

**PLANNING COMMISSION MEETING
MUNICIPAL CENTER COUNCIL CHAMBERS
Tuesday, April 4, 2017**

The regular meeting of the Planning Commission was scheduled and held in the Council Chambers of City Hall on April 4, 2017. Regular meetings of the Planning Commission are broadcast and recorded electronically. Minutes reflect a summary of the proceedings and actions taken.

1. Chairman Harless welcomed everyone and asked the Commission members as well as the audience to please speak into the microphone so they could be heard. Chairman Harless called the meeting to order at 6:00 p.m. requesting the roll call.
2. Pam Rush called the roll of the Commission and established a quorum.

Commissioners Present: Mike Harless, Dike Bacon, George Hernandez, Alderman Forrest Owens, Rick Bennett, David Clark, Keith Saunders, and Mayor Mike Palazzolo

Commissioners Absent: Hale Barclay

Staff Present: David Harris, Cameron Ross, Sheila Pounder, Sarah Goralewski, Jody Dwyer, Tim Gwaltney, and Pam Rush

Chairman Harless stated for those people who just arrived, tonight's agenda is on the front table.

3. Approval of Minutes for March 7, 2017:

Chairman Harless stated that the next order of business is the approval of the minutes for the March 7, 2017 meeting. If there are no additions, corrections or deletions to the minutes of the March 7, 2017, meeting of the Planning Commission, he would entertain a motion for approval.

Mr. Saunders moved to approve the Planning Commission minutes of March 7, 2017, seconded by Mayor Palazzolo.

Chairman Harless asked for a roll call.

Roll Call: Barclay –absent; Saunders – yes; Hernandez – yes; Bacon –yes; Harless – yes; Owens – yes; Clark – yes; Bennett – yes; Palazzolo- yes. **The motion was passed**

4. Part of Lot 2, Wolf River Center – Phase 1, 1st Addition – Request rezoning from ‘C-2’ (General Commercial) to “R-H” (Retirement Housing)

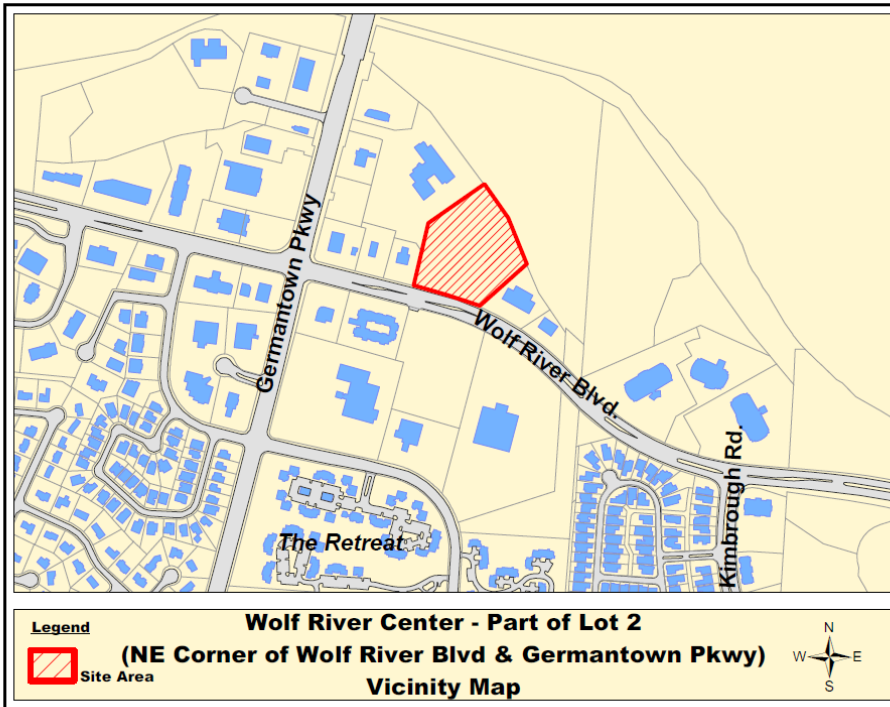
Mr. Ross made a presentation of the application to the Planning Commission.

INTRODUCTION:

Development Case Number	17-705
Location:	NE Corner of Wolf River Blvd. & Germantown Pkwy.
Owner Name:	Baptist Memorial Healthcare Corp.
Applicant/Developer:	Avenida Partners Development Group, LLC
Representative Name:	Harvey Marcom w/ The Reaves Firm
Current Zoning District:	“C-2” (General Commercial)

Area:	5.284 Acres
Request:	Rezoning from “C-2” (General Commercial) to “R-H” (Retirement Housing)

*Refer to the Disclosure Form attached for more information



BACKGROUND:

The subject property is owned by Baptist Memorial Healthcare Corporation. It is currently zoned “C-2” (General Commercial), and was originally developed as a Walmart store.

On August 3, 2004 the Planning Commission gave preliminary and final site plan approval for plans to demolish the existing Walmart building and subdivide the site into six lots. On July 22, 2013, the Board of Mayor and Aldermen approved Project Development Contract No. 1183 for Baptist Rehabilitation Hospital on a portion of Lot 2. The current subject parcel, which is part of Lot 2, has remained vacant.

DISCUSSION:

The applicant, Avenida Partners Development Group, is proposing to rezone the subject property from “C-2” (General Commercial) to “R-H” (Retirement Housing), in order to develop an independent living retirement community. (For more information on this possible facility, please refer to the presentation by Avenida Partners, which was sent via email and is accessible on the Planning Commission calendar page of the city’s website.)

The Germantown Code (Sec. 23-66) permits changes in Zoning Districts, “whenever the public necessity, convenience, general welfare or good zoning practice justifies such action.” The basis for a zoning change could include that there was a mistake in the original zoning; or, that there has been a change in the neighborhood. Should a mistake in the original zoning not be the case, Tennessee courts have established the following criteria to help determine what is considered to be a change in the neighborhood.

- a. Changes in population, both of the area proposed to be rezoned and in the surrounding areas;

- b. Changes in existing road patterns or traffic, including traffic volumes, and also including the development of new roadways in the vicinity;
- c. The need for rezoning based upon changes in whatever is classified as the “neighborhood” (which may not necessarily be limited to what one would think of as a relatively concise area), and which may include changes in population, development trends, and the existing character of nearby property and/or changes that have occurred in the character of nearby property;
- d. The effect of the requested change in zoning on adjoining or nearby property.

The Reaves Firm (the project representatives and engineers) have submitted two letters detailing the reasons for the zoning change, which are attached to the staff report.

As part of the rezoning proposal, a conceptual site plan for the potential development is required. It must indicate how the property may be developed for the intended use, while meeting the requirements of the requested zoning district with regard to building setback lines, building height, buffer, landscape and parking requirements. A concept site plan which addresses these items has been provided by the applicant (please see attached).

The Technical Advisory Committee (T.A.C.) met on March 15th and made the following comments:

STAFF COMMENTS:

1. A Traffic Impact Study (TIS) has been completed for the proposed zoning change, and was sent out via email to the Planning Commission and is accessible on the Planning Commission calendar page of the city’s website.
2. The Engineering Division has the following comments, in response to both the concept site plan and the TIS. (The comments below have been addressed by Dr. Lipinski, whose response is attached to this staff report.)
 - a. A signalized intersection is being planned for the driveway immediately east of this site. The signal will be installed as a component of the future Campbell Clinic expansion project. Every effort should be made that this proposed development site (Avenida Senior Housing) has access/cross connection to the existing Wolf River Retail Center.
 - b. Provide supporting documentation for the selection of the directional distribution. The provided driveway counts indicate that 75-80% of the traffic entering and leaving the driveway on Wolf River Blvd. is oriented to the east, but the assignment of trips to the driveways indicates that 75-80% of the traffic entering and exiting this driveway for this development will be oriented to the west. A significant increase in the number of left turns from the driveway on Wolf River Blvd. could create issues.
 - c. Check the analysis files to make sure that the project traffic has been added to all the approaches. Some of the analysis files appear to only have the project traffic added to the driveway approach. This probably won’t change the TIS results; it just needs to be cleaned up.
 - d. In a recent review of the crash reports of the existing driveway and Wolf River Blvd., it has been determined that there have been over five crashes a year at this intersection, for the past three years. Primarily, the crashes involve southbound left turning vehicles out of the driveway. Please address how this project may impact the number of crashes at this

driveway. After the crash reports have been redacted, we will provide crash history to the consultant for their review.

