YR 1	YR 2	YR 3	YR 4	YR 5	YR 10*	YR 15*	YR 20*	YR 25*
Employment	67	70	71	72	73	74	76	78	81
Output (Mil 96\$)	6.1	6.5	6.8	7.0	7.2	38.6	44.1	51.1	59.4
GRP (Mil 96\$)	3.7	4.1	4.3	4.5	4.6	25.4	29.1	33.4	38.6
Population (Last Year of Phase)	11	21	30	37	44	67	78	85	89
Real Disp Pers Inc (Mil 96\$)	1.3	1.5	1.6	1.6	1.7	9.9	11.7	13.4	15.4

Suburb Area	YR 6- YR 11- YR 16- YR 21-								
	YR 1	YR 2	YR 3	YR 4	YR 5	YR 10*	YR 15*	YR 20*	YR 25*
Employment	79	79	79	79	79	79	80	83	86
Output (Mil 96\$)	8.8	9.0	9.2	9.2	9.4	49.9	56.5	66.0	77.3
GRP (Mil 96\$)	5.4	5.6	5.7	5.8	6.0	31.8	36.1	42.1	49.1
Population (Last Year of Phase)	11	20	27	33	37	52	59	62	65
Real Disp Pers Inc (Mil 96\$)	1.5	1.6	1.7	1.7	1.8	9.6	10.6	12.1	13.7

* Average Employment

Investment Results, Year 1

Regional Mall Construction and Equipment

	MSA Area	City Area	Suburb Area
Employment	966	1208	572
Output (Mil Fixed 96\$)	121.4	138.8	94.4
GRP (Mil Fixed 96\$)	59.0	69.5	45.9
Population (Last Year of Phase)	130	235	84
Real Disp Pers Inc (Mil Fixed 96\$)	20.6	32.4	17.4

Power Center Construction and Equipment

	MSA Area	City Area	Suburb Area
Employment	431	454	312
Output (Mil Fixed 96\$)	54.1	52.1	51.5
GRP (Mil Fixed 96\$)	26.3	26.1	25.1
Population (Last Year of Phase)	58	88	46
Real Disp Pers Inc (Mil Fixed 96\$)	9.2	12.2	9.5

Lifestyle Center Construction and Equipment

	MSA Area	City Area	Suburb Area
Employment	289	486	320
Output (Mil Fixed 96\$)	36.3	55.8	52.8
GRP (Mil Fixed 96\$)	17.6	27.9	25.7
Population (Last Year of Phase)	39	94	47
Real Disp Pers Inc (Mil Fixed 96\$)	6.2	13.0	9.8

Community Center Construction and Equipment

	MSA Area	City Area	Suburb Area
Employment	299	422	229
Output (Mil Fixed 96\$)	37.6	48.5	37.7
GRP (Mil Fixed 96\$)	18.3	24.3	18.4
Population (Last Year of Phase)	40	82	33
Real Disp Pers Inc (Mil Fixed 96\$)	6.4	11.3	7.0

2. Methodology & Assumptions

2-1 REMI Policy Insight

REMI Policy Insight® is the leading regional economic-forecasting and policy-analysis model. For this study, REMI developed Policy Insight for ICSC. REMI built this model using the REMI model building system, which consists of hundreds of programs developed over the last two decades. The system assembled the three-region EDFS-23 model using data from the Bureau of Economic Analysis, the Bureau of Labor Statistics, the Department of Energy, the Bureau of Census, and other public sources.

REMI Policy Insight is a structural model, meaning that it clearly includes cause-and-effect relationships. The model is based on two key underlying assumptions from mainstream economic theory: households maximize utility and producers maximize profits. Since these assumptions make sense to most people and the structure is transparent, lay people as well as trained economists can understand the model.

In the model, businesses produce goods to sell to other firms, consumers, investors, governments and purchasers within and outside economic regions. The output is produced using labor, capital, fuel, and intermediate inputs. The demand for labor, capital and fuel per unit of output depends on their relative costs, since an increase in the price of any one of these inputs leads to substitution away from that input to other inputs. The supply of labor in the model depends on the number of people in the population and the proportion of those people who participate in the labor force. Economic migration affects the population size. People will move into an area if the real after-tax wage rates or the likelihood of being employed increases in a region.

Supply and demand for labor in the model determines the wage rates. These wage rates, along with other prices and productivity, determine the cost and opportunity of doing business for every industry in the model. An increase in costs would decrease the markets supplied by firms. This market share combined with the demand described above determines the amount of local output. The model has many other feedbacks. For example, changes in wages and employment impact income and consumption, while economic expansion changes investment, and population growth impacts government spending.

Figure 2-1 is a pictorial representation of REMI Policy Insight. The Output block shows a business that sells to all the sectors of final demand as well as to other industries. The Labor and Capital Demand block shows how labor and capital requirements depend both on output and their relative costs. The demographic block includes population and labor supply, contributing to demand and wage determination. Economic migrants in turn respond to wages and other labor market conditions. Supply and demand interact in the Wage, Price and Profit block. Relative production costs determine market shares. Output depends on market shares and the components of demand.

REMI Model Linkages (Excluding Economic Geography Linkages)

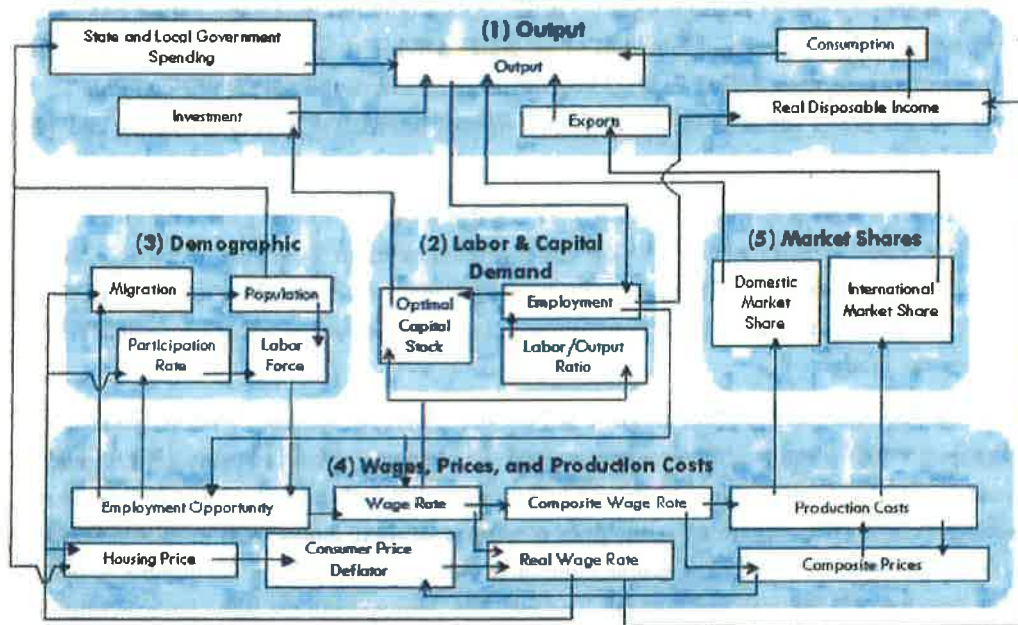


Figure 2-1 REMI Policy Insight overview

The REMI model brings together all of the above elements to determine the value of each of the variables in the model for each year in the baseline forecast, as well as for simulation purposes. The model includes all the inter-industry interactions that are included in input-output models in the Output block, but goes well beyond an input-output model by including the linkages among all of the other blocks shown in Figure 2-1.

In order to broaden the model in this way, it is necessary to estimate key relationships. This is accomplished by using extensive data sets covering all areas in the country. These large data sets and two decades of research efforts enable REMI to simultaneously maintain a theoretically sound model structure and build a model based on all the relevant data available.

The model has strong dynamic properties, which means that it forecasts not only what *will* happen but also *when* it will happen. This results in long-term predictions that have year-by-year changes. This means that the long-term properties of general equilibrium models are preserved while maintaining accurate annual predictions, using estimates of key equations from primary data sources.

Figure 2-2 shows the policy simulation process for a scenario called Policy X. The effects of a scenario are determined by comparing the baseline REMI forecast with an alternative forecast that incorporates the assumptions for the scenario. The baseline REMI forecast uses recent data and thousands of equations to generate projected economic activity for a particular region. The policy variables in the model are set equal to their baseline value (typically zero for additive variables and

one for multiplicative variables) when solving for the baseline forecast. To show the effects of a given scenario, these policy variables are given values that represent the direct effects of the scenario. The alternative forecast is generated using these policy variable inputs. Figure 2-2 shows how this process would work for a policy change called Policy X.

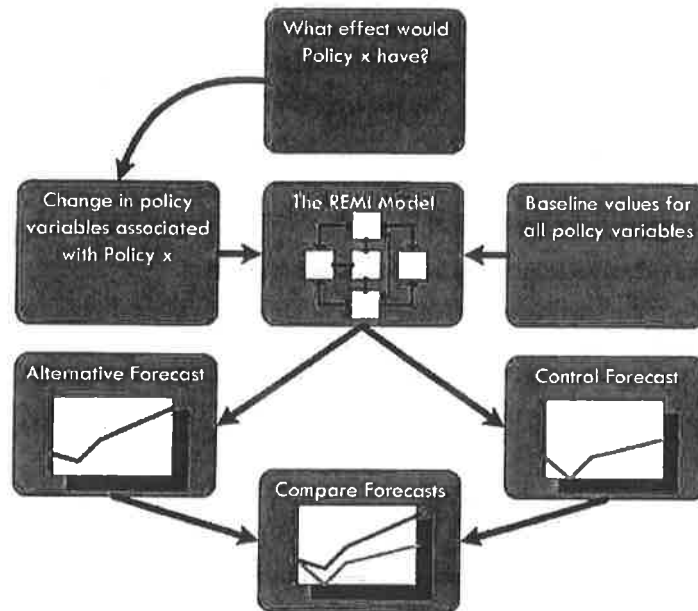


Figure 2-2 Policy X scenario

2-2 Assumptions

For this project, REMI examined the economic effects of shopping-center-site development and operations. Capital investments that are planned for the shopping centers and the likely availability of acquiring the capital within the regions specified by ICSC required REMI make a series of assumptions. The difficulty that REMI encountered when modeling in this framework was the need to quantify both the amount of the capital investments and the source of the capital. The details about the developments in the MSA Area, City Area, and Suburb Area are averages taken from a sample, as described in the executive summary. Other analysis of case-specific developments and utilization of different cost-per-square-foot estimates will result in different outcomes. REMI modeled simulations using several combinations of the following assumptions:

1. The capital investments begin and end in a single year (Year 1)
2. 100% of construction demand will be supplied from the local region without market displacement effects.
3. Construction Costs are \$75/Sqft in the MSA Area, and 10% less in City and Suburb Areas
4. 50% of equipment demand will be supplied from the local region without market displacement effects.
5. Developer Equipment Costs are \$18/Sqft
6. Retailer Equipment Costs are \$30/Sqft
7. Operational employment demand will remain constant throughout the 25-year horizon.
8. Wage rates are regional averages.
9. For twelve of the simulations, REMI assumed that operational employment will not have in-region market displacement.
10. For another twelve of the simulations, REMI assumed that operational employment will have in-region market displacement.

2-3 Simulation Inputs

The 36 scenarios that REMI modeled can be split into three distinct sets of twelve.

- The first set assessed the economic impact of developing the shopping-center sites.
- The second set assessed the economic impact of shopping-center operations *without* in-region market displacement.
- The third set assessed the economic impact of shopping-center operations *with* in-region market displacement.

All sets were modeled as separate actions. Combined runs were not performed.

The first set of data that REMI analyzed pertained to the construction and equipping of a Regional Mall, a Power Center, a Lifestyle Center, and a Community Center in the three economic regions. Construction costs are based on a square footage estimate supplied to REMI by ICSC, and documented in the Appendix. The Industry Sales variable contained within REMI Policy Insight was applied to simulate increases in Construction and Manufacturing output. For Simulation Inputs please see Table 2.1.

The second and third sets of data that REMI analyzed pertained to shopping-center operations. Operation-employment needs are also based on a square-footage estimate supplied to REMI by ICSC, and documented in the Appendix. The employees of these shopping centers typically fall into four categories; Retail, Management, Security, and Maintenance. ICSC provided employee-specific inputs by region and shopping-center type, translated into REMI Policy Insight inputs by REMI, as documented in the Appendix. For Simulation Inputs please see Table 2-2.

Industry Sales/Employment

REMI modeled significant increases in sales and employment in the construction, manufacturing, and retail-trade sectors through the industry-sales and employment variables, respectively. Constructing and equipping the various shopping centers is modeled as a completed process in a single year. Operational employment is modeled as a constant change above control forecast for a 25-year period. REMI Policy Insight is a complex economic forecasting tool that allows the user to enter situation-specific variable changes. The application of the Industry Sales and Industry Employment variables allows for changes in production of goods and services without local cannibalistic displacement effects. The decision to model without local competition for labor and market shares in the three regions was made based upon the assumption stated above, with a belief that latent demand for shopping opportunities exist, and the developments are satisfying market gaps.

Firm Employment

To provide a point of comparison, REMI modeled the exact same inputs for shopping-center operational employment by region and type using the firm employment variable. As in the Industry Employment scenarios, the change was entered as a constant change above baseline for a 25-year period. The application of the Firm Employment variable allows for changes in the production of goods and services with in-region cannibalistic displacement effects. The policy variable for firm employment is often used as an alternative to introducing additional dollars of output. The model contains regional labor productivity that converts between output increases and need for labor to produce such output. The decision to model with local competition for labor and market shares in the three regions was made based upon the need to provide a range of potential outcomes for the various operational estimates and regions, since no two economies are the same.

Table 2-1: Construction and Equipment

Regional Mall

	Median Center Size	Construction Per Sqft (\$)	Developer Equip Per Sqft (\$)	Retailer Equip Per Sqft	Total Construction	Developer Equip. Total	Retailer Equip Total	Total Equipment
MSA	920,000	\$75.00	\$18.00	\$30.00	\$69,000,000	\$16,560,000	\$27,600,000	\$44,160,000
City	945,000	\$67.50	\$18.00	\$30.00	\$63,787,500	\$17,010,000	\$28,350,000	\$45,360,000
Suburb	751,000	\$67.50	\$18.00	\$30.00	\$50,692,500	\$13,518,000	\$22,530,000	\$36,048,000

Power Center

	Median Center Size	Construction Per Sqft (\$)	Developer Equip Per Sqft (\$)	Retailer Equip Per Sqft	Total Construction	Developer Equip. Total	Retailer Equip Total	Total Equipment
MSA	410,000	\$75.00	\$18.00	\$30.00	\$30,750,000	\$7,380,000	\$12,300,000	\$19,680,000
City	355,000	\$67.50	\$18.00	\$30.00	\$23,962,500	\$6,390,000	\$10,650,000	\$17,040,000
Suburb	410,000	\$67.50	\$18.00	\$30.00	\$27,675,000	\$7,380,000	\$12,300,000	\$19,680,000

Lifestyle Center

	Median Center Size	Construction Per Sqft (\$)	Developer Equip Per Sqft (\$)	Retailer Equip Per Sqft	Total Construction	Developer Equip. Total	Retailer Equip Total	Total Equipment
MSA	275,000	\$75.00	\$18.00	\$30.00	\$20,625,000	\$4,950,000	\$8,250,000	\$13,200,000
City	380,000	\$67.50	\$18.00	\$30.00	\$25,650,000	\$6,840,000	\$11,400,000	\$18,240,000
Suburb	420,000	\$67.50	\$18.00	\$30.00	\$28,350,000	\$7,560,000	\$12,600,000	\$20,160,000

Community Center

	Median Center Size	Construction Per Sqft (\$)	Developer Equip Per Sqft (\$)	Retailer Equip Per Sqft	Total Construction	Developer Equip. Total	Retailer Equip Total	Total Equipment
MSA	285,000	\$75.00	\$18.00	\$30.00	\$21,375,000	\$5,130,000	\$8,550,000	\$13,680,000
City	330,000	\$67.50	\$18.00	\$30.00	\$22,275,000	\$5,940,000	\$9,900,000	\$15,840,000
Suburb	300,000	\$67.50	\$18.00	\$30.00	\$20,250,000	\$5,400,000	\$9,000,000	\$14,400,000

Assumptions from Construction Experts

- Construction costs \$75 per Sqft (MSA)
- Developer Equipment Costs \$18 per Sqft
- Retailer Equipment Costs \$30 per Sqft
- Construction Costs in Small City or Suburb 10% Cheaper than MSA
Therefore, City and Suburb Construction Costs \$67.50 per Sqft
- About 50% of equipment purchases are made locally; About 100% of construction labor is local.
- The Median Sizes were determined from taking samples of 30+ centers from each geographic division as described in operational data.