3. Per the Police Department, traffic and site access on the conceptual site plan are a concern, as Wolf River Blvd. does not need any more in and out driveways. Any new development here should use the proposed red light east of the site for access.
4. Per the Fire Marshal, traffic and safe entrance/exit on the conceptual site plan are a concern, especially given the traffic/bottleneck already along this stretch of Wolf River Blvd.
 - a. There are concerns about general site circulation and the long stretch of grasscrete at the rear of the site. Will this be blocked off to regular traffic? How?
5. If approved, the applicant shall proceed to the Board of Mayor and Aldermen (BMA) for three readings on the rezoning.

STAFF RECOMMENDATION: Approval, subject to the comments listed above.

Board Discussion:

Chairman Harless asked if there were any questions of staff.

Chairman Harless invited the applicant up to discuss the project.

Greg Marcom with the Reaves Firm, 6800 Poplar Avenue, Suite 101, Memphis, TN 38138, stated we believe this is a good use for the area with low traffic impact. We do believe this area has changed since the Walmart has departed, Campbell Clinic has approved expansion plans and the West Cancer Center has moved their facility here. Also there are several Cardiologist Clinics in the area. We think it's a good, complimentary use to the medical corridor. Staff from Avenida Senior Living is here, if you have any questions regarding the proposed user. With regards to traffic we had discussions yesterday with Crook Trust and Wolf River Retail Center owners. They are agreeable to allowing us access to the future traffic signal which will be located at the common property line and across from the shared driveway to Campbell Clinic and West Clinic. We were happy to hear this and we will continue to work with them. We currently have a gentleman's agreement with them that will give us access to this site. Other access will be behind the Baptist Rehabilitation, the main drive will be on Wolf River Boulevard and this third connection will be signalized. I believe the whole facility will be gated for the security.

Mr. Bacon asked where the gates would be.

Mr. Marcom answered there would a gate at each of the drives.

Chairman Harless asked can you tell us something about the Avenida organization and how long have you been in the retirement business?

Jim Walker of 905 Warrior Drive, Murfreesboro, TN with Avenida Senior Living stated the company has been around since 2008. We have two operating communities just like this one. We have one, in Oklahoma; I own and manage the facility outside of Kansas City. There are four partners and the company is based is in California. We have one facility we will start in Franklin, TN in June, one in Hendersonville, TN and one in Lakewood, CA that is planning to start this summer. I have been coming to Germantown for 40 years and it's a wonderful community. I will be managing this one in Germantown.

ZONING AND ANNEXATION SUBCOMMITTEE: (DAVID CLARK, CHAIRMAN)

The Subcommittee met on March 22, 2017, and heard presentations from Planning Division staff and the applicant. The application will be considered at the April 4, 2017 Planning Commission meeting, subject

to the Committee's discussion, comments of staff and additional information to be presented by the applicant.

PROPOSED MOTION: To approve the rezoning from "C-2" (General Commercial) to "R-H" (Retirement Housing) on Part of Lot 2, Wolf River Center – Phase 1, 1st Addition – NE Corner of Wolf River Blvd. & Germantown Pkwy., subject to the Commission's discussion, staff comments in the staff report, and the plans and documents filed with the application.

Mr. Clark moved to approve the rezoning from "C-2" (General Commercial) to "R-H" (Retirement Housing) on Part of Lot 2, Wolf River Center – Phase 1, 1st Addition – NE Corner of Wolf River Blvd. & Germantown Parkway, subject to the Commission's discussion, staff comments in the staff report, and the plans and documents filed with the application, seconded by Mr. Bacon.

Chairman Harless asked for a roll call.

Roll Call: Barclay –absent; Saunders – yes; Hernandez – yes; Bacon –yes; Harless – yes; Owens – yes; Clark – yes; Bennett – yes; Palazzolo- yes. **The motion was passed**

Mr. Bacon voted yes; I agree this is a complimentary use to the development trends of the medical corridor. I think the likelihood of this back parcel being developed as commercial and the front parcels all been developed out is probably trending low. The change in use as described with the traffic analysis with traffic turning east. The backside of this development would certainly be better than a loading dock.

Mr. Clark stated Mr. Bacon did a great job explaining and that is the same reason I'm voting yes. With the Walmart no longer there, and the change in that area, along with the different use of that space being more of a medical area.

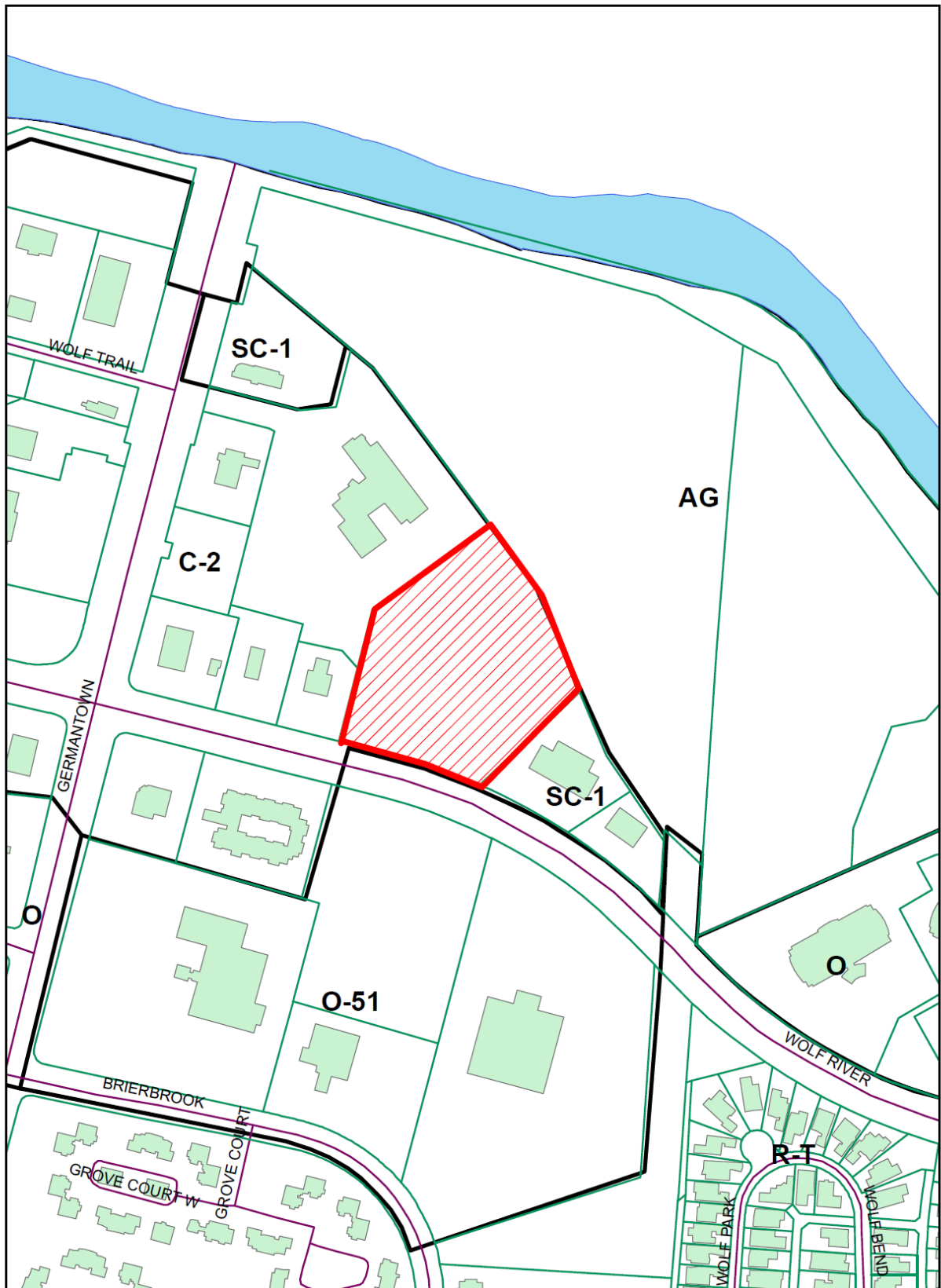
Mr. Hernandez voted yes; it's a complimentary use to the surrounding properties and certainly the more favorable impact on traffic is a real plus.

Alderman Owens voted yes; with it being more of a change in the area. The property tax will be taxed as the same rate as our current commercial property tax base at 40 percent.

Mr. Saunders voted yes; I echo everything that was said at this point. If you read the Retirement Housing (RH) ordinance it does meet the requirements on being located on a major street. I really feel like this is going be a very good thing for Germantown.

Chairman Harless voted yes; this area has gone through significant change in the past ten years from more of a retail area to a medical center and this compliments it very well. I am also, very excited that we are talking about aligning the exit entrance into the traffic signal.

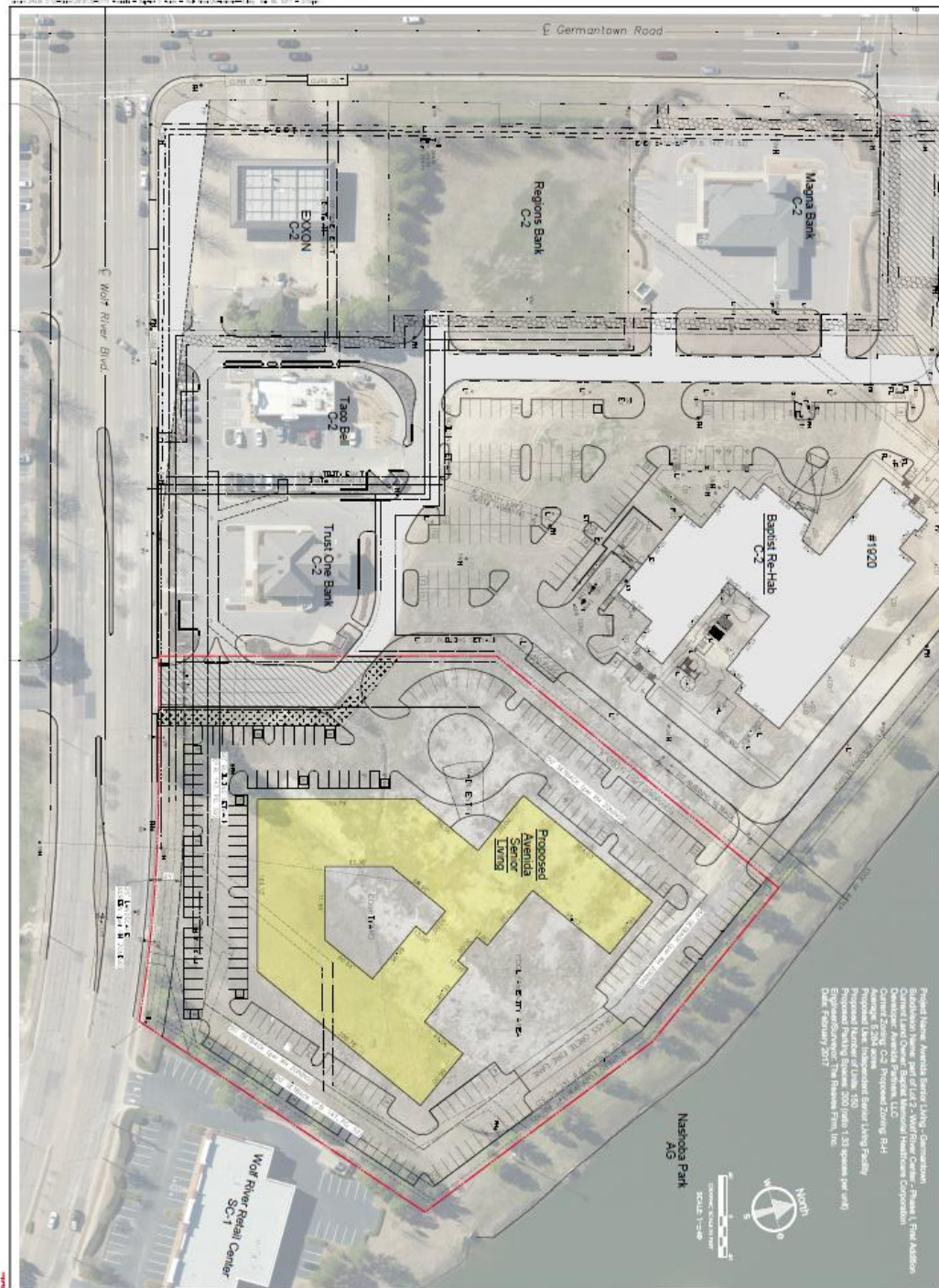
Chairman Harless said congratulations and the motion passes.



ZONING MAP

*Refer to plans in application packet for more information.

CONCEPT PLAN



Project Name: Avenida Senior Living - Germantown
 Subdivision Name: part of Lot 2 - Wolf River Center - Phase I, First Addition
 Current Land Owner: State of Tennessee
 Current Zoning: C-2
 Proposed Zoning: B44
 Average Floor Area: 138,000 sq ft
 Proposed Number of Units: 250 (120 units, 130 square feet each)
 Proposed Number of Stories: 3
 Prepared by: The Reaves Firm, Inc.
 Date: February 2017

	<p>CONCEPTUAL SITE PLAN</p>	<p>Client: Avenida Partners Development Group</p>	<p>Project Prepared by: Planning & Landscape Architecture 1800 Public Avenue, Suite 101 Memphis, TN 38119 901.241.2129 Fax: 901.241.2847 www.the-reaves.com</p>
	<p>Sheet Title: Avenida Partners Development Group</p>	<p>AVENIDA SENIOR LIVING - GERMANTOWN part of LOT 2 - WOLF RIVER CENTER PHASE I, FIRST ADDITION WOLF RIVER BLVD and GERMANTOWN RD GERMANTOWN, SHELBY COUNTY, TENNESSEE</p>	<p>Project Information</p>

Sheet 3 of 3



CITY OF GERMANTOWN TENNESSEE

DATE RECEIVED: _____
 RECEIVED BY: _____

1930 South Germantown Road • Germantown, Tennessee 38138-2815
 Phone (901) 757-7200 Fax (901) 757-7292 www.germantown-tn.gov

PLANNING COMMISSION OFFICIAL APPLICATION FORM

TYPE OF APPLICATION	
<p>(Check <input checked="" type="checkbox"/> all that apply):</p> <p> <input type="checkbox"/> Sketch Plan; <input type="checkbox"/> Preliminary Site Plan; <input type="checkbox"/> Final Site Plan <input type="checkbox"/> Minor Subdivision; <input type="checkbox"/> Preliminary Plat; <input type="checkbox"/> Final Plat <input type="checkbox"/> Grading/Tree Removal; <input type="checkbox"/> WTF (Wireless Transmission Facility) <input checked="" type="checkbox"/> Rezoning From: <u>C-2 (GENERAL COMMERCIAL)</u> To: <u>R-H (RETIREMENT HOUSING)</u> <input type="checkbox"/> Other: _____ </p>	
<p>*****</p> <p>IS THIS SITE WITHIN A SMART CODE AREA: (Circle One) YES NO X</p> <p>(Please note - if yes, than follow Smart Code Application Instructions to complete this form for submittal)</p>	
<p>PLANNED USE DEVELOPMENT'S (PUD) ONLY:</p> <p> <input type="checkbox"/> PUD Outline Plan (Master Plan); <input type="checkbox"/> PUD Amendment to Outline Plan; <input type="checkbox"/> PUD Preliminary Plan (individual phases); <input type="checkbox"/> Final Plan (individual phases); </p> <p>Phase: _____ of _____ Date of PUD Outline Plan (Master Plan) Approval: _____</p> <p>Other: _____</p>	
PROJECT INFORMATION	
<p>(Provide Additional Pages as Needed)</p>	
<p>Project Name: <u>AVENIDA SENIOR LIVING - GERMANTOWN</u></p> <p>Address/Location: <u>Part of Lot 2 - Wolf River Center - Phase I, First Addition - N.E. Corner Wolf River & Germantown</u></p> <p>Project Description: <u>Rezoning Application to allow a proposed Senior Living Facility</u></p>	
<p>No. of Acres: <u>5.284 acres</u> Parcel Identification Number(s): <u>G0220 00477</u></p>	
<p>PLEASE ATTACH A LETTER EXPLAINING THE PROJECT, IN DETAIL, AND LISTING ALL VARIANCES REQUESTED FROM THE SUBDIVISION AND ZONING REGULATIONS.</p>	
OWNER/LESSEE/DEVELOPER INFORMATION	
<p>Owner Name (Print): <u>Baptist Memorial Healthcare Corp.</u> Address: <u>350 N. Humphreys Blvd. - Memphis, TN 38120</u></p> <p>Phone No.: <u>901.227.5137 (Zach Chandler)</u> Email Address: <u>Zach.Chandler@BMHCC.org</u></p> <p>Signature of Owner: <u><i>Zach Chandler</i></u> (<u>ZACH CHANDLER</u>)</p> <p>Lessee Name (Print): <u>N/A</u> Address: _____</p> <p>Phone No.: _____ Email Address: _____</p> <p>Signature of Lessee: _____</p> <p>Developer Name (Print): <u>Avenida Partners Development Group LLC</u> Address: <u>130 Newport Center Drive, Suite 220 Newport Beach, CA 92660</u></p> <p>Phone No.: <u>949.357.1431 (Robert Muirhead)</u> Email Address: <u>RMuirhead@AvenidaPartners.com</u></p> <p>Signature of Developer: <u><i>Bob May</i></u> (<u>Bob May</u>)</p>	
<p>PLEASE ATTACH A COPY OF THE DEED REFLECTING OWNERSHIP OF THE SUBJECT REAL PROPERTY</p>	