Table 2-2: Operations Employment

Regional Mall

MSA	YR 1	YR 2	YR 3	YR 4	YR 5	YR 6	YR 7	YR 8	YR 9	YR 10	YR 11	YR 12	YR 13	YR 14	YR 15	YR 16	YR 17	YR 18	YR 19	YR 20	YR 21	YR 22	YR 23	YR 24	YR 25
Retail Trade	Units	2015	2015	2015	2015	2015	2015	2015	2015	2015	2015	2015	2015	2015	2015	2015	2015	2015	2015	2015	2015	2015	2015	2015	2015
Mngmt of Co, Enter	Units	15	15	15	15	15	15	15	15	15	15	15	15	15	15	15	15	15	15	15	15	15	15	15	15
Admin, Waste Services	Units	58	58	58	58	58	58	58	58	58	58	58	58	58	58	58	58	58	58	58	58	58	58	58	58
City Area																									
Retail Trade	Units	1908	1908	1908	1908	1908	1908	1908	1908	1908	1908	1908	1908	1908	1908	1908	1908	1908	1908	1908	1908	1908	1908	1908	1908
Mngmt of Co, Enter	Units	14	14	14	14	14	14	14	14	14	14	14	14	14	14	14	14	14	14	14	14	14	14	14	14
Admin, Waste Services	Units	44	44	44	44	44	44	44	44	44	44	44	44	44	44	44	44	44	44	44	44	44	44	44	44
Suburb Area																									
Retail Trade	Units	873	873	873	873	873	873	873	873	873	873	873	873	873	873	873	873	873	873	873	873	873	873	873	873
Mngmt of Co, Enter	Units	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8
Admin, Waste Services	Units	28	28	28	28	28	28	28	28	28	28	28	28	28	28	28	28	28	28	28	28	28	28	28	28

Power Center

MSA	YR 1	YR 2	YR 3	YR 4	YR 5	YR 6	YR 7	YR 8	YR 9	YR 10	YR 11	YR 12	YR 13	YR 14	YR 15	YR 16	YR 17	YR 18	YR 19	YR 20	YR 21	YR 22	YR 23	YR 24	YR 25
Retail Trade	Units	263	263	263	263	263	263	263	263	263	263	263	263	263	263	263	263	263	263	263	263	263	263	263	263
Mngmt of Co, Enter	Units	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3
Admin, Waste Services	Units	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5
City Area																									
Retail Trade	Units	230	230	230	230	230	230	230	230	230	230	230	230	230	230	230	230	230	230	230	230	230	230	230	230
Mngmt of Co, Enter	Units	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3
Admin, Waste Services	Units	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4
Suburb Area																									
Retail Trade	Units	265	265	265	265	265	265	265	265	265	265	265	265	265	265	265	265	265	265	265	265	265	265	265	265
Mngmt of Co, Enter	Units	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3
Admin, Waste Services	Units	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5

Lifestyle Center

MSA		YR 1	YR 2	YR 3	YR 4	YR 5	YR 6	YR 7	YR 8	YR 9	YR 10	YR 11	YR 12	YR 13	YR 14	YR 15	YR 16	YR 17	YR 18	YR 19	YR 20	YR 21	YR 22	YR 23	YR 24	YR 25
Retail Trade	Units	914	914	914	914	914	914	914	914	914	914	914	914	914	914	914	914	914	914	914	914	914	914	914	914	914
Mngmt of Co, Enter	Units	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8
Admin, Waste Services	Units	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9
City Area																										
Retail Trade	Units	684	684	684	684	684	684	684	684	684	684	684	684	684	684	684	684	684	684	684	684	684	684	684	684	684
Mngmt of Co, Enter	Units	2	2	2	2	2	2	2	2	2	2	2	2	2	2	2	2	2	2	2	2	2	2	2	2	2
Admin, Waste Services	Units	13	13	13	13	13	13	13	13	13	13	13	13	13	13	13	13	13	13	13	13	13	13	13	13	13
Suburb Area																										
Retail Trade	Units	711	711	711	711	711	711	711	711	711	711	711	711	711	711	711	711	711	711	711	711	711	711	711	711	711
Mngmt of Co, Enter	Units	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5
Admin, Waste Services	Units	16	16	16	16	16	16	16	16	16	16	16	16	16	16	16	16	16	16	16	16	16	16	16	16	16

Community Center

MSA		YR 1	YR 2	YR 3	YR 4	YR 5	YR 6	YR 7	YR 8	YR 9	YR 10	YR 11	YR 12	YR 13	YR 14	YR 15	YR 16	YR 17	YR 18	YR 19	YR 20	YR 21	YR 22	YR 23	YR 24	YR 25
Retail Trade	Units	357	357	357	357	357	357	357	357	357	357	357	357	357	357	357	357	357	357	357	357	357	357	357	357	357
Mngmt of Co, Enter	Units	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6
Admin, Waste Services	Units	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8
City Area																										
Retail Trade	Units	413	413	413	413	413	413	413	413	413	413	413	413	413	413	413	413	413	413	413	413	413	413	413	413	413
Mngmt of Co, Enter	Units	7	7	7	7	7	7	7	7	7	7	7	7	7	7	7	7	7	7	7	7	7	7	7	7	7
Admin, Waste Services	Units	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9
Suburb Area																										
Retail Trade	Units	379	379	379	379	379	379	379	379	379	379	379	379	379	379	379	379	379	379	379	379	379	379	379	379	379
Mngmt of Co, Enter	Units	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6
Admin, Waste Services	Units	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9

3. Results

As shown in Table 3-1 thru 3-4, the various shopping center types and levels of investments and employment will stimulate positive growth in all of the regional economies modeled. All sectors of the economy will experience strong growth during the time frame. These regions will experience strong growth in employment, largely in the retail trade, services, construction, and manufacturing sectors, resulting from the direct capital investments and employment increases by developers and operators. The direct employment stimulus leads to an increase in Real Disposable Income (the increase in Real Disposable Income directly affects the increase in local consumption).

Output

The Output of an economy is the amount of production in dollars, including all intermediate goods purchased as well as value-added (labor, capital, and fuel investments and profit). We can also think of output as sales for both final goods and intermediate goods. Output is dependent upon consumption in the area, state government spending, investment, and exports of the industries in the region.

Gross Regional Product

Gross Regional Product (GRP) as a value added concept is analogous to the national concept of Gross Domestic Product. It is equal to Output, excluding intermediate inputs. The value-add concept is equal to compensation and profits.

Employment

The Employment variable in REMI Policy Insight uses historical data from the Bureau of Economic Analysis (BEA) and is based upon place of work, including part-time and full-time employees. The employment figures projected below are the difference from baseline and should not be cumulated.

Population

Population is a key variable in REMI Policy Insight that affects the potential labor force, government spending, consumption spending, and housing prices. Changes in population are due to migration changes into and out of the region. All changes in population are cumulative. Each year is difference from baseline, but includes the previous year.

Real Disposable Personal Income

Real Disposable Personal Income (RDPI) is the inflation-adjusted income that is available for consumers to spend. It is personal income minus taxes and social contributions plus dividends, rents, and transfer payments. The numbers of employees in the area, their wage rate, and the consumer prices all affect RDPI. An increase in employment or wage, or a decrease in consumers' prices increases a region's RDPI. Consequently, the opposite decreases RDPI. The increase in RDPI is an indirect effect from the new jobs in the regions. The summation of new wages, minus taxes, earned by workers equals the increase in RDPI.

Table 3-1: MSA Area

Employment

Scenario Type	With Market Displacement				Without Market Displacement			
	2006	2008	2010	2026-2030*	2006	2008	2010	2026-2030*
Regional Mall	0.099%	0.097%	0.094%	0.087%	0.32%	0.311%	0.301%	0.273%
Power Center	0.013%	0.013%	0.012%	0.011%	0.042%	0.04%	0.039%	0.035%
Lifestyle Center	0.045%	0.044%	0.042%	0.039%	0.143%	0.139%	0.134%	0.121%
Community Center	0.018%	0.018%	0.017%	0.016%	0.057%	0.055%	0.054%	0.049%

*Average Employment

Output (Millions of Fixed \$96)

Scenario Type	With Market Displacement				Without Market Displacement			
	2006	2008	2010	2026-2030*	2006	2008	2010	2026-2030
Regional Mall	0.07%	0.068%	0.065%	0.344%	0.224%	0.213%	0.203%	1.059%
Power Center	0.01%	0.009%	0.009%	0.045%	0.029%	0.028%	0.027%	0.14%
Lifestyle Center	0.032%	0.031%	0.029%	0.157%	0.1%	0.095%	0.091%	0.474%
Community Center	0.014%	0.013%	0.013%	0.066%	0.041%	0.039%	0.037%	0.194%

GRP (Millions of Fixed \$96)

Scenario Type	With Market Displacement				Without Market Displacement			
	2006	2008	2010	2026-2030	2006	2008	2010	2026-2030
Regional Mall	0.065%	0.064%	0.062%	0.330%	0.204%	0.2%	0.193%	1.01%
Power Center	0.009%	0.009%	0.008%	0.045%	0.027%	0.026%	0.025%	0.133%
Lifestyle Center	0.029%	0.029%	0.028%	0.15%	0.091%	0.089%	0.086%	0.451%
Community Center	0.013%	0.012%	0.012%	0.065%	0.038%	0.037%	0.036%	0.187%

Population (Last Year of Phase)

Scenario Type	With Market Displacement				Without Market Displacement			
	2006	2008	2010	2026-2030	2006	2008	2010	2026-2030
Regional Mall	0.008%	0.019%	0.027%	0.043%	0.026%	0.063%	0.088%	0.139%
Power Center	0.001%	0.003%	0.003%	0.005%	0.003%	0.008%	0.011%	0.017%
Lifestyle Center	0.004%	0.009%	0.012%	0.019%	0.012%	0.028%	0.039%	0.061%
Community Center	0.001%	0.003%	0.005%	0.007%	0.005%	0.011%	0.015%	0.024%

Real Disposable Personal Income (Millions of Fixed \$96)

Scenario Type	With Market Displacement				Without Market Displacement			
	2006	2008	2010	2026-2030	2006	2008	2010	2026-2030
Regional Mall	0.024%	0.026%	0.027%	0.160%	0.076%	0.082%	0.086%	0.52%
Power Center	0.003%	0.003%	0.004%	0.02%	0.01%	0.011%	0.011%	0.065%
Lifestyle Center	0.011%	0.011%	0.012%	0.07%	0.033%	0.036%	0.038%	0.228%
Community Center	0.005%	0.005%	0.005%	0.03%	0.014%	0.015%	0.015%	0.076%

Table 3-2: City Area

Employment								
Scenario Type	With Market Displacement				Without Market Displacement			
	2006	2008	2010	2026-2030*	2006	2008	2010	2026-2030*
Regional Mall	0.029%	0.031%	0.031%	0.03%	0.315%	0.332%	0.335%	0.333%
Power Center	0.004%	0.004%	0.004%	0.004%	0.038%	0.04%	0.04%	0.04%
Lifestyle Center	0.01%	0.01%	0.011%	0.01%	0.112%	0.118%	0.119%	0.118%
Community Center	0.007%	0.007%	0.007%	0.007%	0.069%	0.073%	0.073%	0.072%

*Average Employment

Output (Millions of Fixed \$96)								
Scenario Type	With Market Displacement				Without Market Displacement			
	2006	2008	2010	2026-2030	2006	2008	2010	2026-2030
Regional Mall	0.022%	0.023%	0.023%	0.1%	0.226%	0.238%	0.239%	1.238%
Power Center	0.003%	0.003%	0.003%	0.015%	0.027%	0.029%	0.029%	0.15%
Lifestyle Center	0.007%	0.008%	0.008%	0.04%	0.08%	0.084%	0.085%	0.44%
Community Center	0.006%	0.006%	0.006%	0.03%	0.05%	0.053%	0.053%	0.272%

GRP (Millions of Fixed \$96)								
Scenario Type	With Market Displacement				Without Market Displacement			
	2006	2008	2010	2026-2030	2006	2008	2010	2026-2030
Regional Mall	0.021%	0.023%	0.023%	0.12%	0.216%	0.233%	0.236%	1.238%
Power Center	0.003%	0.003%	0.003%	0.015%	0.026%	0.028%	0.029%	0.15%
Lifestyle Center	0.007%	0.007%	0.008%	0.04%	0.077%	0.082%	0.083%	0.439%
Community Center	0.005%	0.006%	0.006%	0.03%	0.048%	0.051%	0.052%	0.272%

Population (Last Year of Phase)								
Scenario Type	With Market Displacement				Without Market Displacement			
	2006	2008	2010	2026-2030	2006	2008	2010	2026-2030
Regional Mall	0.003%	0.008%	0.012%	0.019%	0.038%	0.097%	0.138%	0.228%
Power Center	0.001%	0.001%	0.001%	0.002%	0.005%	0.012%	0.017%	0.027%
Lifestyle Center	0.001%	0.003%	0.004%	0.007%	0.014%	0.035%	0.049%	0.082%
Community Center	0.001%	0.002%	0.003%	0.004%	0.008%	0.021%	0.03%	0.049%

Real Disposable Personal Income (Millions of Fixed \$96)								
Scenario Type	With Market Displacement				Without Market Displacement			
	2006	2008	2010	2026-2030	2006	2008	2010	2026-2030
Regional Mall	0.013%	0.015%	0.016%	0.085%	0.134%	0.157%	0.17%	0.978%
Power Center	0.002%	0.002%	0.002%	0.01%	0.016%	0.019%	0.02%	0.118%
Lifestyle Center	0.004%	0.005%	0.005%	0.03%	0.048%	0.056%	0.06%	0.348%
Community Center	0.003%	0.004%	0.004%	0.02%	0.029%	0.034%	0.037%	0.211%

Table 3-3: Suburb Area

Employment								
Scenario Type	With Market Displacement				Without Market Displacement			
	2006	2008	2010	2026-2030*	2006	2008	2010	2026-2030*
Regional Mall	0.018%	0.018%	0.018%	0.018%	0.129%	0.127%	0.124%	0.125%
Power Center	0.005%	0.005%	0.005%	0.004%	0.039%	0.038%	0.037%	0.037%
Lifestyle Center	0.014%	0.014%	0.014%	0.015%	0.104%	0.102%	0.1%	0.1%
Community Center	0.008%	0.008%	0.008%	0.008%	0.056%	0.055%	0.054%	0.054%

*Average Employment

Output (Millions of Fixed \$96)

Scenario Type	With Market Displacement				Without Market Displacement			
	2006	2008	2010	2026-2030	2006	2008	2010	2026-2030
Regional Mall	0.012%	0.012%	0.011%	0.06%	0.079%	0.077%	0.073%	0.384%
Power Center	0.004%	0.004%	0.004%	0.02%	0.024%	0.023%	0.022%	0.117%
Lifestyle Center	0.009%	0.009%	0.009%	0.047%	0.063%	0.061%	0.059%	0.308%
Community Center	0.006%	0.006%	0.006%	0.03%	0.035%	0.034%	0.033%	0.171%

GRP (Millions of Fixed \$96)

Scenario Type	With Market Displacement				Without Market Displacement			
	2006	2008	2010	2026-2030	2006	2008	2010	2026-2030
Regional Mall	0.013%	0.012%	0.012%	0.065%	0.081%	0.079%	0.075%	0.391%
Power Center	0.004%	0.004%	0.004%	0.02%	0.025%	0.024%	0.023%	0.12%
Lifestyle Center	0.01%	0.01%	0.009%	0.05%	0.065%	0.063%	0.06%	0.313%
Community Center	0.006%	0.006%	0.006%	0.03%	0.036%	0.035%	0.033%	0.175%

Population (Last Year of Phase)

Scenario Type	With Market Displacement				Without Market Displacement			
	2006	2008	2010	2026-2030	2006	2008	2010	2026-2030
Regional Mall	0.002%	0.005%	0.007%	0.011%	0.015%	0.036%	0.05%	0.075%
Power Center	0.001%	0.002%	0.002%	0.003%	0.005%	0.011%	0.015%	0.022%
Lifestyle Center	0.002%	0.004%	0.006%	0.009%	0.012%	0.029%	0.04%	0.06%
Community Center	0.001%	0.002%	0.003%	0.005%	0.007%	0.016%	0.022%	0.032%

Real Disposable Personal Income (Millions of Fixed \$96)

Scenario Type	With Market Displacement				Without Market Displacement			
	2006	2008	2010	2026-2030	2006	2008	2010	2026-2030
Regional Mall	0.006%	0.006%	0.007%	0.04%	0.04%	0.043%	0.044%	0.201%
Power Center	0.002%	0.002%	0.002%	0.01%	0.012%	0.013%	0.013%	0.075%
Lifestyle Center	0.005%	0.005%	0.005%	0.03%	0.032%	0.034%	0.035%	0.201%
Community Center	0.003%	0.003%	0.003%	0.016%	0.018%	0.019%	0.019%	0.11%

Table 3-4 Investment Results, Year 1

Regional Mall Construction and Equipment

	MSA Area	City Area	Suburb Area
Employment	0.122%	0.127%	0.06%
Output (Mil Fixed 96\$)	0.136%	0.127%	0.062%
GRP (Mil Fixed 96\$)	0.099%	0.102%	0.052%
Population (Last Year of Phase)	0.009%	0.014%	0.007%
Real Disp Pers Inc (Mil Fixed 96\$)	0.054%	0.077%	0.034%

Power Center Construction and Equipment

	MSA Area	City Area	Suburb Area
Employment	0.054%	0.048%	0.033%
Output (Mil Fixed 96\$)	0.061%	0.048%	0.034%
GRP (Mil Fixed 96\$)	0.044%	0.038%	0.028%
Population (Last Year of Phase)	0.004%	0.005%	0.004%
Real Disp Pers Inc (Mil Fixed 96\$)	0.024%	0.029%	0.019%

Lifestyle Center Construction and Equipment

	MSA Area	City Area	Suburb Area
Employment	0.036%	0.051%	0.033%
Output (Mil Fixed 96\$)	0.041%	0.051%	0.035%
GRP (Mil Fixed 96\$)	0.03%	0.041%	0.029%
Population (Last Year of Phase)	0.003%	0.006%	0.004%
Real Disp Pers Inc (Mil Fixed 96\$)	0.016%	0.031%	0.019%

Community Center Construction and Equipment

	MSA Area	City Area	Suburb Area
Employment	0.038%	0.044%	0.024%
Output (Mil Fixed 96\$)	0.042%	0.044%	0.025%
GRP (Mil Fixed 96\$)	0.031%	0.036%	0.021%
Population (Last Year of Phase)	0.003%	0.005%	0.003%
Real Disp Pers Inc (Mil Fixed 96\$)	0.017%	0.027%	0.014%



ICSC Shopping Center Definitions

Basic Configurations and Types for the United States

The term "shopping center" has been evolving since the early 1950s. Industry nomenclature originally offered four basic terms: neighborhood, community, regional, and superregional centers. However, as the industry has matured, these four classifications are no longer adequate. To remove some of the ambiguity and accommodate new shopping center formats, The International Council of Shopping Centers has defined eight principal shopping center types, shown in the accompanying table.

The definitions, and in particular the table, are meant to be guidelines for understanding major differences between the basic types of shopping centers. Several categories shown in the table, such as size, number of anchors, and trade area, should be interpreted as "typical" for each center type. They are not meant to encompass the operating characteristics of every center. As a general rule, the main determinants in classifying a center are its merchandise orientation (types of goods/services sold) and its size.

It is not always possible to precisely classify every center. Some centers are hybrids, combining elements from two or more basic classifications. Alternatively, a center's concept may be sufficiently unusual as to preclude it from fitting into one of the eight generalized definitions presented here, and may ultimately lead to a new category as the industry continues to evolve.

Some types of centers are not separately defined here but nonetheless are a part of the industry. These can be considered subsegments of one of the larger, defined groups, perhaps created to satisfy a

particular niche market. One example would be the **convenience center**, among the smallest of centers, whose tenants provide a narrow mix of goods and personal services to a very limited trade area. A typical anchor would be a convenience store like 7-Eleven or other mini-mart. At the other end of the size spectrum are **super off-price malls** that consist of a large variety of value-oriented retailers, including factory outlet stores, department store close-out outlets, and category killers in an enclosed megamall (up to 2 million square feet) complex.

Another type of shopping format that is receiving significant attention and warrants special discussion is the broad class of **mixed-use developments**. In the strict sense, mixed-use is not necessarily a type of shopping center. However, where retail comprises one of at least three significant revenue-producing uses, this type of development is common to the shopping center industry. Successful mixed-use projects that are developed as a single unit—sometimes referred to as **mixed-use centers**—may consist of well-integrated entertainment, office, hotel, residential, recreation, sports stadiums, cultural venues, and/or other uses that mutually support a substantial retail component. Often, such properties feature residential units or office suites above street-level retail stores, although they can also be malls integrated with office buildings and hotels. Sometimes, lifestyle centers may form the retail component of mixed-use projects.

Other small subsegments of the industry include vertical, downtown, off-price, home improvement, and car care centers. The trend toward differentiation and segmentation will continue to add new terminology as the industry matures.



SHOPPING CENTER: *A group of retail and other commercial establishments that is planned, developed, owned and managed as a single property, with on-site parking provided. The center's size and orientation are generally determined by the market characteristics of the trade area served by the center. The three main physical configurations of shopping centers are malls, open-air centers, and hybrid centers.*

BASIC DESIGN CONFIGURATIONS

Mall: The most common design mode for regional and superregional centers is often referred to as a "shopping mall." The walkway or "mall" is typically enclosed, climate-controlled and lighted, flanked on one or both sides by storefronts and entrances. On-site parking, usually provided around the perimeter of the center, may be surface or structured.

Open-Air Center: An attached row of stores or service outlets managed as a unit, with on-site parking usually located in front of the stores with common areas that are not enclosed, is often referred to as an "open-air center." Open canopies may connect the storefronts, but an open-air center does not have enclosed walkways linking the stores. The most common variations of this configuration are linear, L-shaped, U-shaped, Z-shaped, or cluster. The linear form is often used in neighborhood and community centers. The cluster form and its variations have lent themselves to the emergence of new classes of centers such as the lifestyle center, in which the physical layout and open feel are differentiating features. Historically, the open-air configuration has been referred to as a "strip center," though the strip center got its name from the linear form, where stores sit side-by-side in a long and narrow row of stores.

Hybrid Center: A center that combines elements from two or more of the main shopping center types. Common hybrids include value-oriented mega-malls (combining mall, power center, and outlet elements), power-lifestyle centers (combining power center and lifestyle center elements), and entertainment-retail centers (combining retail uses with megaplex movie theaters, theme restaurants, and other entertainment uses).

SHOPPING CENTER TYPES

MALLS

Regional Center: This center type provides general merchandise (a large percentage of which is apparel) and services in full depth and variety. Its main attraction is the combination of anchors, which may be traditional, mass merchant, discount, or fashion department stores, with numerous fashion-oriented specialty stores. A typical regional center is usually enclosed with an inward orientation of the stores connected by a common walkway. Parking surrounds the outside perimeter.

Superregional Center: Similar to a regional center, but because of its larger size, a superregional center has more anchors, a deeper selection of merchandise, and draws from a larger population base. As with regional centers, the typical configuration is an enclosed mall, frequently with multilevels. Parking may also be structured to accommodate the sheer size of the center.

OPEN-AIR CENTERS

Neighborhood Center: This center is designed to provide convenience shopping for the day-to-day needs of consumers in the immediate neighborhood. According to ICSC's SCORE publication, roughly half of these centers are anchored by a supermarket, while about a third have a drugstore anchor. These



anchors are supported by stores offering drugs, sundries, snacks and personal services. A neighborhood center is usually configured as a straight-line strip with no enclosed walkway or mall area and parking in the front. Centers may have a canopy or other façade treatment to provide shade and protection from inclement weather, or to tie the center together.

Community Center: A community center typically offers a wider range of apparel and other soft goods than the neighborhood center. Among the more common anchors are supermarkets, super drugstores, and discount department stores. Community center tenants sometimes contain value-oriented big-box category-dominant retailers selling such items as apparel, home improvement/furnishings, toys, electronics or sporting goods. The center is usually configured in a straight line as a strip, or may be laid out in an L or U shape, depending on the site and design. Of the eight center types, community centers encompass the widest range of formats. For example, certain centers that are anchored by a large discount department store often have a discount focus. Others with a high percentage of square footage allocated to off-price retailers can be termed off-price centers.

Power Center: A center dominated by several large anchors, including discount department stores, off-price stores, warehouse clubs, or "category killers," i.e., stores that offer a vast selection in related merchandise categories at very competitive retail prices. The center typically consists of several anchors, some of which may be freestanding (unconnected) and only a minimum amount of small specialty tenants.

Theme/Festival Center: These centers typically employ a unifying theme that is carried out by the individual shops in their architectural design and, to an extent, in their merchandise. Entertainment is often a common element of such centers, although it may come in the shopping experience as much as in the tenants themselves. These centers are often targeted to tourists, but may also attract local customers who might be drawn by the center's unique nature. Theme/festival centers may be anchored by restaurants and entertainment facilities. Generally located in urban areas, they are often adapted from older, sometimes historic, buildings, and can be part of mixed-use projects.

Outlet Center: This center type consists of manufacturers' and retailers' outlet stores selling brand-name goods at a discount. These centers are typically not anchored, although certain brand-name stores may serve as "magnet" tenants. The majority of outlet centers are open-air, configured either in a strip or as a village cluster, although some are enclosed.

Lifestyle Center: Most often located near affluent residential neighborhoods, this center type caters to the retail needs and "lifestyle" pursuits of consumers in its trading area. It has an open-air configuration and typically includes at least 50,000 square feet of retail space occupied by upscale national chain specialty stores. Other elements differentiate the lifestyle center in its role as a multi-purpose leisure-time destination, including restaurants, entertainment, and design ambience and amenities such as fountains and street furniture that are conducive to casual browsing. These centers may be anchored by one or more conventional or fashion specialty department stores.



ICSC SHOPPING CENTER DEFINITIONS—U.S.

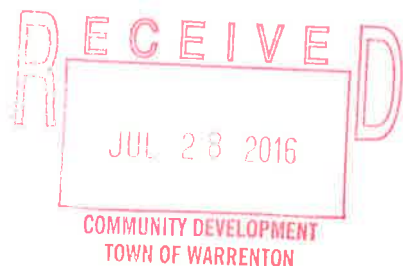
TYPE OF SHOPPING CENTER	CONCEPT	SQUARE FEET (INCLUDING ANCHORS)	ACREAGE	TYPICAL ANCHOR(S) NUMBER	TYPE	ANCHOR RATIO*	PRIMARY TRADE AREA**
MALLS							
Regional Center	General merchandise; fashion (mall, typically enclosed)	400,000–800,000	40–100	2 or more	Full-line department store; jr. department store; mass merchant; discount department store; fashion apparel	50–70%	5–15 miles
Superregional Center	Similar to regional center but has more variety and assortment	800,000+	60–120	3 or more	Full-line department store; jr. department store; mass merchant; fashion apparel	50–70%	5–25 miles
OPEN-AIR CENTERS							
Neighborhood Center	Convenience	30,000–150,000	3–15	1 or more	Supermarket	30–50%	3 miles
Community Center	General merchandise; convenience	100,000–350,000	10–40	2 or more	Discount department store; supermarket; drug; home improve- ment; large specialty/ discount apparel	40–60%	3–6 miles
Lifestyle Center	Upscale national chain specialty stores; dining and entertainment in outdoor setting.	Typically 150,000–500,000, but can be smaller or larger.	10–40	0–2	Not usually anchored in the traditional sense but may include book store; other large-format specialty retailers; multi-plex cinema; small department store.	0–50%	8–12 miles
Power Center	Category-dominant anchors; few small tenants	250,000–600,000	25–80	3 or more	Category killer; home improvement; discount department store; warehouse club; off-price	75–90%	5–10 miles
Theme/Festival Center	Leisure; tourist-orient- ed; retail and service	80,000–250,000	5–20	N/A	Restaurants; entertainment	N/A	N/A
Outlet Center	Manufacturers' outlet stores	50,000–400,000	10–50	N/A	Manufacturers' outlet stores	N/A	25–75 miles

* The share of a center's total square footage that is attributable to its anchors; ** The area from which 60–80% of the center's sales originate.

For questions about these definitions, please contact Michael Tubridy of ICSC's Albert Sussman Library: (646) 728-3671, or at mtubridy@icsc.org.

Special thanks to the following for their input into these definitions: Norris Eber, Joseph Freed & Associates; Michael E. McCarty and Michael P. McCarty, Simon Property Group; Brad Hutensky, The Hutensky Group; Greg Andrews, Green Street Advisors; Tom Bernier, General Growth Properties; Jim DeLisle, Runstad Professor of Real Estate, University of Washington; Steve Parker, Westfield Corp.; Dave Daleiden, Weingarten Realty Investors; and Rudy Milian, ICSC.





**Revised Narrative Statement for a
Rezoning Application
ZMA 16-01**

**East Side Investment Group, LLC, Springfield Real Properties, LLC, and Walker Drive
Investment Group, LLC**

January 4, 2016
Revised: July 22, 2016

The purpose for the rezoning application. The Applicants, East Side Investment Group, LLC, Springfield Real Properties, LLC, and Walker Drive Investment Group, LLC (“Applicant”),¹ propose a planned mixed use zoning map amendment from Industrial (I) to the newly-revised Industrial (I-PUD) overlay district, on properties comprising approximately 31.9193 acres in the Town. The properties involved are bordered on the west by Walker Drive, on the north by Academy Hill Road, on the south by East Lee Street, and on the east by the Eastern Bypass (hereinafter, the “Property”).

The Property includes a portion that is already developed with two buildings and a third by-right building that will begin construction in the very near future. The entire site, however, would be subjected to the I-PUD zoning though existing condominium unit owners would not be obligated to all proffers since they are existing uses.

As the Staff is aware, ZOTA #15-02, Zoning Ordinance Text Amendment for the Industrial Planned Unit Development (I-PUD) District, was approved by the Town Council on April 12, 2016, to permit additional flexibility in the use of that District and the development of plans for mixed-use projects subject to its terms.

Overview of the Proposal. The Applicant proposes to rezone the Property for a mixture of residential and commercial uses as generally depicted on the Master Development (Concept) Plan for the property, prepared by Michael Johnson, PE, and dated July 18, 2016

The Property today is largely vacant (but for the structures referenced above) and is accessed principally by Walker Drive and its surrounding road network and connections. The consequences of this potential development are addressed in detail in the revised Traffic Impact Analysis that has already been submitted for review. It is bounded on the west side of Walker Drive by existing residential areas zoned R-6 and R-10. Properties to the south and west of the site are zoned R-15. Properties in the County to the east (across the bypass and separated from the properties proposed for rezoning) are zoned in Fauquier County for residential development that has not occurred.

The Applicant has conducted sufficient investigation to believe reasonably that there is a demand for land zoned for the mix of industrial, residential, and commercial uses that is proposed for

¹ The detailed ownership of the properties that make up the assemblage that is the subject of this Rezoning is set out in the Application for Rezoning.

the site under the I-PUD zoning and the Master Development Plan. The Applicant has included a fiscal impact statement as additional information.

In summary, the Applicant contemplates the following.²

Phase 1:

- Bowling alley – approximately 21,000 gsf
- Movie theater – approximately 35,000 gsf
- General office – approximately 20,550 gsf
- General retail - approximately 20,550 gsf
- Restaurant (2) – high turnover, sit down – approximately 20,550 gsf

Phase 2:

- Multi-family apartments – 116 dwelling units
- General office – approximately 16,806 gsf
- General retail – approximately 35,417 gsf
- Restaurant – high turnover, sit down – approximately 13,000 gsf

Totals:

- Multi-family apartments and condominiums – 116 dwelling units
- Entertainment (bowling alley + movie theater) – approximately 56,000 gsf
- General office – approximately 37,356 gsf
- General retail – approximately 55,967 gsf
- Restaurant – approximately 33,550 gsf

Completion of the project it would result in 116 dwellings, and a total of 140,854 square feet of new industrial and other non-residential development, to be absorbed as the market demands.³

N.B.: These numbers do not include two existing office structures, or the third building soon to be built. Those structures have, however, been included in the Traffic Impact Analysis as “background” traffic generators whose impact has been considered. These structures will be integrated into the overall development of the properties.

² These estimates are those that were used in the development of the Traffic Impact Analysis for the project.

³ This square footage calculation is based on the top four stories of what is known as Building “I” comprising 20,206 sf X 4 floors as commercial, and the top three stories of Buildings “J” & “K” comprising 10,000 sf X 6 floors of residential use.

Comprehensive Plan. The Warrenton Comprehensive Plan Future Land Use Plan identifies this area of the Town for (light) industrial uses.⁴ The very first Objective in the Town's Plan is "[t]o encourage growth which balances the tax base with demand for public services." Chapter 3, Page 3-49. The Comprehensive Plan further anticipates a high quality development on the property and the Applicant will work with staff during the course of the processing of this rezoning application to ensure appropriate guarantees for site planning, design and construction.

Still further, the Town has established as a major objective the promotion of "mixed-use development as an economical and environmentally sound use of land." The proposed development is indeed a mixed-use project that is neither intended, planned, nor designed as a strip development, but rather to create a residential commercial community with a central, landscaped, area for parking and access, surrounded by nonresidential structures and limited additional housing.

It is also the Town's Objective with respect to commercial properties to "provide an environment that is conducive to the expansion and recruitment of businesses to increase employment opportunities so the Warrenton residents can live and work in Town" (Chapter 3, Page 3-53) and development that encourages the clustering of corridor commercial uses in centers using common access points and providing adequate setbacks and landscaping. Chapter 3, Page 3-54. The proposed development achieves this Objective, and the Applicant submits that the development would be compatible in scale and design with adjoining uses, from which it is separated by major routes in the Town.

Moreover, as the Town is aware, the land is already zoned to that I District, and it would be possible to complete a by right development of the property under that zoning with nothing but site plan approval that could be significantly more impactful than the development proposed in this application, which will include a greater mix of uses and more flexible design. See Chapter 3, Page 3-60.

With respect to residential uses, the construction of the proposed housing associated with the development would add a small number of homes to the Town's existing supply of high-end apartment/condominium units.

Finally, the use of the I-PUD zoning on land that is presently zoned industrially is consistent with the Objectives of the Plan to "ensure that zoning is in conformance with the Town Plan to the greatest extent possible." Chapter 3, Page 3-52.

In summary, the requested rezoning will allow for the development of the Property in a manner much more consistent with the goals of the Town's Comprehensive Plan, as follows:

⁴ The Town's Plan uses the term "light industrial" on its Conceptual Future Land Use Map, but as the Town will recognize, it has but one "I" Industrial District (and no heavy industrial zoning), as well as the I-PUD.

- Approval of the PUD overlay will allow for the construction of physical facilities more upscale in nature and more consistent with existing aesthetics, at a location identified as one of the four major gateways into the historical district.
- The construction of mixed-use facilities will provide pedestrian access to certain retail/service facilities for nearby residents and employees in the Lineweaver Industrial Park, thus reducing the number of vehicle trips per day currently required by people driving to take advantage of such services.
- The open space/common areas provided for under the I-PUD zoning would allow for additional recreational areas, trails, etc. as envisioned in the Comprehensive Plan's call for conveniently located community facilities.
- The mixed-use component would allow for the provision of rental apartment units consistent with the Comprehensive Plan goal of broadening the choice of housing types available within the town.
- The overall project will be consistent with and complimentary to all adjoining properties, both residential to the east, west and south, and industrial/office to the north.
- The development of the property as a "commercial center," as encouraged in the Comprehensive Plan, will allow operation of retail, office, and restaurant facilities, providing an enhanced tax base compared to that provided by the flex/warehouse/office utilization allowed under the existing Industrial zoning.
- The market to be served by the project will include the local residents living within walking distance of the property as well as workers in the adjoining Lineweaver Industrial Park. Additionally, the location of the property along the Meetze Road exit off the Eastern Bypass will provide retail visibility and easy access for traffic travelling along the Eastern Bypass estimated by VDOT to exceed 40,000 trips per day.

Transportation. A traffic impact analysis has been submitted with this application. Draft proffers have been prepared that reflect the improvements called for therein.

Fiscal Impact. The Applicant has submitted a separate fiscal impact statement with this additional information submission. Development of the Property consistently with the I-PUD zoning will result in the construction of a substantial commercial/industrial area that, though impossible to detail at this time because the actual mix of uses is not guaranteed, will have a positive impact on the Town's economy and on its tax base. It is believed that the mix of uses provided by this development will encourage area residents to patronize businesses within the Town by providing uses that currently do not exist in, or near, the Town of Warrenton. Only some 116 dwelling units are proposed, making the proposal a predominantly commercial/mixed use project, the revenues from which will offset any costs that the Town may incur in the provision of public services, most especially for police, and public utilities, addressed further below.

The potential market area for the development is likely regional in nature than some other developments in the Town either present or proposed, but will still contain the neighborhood serving retail and other noncommercial services, including a planned substantial recreational/entertainment component.