AGENT/REPRESENTATIVE INFORMATION	
Name: <u>Harvey Marcom</u>	Title: <u>President</u>
Company Name: <u>The Reaves Firm, Inc.</u>	Address: <u>6800 Poplar Avenue, Suite 101 - 38138</u>
Phone No.: <u>901.761.2016</u>	Email Address: <u>HMarcom@ReavesFirm.com</u>
Who will represent this proposal at the Planning Commission meeting? <u>Developer Reps and Reaves Firm team members</u>	
ENGINEER/SURVEYOR INFORMATION	
Engineer Name: <u>The Reaves Firm, Inc.</u>	Address: <u>6800 Poplar Avenue, Suite 101 - Memphis, 38138</u>
Phone No. <u>901.761.2016</u>	Email Address: <u>HMarcom@ReavesFirm.com</u>
Surveyor Name: <u>Same</u>	Address: _____
Phone No.: _____	Email Address: _____

DISCLOSURE OF OWNERSHIP INTERESTS

In order to assist staff and appointed and elected officials of the City of Germantown in complying with Ordinances of the City relating to conflicts of interest, the following information is required to be furnished:

- For Profit Entities.** If the Applicant (including all owners, lessees and developers) submitting this Application ("Applicant") is a for-profit entity, i.e. sole proprietor, general partnership, limited partnership, corporation, limited liability company, RE.LT., a trust, or any other form of for-profit business entity, the authorized representative of the Applicant must list below the respective names and business or home addresses of all persons or entities which own 10% or more of the ownership interests in the Applicant. (If another business entity owns 10% or more of the ownership interests in the Applicant, all persons owning a 10% or more interest in such last mentioned entity must be identified by name and business or home address.) (If a trust owns a 10% or more interest in the Applicant, all beneficiaries of 10% or more of the trust assets must be identified by name and business or home address.) The amount of ownership interest does not have to be disclosed.

Applicant: Avenida Partners Development Group, LLC
Address: 130 Newport Center Drive, Suite 220 Newport Beach, CA 92660

Owner: Baptist Memorial Healthcare Corporation
Address: 350 N. Humphreys Blvd. Memphis, TN 38120-2177

Lessee: N/A
Address: _____

Developer: Avenida Partners Development Group, LLC
Address: 130 Newport Center Drive, Suite 220 Newport Beach, CA 92660

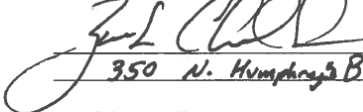
Persons or Entities Owning 10% or More of the Ownership Interests of the Applicant:

Name	Business or Home Address
<u>Robert May</u>	<u>130 Newport Center Dr., Suite 220 Newport Beach, CA 92660</u>
<u>Peter Belcher</u>	<u>SAME AS ABOVE</u>
<u>Stephen Duffy</u>	<u>SAME AS ABOVE</u>
_____	_____

Planning Commission – Official Application Form
Page 4

- 2. **Not for Profit Entities.** If the Applicant (including all owners, lessees and developers) submitting the Application ("Applicant") is a not for profit entity, the authorized representative of the Applicant must list below the name and business or home address of the President (or equivalent chief executive officer) and the members of its board of directors:

Applicant: Baptist Memorial Healthcare Corp. - Zach Chandler - Executive VP, CSO
 Address: 350 N. HUMPHREYS BLVD, MEMPHIS, TN 38120

President or Equivalent
 Chief Executive Officer:  EVP, CSO
 Address: 350 N. Humphreys Blvd, Memphis, TN, 38120

Members of the Board of Directors of the Applicant:

Name	Business or Home Address
<u>Jason Little</u>	<u>President & Chief Executive Officer</u>
<u>Dr. Paul DePriest</u>	<u>Ex VP & Chief Operating Officer</u>
<u>Zach Chandler</u>	<u>Ex VP & Chief Strategy Officer</u>
<u>Gregory Duckett</u>	<u>Sr. VP & Chief Legal Officer</u>

350 N. Humphreys Blvd. Memphis, TN 38120

Note that approval of the application is based upon information provided herein and any change in this information including any change in ownership interests of the subject real property, after filing the application may result in reconsideration of any approval.

The Applicant/Owner/Lessee acknowledges and agrees that if the developer of a project is not the owner of the subject real property, the owner/lessee and developer shall be required to join in the project development contract with the City and the obligations of the project development contract shall be the joint and several obligations of the developer, owner, and lessee.



Thursday, January 26, 2017

Mr. Cameron Ross
Economic and Community Development Director
City of Germantown
1920 South Germantown Road
Germantown, TN 38138

Re: Rezoning request – Wolf River Center - Part of Lot 2 – 5.284 acres
TRF Project Number: 16-0172-1

Dear Mr. Ross:

On behalf of Avenida Partners (developer) and Baptist Memorial Healthcare Corporation (current property owner), The Reaves Firm is pleased to submit this Rezoning Application. The property in question is the remaining 5.284 acres of Lot 2 as shown on the Final Plat for Phase 1, First Addition of the Wolf River Center as recorded in Plat Book 147, Page 52. We respectfully request that the subject property be rezoned from C-2 (General Commercial District) to R-H (Retirement Housing).

Lot 2 was originally developed as a Wal-Mart retail store in the mid 1990's and existed on this site until their departure in 2003. Located between two of the region's largest hospitals, Baptist Hospital to the west and Methodist Hospital to the south, this area has since transformed from a commercial area into a thriving and robust Medical Gateway Community for the City of Germantown. Nationally recognized medical providers such as Campbell Clinic, West Cancer Center, Stern Cardiovascular, Sutherland Cardiology Clinic and Baptist Rehabilitation are all located near this site.

Avenida Partners is currently focused on serving the needs of the rapidly growing senior housing market through the development of active, independent living communities designed and managed exclusively for today's healthy senior. We believe that this site is well placed in the Medical Gateway and would serve as an excellent location for a senior housing facility. Proximity to medical care, entertainment, retail shopping opportunities, and the parks and greenbelt system in Germantown all make this a very attractive site for the facilities active residents.

1/26/2017 10:02 AM
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Page 1 of 2

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901.761.2016 • Fax: 901.763.2847
www.ReavesFirm.com

Please review the attached package of information and let us know if you have any questions or comments. We look forward to working with Staff, the Planning Commission and the Board of Mayor and Alderman to bring this exciting project to fruition here in Germantown.

Sincerely,

A handwritten signature in blue ink, appearing to read "Greg Marcom". The signature is fluid and cursive, with a long horizontal stroke at the end.

Greg Marcom
The Reaves Firm, Inc.



From the Desk of:
Greg Marcom
Direct Dial: 901.821.4973
E-Mail: GMarcom@ReavesFirm.com

Thursday, March 23, 2017

Sarah Goralewski
City of Germantown – Economic and Community Development
1920 South Germantown Road
Germantown, TN 38138

Re: Avenida Rezoning Application
TRF Project Number: 16-0172

Dear Sarah:

As requested, here are our responses to the Basis of Zoning Change questions posed in Section 23-66 of the Germantown Zoning Ordinances.

The Germantown Code (Sec. 23-66) permits changes in Zoning Districts, “whenever the public necessity, convenience, general welfare or good zoning practice justify such action.” The basis for a zoning change could include that there was a mistake in the original zoning; or, that there has been a change in the neighborhood. Should a mistake in the original zoning not be the case, Tennessee courts have established the following criteria to help determine what is considered to be a change in the neighborhood:

- a. Changes in population, both of the area proposed to be rezoned and in the surrounding areas;

We do not believe there have been drastic changes in population in this area or the surrounding area since the C-2 zoning was originally put into place. This area has always been used for Commercial and Medical Office uses. There is no surrounding residential property that has substantially increased population.

- b. Changes in existing road patterns or traffic, including traffic volumes, and also including the development of new roadways in the vicinity;

Since the C-2 zoning was put into place, Wolf River Boulevard has been extended eastwardly in various phases over the years. Wolf River Boulevard now runs from the western city limits to the eastern city limits without interruption. The Annual Average Daily Traffic (AADT) count provided by TDOT along Wolf River Boulevard has increased from 16,276

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901.761.2016 • Fax: 901.763.2847
www.ReavesFirm.com

in 2007 to 23,967. The AADT along Germantown Road has decreased from 59,622 in 2007 to 50,186 in 2015.