Utility Services. The Property will require public water and sewer. There is ample water supply available, and there are no presently known off-site system improvements that may be needed to access that water. Sanitary sewer connections are also available on the subject property. The Applicant will evaluate a proffer for the mandatory use of low flow fixtures and low flow/Energy Star appliances in residences and non-residential structures that would make a substantial difference in how much water is used per typical day, which directly corresponds to sewage flows. The use of low flow fixtures in the non-residential portions of the development should further mitigate increased sanitary sewer demands, if any, from the multi-family residential units proposed. It should be noted that the Zoning Ordinance presently permits by-right uses of these I zoned parcels, construction of which would place demands on the Town's utility systems that may be essentially the same as the development of the Property as proposed. Sheet 2 of 8 of the revised MDP shows calculations of likely water and sewer requirements, compared to the potential by-right development of the Property.

Further discussion with Town staff will be required to refine analysis of utility service.

Approximate time schedule for commencement and completion of the project. The Applicant does not presently have users for the site, though it has consulted with a major Northern Virginia developer regarding the development potential for the property. The Applicant would begin the marketing of the development immediately upon approval of this rezoning and indeed has already commenced such efforts. The marketplace will determine completion.

Section 11-3.9.3.9 of the Zoning Ordinance. The property is adjacent to parcels zoned I, Industrial to the north, R-10 and R-6 to the west and R-15 to the south. The property is bordered by roads in all directions. An overview of compliance with the Comprehensive Plan is above. It should be noted that the roads separating the development from the R-6, R-10 and R-15 zoned areas are arterial roadways with substantial right-of-way widths.

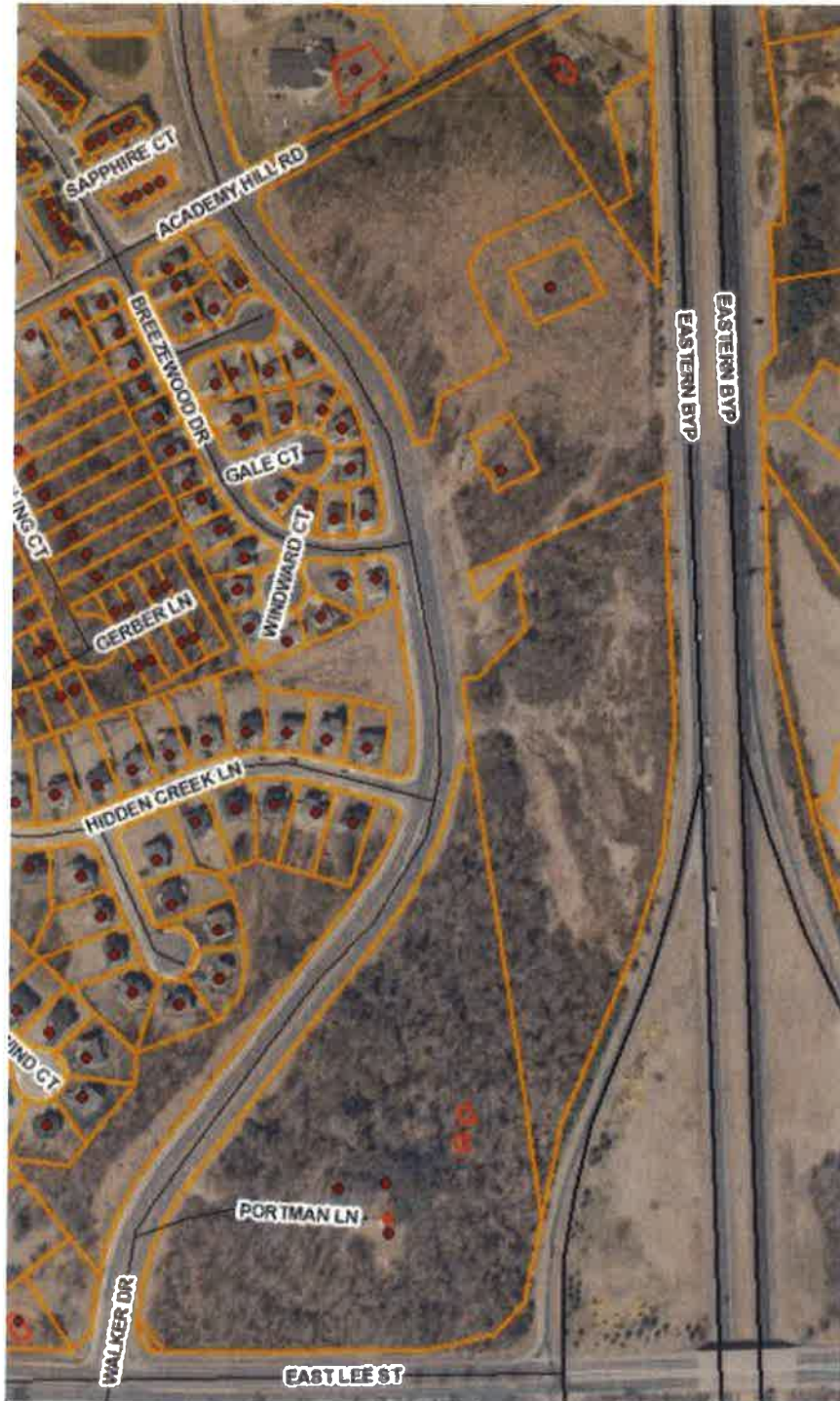
Environment. The surrounding properties have been developed and the property is bordered by existing roads. It is not anticipated that any off-site areas will be negatively impacted from an environmental perspective.

The area to the north of the proposed wet pond currently has stormwater management coverage in the existing facility. It is expected that this area will need supplemental on-site Best Management Practices (BMP) measures to meet the current stormwater management regulations adopted in July of 2014. The southern portion of the site will be addressed by the proposed facility shown on the Master Development Plan. It is planned that all stormwater management requirements will be provided on-site. The existing, but non-functional, SWM facility owned by the Town of Warrenton may be absorbed into the development's proposed wet pond. Should this happen, it is anticipated that the Town would convey ownership of the pond property to the Applicants who would incorporate that property into its proposed development. The Applicant's proposed wet pond would then be designed

to compensate for the stormwater flowing to the existing but non-functional facility to benefit both the Applicant and the Town.

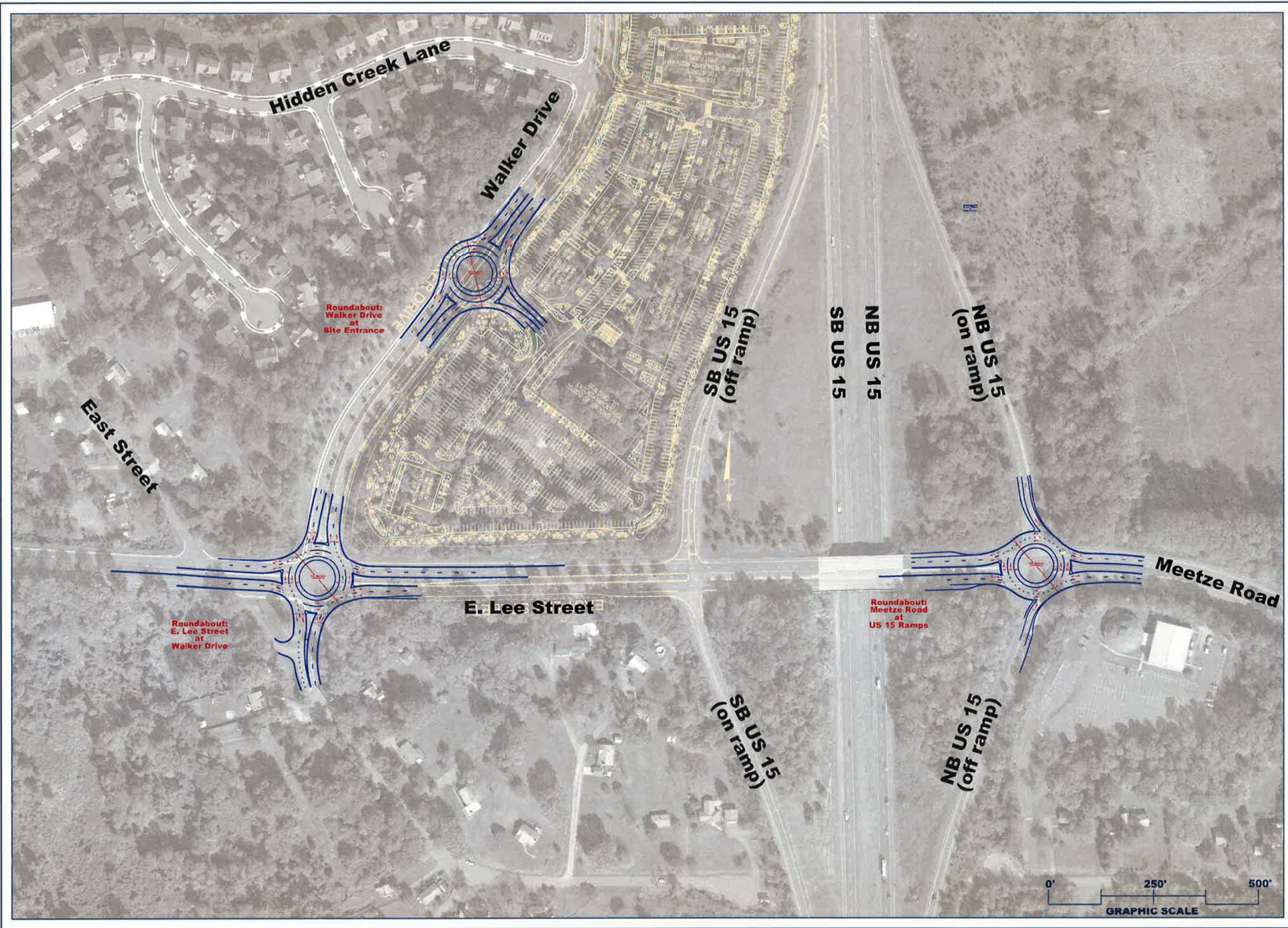
Additionally, a Wetland Delineation Report for this area was conducted in 2008 by McCarthy & Associates, and they found no areas warranting delineation as “waters of the US.” This report was verified as accurate by the US Army Corps of Engineers in a letter dated August, 2008. Nothing has changed on the property or in applicable regulations to suggest any alteration in these conclusions.

A site area photo from the Town’s GIS is below.





PLOTTED: 6/14/2016
PROJECT: 20160101
FILE: 20160101.dwg
USER: jay@thetrafficgroup.com
PLOTTER: HP DesignJet T1200
PLOT: 20160101.dwg



NORTH

DATE	BY	REVISION
6/14/2016	jay	1.00

Warrenton-Walker Drive

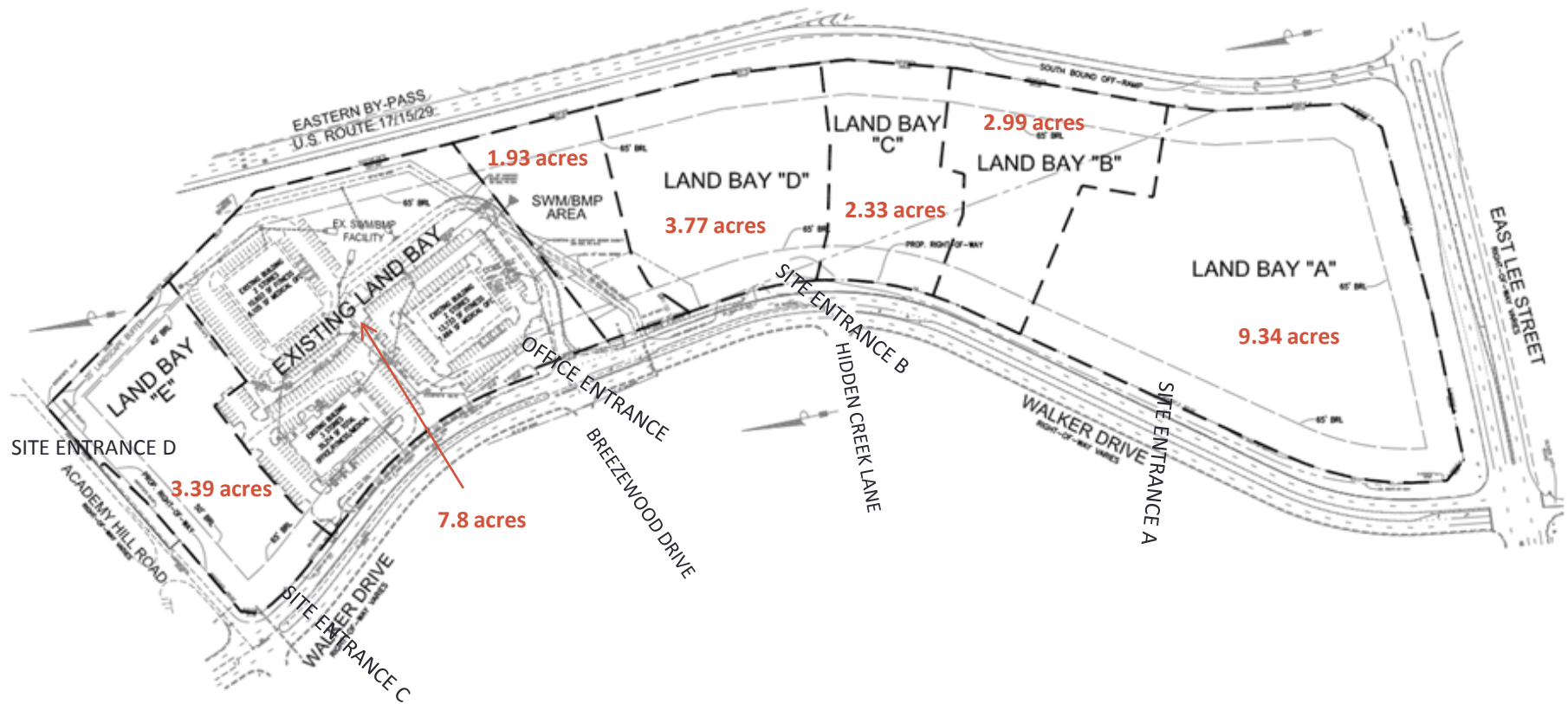
DATE	BY	REVISION
6/14/2016	jay	1.00

The Traffic Group
Merging Innovation and Excellence

Walker Drive Project Basics

- 31.5 acre site, 16 parcels
- Proposed Rezoning from:
“Industrial” with a development density of 0.35 Floor Area Ratio (FAR)
to: “Industrial Planned Unit Development (I-PUD)” with a **higher density of 0.60 FAR**
- Project would need a waiver from the I-PUD land use mix requirements because the proposal contains more residential space and less general office industrial space than required in the I-PUD regulations.
- Full build out is anticipated to take a number of years.
- **7.8 acres of the 31.5 acre site are already developed** under Industrial zoning
 - 3 buildings (OTAC I & II existing; OTAC III under construction) = 73,139 sq ft total
 - The existing buildings are included in the rezoning to meet PUD minimum acreage and adjacency requirements (25 acres are required to have a PUD)

Project Basics - Walker Drive Site



Project Basics - Regulatory History

- Developers secured an I-PUD text amendment in April 2016 providing greater flexibility for the land use mix
 - Reduced open space
 - Increased Intensity of Residential Component:
 - Amount Residential use allowed increased by 5%
 - Amount Residential Mixed Use increased by 20%
 - Multifamily dwellings allowed without a Special Use Permit
- Feb 2017 Planning Commission recommended denial, 6-1 vote
 - Lack of specificity
 - Sewer concerns
 - No clear need to change zoning

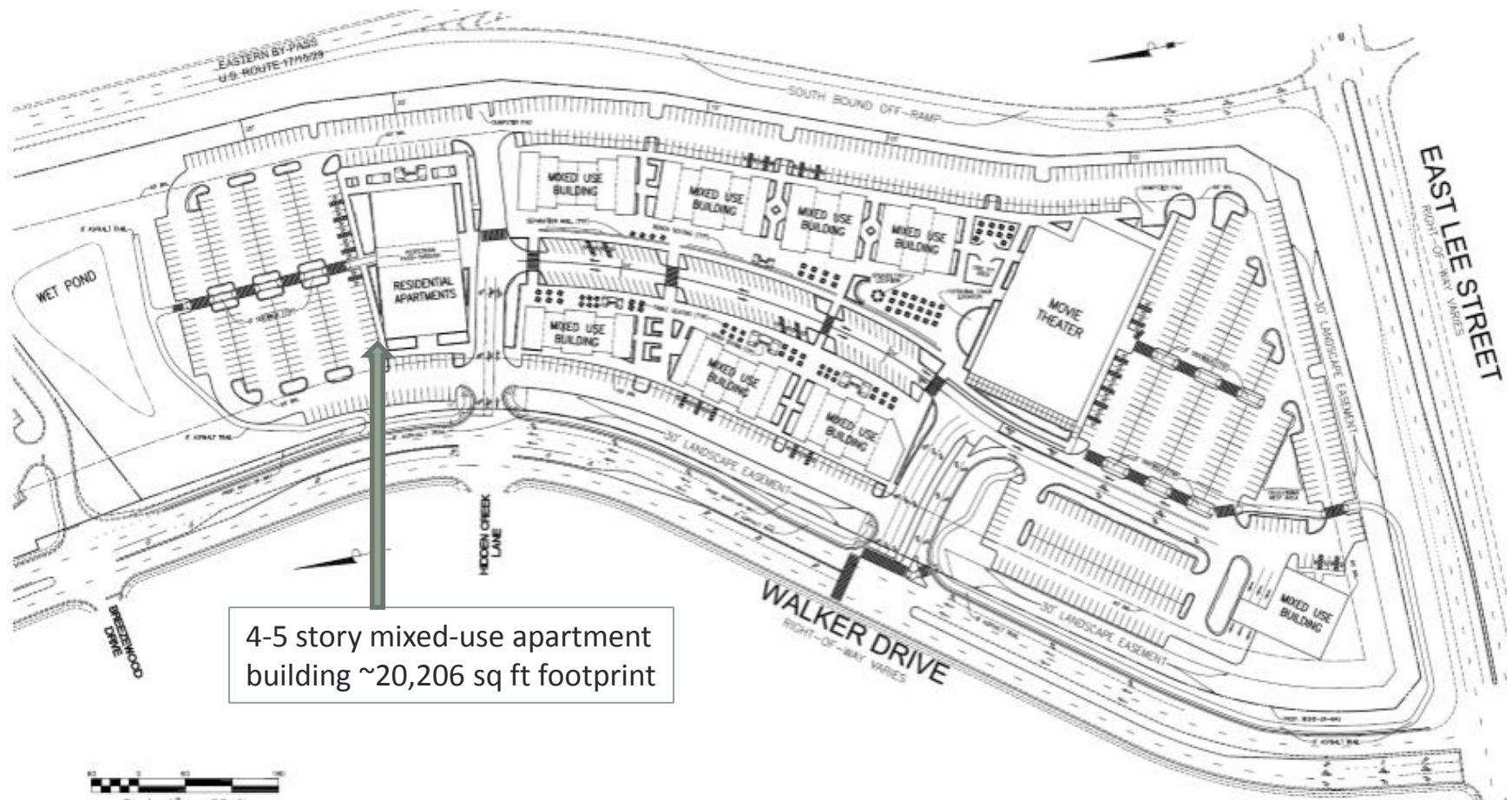
Project Basics - Proposed New Building Uses