- c. The need for rezoning based upon changes in whatever is classified as the “neighborhood” (which may not necessarily be limited to what one would think of as a relatively concise area), and which may include changes in population, development trends, and the existing character of nearby property and/or changes that have occurred in the character of nearby property; and,

Lot 2 was originally developed as a Wal-Mart retail store in the mid 1990's and existed on this site until their departure in 2003. We do believe that there has been significant change in use in the area since the departure of Wal-Mart. Located between two of the region's largest hospitals, Baptist Hospital to the west and Methodist Hospital to the south, this area has since transformed from a commercial area into a thriving and robust Medical Gateway Community for the City of Germantown. Nationally recognized medical providers such as Campbell Clinic, West Cancer Center, Stern Cardiovascular, Sutherland Cardiology Clinic and Baptist Rehabilitation are all located near this site. It is our belief that the proposed use of the property as an Independent Living Retirement Community will complement the other uses in the area.

- d. The effect of the requested change in zoning on adjoining or nearby property.

We do not believe that the requested zoning change from C-2 to R-H will adversely affect the adjoining or nearby property. The proposed development will consist of an Independent Living Retirement Community. The development will have a very low impact on traffic in the area and will bring residents to our community who will shop, dine, support the arts, have convenient access to nearby medical facilities, and enjoy all that Germantown offers.

Please let me know if you need anything further regarding this matter.

Sincerely,



Greg Marcom
The Reaves Firm, Inc.

Martin E. Lipinski, P.E., Ph.D., PTOE
Consulting Engineer

774 E. Snowden Circle
Memphis, TN 38104
Phone: 901-619-4449
mlipinsk@memphis.edu

February 20, 2017

Tim Gwaltney, P.E.
City Engineer
1920 South Germantown Road
Germantown, TN 38138

RE: Avenida Senior Housing

Dear Mr. Gwaltney:

The following are responses to the comments raised regarding the proposed Avenida Senior Housing Development in Germantown, TN.

- Access to proposed signalized intersection to the east. The developers are analyzing the possibility of making the connection to the property on the east to provide access to the signalized intersection. One concern is that it would need to be designed to discourage thru traffic from the site.
- Selection of Directional Distribution The directional distribution assumed for the site was based on the projected travel desires of the residents. Eighty percent of the traffic was assumed to be oriented to the north south, and west as that is where the majority of the shopping destinations, restaurants, medical offices and friends would be located.

The high percentage of trips using the driveway oriented to the east is a result of motorists using the drive for a cut-thru to avoid the Germantown Road/Wolf River Boulevard intersection. In addition, some drivers may be headed to the very popular Chick-fil-A restaurant.

- Check analysis files The PM peak files for the driveway had the titles reversed. The one that said with development was without development, etc. Attached are the corrected sheets.
- Safety considerations Certainly there should be a safety concern where there is a crash history. However, it is my opinion that the amount of site-related traffic turning left will not be significant. In addition, I believe that

2

senior residents and their guests will not be comfortable making the left hand turn from the site and will seek other options. Also, when the signal is installed as part of the Cambell Clinic expansion it will have the effect of creating an artificial gap to allow some traffic to exit the site.

Please contact me if you have additional questions.

Sincerely,

Martin E. Lipinski, P.E., Ph.D., PE
774 E. Snowden Circle
Memphis, TN 38104

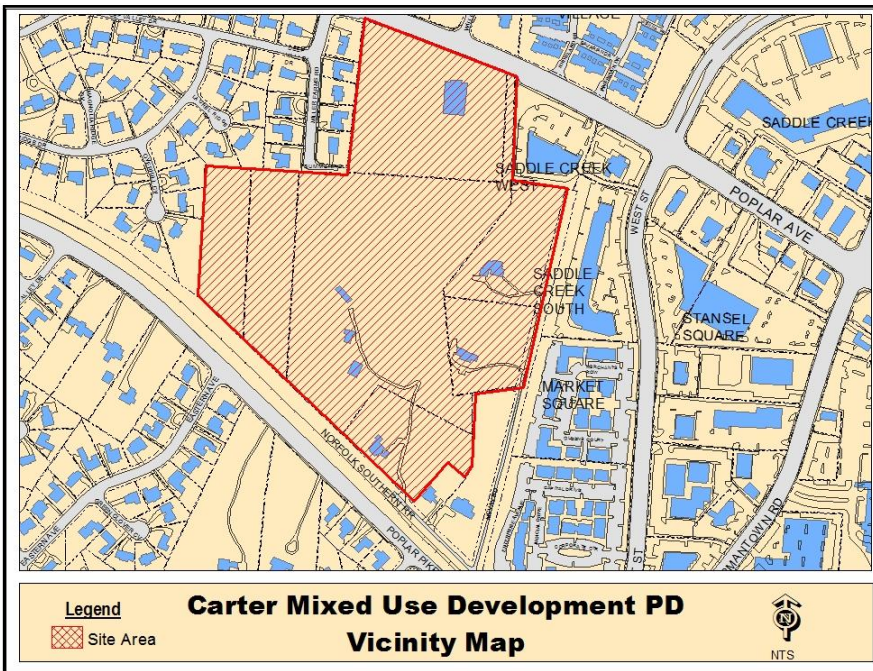
5. Carter Mixed Use Development at Germantown Planned Development– Request Outline Plan Approval (Case # 17-712)

Mr. Ross made a presentation of the application to the Planning Commission.

INTRODUCTION:

Development Case Number:	17-712
Case Name:	Carter Mixed Use Development at Germantown
Location:	7450 Poplar Avenue, extending southward to the north side of North Street and bounded by Arthurwood Drive, North Street, and McVay Road tracts
Owner Name:	Eleanor Woodward, Boyd & Sara Arthur, Andrew & Barbara Arthur, Andrew Arthur Sr. & Andrew W. Arthur, Sherry Walker and Boyd Walker
Applicant:	Carter
Representative Name:	Scott Stringer w/ Carter - Agent
Zoning District:	“T5” Urban Center Zoning District
Area:	32.863 Acres
Request:	Outline Plan Approval for Mixed-Use Development

*Refer to the Disclosure Form attached for more information



BACKGROUND: The property was rezoned from the “OC” Office Campus District with “T-5” Urban Center District overlay as part of the Germantown Smart Growth Plan approved in October, 2007. This application is being filed as a Planned Development (PD) pursuant to 23-566 *et seq* and 23-741 *et seq.*,

the Germantown Smart Code. The applicants seek approval of the Outline plan pursuant to 23-573 and 23-574.

DISCUSSION: The T5 District allows a mixture of uses including residential, retail, commercial, and office. The western border of this property requires a 150 foot building height limitation setback (3 stories height maximum), which includes a 25 foot planting buffer as shown on the adopted Smart Code Regulation Plan for this area of Germantown. The T-5 district allows five story buildings (six stories with warrant) outside of the height limitation setback. Below is the summary table for the proposed development.

DEVELOPMENT SUMMARY

TOTAL SITE AREA	32.863 ac.
USES: Allowed in the T-5 Districts	
Office	56,400 sq. ft
Retail	254,000 sq. ft.
Hotel	130 rooms
Residential	302 apartments
PARKING: Total Provided	2,031 spaces
Parking Deck	1,074
Surface Lots	820
On-Street	137

NOTE: THE ABOVE FIGURES ARE BASED ON THE SUBMITTED CONCEPT PLANS

The development has been filed as a Planned Development (PD) in order to incorporate a private internal drive system into the plan. A Project Description from the applicant is attached on page 12.

The Carter Planned Development complies with Section 23-573, which states the following:

The outline plan shall contain at a minimum:

- (1) For all planned residential developments:
 - a. A map on a scale of one inch equals 100 feet or larger showing available utilities, easements, roadways, rail lines and public rights-of-way crossing and adjacent to the subject property.
 - b. A graphic rendering of the existing conditions and/or aerial photographs showing the existing conditions and depicting all significant natural topographical and physical features of the subject property; location and extent of tree cover; location and extent of watercourses, marshes and floodplains on or within 100 feet of the subject property; existing drainage patterns and soil conditions.
 - c. A drawing defining the general location and maximum number of lots, parcels or sites to be developed or occupied by buildings in the planned development; the general location and maximum amount of area to be developed for parking; the general location and maximum amount of area to be devoted to open space and to be conveyed, dedicated or served for parks, playgrounds, school sites, public buildings and other common use areas; the approximate location of points of ingress and egress and access streets, where required; the approximate location of pedestrian and vehicular ways or the restrictions pertaining thereto and the extent of landscaping, planting or fencing and other treatment for adjustment to surrounding property.