Use	Regulatory Category	Area (square feet)
General Office	Industrial	37,356
Restaurants	Commercial or Industrial	33,551
Entertainment	Commercial	56,000
Retail	Commercial	55,968
Multifamily Residential – 40 Condos	Mixed Use Residential	60,000?
Multifamily Residential – 76 Apartments	Mixed Use Residential	60,618?*

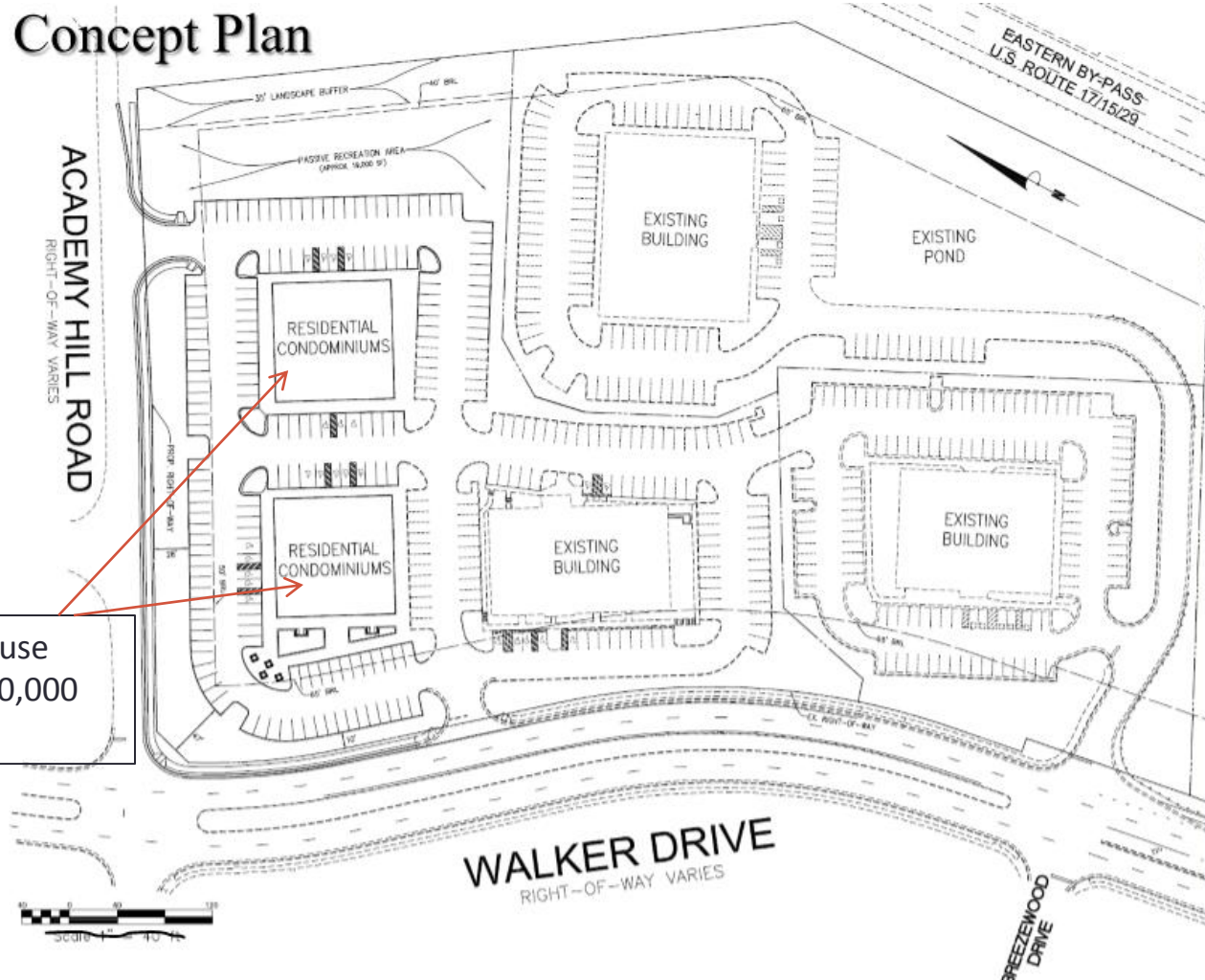
Total Floor Space New Buildings - ~ 303,493* square feet

* Might be 20,206 (?) sq ft more with the granting of a 5th floor thru a Special Use Permit

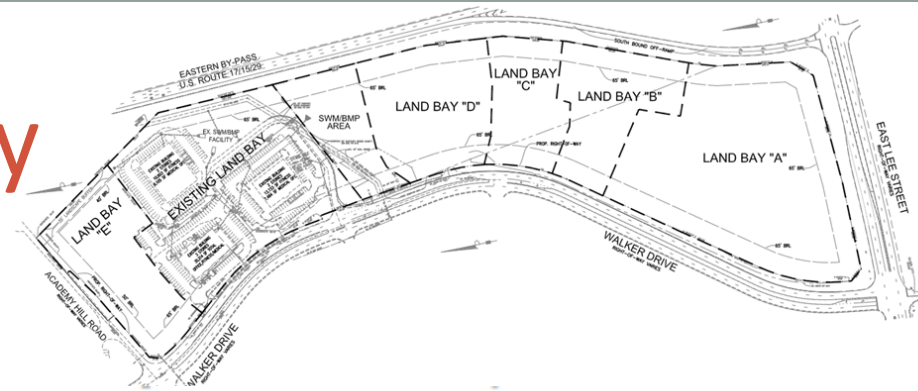
Project Basics - Development Plan – South End



Project Basics - Development Plan – North End



Uses in Each Land Bay



SITE – SOUTHERN PORTION (LAND BAYS A-D) NORTHERN PORTION (LAND BAY E & EXISTING LAND BAY)			
LAND AREA	USE	USE CATEGORY	MAXIMUM USE AREA (GSF)
LAND BAY "A"	GENERAL OFFICE	INDUSTRIAL	20,550
	RETAIL	COMMERCIAL	6,288
	RESTAURANT	INDUSTRIAL	6,288
	ENTERTAINMENT	COMMERCIAL	35,000
LAND BAY "B"	ENTERTAINMENT	COMMERCIAL	21,000
	RETAIL	COMMERCIAL	14,263
	RESTAURANT	INDUSTRIAL	14,263
LAND BAY "C"	GENERAL OFFICE	INDUSTRIAL	6,703
	RETAIL	COMMERCIAL	15,814
	RESTAURANT	INDUSTRIAL	2,500
LAND BAY "D"	GENERAL OFFICE	INDUSTRIAL	10,103
	RETAIL	COMMERCIAL	7,603
	RESTAURANT	INDUSTRIAL	2,500
	MULTIFAMILY RESIDENTIAL	RESIDENTIAL	76 UNITS
LAND BAY "E"	RETAIL	COMMERCIAL	12,000
	RESTAURANT	INDUSTRIAL	8,000
	MULTIFAMILY RESIDENTIAL	RESIDENTIAL	40 UNITS
EXISTING LAND BAY	OFFICE/HEALTH CLUB	INDUSTRIAL	73,139

Issues

1. **Zoning Conformance – Land Use Mix**
2. Sewer
3. Traffic
4. Movie theater and Recreation – What is Walker Drive?
5. Taxes/Jobs
6. Design
7. Comprehensive Plan Conformance
8. Transparency

Zoning Conformance - Land Use Mix

I-PUD Land Use Mix Requirements

Industrial	Commercial	Residential	Mixed Use Residential
$\geq 50\%$	$\leq 30\%$	$\leq 20\%$	5 – 35%

§3-5.2.4.3 The Town Council shall, **upon recommendation of the planning commission**, have the authority to modify (making the criteria more, less or equally restrictive) or waive, the [above] criteria, if in the opinion of Town Council it shall determine that such modification or waiver:

- Shall advance the legislative intent and general planning considerations underlying the PUD and this Ordinance,
- Shall be in general conformity with the adopted Comprehensive Plan, and
- Shall not create an adverse effect on adjacent land uses.

- Restaurants may be categorized as Commercial or Industrial.
- Are Existing Buildings included in the calculation?
- Are the office and commercial areas of residential buildings counted in Industrial/Commercial or in Mixed Use Residential?

Land Use Mix

Proposed Uses Compared to I-PUD Requirements – Applicant's View

Category	Proposed Use	Area (square feet)		Percent Total New Buildings	Percent Total New + Existing Buildings	I-PUD Requirement
Industrial	General Office Existing Office Restaurant	27,253 73,139 23,051		16.6%	32.8%	≥ 50%
Commercial	Entertainment Retail	56,000 36,365		30.4%	24.5%	≤ 30%
Residential	none	0		0	0	≤ 20%
Mixed Use Residential	40 Condos 76 Apartments General Office Restaurant Retail	60,000? 60,618?*	160,824	53.0%	42.7%	5 – 35%
		10,103 10,500 19,603				

* Might be 20,206 (?) sq ft more with the granting of a 5th floor thru a Special Use Permit

Land Use Mix

Proposed Uses Compared to I-PUD Requirements

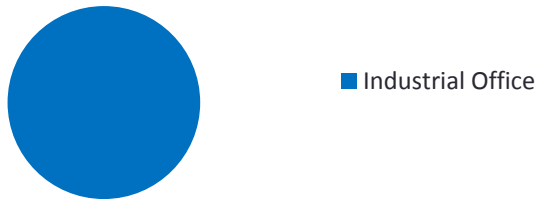
– Citizen's View *

Use	Area (square feet)	Percent Total New Buildings	I-PUD Requirement
Industrial	37,356	12.3%	$\geq 50\%$
Restaurants	33,551	11.1%	$\leq 30\%$
Commercial	111,968	36.9%	
MultiFamily Residential	116 units 120,618 sq ft?	39.7%	$\leq 20\%$ or 5 – 35%

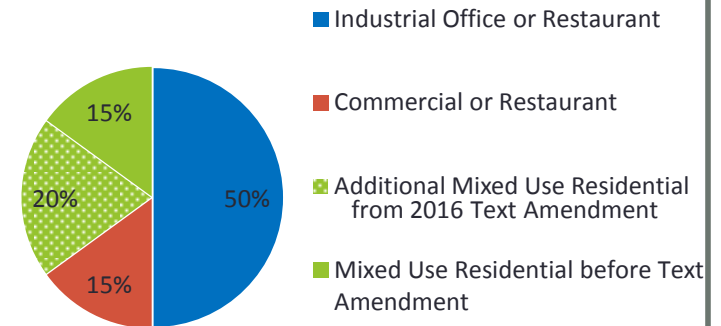
*To a citizen, a restaurant is a commercial use. Also this view reflects the total amount of space dedicated to industrial, commercial, and residential uses. This view does not discount area devoted to commercial and industrial uses that are colocated with residential uses.

Land Use Mix

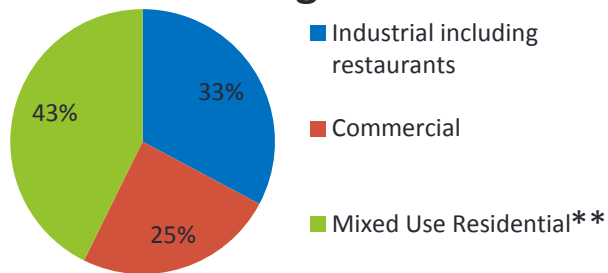
Current Zoning



I-PUD Zoning showing Max Residential Option

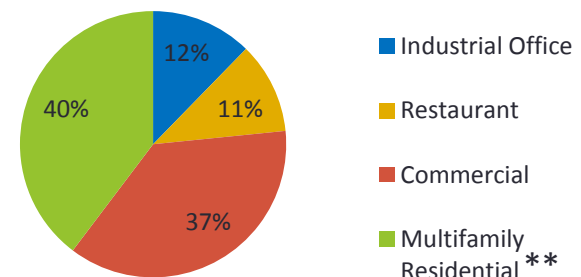


Walker Drive Proposed Land Use Mix – One Calculation Using New + Existing Buildings*



*If Town excludes Existing Buildings from calculation, Residential portion would go up to 53%, Industrial would go down to 17%

Walker Drive Proposed Land Use Mix – Citizen's View



**Assumes 120,618 sq ft Residential Space – actual amount may be 20,206 sq ft more.

Zoning Conformance

Ignoring the 2016 Text Amendment

- Industrial portion of proposal is a well below 50% even if add in existing industrial office buildings and count restaurants as industrial.
- Only 1/8 of new space would be true Industrial Office use.
- Residential is the largest single use.
- Commercial use exceeds 30% of new space.

Vague on Heights

- Current Industrial zoning restricts buildings to 35' in height.
- I-PUD allows 45' in height, but can be increased for mixed use residences may be increased to 65' (5 stories) thru a Special Use Permit (SUP).
- Applicant has been vague on dimensions of residential buildings.
- Drawings note 5 stories on apartment building, but SUP has not been requested.

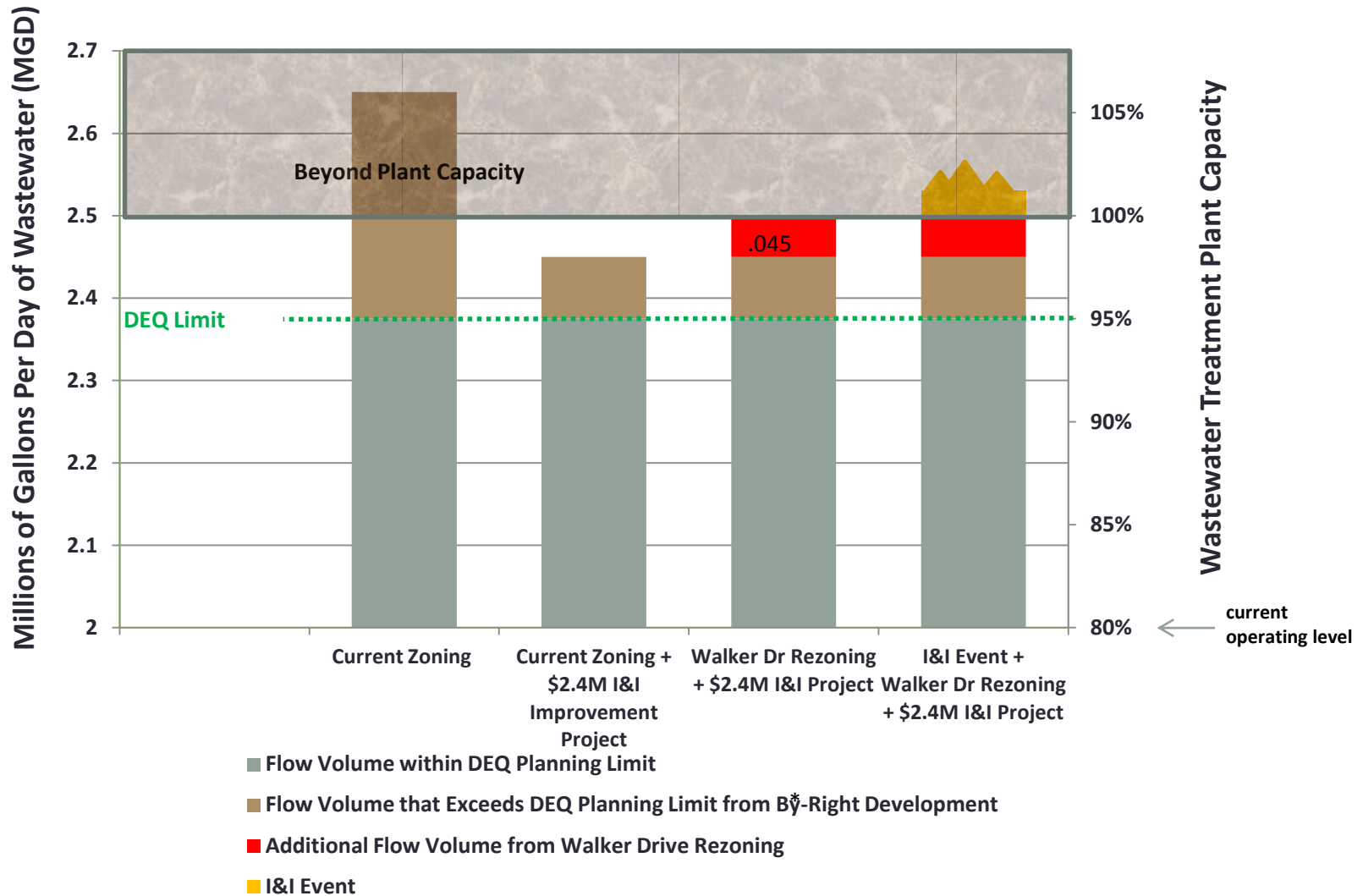
Issues

1. Zoning Conformance – Land Use Mix
2. **Sewer**
3. Traffic
4. Movie theater and Recreation – What is Walker Drive?
5. Taxes/Jobs
6. Design
7. Comprehensive Plan Conformance
8. Transparency

Sewer - Town Wastewater Treatment Plant

- Plant Capacity Limit – 2.5 million gallons per day (MGD)
- VA DEQ Limit – 2.375 MGD
- Projected Flow at Town Buildout – 2.65 MGD
- Current Planning Flow – 2.11 MGD
 - Base Flow - 1.06 MGD
 - Inflow & Infiltration (I&I) - 1.05 MGD
- Under Current Zoning Will Reach DEQ Limit in 7 years assuming
 - ☐ No upzonings granted
 - ☐ No additional commitments extended outside town
 - ☐ 3% growth rate
 - ☐ Average rainfall
 - ☐ No increase in I&Iat which point we will still have an additional 275,000 gallon per day of commitments ahead of us.
- Town implementing I&I project to regain 0.2 MGD – may buy us about 2 additional years before we exceed DEQ limit.

Projected Wastewater Levels at Town Buildout



*Town indicates Walker Drive sewer flows might be 30% less, which would lower the red bar by 0.02 MGD.

Also, Town might decide to use 42,100 gpd reserved for Redevelopment Potential (see p. 12 April 2015 Whitman & Requardt report) for Walker Drive, in which case the overage from Walker Drive would be absorbed into the flow that exceeds the DEQ limit (the brown bar). In any of these scenarios the town is still adding to our capacity deficit by upzoning the Walker Drive parcel and would be over its DEQ limit.

Sewer - Walker Drive Wastewater Volume Estimates

Date Analysis	Source		Flow Factors	By-Right (gpd)	Rezoning (gpd)	Demand above By-Right (gpd)
7/28/2016	Town Public Works	Written Comments	700 gpd/acre	22,400	105,757	83,357
10/25/2016	Applicant	Audio Recording Work Session	State, PW County, existing entertainment site, and extrapolate from OTAC actual	103,859	105,757	1,898
10/25/2016	Town Public Works	Audio Recording Work Session	Actual consumption/sq ft + applicant's entertainment # + 30% cushion	22,400	68,700	46,000 46,300
Spring 2017	Town official	Personal Conversation	Remove 30% cushion		46,029	23,629

*Lighter numbers is data that are not readily available and are my estimates.

Sewer Issues

- The Town is already committed to provide sewer to all in-town properties, and to certain out-of-town properties, so long as these properties are developed consistent with their current zoning.
- Even without the Walker Drive upzoning, Warrenton no longer has enough capacity to meet the DEQ limit for all those properties.
- The Town's new \$2.4 million 3 year project to reduce 200,000 gallons a day (gpd) of I&I will still leave the Town more than 3% above the DEQ limit.
- The Town will need to find at least 75,000 gpd more capacity to be in compliance, and more, because I&I losses will always be on the rise.
- If the Town approves the Walker Drive project we would exacerbate our capacity problem, be operating right at or very close to plant capacity, and be 3 - 5% above our DEQ limit at town build out. What happens if we have a rainy year?

Sewer and the 2009 Comprehensive Plan

The Town has been aware since at least 2009 that we must stop upzoning properties:

- The Town stated that our ability to accommodate additional growth was “*marginal and tenuous at best*” and noted,
- “*The Virginia Department of Environmental Quality requires that the processing of effluent in excess of 95% of the plant’s capacity mandates expansion to maintain a minimum of 5% reserve. This triggers a series of events that could either strap the Town with significant costs for downstream expansion or make untenable choices regarding which properties receive service and when.*” (p.33)
- “*The utility capacity of [sewer] could accommodate the anticipated Town development, but barely and only assuming that the estimated uses and density would be as currently zoned.* (pp. 32-33)
- “*Any increase in density or use has the potential to exceed the existing utility capacity and create significant challenges for future service.*” (p.30)

These warnings were made in 2009 when I&I was “only” 470,000 gpd. In 2015 the Town’s consultant identified an escalation in I&I that places an additional 580,000 gpd demand on the sewage treatment plant.

Sewer and the 2009 Comprehensive Plan

The 2009 Comp Plan Update lays out three alternatives:

- *deny changes in density unless it can be demonstrated that such development will not require increased utility service or create a demand beyond the capacity of the town systems at build-out, including the required reserves for the water and sewer treatment plants*
- *increase plant capacity by 10-15% and have rezoned/out of Town developers pay their pro rata share*
- *pursue an aggressive I&I program*

Denial is our only viable option:

- we are not on target to meet the DEQ limits as it is
- expanding the sewer treatment is a major expenditure that is not on the table, and calls into question our ability to meet Chesapeake Bay limits
- a focused I&I program has only just begun and is not an aggressive enough program to get us in compliance with a margin for upzonings

Sewer Issues

- Why are we allowing any additional sewer burden when:
 - our own studies show that we have already overcommitted our sewer capacity?
 - we don't have a long term plan to keep us in compliance with DEQ limits?
- Why are we assuming that I&I will not continue to increase?
- Why are we assuming that I&I will not become harder and more expensive to fix over time?
- Our actions here will set a precedent –other properties will be coming in with requests for rezoning/additional sewer.

Decreasing Sewer Proffer Expectations

- August 2016 - Based on cost of Town I&I project (\$2.4 million for 200,000 gallons) Public Works recommended \$12/gpd to offset the additional 83,357 gallon sewer burden -- a figure of \$1,000,284.
- October 2016 – Wastewater levels were recalculated. The revised excess 46,000 gpd demand would equate to \$552,000.
- January 2017 – Town willing to accept meter fees on individual meters (instead of master meters) at 40 units to provide predictability.
 - How much money this will bring in, and how does this compares to the development's additional strain on the system?
 - Heard one estimate that individual meter fees would generate about \$450,000.
 - Not clear how much of these meter fees are needed for equipment and maintenance.

Issues

1. Zoning Conformance – Land Use Mix
2. Sewer
3. **Traffic**
4. Movie theater and Recreation – What is Walker Drive?
5. Taxes/Jobs
6. Design
7. Comprehensive Plan Conformance
8. Transparency

Traffic - 11,751 new trips per day

As a matter of comparison, current traffic counts on the Eastern Bypass are 43,500 per day. So think about how **more than ¼ of the traffic levels on the bypass** would feel in your neighborhood.

How much more traffic is this than the current zoning would create?

- The traffic analysis did not look at traffic from by-right build out of the entire site. Using the standard trip generation rates from general office we can estimate that by-right levels would be less than half, but need an engineering assessment to determine how much under half.

Traffic -Comparing Walker Drive traffic to current traffic levels:

- Biggest projected increase in number of cars at an intersection is at Site Entrance A/Walker Drive (over 850 more cars per weekday evening peak hour) and at the **E. Lee/Walker/OliverCity** intersection with about 800 more vehicles per hour in the evening rush because of the rezoning. This is equivalent to **an extra car every 4 ½ seconds** during evening rush.
- Greatest percentage increase in traffic will be at the Site Entrance A/Walker Drive, seeing more than a 170% increase in peak hour traffic, and **Hidden Creek/Walker/Site Entrance B** that will also see **more than a doubling of peak hour trips over current levels** based on Walker Drive trips alone.
- **Walker Drive between Hidden Creek and Breezewood** will see 3,453 trips a day on average from the Walker Drive site alone. Compare this to current (2015) levels of 4,480 trips a day (a 77% increase).
- **Academy Hill** at Site Entrance D will experience an additional 1103 cars per day as a result of the rezoning . Academy Hill at its intersection with Walker Drive would see nearly a 50% increase in vehicles over current levels.

Traffic – Intersection Improvements

- Walker/Lee/Oliver City – The necessary 2 lane Roundabout costs between \$800,000 - \$2Million depending on pedestrian access/landscaping/size.
 - Cost contribution proffer from Walker Drive development is only \$200,000.
 - Their pro rata share of a \$1M roundabout would be about \$325,000.
- Walker/Site Entrance A – The developer will pay for a single lane roundabout.
- Meetze/US 29 Northbound ramps – The developer will install signalization, with reimbursement of costs in excess of pro rata share.
 - Timing is unclear – might be triggered when site plan is submitted for Land Bay A.
- Left turn lane into site on Walker Drive at Hidden Creek and Breezewood will be constructed by the developer when the Hidden Creek entrance becomes functional.

None of these improvements will reduce the volume of traffic, they will simply stop the intersections from failing.

The developer may construct buildings in Land Bay E or residences in D without making the \$200,000 contribution for the Lee St roundabout.

Traffic – 11,751 trips a day

Even with improvements at the intersections (signals/roundabouts):

- Rush hour backups on the Exit Ramp from south-bound Rt 29 will approximately triple as a result of the Walker Drive proposal.
- By 2025 we may experience **more than 20 car backups** instead of 6 - 8 car backups.
- The backup on the US 29 southbound exit ramp for drivers turning left or going straight could be so long (even after intersection improvements) that it might block access to the right turn lane on the off ramp

Traffic – Accuracy of Estimates

A traffic study is only as good as its assumptions.

Study omits the new Warrenton Chase housing development

- 58 – 150 single family homes
- Located directly across Eastern US 29 bypass from the Walker Drive site
- Access to Warrenton Chase is Meetze Road – will add substantial traffic to 29 ramps/Lee St/Meetze intersection
- Town found out that this traffic was omitted thru public comment – Town's response was that the Traffic Study double-counted some by-right traffic, so the errors offset each other. Is that proper engineering?
 - By-right industrial traffic has different trip generation rates than residential traffic
 - By-right industrial traffic has different peak levels throughout the day
 - By-right building area differs from an entire housing development
 - The traffic is coming from different sites, and will have different distributions

Study relies on reduced traffic towards Falmouth Street from Warrenton Crossing

- It is uncertain if or when Warrenton Crossing and Williams Way will be built. The study diverts 50% of the westbound left turn movements on E. Lee Street to Falmouth Street to the proposed Williams Way. A delay in the construction of Williams Way has serious ramifications for traffic on Falmouth Street that have not been evaluated.
- The Study lowballs the traffic levels heading in the direction of Old Town from Warrenton Crossing, assigning it only 5% of the trips.

Study does not appear to have anyone from Oliver City/Warrenton Crossing/Williams Way access to WalMart/Brumfield going to the Walker Drive development. Is that right? See p. 48 Traffic report.

Issues

1. Zoning Conformance – Land Use Mix
2. Sewer
3. Traffic
4. **Movie theater and Recreation – What is Walker Drive?**
5. Taxes/Jobs
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Movie Theater and Entertainment

- There is no requirement that the development include a movie theater, a bowling alley, or any other recreation.
- Despite trying for over a year to attract a movie theater, there is no prospective tenant - Warrenton does not have the demographics that today's movie theaters require.
- Developer has proffered to hold “a location” available for construction of entertainment use (not necessarily a movie theater) for 7 years, after which that location could revert to any commercial or industrial use.
 - If the town is serious about the movie theater, why not restrict building of the apartments to the 15% in the original regulations until a theater is built?
 - If the town is serious about attracting business to the site, why not have the entertainment location convert to General Office after 7 years?

Movie Theater & Entertainment

Recreation for bored teens

The issue is not a lack of activities. What kids may be missing is a place to “hang out.” This problem can be solved with a lot less sewer and traffic.

- Movie theaters today are struggling. To be economically viable they are multiscreen complexes. They are surrounded by a sea of parking spaces, and are not pedestrian friendly unless you live in a major metropolitan area.
- A good location for a theater would be in the Commercial District.
- There are some trade offs for living in a smaller community with beautiful rural areas to the North, West and South – one is that it might take less than half an hour to drive East to a multiscreen theater, as in our case.

What is Walker Drive?

By reading the proffers we can see what the Walker Drive project may legally be when built:

- The entertainment component disappears over time.
- There is no guarantee of the higher end stores or pretty brick streets shown in the photos.
- The condos may be built immediately, without meeting the design standards of the rest of the site.
- The condo buildings could be built alone, adding 1839 cars per day** to our roads without making any intersection improvements, and the project abandoned - leaving us another upzoned property .

Based on March 13, 2017 proffer statement.

**Academy Hill Road (1103) and Walker Drive (736)

What is Walker Drive?

Walker Drive is:

- a multifamily dwelling housing and commercial project with a hardscaped plaza, variable roof lines, and limited office space with brick, stucco or fiber cement board exteriors.
- 116 housing units consolidated into 3 buildings – 1 large building which may be 65' high, and 2 medium/large buildings which are not well integrated into the rest of the site. The first floor of these buildings would include offices, restaurants, and/or retail. No park or large green spaces are available for residents and visitors.
- not a site that will bring a large industrial employer. Only 12% of the new buildings will be devoted to industry instead of the 50% envisioned in the I-PUD program.
- acres of typical large parking lots prominently located along the E. Lee Street gateway to Warrenton, and in the very center of the site.

What is Walker Drive?

Walker drive is described as a Mixed Use development. Isn't that good and consistent with Smart Growth?

Mixed use is considered Smart Growth when it:

- provides a live/work environment that reduces dependence on cars. Walker Drive's proposal provides 36% less space for diverse industrial jobs than was envisioned by the I-PUD overlay – the proposal is deficient in the “work” component.
- incorporates environmental sustainability principles such as impervious surfaces and green open spaces. Other than the storm water drainage pond, open spaces are paved and most open spaces are parking lots.
- is designed on a human pedestrian scale with smaller streets that can accommodate a variety of activities. This is not a small street sidewalk lined community. The roads are actually long parking lots that are not bicycle safe. Location of a separate bike path has not been determined.
- minimizes the use of cars. The addition of 11,751 vehicle trips says it all. This is a heavily car dependent proposal.

Issues

1. Zoning Conformance – Land Use Mix
2. Sewer
3. Traffic
4. Movie theater and Recreation – What is Walker Drive?
5. **Taxes/Jobs**
6. Design
7. Comprehensive Plan Conformance
8. Transparency

Taxes/Jobs

Instead of a market analysis the applicant provided a generic 2006 report paid for by the International Council of Shopping Centers.

Ironically that study shows that about 85% of sales potential is not realized if there is market competition. This does not bode well for tax revenue from other chain restaurants and similar retail offerings in town.

Issues

1. Zoning Conformance – Land Use Mix
2. Sewer
3. Traffic
4. Movie theater and Recreation – What is Walker Drive?
5. Taxes/Jobs
6. **Design**
7. Comprehensive Plan Conformance
8. Transparency

Design - Pedestrian Access

- Pedestrian access between the site and Main Street is poor. The high traffic volumes that this intense development brings will dissuade foot traffic.
- Lee Street will have over 1000 cars at peak hour more on it than it does now. Pedestrians would have to cross busy Lee Street twice and Walker Drive once to access the site up/down a large hill.
- A circuitous route from the center of the site places pedestrians shy of the Central Business District on Main Street.

Design - Warrenton Gateway

- The gateway to Warrenton and entrance to the Historic District from Meetze road and the Eastern Bypass will be flanked with a vast parking lot, and 1 drive thru facility pad site. This does not convey the character and scale of Warrenton as emphasized in the Comprehensive Plan.
- Lack of green spaces, lack of commitment on types of materials to be used in the central plaza and for hardscaping, 3 large rectangular asphalt parking lots, and over 10 acres of pavement for parking in Pods A - D (total acreage in A-D is 18.43).

Issues

1. Zoning Conformance – Land Use Mix
2. Sewer
3. Traffic
4. Movie theater and Recreation – What is Walker Drive?
5. Taxes/Jobs
6. Design
7. **Comprehensive Plan Conformance**
8. Transparency

Comprehensive Plan Conformance

- No Evaluation of Impact of losing Industrial land
- No Evaluation of Impact of adding 145,519 square feet of Commercial space on existing businesses or need for more new Commercial
- Limited sewer availability issue not mentioned
- What other provisions are omitted or have been determined to be unimportant on balance?

Issues

1. Zoning Conformance – Land Use Mix
2. Sewer
3. Traffic
4. Movie theater and Recreation – What is Walker Drive?
5. Taxes/Jobs
6. Design
7. Comprehensive Plan Conformance
8. **Transparency**

Lack of Transparency

- Traffic information needs to be put in terms that are meaningful to citizens. None of the comparisons of traffic volumes and backups presented in this document were provided by the town or the applicant.
- Floor areas of residences are not clearly presented, nor are the heights of the buildings, or the materials to be used in hardscaping.
- The nonconformance of the land use mix to the original zoning regulations is not clearly stated or widely understood.
- Unclear which land bays would be developed first, how that affects the payment of proffers for transportation improvements, and what would happen if portions of the project were abandoned.
- Unclear how much money the individual water meters will bring in or what precedent this sets for future developers.

Lack of Transparency

- The applicant has been given unusual latitude –
 - Allowed to bring already developed land into the 25 acres minimum
 - Granted a zoning text amendment that loosened the land use mix in the regulations
 - Encouraged to proceed without meeting those revised land use mix regulations
 - Not being requested to perform a market analysis when changing industrial land to commercial/residential
 - Not being required to submit a traffic analysis that factors in all adjacent traffic

Sewer

1. What are the operational changes that were made at the sewer and/or water plants that affect capacity?
2. How much capacity or how many gpd of a savings does this create for the
 - a. sewer system
 - b. water system?
3. When were these changes implemented?

Traffic

1. Since the rotaries would not create a break in traffic, turning left towards Meetze Road, from the 29S off ramp could become difficult. People may opt instead to turn right and go into the Walker/Lee rotary to make a left (effectively a U-turn) on to Meetze. Does the traffic model include this increased traffic in the Walker/Lee rotary?
2. Does the traffic analysis factor in Warrenton Chase development? These houses will add to the left turn/U-turn pressure in #1 above.
3. How long are the queues in terms of backups projected to be on the 29S off ramp at E. Lee Street
 - a. For cars turning right?
 - b. If the queue is longer than the right turn storage lane (315'), how many cars will be stuck behind cars trying to turn left/straight?
 - c. What is the projected total length of the backup on the ramp?
3. The traffic analysis needs to consider the very real world possibility that the Williams Way connector from Oliver City to lower Falmouth won't be built in 2019 or maybe not even in 2025.
 - a. What will this do to traffic in Old Town on Falmouth Street in 2019?
 - b. " " " " " " " " in 2025?
 - c. What will this do to functioning of the E. Lee/Falmouth St 4 way stop?
 - What will the back ups be in 2019? 2025?
 - At what LOS would the intersection function in 2019? 2025?
4. Why does the traffic study not assign any trip distribution to their site from Oliver City? Surely there will be people driving from WalMart/Home Depot to the new site via Falmouth Street. Falmouth Street already carries substantial WalMart traffic - some portion of this will go to the new site. The study needs to:

a. assign some percentage, even if it is small, of site traffic distribution down Falmouth Street

- b. include this percentage in a traffic analysis for the scenario
- with Williams Way not built
 - with Williams Way built

5. How much more or less traffic would we see at the following intersections as compared to the rezoning proposal (just simple numbers of trips, not including background traffic) if the site were developed byright with a convenience store/gas station plus some type of truck intensive storage/drop-off type facilities?