- d. A tabulation of the maximum number of dwelling units proposed, including the number of units with two or less bedrooms and more than two bedrooms.
 - e. A tabulation of the maximum floor area to be constructed, except for single-family detached dwellings and their accessory buildings, and the proposed maximum height of any building or structure.
 - f. A written statement generally describing the relationship of the proposed planned development to the current policies and plans of the city and how the proposed planned development is to be designed, arranged and operated in order to permit the development and use of neighboring property in accordance with applicable regulations. The statement shall include a description of the applicant's planning objectives, the approaches to be followed in achieving those objectives and the rationale governing the applicant's choices of objectives and approaches. In addition, a specific list of the exceptions to applicable regulations requested shall be required.
 - g. If the planned development is proposed to be constructed in stages or units during a period extending beyond a single construction season, a development schedule indicating:
 1. The approximate date when construction of the project can be expected to begin;
 2. The order in which the phases of the project will be built; and
 3. The minimum area and the approximate location of common open space and public improvements that will be required at each stage.
 - h. Proposed means of ensuring the continued maintenance of common open space or other common elements and governing the use and continued protection of the planned development.
 - i. A statement setting forth in detail the bulk, use, and/or other regulations under which the planned development is proposed.
 - j. If any stage or unit as proposed contains a share of open space or other public or private recreation or service facility less than that which its size, number of units or density would otherwise require, a statement shall be submitted setting forth what bond, credit, escrow or other assurance the applicant proposes in order to ensure that the difference between that which would otherwise be required and that which the applicant proposes to provide in the instant stage or unit is ultimately provided.
- (2) For all planned commercial developments:
- a. A map on a scale of one inch equals 100 feet or larger showing available utilities, and easements, roadways, rail lines and public rights-of-way crossing and adjacent to the subject property.
 - b. A graphic rendering of the existing conditions and/or aerial photographs showing the existing conditions and depicting all significant natural, topographical and physical features of the subject property; general location and extent of tree cover; location and extent of watercourses, marshes and floodplains on or within 100 feet of the subject property; existing drainage patterns; and soil conditions.
 - c. A drawing defining the general location and maximum amount of area to be developed for buildings and parking; standards for pedestrian and vehicular circulation and the points of ingress and egress, including access streets, where required, and the provision of spaces for loading; the standards for the location, size and number of signs; adjustments to be made in relation to abutting land uses and zoning districts; and the extent of landscaping, planting and other treatment for adjustment to surrounding property.
 - d. A circulation diagram indicating the proposed principal movement of vehicles, goods and pedestrians within the development to and from existing thoroughfares.
 - e. A development schedule indicating the stages in which the project will be built and when construction of the project can be expected to begin.
 - f. A written statement generally describing the relationship of the planned development to the current policies and plans of the city; and how the proposed planned development is to be

designed, arranged and operated in order to permit the development and use of neighboring property in accordance with the applicable regulations of this division. The statement shall include a description of the applicant's planning objectives, the approaches to be followed in achieving those objectives and the rationale governing the applicant's choices of objectives and approaches.

- g. A statement setting forth in detail the manner in which the proposed planned development deviates from the zoning and subdivision regulations which would otherwise be applicable to the subject property, including:
 1. Maximum total square feet of building floor area proposed for commercial uses, by general type of use.
 2. Maximum total land area, expressed in acres and as a percent of the total development area, proposed to be devoted to commercial uses; minimum public and private open space; streets; and off-street parking and loading areas.

WARRANTS: After staff review, no warrants are required at this time; however, future warrants may be requested with preliminary and final plan applications. See page 14 of this staff report.

The Technical Advisory Committee (T.A.C.) met on March 15th and made the following comments:

PLAN REVISION(S): The plans have been revised to address all of the comments from TAC and the Smart Code Review Committee.

STAFF COMMENTS:

General Comments:

After approval from the Planning Commission, the outline plan shall proceed to the Board of Mayor and Aldermen for approval.

Board Discussion:

Chairman Harless asked if there were any questions of staff.

Chairman Harless invited the applicant up to discuss the project.

Mr. Bacon commented that the commission encourages an open dialog from the City, applicant, and the adjacent property owners exploring creatively to increase connectivity with the existing developments.

Mr. Ross stated since the application, the applicants have spoken to staff trying to figure out how to move forward on that. We have also, met with neighbors and citizens who have come in to talk us about their concerns, and taking phone calls from citizens.

Mr. Bacon stated as our plan develops, and then the Smart Code starts interconnectivity with pedestrians.

Mr. Ross stated that the plan currently shows connectivity both with pedestrians and vehicles to Saddle Creek.

Chairman Harless stated this property was considered for a large project by Poag & McEwen several years ago. Do you have any feel for how this project matches up to that project?

Mr. Ross answered based on the analysis, this project is at 60 percent of what is proposed and approved by this body as part of for the Poag & McEwen plan. It is spread out a little bit different, the impact is lower.

Mr. Clark asked is that 60 percent in size or use?

Mr. Ross answered it is not a simple arithmetic; 60 percent is for different variables in terms of the density, size of the units, the number of units, types of uses that were proposed, circulation patterns, and the heights that were associated with those buildings. At 60 percent development intensity, if you want an actual line by line comparison, we could be prepared to provide that in part of your next submittals.

Mr. Harless then asked if the applicant would like to make a presentation.

Scott Taylor with Carter at 171 17th Street, Suite 1200, Atlanta, GA, 30363, stated to answer Mr. Clark question there was 470,000 square feet of retail with the Poag & McEwen proposed plan.

Scott Taylor with Carter at 171 17th Street, Suite 1200, Atlanta, GA, 30363, presented a PowerPoint presentation on projects they are working on now in different states. He is the CEO and one of the leaders for Carter who would serve as the Master Developer for this property. Before we jump into walking through the outline plan we thought it might be helpful to share a little about our organization. A handful of projects that we had the good fortune of working on and helped provide contexts to how projects like this in Germantown come together. These are hard, they are complicated, and take a tremendous amount of collaboration and public input, working hand to hand with City staff, as well as members of groups such as yours, and elected officials. We have done a significant amount of this type of work around the United States for some time. We will be celebrating our 60th anniversary as an organization next year and this is our focus as a business for infield mix used projects with Smart Growth. The proposed site for the zoning is identified as a T5 Urban Center district on the Germantown regulating Plan. T5 is “higher density mixed-use building types that accommodate retail, offices, row houses, and apartments”. The following components are planned for the project 254,500 square feet of retail, including a 40,000 square feet theater, 56,400 square feet of office, 130 room hotel, 302 apartments units, 30,000 square feet of retail, and 2,031 parking spaces, comprised of both surface and structured parking.

Doug Swett with Kimley Horn and Associates, 6750 Poplar Ave Suite 600, Memphis, TN, 38138, made a presentation about the Germantown Mixed Use Traffic Impact Analysis. The traffic generated by this development at p.m. peak hours’ trips is 984. This is actually a 40 percent reduction in traffic from the Poag & McEwen plan from 2008 in the p.m. peak hours versus 1,700 trips. The proposed development will have several access points consisting of the following: 1) right in/right out driveway to Poplar Avenue at the northwest corner of the property, 2) direct access to the development from the signalized intersection at Poplar Avenue and Arthurwood Drive, 3) two cross access driveways with the Saddle Creek development to the east, providing indirect access to West Street, 4) emergency vehicle only access to North Street on the south. Key changes from the Poag & McEwen plan is some of the public improvements that have occurred as part of the TDOT project from widening Poplar Avenue, making the intersections improvements and installing Fiber Optic interconnected cable to the intersections. They now operate as a system and interact together on Poplar Avenue.

Mayor Palazzolo asked Mr. Taylor why are Carter decided to develop in Germantown? What is appealing to you about our community? Is there a willingness to look to your commercial neighbors to the east with egress/ingress connect activity with established retail and office space there. That could be very inviting to create a connected town center. You could make that town center a true village, if you have the ability to connect pedestrians and vehicles. Do you consider doing this in multi phases or one phase, or still to be determined? Tell us how you are communicating with your residential neighbors? I will share with you that Poag & McEwen did a good job of reaching out and talking to the neighbors and getting their input and feedback. They worked through the questions and comments with them. I expect you to do that as well. Our community established a seventh Police District in July 1, 2016 and that police district is strictly for the Central Business District. Would you be open for us to have a police substation in the town center?

Mr. Taylor stated it’s hard to answer the question about “Why Germantown?” in one sentence. There are so many fundamentals that are positive around this community and what you all collectively have done to

make this very attractive. There is a story here with the retailers, office users and hospitality type providers; they see the incredible residential value, fantastic demographics, and the opportunity to be part of something that can be unique.