- a. 29S off ramp/E Lee intersection
- b. Falmouth/E Lee intersection
- c. Falmouth St

and what percent of the above trip/traffic figures would be large trucks?

Zoning

1. What are the basic land use mixes in the proposal, prior to adjusting for a $\pm 10\%$ in each land bay and "minor" changes?

2. Are the existing buildings including in the calculation?

3. If the mixed use residential portion exceeds 35%, or if the Industrial portion is shy of 50%, how can the project be approved? Council does not have authority to grant a land use mix waiver since planning commission did not recommend approval of the project - see PUD regulations 3-5.2.4.3

THOMAS C. SENTZ, D.D.S.

33 Main Street • Warrenton, Virginia 20186 • 540-347-4154

6/5/17

Mr. Brannon Godfrey and
members of the Warrenton
Town Council,

I am writing in support of the
rezoning required for the proposed
project on Walker Drive.

I sat in on a citizens meeting
last summer with the objective of
prioritizing ideas that would be part
of the vision for Warrenton's future.

Close in residential and commercial
development, walkability, jobs, and
activities for young people were ideas
that were part of that list.

The proposed project on Walker
Drive begins to fulfill that vision.

I hope you agree and will
support the rezoning.

Respectfully,
Tom Senth

I am unable to attend
the public hearing.

Begin forwarded message:

From: KR <livyordream@gmail.com>
Date: June 28, 2017 at 3:09:39 PM EDT
To: Planning Department <Planning@warrentonva.gov>
Subject: Walker Drive Project

Due to ongoing health issues I am unable to attend the meeting regarding the Walker Drive project. I am **emphatically OPPOSED** to this project occurring!!!

I live on Hidden Creek Lane and consider this a nightmare, as well as unnecessary. Why aren't the people who want to develop this property on Walker Drive being encourage to put their dollars into contributing to more parking in Old Town, or renovating empty buildings so they are usable, or advocating to bring in business that can use the already established but empty buildings??????

Sincerely,
K. Rowland
361 Hidden Creek Ln, Warrenton

--

To: Town Council of Warrenton
From: Julie Bolthouse, Piedmont Environmental Council
Date: July 2nd, 2017
Subject: Walker Drive Development Proposal

Dear Town Council Members,

Piedmont Environmental Council submits these comments regarding the proposal to rezone 31.3804 acres along Walker Drive from Industrial to Industrial-Planned Unit Development. PEC supports development in our service districts and acknowledge the Town is the appropriate location for high intensity development. However, after reviewing the proposal for Walker Drive, we have significant concerns about the process being proposed, the vagueness of the proposal, inconsistency with the I-PUD zoning requested, confusion about what's being proffered, and the impact it will have on one of the last uncluttered gateways into the historic downtown core.

Project Lacks Clarity - No Master Plan

The nebulous nature of this project and the lack of detail and commitment to specific improvements raise significant concerns. This proposal does not guarantee a movie theater or any entertainment facility. It also fails to proffer a Master Development Plan with the site layout, locations of buildings, types of uses, parking, street sections or connections, elevation of the buildings, or the ultimate architectural design of the buildings. Lacking this, we know very little about how the site will be developed beyond the percentages of land use types within each land bay. However, that is not what is being told to residents in petitions¹ and illustrative images posted on social media². These "empty promises" have unfairly put significant political pressure on the Town Council to approve what many residents incorrectly see as a proposal for a life-style center with a movie theater, bowling alley, skating rink, or other desirable entertainment venue.

Rather than providing a Master Development Plan, as a mixed-use rezoning of this scale would normally include, this proposal uses a new process called a Post Zoning Master Development Plan. This gives the applicant approval for the rezoning and the freedom to lay out the plan however they see fit within the confines of the proffers and I-PUD zoning district. The Post Zoning Master Development Plan is "established solely to permit detailed review of specific development proposals against applicable requirements prior to the site plan submittals." The purpose of knowing this information prior to approving the rezoning is to ensure that the site develops as expected.

¹ *Town of Warrenton: Allow Growth and Provide Entertainment!* Petition of support for the Walker Drive project. Posted by Chris F. <http://www.thepetitionsite.com/takeaction/295/467/067/>

² *Walker Drive Project* Facebook page created April 2016. <https://www.facebook.com/Walker-Drive-Project-854392717999904/>

A well thought out Master Development Plan would prevent unexpected impacts such as signs, buildings, and parking lots visible from the Rt. 29/15 Bypass, the site from being disconnected from the downtown core and from the Town in general, and unmitigated impacts.

Inconsistency with I-PUD Zoning

The I-PUD zoning is an overlay district that gives the developer more flexibility to incorporate a mix of commercial and residential with the industrial uses allowed on industrially zoned land. The I-PUD zoning allows a higher FAR than both the Residential and Commercial Planned Unit Development (R-PUD and C-PUD) Districts. It also allows up to 35% residential which is higher than the 15% that is allowed in the C-PUD district. From the prospective of an owner or developer of a property, this higher density and increased residential percentage are attractive and increase the profitability of a property.

The incentives of the overlay district are intended to, “encourage innovations in residential and nonresidential development so that the growing demands of Warrenton may be met by greater variety in type, design and layout of buildings and housing types...”³ The higher density and increased residential percentage are meant to provide incentives to achieve this goal. However, as stated in the prior section of these comments, without a Master Development Plan we do not know the layout, type, or design of the buildings being proposed. Lacking this information upfront, there is no way for the Town to know if this proposal will meet the intent of the requested zoning.

The I-PUD zoning requires 25 adjacent and/or contiguous acres within an Industrial District. The existing development had to be included in the proposal to make Land Bay E ‘contiguous’, however, that existing development is not subject to the proffers⁴. This seems like inappropriate contortions that do not follow the intent of the zoning regulations.

The I-PUD zoning requires a Master Plan and is geared towards evaluation of that Master Development Plan,

“A Master Plan shall be required to guide the development. This Plan shall include (i) a general development plan incorporating land bays and land uses as set forth in the Development Standards (§ 3-5.2.4.1) and Use Regulations (§ 3-5.2.6) and (ii) a narrative text that describes phasing, the location of and relationships between all development types, public facilities, roadways, open space and recreation areas, and other proposed major facilities. The Plan shall provide for integrated development of all of the proposed uses and the coordination of infrastructure as a cohesive entity, rather than separate components or independent cells of land use.”

Without a complete Master Plan the community has no way of knowing if the proposal will meet the intended purpose of this flexible zoning which include:

³ Town of Warrenton Zoning Ordinance Section 3-5.2.4.3 Other Criteria for Commercial and Industrial Planned Unit Developments. As amended April 12, 2016.

⁴ The existing development site has “consented to the rezoning of their properties, but shall not be subject to these Proffers except to the extent that the uses of their units must be otherwise authorized by the Town of Warrenton Zoning Ordinance, and these Proffers.” Proffer Statement ZMA 16-01 – Walker Drive Properties Zoning Map Amendments. Dated May 19, 2017.

- 1. Increasing economic opportunities through planned communities that include light industrial and/or commercial business parks with on-site residential development conducive to implementing the Goals and Objectives of the Comprehensive Plan.*
- 2. Developing gateway communities to maintain and convey a sense of the Town's unique character by utilizing mixed-use development compatible with Warrenton's historic environment.*
- 3. Discouraging stereotypical "strip development" and encouraging creative urban design through zoning and subdivision regulations that incorporate flexible design standards, incentives and bonuses. Therefore, the PUD process shall permit a freer placement of buildings within the project area than the conventional subdivision system. In consideration of the unified development concept, the total project parcel shall be the unit of regulation and density shall be calculated on a project-wide basis to permit the clustering of buildings to create open space and preserve natural site features.*
- 4. Maintaining and encouraging efficient land use patterns that integrate residential, commercial, public and employment in planned neighborhoods.*
- 5. Targeting and recruiting new private sector employers in specific commercial and industrial uses to maintain and enhance a balanced tax base through the expansion of employment opportunities that complement and support Main Street.*
- 6. Promoting professional offices and their contributions to a balanced mix of employment opportunities.*
- 7. Balancing multi-modal transportation needs including motor vehicles, bicycles and pedestrians.*
- 8. Reducing vehicular traffic by locating employment and housing within one development.*

The applicant also appears to be requesting a waiver from the very zoning they encouraged the Town to adopt. The requested waiver, contained within the Waivers/Modifications section of their proffers, seeks partial exemption from the required land use mixes. The zoning states,

The Town Council shall, upon recommendation of the planning commission, have the authority to modify (making the criteria more, less, or equally restrictive) or waive, the criteria established in the §3-5.2 et seq. for Commercial or Industrial Planned Unit Development, if in the opinion of Town Council it shall determine that such modification or waiver:

- a. Shall advance the legislative intent and general planning considerations underlying the PUD and this Ordinance,*
- b. Shall be in general conformity with the adopted Comprehensive Plan, and*
- c. Shall not create an adverse effect on adjacent land uses.*

None of the Land Bays appear to have the required minimum 50% industrial zoning. The square footage for the residential is slightly higher than the maximum 35%. Therefore the percentage that is industrial, commercial, or residential is also indeterminable. There is no clear reasoning set forward by the applicant for waiving the required land use mix. Lastly, the planning commission recommended denial of this proposal and therefore did not give their recommendation of support for the requested waivers.

Impact on East Lee Street Gateway

East Lee Street acts as a gateway into the Town's historic district and Main Street. The Town's Comprehensive Plan calls for, "special planning and design attention to the gateways to Warrenton in order to ensure that they convey a sense of the Town's character and scale to travelers."⁵ Land Bay A of this property backs up to East Lee Street and Land Bay A, B, C, and D backs up to Rt. 29/15 Bypass. However, the applicant has given little attention to this gateway and not provided any specific design criteria that would meet this goal.

These proffers do little to provide certainty about what the future gateway into Warrenton will look like and it is very likely the gateway will be degraded as a result. Along the Eastern Rt. 29/15 Bypass and ramp into the Town, only a 10 foot street landscape will be provided with only one tree every 50 feet. As laid out on the non-binding illustrative plans much of the parking in Land Bay A and B will be along East Lee Street and Walker Drive. The applicant has proffered a 30 foot landscape easement along these areas; Walker Drive from East Lee Street to Hidden Creek Lane and along East Lee Street from U.S. 29 to Walker Drive. This easement will be planted with 2 trees every 50 feet and, "area shall us screening measures such as but not limited to, shrubs and earth berming" (emphasis added). Although reference to fencing has been removed, it seems to still be an option.

If built out as proposed the development will have a significant impact on the intersection of Walker Drive and East Lee Street, necessitating a traffic light or roundabout. The applicant has proffered \$300,000 toward construction and financing of signalization/roundabout at this intersection prior to the issuance of the first non-residential building permit in Land Bays A, B, or C. The sum is to be paid if the signalization/roundabout has been finally authorized by the appropriate authority within three years from the date of approval of a warrant study showing the need for signalization. These conditions would require the Town to have the appropriate funds to pay for the remaining portion of the cost at the time it is needed.

Confusion Regarding Zoning and Proffers

Talking to residents about this proposal I have found there is a lot of confusion about the zoning and the proffers. First, the I-PUD zoning is an overlay district to Industrial zoning and therefore allows most of the uses allowed within Industrial zoning. The difference is it allows a mix of commercial and residential uses along with the industrial, more flexibility, and increased density.

The proffers include many caveats and conditions and a couple inappropriate extractions from the locality (such as not permitting any competing health and fitness facilities unless the Old Town Athletic Club ceases to operate). The 40 residential condominiums in Land Bay E are likely to be the first part of this site to develop based on location of infrastructure and the proffers. With that development only the left turn lane into Land Bay E from Academy Hill and the left turn lane in the existing entrance at Breezewood Lane must be built. The roundabout at site entrance A, sidewalks adjacent to Land Bays A,

⁵ Chapter 4 of the Town of Warrenton Comprehensive Plan 2000 to 2025. Adopted June 11th, 2002.
http://www.warrentonva.gov/document_center/Planning/2002-2025%20Comprehensive%20Plan%20Full%20Comprehensive%20Plan%20PDF.pdf

B, C, and D, the central plaza, the crosswalks, internal bike trail and bike racks all are contingent on the rest of the development building-out and are not associated with development of Land Bay E. The \$40,000 in contributions for Town fire and rescue and police services are associated with the first non-residential occupancy permit. There is even an exception for Land Bay E in the Post Master Development Plan Process,

“Each PZMDP submission except for a submission for Land Bay E, shall include the entirety of the Property regardless whether development is proposed to commence on all or a portion of the Property... Land Bay E is considered sufficiently distinct from the remaining Land Bays that it may be submitted separately...”

PEC is supportive of economic growth and increased entertainment opportunities within the Town of Warrenton. In fact, several of our employees live in the Town and approximately 30 of our staff work in Warrenton. We support a downtown with a variety of options for dining out, shopping, socializing, and entertainment. Looking closely at the proffers and associated materials, we do not feel that this application is well thought-out or geared toward bringing a life-style center to the Town. It's focused on development of residential in Land Bay E and making the rest of the property as marketable as possible.

There is no reason to think a movie theater, bowling alley, or other entertainment venue can't come to Warrenton. Market research is not an exact science and I've only seen research into movie theaters specifically. There are many other types of entertainment venues (indoor playhouses, miniature golf, Escape Room Adventures, dinner theaters, agricultural tourism, etc.) which could be sought by the Town's Economic Development team. Broadview just received another \$5.4 million from VDOT for improvements, on top of the \$1.6 million the state had already allocated. With the Town of Warrenton planning to contribute another \$1 million, we have a total of \$8 million for streetscape improvements. This will help create the type of environment that will be appealing for investors interested in redeveloping some of the old strip malls and one-off pad sites along Broadview.

Economic development can come in many forms but not all economic development is equal. If done correctly, it helps build community and a sense of place. I encourage you to follow your comprehensive plan, protect the gateway into downtown Warrenton, and seek something higher than what is before you. Approval of this nebulous proposal can be described as nothing other than an act of desperation. And desperation is not what the Town needs to attract positive economic development.

Thank you for considering our comments and feel free to contact me with any questions or concerns.

Sincerely,

Julie Bolthouse
Fauquier Land Use Representative
Piedmont Environmental Council

From: L.Vaughn <ruthonevs16@gmail.com>
Date: July 6, 2017 at 2:34:56 PM EDT
To: Planning Department <Planning@warrentonva.gov>
Subject: July 11 Town Council Meeting: Walker Drive Project

I will be unable to attend the Town Council meeting about the Walker Drive Project as I will be out of town due to a family commitment. I live directly across Walker drive on Hidden Creek Lane. I am strongly opposed to this project and the rezoning of the property. I continue to make Warrenton my home because it has a small town feel. Unfortunately, that is quickly fading away with each new housing development and the new demand for amenities that cities like Gainesville have to offer. It is my opinion that if people want what other cities have to offer such as, more shopping, movie theaters, entertainment, etc., then they should make their homes in those cities and not set out to change the growth plan for our lovely town of Warrenton.

The town would benefit more by focusing on filling the empty storefronts in our already existing shopping plazas. To quote Sunny Reynolds in an interview published by Fauquier Now on February 25, 2014, "Warrenton government should do more to help address vacant storefronts and to foster economic growth." It's 2017 and Warrenton still has too many empty storefronts! Why would the council even consider rezoning a property to create MORE retail space, and to create it in a primarily residential area?

I urge the Town Council to vote AGAINST rezoning the Walker Drive property.

Sincerely,

L. Vaughn

361 Hidden Creek Lane

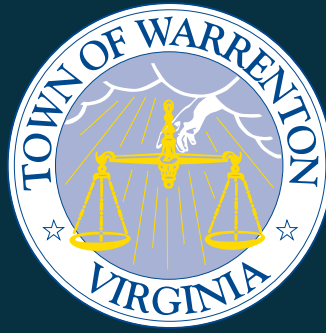
Warrenton, VA 20186



**Town Council Work Session
July 6, 2017
Planning Commission Annual Report**

ATTACHMENTS:

Description	Type	Upload Date
Plng Comm Annual 2016	Cover Memo	7/5/2017



PLANNING COMMISSION

Annual Report
2016

Thank You Dr. Harre!



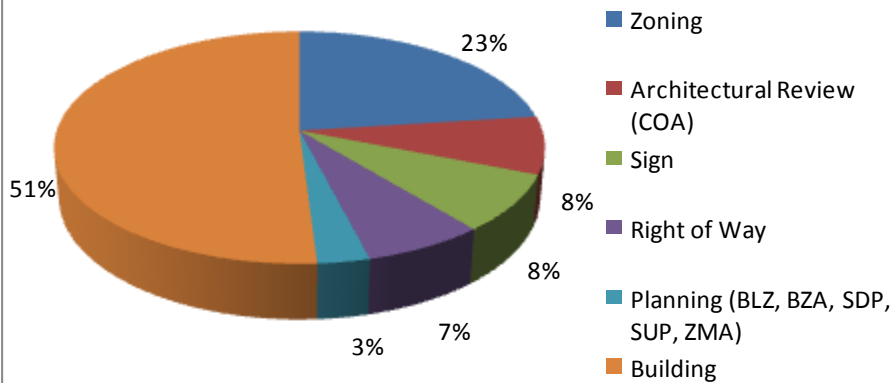
After 23 years of dedicated community service, Dr. John W. Harre stepped down as the Chair and retired from the Planning Commission.