It's never one thing that typically makes a project like this successful; it's the combination of all the pieces and parts. With the pedestrians' experience and the scale of this development, we want to be very thoughtful in how that is incorporated with the retailers who come in, as well as the hotel and residential areas. It's where you have the balance of pieces and parts. We have considered connection points into Saddle Creek, into Corporate Center, and Market Square. We have considered a pedestrian connection point into Miller Farms. Currently the project would be built in multi phases. We would do all of our site work for the entire 32 acres at once. We would then do our infrastructure of our parking right behind that. Giving the fact we have some smaller buildings, we have the ability to phase those as well. It will be one development phase from a construction standpoint, the answer is yes. We would try to program the public space for as many activities as we can conceive and those could be yoga classes, children activities, ice skating, lunchtime activities, and live music for a family friendly environment. We would welcome and embrace that opportunity. Germantown is known nationally as a community you want to be in as a retailer.

Mr. Bacon noted that this is considered to be a regional draw and it would be attractive to north Mississippi and beyond.

Mr. Bennett stated he applauded the effort to bring this development to Germantown. I was on the Planning Commission when the Poag and McEwen came in front of us and I can see the difference in the two. With our limited land available, this is what we need to grow this community. This would be drawing a tax base in the City which we need. I am concerned about the traffic flow.

Chairman Harless said there has been some concern about drainage into the Miller Farms area, specifically one house. How will this project affect that?

Greg Bartlett with the Reaves Firm, 6800 Poplar Avenue, Suite 101, Memphis, TN 38138, stated it's the conception phase you understand. The site is dividing into four drainage basins, two drains to the east through Saddle Creek (about eight acres) and the other two drains toward Miller Farms. Miller Farms has a box culvert that crosses Poplar Avenue and carries about 100 acres of drainage. This site will contribute about 26 acres to that basin; only a fourth of the area going to that basin will be contributed here. What we are proposing to do with the pond at the northwest corner would also act as a wet bottom detention basin. We also propose a underground basin near the western drive in that parking area that would also work as a detention facility, two other underground storage facilities at the southeast near the large parking garage, and one near the northeast basin. Those two will drain east through Saddle Creek; the others will drain through a box culvert under Poplar Avenue. We will work with staff through the design phase to make sure that we don't exceed existing predevelopment conditions.

Chairman Harless stated with the underground detention basins and the wet drainage areas, do you expect to control more water than what's being control now?

Mr. Bartlett answered yes; what the detention facility will do is capture the run off, and hold it for a period of time and discharge it slowly over a period of time. It should allow the majority of the remaining 75 acres to pass through that culvert and hold it in our storage facility. The facility will release it at a slower rate, so we will not over tax the existing system.

Chairman Harless asked if there was anyone in the audience that would like to speak in support of this project? If so please come forward and state you name and address for the record, you have 3 minutes.

Support:

Carl Raff of 2039 Overhill Cove stated I am the adjacent property to the Timbers. I've got a half acre backyard that I'm trying to downsize, so I'm looking for alternative in the City that could allow me to stay in Germantown without owning a private residence. My kids are gone and I'm an empty nester. I have known the developer for a long time and I respect him. I think he will do a good job in Germantown. I am very supportive of the overall development.

Haley Richard of 7475 Willey Road stated we are very excited about this project. This is something Germantown has never had and I think it will bring a lot of happiness to a lot of homes here.

Richard Vosburg of 8365 Silverthorn Cove stated I was a member of the Vision 2020 team and they looked at this type of development for the City from a strategic prospective. We discovered that we were going to have a financial problem, unless we sufficiently increased our commercial tax base. Working on the school program became even clearer that we needed a greater sales tax base for commercial property in order to pay for the increase cost of our schools without depleting what was available for General City Services. I served again on the Vision 2030 team and it became clear as we look forward that development like this was going to be necessary to constrain the residential tax rate. I don't know enough about this project to speak particular to this project, but this project, Thornwood, and TraVure those are the type of developments that are necessary to the future of Germantown.

Adam Crawford of 7406 Oak Run Drive stated I am here on behalf of some neighbors from Miller Farms and Oak Run to read a letter that we collectively put together. The letter was submitted (see attached).

Liz Jacobs of 7464 North Street stated my husband Jim Jacobs wrote a very long letter and I'm not going to read it. But we are very much in favor of this project and we agree on the Smart Growth and the Town Center itself. It's going to be great to attract consumers and people outside of Germantown to the area. The letter was submitted (see attached).

Lynda Smith of 7552 Apple Valley Road, stated my sister Jan Smith Fedler and I own the house at 7458 North Street, which I have told John Elkington is probably the closest house to this site. My sister and I did have some concerns about this project; the first was the big dumpster apparently was going to be in our backyard, but that has been moved. Our other concerns have now been eliminated and we have been given the information that we felt like we needed. So we feel very good about this. As a 22 year resident who's live in Germantown. I think this is a long time coming. We were part of the project with the Poag and McEwen era. I think at the time we were looking for a six story hotel being in our backyard and that was not going to be acceptable. I think it will bring a lot of good things to Germantown and I whole heartily support it.

Murray Foster of 11210 Shady Lane, Eads, TN stated that I represent the Arthur family as their real estate broker. I do have a property interest in Germantown as my mother lives at 2874 Germantown Road, where I grew up. What I really want to speak about is my involvement with the Somerset neighborhood, that is part of Thornwood and which is the first to be constructed in the Smart Growth District. I actually facilitate between Regency Homes and home buyers in that neighborhood, along with another person. The success in that neighborhood has been phenomenal. We have 18 homes that have been ordered in that neighborhood and without a doubt people are coming in with the interest and desire to have that new urban lifestyle that Thornwood would offer with shops, restaurants, and the other residential. There is definitely cross section in terms of age demographic; folks are coming that are not all retired are empty nesters and some have children. I think that shows great things in term of value for surrounding single family residential with the projects. People are living a little bit differently; they want to simplify their lifestyles. The sales in Somerset I believe it is evident to that; it's been open for 10 months with 18 sales and there only 43 home sites.

Chairman Harless stated we had several citizens in the past who have said, how do I get heard or how does someone hear my voice. There are several ways officiously, this is one. But one of the ways that seem to be getting more popular is letters to Economic Development planning staff or Mr. Ross. The letters are circulated to all Planning Commission members. We want the input, it helps us. So we encourage and appreciate that. He asked Mr. Ross did we get in the neighborhood of 12 letters on this project?

Mr. Ross answered yes; that is correct.

Chairman Harless asked if there was anyone in the audience that would like to speak in opposition to this project. If so, please would come forward and state you name and address for the record, you have 3 minutes.

Opposition:

Joe Black of 1974 Miller Farms Road stated my wife and I own the property at the corner of Poplar Avenue and Miller Farms and we back up to the Arthur property. First of all, I think this is a fantastic development. I'm sure Carter Company is going to deliver, and tonight we have heard a lot about concepts and conspicuous plans. Thank you for being thoughtful with your experience and your spirit. However, I want to talk about some facts. We have flooded twice and I am not talking about water in my backyard, we had three feet of water in our house. The last time we flooded was during the time the development/construction of the bank was going in. Those developers had a drainage person working with them, and after the disaster they showed us the retention pond. It did not work and ended up in our house. At the last meeting there was a lot of talk about egress and ingress, parking, traffic, and traffic lights, with discussion on where guest would leave their luggage, and then go park. But the elephant in the room was never discussed, and that is the people that mostly impacted by this development. That is the five homeowners that backup to the project. There only has been a discussion of two of us, not all five of us. Mr. Elkington did have a discussion with me in January and the plan he showed me looks much different now. So I feel like it shows less density than the one Poag and McEwen was proposing that it is basically a false narrative. It's still going to impact the five of us, just as much as Poag and McEwen. The recent case law has showed on the basis of noise, lighting, and drainage that homeowners have got some pretty fair judgments against developers based on that. What we don't understand is why you would not take a additional 130 feet of Poplar Avenue frontage and go to a natural existing boundary on the west side and eliminate all of that. You are looking at 1-1.5 percent of your propose budget. Poag and McEwen had a good handle on it for a natural design. All five homeowners are here tonight, and we are not opposed to the project, just to the design. We don't want to live next door to it; our property values would plummet and basically my house is unsellable as a resident. The first potential buyer is going to say you sit kind of low, have you ever flooded. Now I have all this concrete and everything else that is going to be above me. We have been there 30 years and we love Germantown. We want Germantown to do the right thing. They need to advance the City, but also protect our interest.