PLANNING COMMISSION MEMBERS

Dr. John W. Harre	Chair Appointed 1993
Brandie Schaeffer	Vice Chair Jan—Oct; Appointed 2013
Susan Rae Helander	Vice Chair Nov—Dec; Appointed 2003
Christine Dingus	Appointed 2016
Jeremy Downs	Appointed 2016
Brett Hamby	Appointed 2015—Jul 2016
John P. Kip	Appointed 2002
Anna Maas	Appointed 2016
Lowell (Wells) Nevill	Appointed 2012
Ali Zarabi	Appointed March 2001
Yakir Lubowsky	Town Council Liaison Jan—Jun
Brett Hamby	Town Council Liaison Jul—Dec

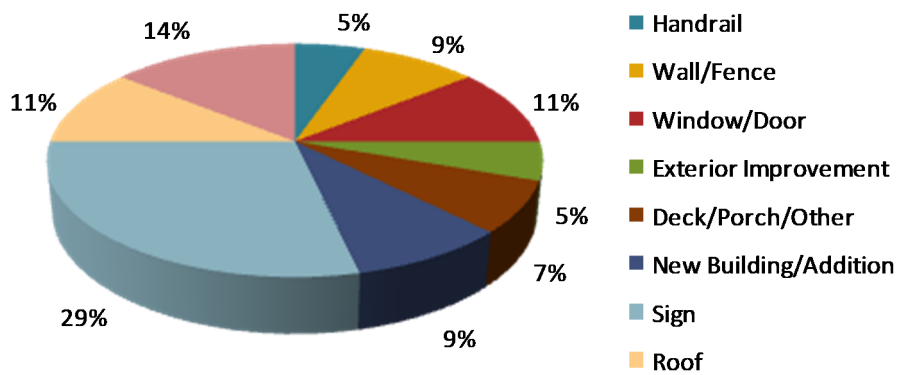


2016 Permit Applications



Planning and Community Development Department Permit Processing

Certificate of Appropriateness (56 Total)



10

*Public
Hearings*

9

*Regular
Meetings*

13

*Work
Sessions*

Highlights

- By Laws Update
- Launch of Virtual Town Hall
- Sign Ordinance Work Session with the International Sign Association
- Capital Improvements Program
- More Transparency (Updated Website and Staff Report Layout)
- Student Postcard Project Reception
- Proffer Law Work Session

2016 Land Use Applications

Special Use Permits

SUP 2016-01 – Detached Garage with Studio Apartment in R-6 District. PC Recommended Approval with Conditions. (6-0-1, Nevill Absent)

SUP 2016-02 – Academy Hill 45 TND Townhouses (Withdrawn)

SUP 2016-03 – Advanced Automotive Use in Industrial District. PC Recommended Approval with Conditions. (7-0-1, Nevill Absent)

SUP 2016-04 – Walker Drive Cross Parking Agreement. PC Recommended Approval with Conditions. (6-0-2, Maas and Nevill Absent)

Town Code Amendments

§8-63 Condition of Premises Notice to Cut Weeds. PC Recommended Approval. (7-0)

§9-69 Mobile Food Vendors Add to Itinerant Merchant regulations PC Recommended Approval. (5-0-2, Helander and Kip Absent)

Zoning Text Amendments

ZTA 2015-02 I-PUD Regulations Text Amendment – Article 3-5.2 Planned Unit Development (PUD) regulations within the Zoning Ordinance to provide for additional uses and modifications to the land use mix. PC Recommended Approval. (7-0)

ZTA 2016-01 – Mobile Food Vendors –amendments to the Public Semi-Public and Industrial District in Articles 3-4.9.2 (PSP), 3-4.12.2 (I) and Article 12 - Definitions of the Zoning Ordinance. PC Recommended Approval. (5-0-2, Helander and Kip Absent)

ZTA 2016-02 – Central Business District (CBD) – Articles 3-4.11.2 and 3-4.11.3 of the Zoning Ordinance to add hotels, bed and breakfast, inns and tourist homes as allowable uses in the Central Business District (CBD). PC Recommended Approval. (7-0)

Commission Permit

2016-01 Dog Park. –Locate a Dog Park, to be operated by the Town of Warrenton, at the end of the Fifth Street Parking lot. PC Approved. (7-0)

Land Use Application Work Sessions

ZMA 2016-01 – Walker Drive Planned Unit Development.

SUP 2016-05 – Saint James' Episcopal Church and School Central Business District.

TOWN OF WARRENTON

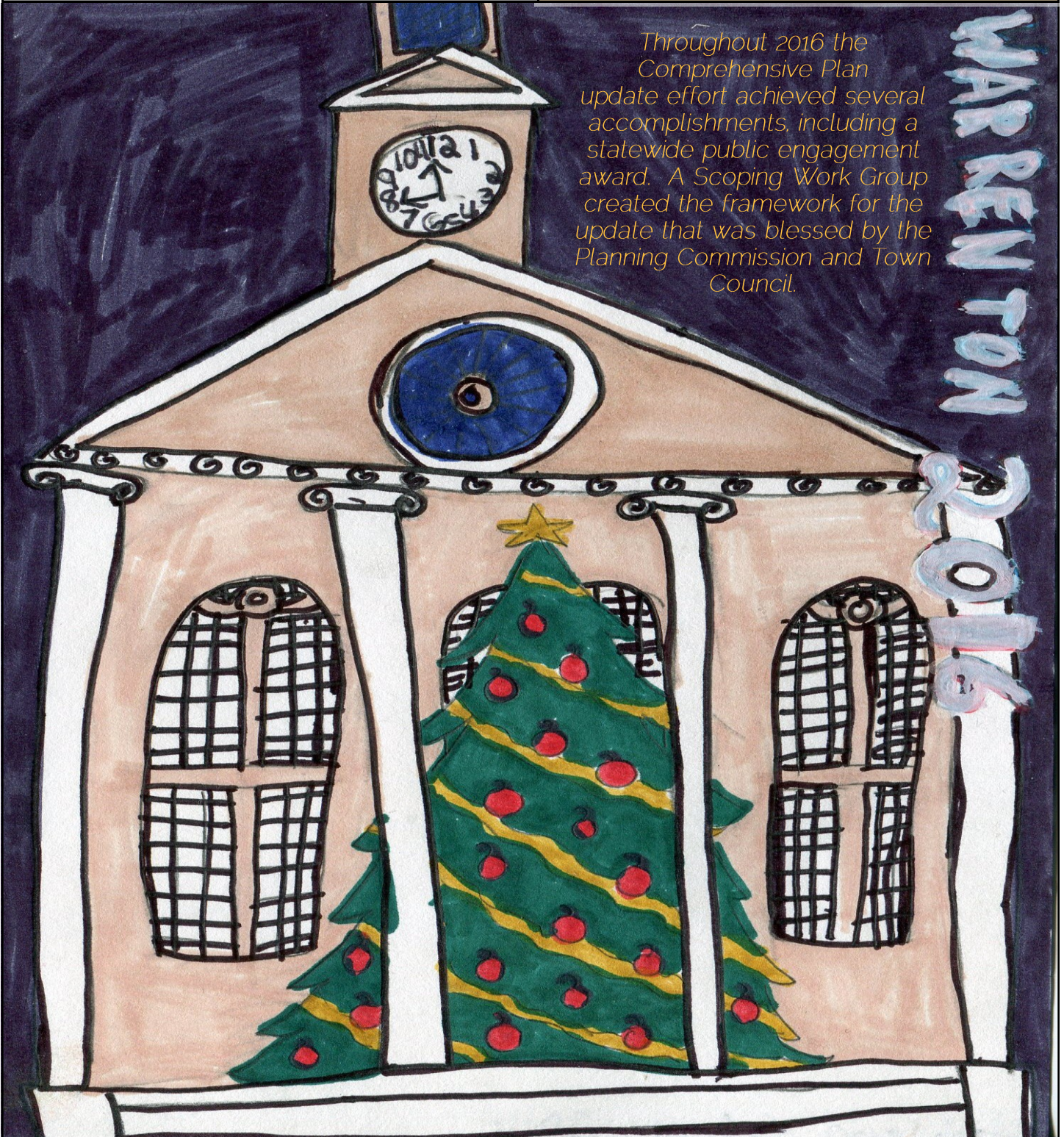
COMPREHENSIVE PLAN 2040



Code of Virginia §15.2-2223 requires
the local Planning Commission
to prepare a
Comprehensive Plan

Throughout 2016 the
Comprehensive Plan
update effort achieved several
accomplishments, including a
statewide public engagement
award. A Scoping Work Group
created the framework for the
update that was blessed by the
Planning Commission and Town
Council.

WARRENTON
2016



Spring Student Postcard Project

Over 1,000 students from six Town schools participated in offering their vision for Warrenton. The project resulted in a 2016 Virginia Municipal League Innovation Award.



“I hope you can still walk down the street and see the smiles on everybody’s faces and feel the sense of community.”

Hannah, Age 13



"The 4th of July is fun because you ride bikes or walk in the parade."

Eli, Age 7

"The best part of Warrenton might be the library. Libraries are usually very cool and modern looking inside and out."

John, Age 14

"In 25 years, I hope that Warrenton grows in size, and advances in tech, all while keeping that balance of urban and rural areas. Just expanding, not replacing."

Ethan, Age 12

"In 25 years I hope that Warrenton will still be the same town it is today- perfect... I think it is very classic in the way the stores are. I love all of the architecture and the brick buildings. It makes me feel like I am in a little country town in the middle of nowhere; it gives you that feeling that it's your home. I really hope that doesn't change."

Sofie, Age 12

"I would like to see a book store."

Kat, Age 5

Engage the **public** through various means, including visual preference surveys.

"I have lived in Warrenton my whole life. I love the restaurants and shops and around town. Being such a small town, Warrenton feels like family...The best part of Warrenton is how it is a small town, and I hope it stays that way."

Alex, Age 16

"My favorite place in Warrenton is Old Town Warrenton because a lot of friendly people walk on the streets. There are great places to eat...It reminds me of good memories that I have made in Warrenton. I like the small houses together...there are pretty creative designs and great stores. I think they could be a little cleaner and have a little more paint on the outside. More kids friendly shops."

Peyton, Age 9 1/2

"My favorite part in Warrenton is the Old Jail Museum...because it's a really cool part of history and I've heard it's haunted...Whenever I think of it I wonder how the prisoners were treated. My opinion is it is the coolest place in Warrenton."

Gorge, Age 10

"My favorite part of Warrenton is the Farmers Market! I get to look at a lot of different fruits and veggies and I can meet a lot of farmers...I think they could have a kids area for kids to play in when the grown-ups get to shop by themselves."

Riley, Age 9

"I think that there should be way more places for children and social activity. I don't want my kids to have to be limited to our property...places like Rady Park are cool but just not near me...Then maybe we'd get off the devices everyone complains about."

Elizabeth, Age 10

"My favorite thing in town is probably Rady Park. I love to ride my bike around the paths and play on the playground...I've only lived here about six years and this is the best town I have ever stayed in!"

Ella, Age 11

Ben, 18, Fauquier

In 2016 the Town of Warrenton listened to the
community in multiple formats about:
What is Valued?
What is Desired?

"Warrenton goes out of its way to keep the lines of communication open to its residents. From elected officials, to police force, to volunteer groups it's easy to join a distribution list and stay on top of events."

"Though I did not grow up here, I truly love that my neighbors and strangers smile and wave."

"Its preservation of a sense of history."

"A commitment to building a sense of community through local activities and places."

WHAT DO
PEOPLE
LOVE?

"Warrenton is a wonderful community. We have a thriving young community spilling over with children and it is wonderful."

"A growing appreciation for art, culture, history and music."

"The charm of Old Town."

Spring Launch of Virtual Town Hall

2 Surveys resulting in 125 unique responses for a total equivalent of 6.3 hours of public input at 3 minutes per participant.

"More diverse employment opportunities and more affordable housing."

"More parks."

"Incentives for small businesses located in Warrenton."

"Create a small venue (80 - 100 seat) arts / performance to Old Town."

WHAT DO
PEOPLE
WANT?

"Entertainment venues."

"Keep the architectural style of Warrenton for new buildings."

"More bicycle friendly."

"More pedestrian friendly. More places for people to be outdoors. More shops and outdoor areas where people can congregate, eat, drink, talk and socialize."

affordable alive art beautiful charming community destination
diverse engaging family-friendly friendly fun historic interesting inviting
picturesque place quaint thriving unchanged vibrant

OLD TOWN WARRENTON

Crossroads of the past. Destination of the future.

Old Town Visioning Workshop
Over 140 Participants
August 2016

Community Vision Priorities

Total Votes

Tax credits and incentives for renovating buildings	27
Create arts and entertainment destination (e.g. 82 Main to mini Torpedo Factory)	27
One-way streets (creating a square from Main and Lee)	20
New high-density residential	20
Longer store hours (nights and weekends)	19
Better use of the Mosby House	18
Investigate why targeted businesses don't locate here (diversity)	17
Encourage 2nd and 3rd floor residential	14
Attract family-friendly retail	13
Pedestrian mall in Old Town (restrict car traffic during specific times)	13
Boutique hotels and B&Bs	12
Create a pedestrian promenade	10
Indoor/outdoor arts facility	9
Increase and widen sidewalks	8
Beautification on and off Main Street	8
Visitor center in Old Town with public restrooms	8
Create a convenience market	7
Painted horses/foxes (public art)	7
Green and sustainable development	7
Creative parking solutions	7
(Government) incentives to create residential density and redevelopment	7
Lower speed limit	6
Retain youth through technology (e.g. WIFI)	6
Relocate service sector off Main Street	6
Parking garage	5
Bury the powerlines	5
Wire factory redevelopment	4
Unified marketing campaign	4
Food trucks in Old Town	4
Year-round Farmers Market	4
Recruit youth and diversity volunteers	4
Public bicycles	3
Make history real	2
Accentuate/promote historic buildings, marketing	2
Downloadable app to make downtown more walkable	2
Public plaza by Public Library	1
Infill shopping mall development	1
(Increased) Two-way communication about smart growth	1
Wayfinding signage	1

Establish **economic development strategies**, including tourism.

- Urban Development Area Grant award of \$65,000 from the Virginia Office of Intermodal Transportation, which *includes Economic Market Potential and Analysis*.
- Old Town Public Visioning Meeting with *National Main Street Coordinator facilitated workshop attended by over 140 people*.
- Bed and Breakfast Text Amendments in conjunction with Economic Development.
- Food Truck Text Amendments and policy brochure in conjunction with Economic Development.

**“The sky’s the limit, what are the things you want
Old Town to be known for in five years?”**

**Kathy La Plante
National Main Street Center**

Examine **zoning tools** like Urban Development Areas, Form Based Codes, Historic Districts, Corridor Overlays, and non-conforming uses.

- Began the scoping of the Urban Development Areas zoning ordinance amendment.
Includes Traditional Neighborhood Development Guidelines
- Held a Work Session on Form Based Codes with Fauquier County Planning Commissioners
- Worked with Virginia Department of Historic Resources on Architectural Review Board member training, Certified Local Government best practices, and researched updating the local Historic District to match the National Register District.



Town of Warrenton
Planning and Community Development Department
18 Court Street
Warrenton, VA 20186
540.347.2405
Planning@warrentonva.gov



**Town Council Work Session
July 6, 2017
Review of July 11 Council Meeting Agenda**

ATTACHMENTS:

Description	Type	Upload Date
Draft July 11 Council Agenda	Backup Material	7/6/2017



AGENDA

COUNCIL OF THE TOWN OF WARRENTON

Tuesday, July 11, 2017

7:00 PM

1. Call to order.
2. Invocation
3. Approval of the agenda.
4. Citizens Time.

Comments should not be directed to Public Hearing items.

Citizens wishing to address the Council should provide their name and residential address. Citizens' comments are limited to five (5) minutes unless a large number of citizens wish to address the Council, in which case, the time limit must be reduced to accommodate all who wish to address the Council.

5. Hear from Center District Supervisor
6. Public Hearing
 - a. Zoning Map Amendment 2016-01 – Walker Drive Planned Unit Development Rezoning
7. Consent Agenda.
 - a. Approval of Council Minutes
 - (1) June 13 Council Meeting Minutes
 - (2) June 26 Special Council Meeting Minutes
 - b. Staff reports and Board and Commission Minutes
 - (1) Staff Report - PW-Utilities
 - (2) Staff Report - Visitor Center
 - c. 2017 Annual Halloween HappyFest Parade
 - d. 2017 Christian Outreach Festival

- e. 2017 The Great Pumpkin Ride Bicycle Event
 - f. 2017 The Well Run Race
 - g. May 2017 Financial Statements
8. New Business.
- a. A Resolution Authorizing the Town Manager to Execute a Tax-Exempt Capital Equipment Lease for Financing the Purchase of Police Vehicles
 - b. Initiation of Research for Text Amendments on Industrial Zone Uses
 - c. Resolutions committing \$1,000,000 to VDOT SMART SCALE Broadview Avenue Improvement Projects; Intersection Improvements (UPC 111648) and Corridor Improvements (UPC 111647)
9. Reports and Communications.
- a. Report from Town Attorney.
 - b. Report from Finance Committee.
 - c. Report from the Public Safety and Transportation Committee.
 - d. Report from the Public Works and Utilities Committee.
 - e. Report from Planning District 9 representative.
 - f. Report from Recreation Committee.
 - g. Report from Liaison Committee representative.
 - June 26 Liaison Committee Minutes
 - h. Report from Town Manager.
 - Project Status Update - July 2017
10. Councilmembers' time.
11. Adjourn.



Town Council Work Session

July 6, 2017

Discussion of Litigation

Agenda Memorandum

Submitted by: Whit Robinson, Town Attorney

Discussion:

Recommend a motion to enter Closed Session under Va. Code §2.2-3711(a)7 for consultation with legal counsel pertaining to actual litigation, where such consultation in open meeting would adversely affect the negotiating or litigating posture of the public body; and consultation with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel.

Town Manager



**Town Council Work Session
July 6, 2017
Discussion of Business Propsect**

**Agenda Memorandum
Submitted by: Brannon Godfrey, Town Manager**

Discussion:

I recommend that Council enter Closed Session under Va. Code §2.2-3711(a)5 for discussion concerning a prospective business or industry or the expansion of an existing business or industry where no previous announcement has been made of the business' or industry's interest in locating or expanding its facilities in the community.

Town Manager