Tommy Walker of 1988 Miller Farms Road stated my house has flooded also, but not to extreme his has. It's a very low area, and I'm concern to about the way the water runs off through the old Miller ditch. We had a 100 year flood several years ago. They proposed how they would work the drainage ditches and the way the subdivision was produced. All the sewer systems have changed when the water started backing up into our properties, because it doesn't go underneath the bridge fast enough. That's our main concern. With all the asphalt that's going to be there, I just don't think it's going to do the job it's suppose do. It's a beautiful project that you have. I don't think it meets the criteria of Germantown. I don't want live in the City when I have 120 foot oak trees. I have serenity, peace, wildlife and all of it will change. There are so many concerns with all the levels of the parking garages and the noise of the music, when you come home basically you want to rest. We hear the music from Saddle Creek which we hear every so often and that's fine. We just don't think this is right for our community. The way it's set up all the traffic, it is going to come right behind our house. Poag and McEwen had a vision of the traffic going all the way through

Germantown. The traffic at Saddle Creek backs up to this, the over flow from it the people are going to be coming through our neighborhood and we just don't think and agree with it.

Sarah Freeman of 7684 Apahon Lane stated first of all Michele Betty was good enough to send me the traffic study. I was worried if there was any change, because the traffic study shows Riverdale Road. We all know that Riverdale Road is just a little road; the big road is New Riverdale Road with a traffic signal out there. This wasn't included in the traffic study and I don't know why. My concern is the traffic coming from the west is to avoid what's going to happen down at the other corners Miller Farms, and Germantown Road, etc. A lot of people are going to decide to take a left on New Riverdale Road and then a right down Neshoba Road through the Riverdale Elementary School zone to hook up with Germantown Road or they might go on down to Wolf River Boulevard with adding that to the traffic situation which we already have. First of all, should we have a clean traffic study which we never got it with Poag and McEwen, if we are to have real transparency? I am not against development. I am against blindness; we need to be straight up and be honest when we are dealing with the traffic. When the traffic study was done January 2017, was Thornwood and TraVure taken into account, the answer is no. We need reality not fiction; same with the drainage. Do we sue the City, The Reaves Firm, Mr. John Elkington or the people from Atlanta, GA.? If we know right up front who is going to be responsible if a mess is made, then maybe you would work even harder not to make the mess.

Jena Walker of 1988 Miller Farms Road stated I love this wonderful idea, I really do. I think the presentation is great, except for one thing, it's in my backyard. I think within about 200 yards from maybe where West Street is to Miller Farms Road. There is already about five streets so the traffic definitely needs to be looked at. If you are going to have increase traffic, you are going to have more population, and more pedestrians. They will be able to see inside our homes, I don't know if you can build the wall tall enough where someone can't crawl over it. I don't mind walls there for boundaries and protections. I am also concerned about the increase crime that's already going on now. My truck has been broken into in the parking lot at work. As a nurse I get up early in the morning and I hear the train, waste management beeps, and the construction that I have moved away from before. When you are trying to sleep, but you have to get up and be at work by 5:30. I don't want people looking down in my backyard with roof top dining.

Alan Kosten of 2025 Miller Farms Road stated I am at the end of the dead-end street on Miller Farms Road. I'm appalled with several of the statements that have been made here. A great presentation was made. No one has spoken to me and there haven't been any meetings. Most developers meet with you as a group and we haven't been invited to any meetings. I have a lot of questions. I guess they are putting a pedestrian entrance in my yard or right next to my yard. What are they going to do for Miller Farms? Is the City going to put "No Parking" on Miller Farms? These people have not come to us for anything. The development sounds great. There are some serious problems like the traffic. I can tell you right now; to make a left turn out of Miller Farms on to Poplar Avenue is worse than it was ten years ago. There is no question about that; I waited five minutes the other day. From 8:00 a.m. to 6:00 p.m. the traffic is terrible. The Traffic Engineer said we can't put a traffic light there, that's fine, but what are you going to do? This was never talked about. There are too many problems here; I don't know how you guys can approve this tonight. There was only one question that any you asked that concerns the residents that are now on Miller Farms.

Sean Riley of 2000 Miller Farms Road stated a couple of things; no one came to talk to me either. I have a one and four year old child they play in the front yard and street since it's a dead end. I'm very concern about the area being opened up to a dog park with traffic coming in and out of there. That will stop my kids from playing outside and having to stay inside the house. Another thing, I haven't heard about the concrete wall that's going to be built behind our house. Can anyone honest say they would want to live looking at that? Why would the City of Germantown approve it? To me it would make more sense to take the five houses and make one piece of land. The development is nice and there is a lot of positive to

it. I'm not necessary opposed to this project; I just wish there would be some consideration for people who are living so close to the project.

Robert Hall of 1563 Miller Farms Road stated I'm not really opposed to this development. The issues that I have are related to traffic and water shed management. I appreciate what this committee does and what they are trying to do, but they don't have a broad enough scope. This development is now landlocked except for one point of egress/ingress which is Poplar Avenue; this is going to create a traffic issue. Another issue I have is with the water shed, which should be a City residential commercial issue and in some places it's also a county issue. I have 2.5 feet of water in the street on regular basics, because there is no adequate drainage through my neighborhood. There has been a study that was done approximately 30 years ago, that showed the ditch that runs through the area goes from a square culvert, to a triangle and to other shapes; which now create water issues that we are currently having. I now live in a floodplain and I have lived in this house close to 20 years. I pay \$10,000 in flood insurance for the developments up river from me. I would like somebody to take a look at this development for its occupancy rate in one, five, and ten years would be. We already have a lot of empty retail space in the area. We have stores closing all the time, because people are buying online. You are going to put in 200,000 square feet of retail, what happens when these stores die and you just have empty storage fronts in this development, like they have in Carriage Crossing?

Tracy Johnson of 2015 Miller Farms Road stated I have an eight year old that would love to walk across the street to the movies. My concern is the pedestrian entrance right at Miller Farms; it needs to have a gate at the entrance which is coded for the neighborhood. I don't want people parking in front of my house due to my daughter riding her bike. We already have people that don't realize it a dead end street and come flying down Miller Farms to end up nowhere and having to turn around. We need "No Parking" signs on Miller Farms Road or "No Pedestrian Entrance".

John Kelyman of 7397 Deep Valley Drive stated this is a beautiful City; we have had 38 years living in the same place. The traffic is an issue for making a left or right turn on to Poplar Avenue off of Miller Farms. The slow lane has turned into the high speed lane because there's too much traffic. The site view is limited and I'm concerned someone is going to get killed. When are you going to do something for the citizens? This is supposed to be a walkable site. I challenge every one of you at 5:00 p.m. on Friday to try and cross Poplar Avenue at a traffic light. When are you going to put access across Poplar Avenue where people could be safe?

Alderman Owens stated I appreciate everyone coming out tonight. We take your concerns very seriously. This property is going to be developed. It is zoned for Smart Growth. As a result, we are going to get a development that is somewhat dense and mixed use. It is a great investment in our community. I think this is what we envisioned when we designed the Smart Growth Initiative and planned for the Smart Growth mix of uses. I heard people talking about multi-family, stating we don't want apartments. I think multi-family should not be a bad word. I think we need this kind of density to support these types of retail uses. People, who live here, shop, play, and work. So we can increase our tax base, without negatively encroaching upon our residential areas. I do have some very strong concerns about the adjacent neighborhood. I think this pond and the drainage area can't make it any worse than it is. If this is approved tonight, I will certainly be looking at the next phase. On how we can achieve and assure the water will be contained in a way, that will be less than what is currently exiting the site right now in terms of the volume. The next time we get back with the next stages of the Preliminary and Final Plan is where we ask specific questions. I would really like to see buffer areas. I would like to see a good faith effort made to meet and discuss details with these neighbors. I don't know if it's buying or protecting their homes. If the wall is not what the residents want, then maybe we provide some type of a large green buffer. Also, we need to look at the traffic on New Riverdale Road and how that might impact Neshoba Road.

Mayor Palazzolo stated he does appreciate everyone coming forward this evening and speaking for or against this project. Germantown has a reputation of being very thoughtful and thorough. I will tell you people on the commission are your neighbors and they only want to do what's best for your community. There are two other mixed use projects that are under the Smart Code principles and one of those is in the Western Gateway and had 11 or 12 warrants initially. The Planning Commission had interaction with the neighbors and the developer worked to get zero warrants in that particular project. That's through some dialog, debate, and change. There are several commissioners who encourage the development team to continue to meet more with the Timbers. I encourage you to get with English Meadows to. Just for the record, I live close to this project and it's in my side yard. I have a lot of concerns as well and also, have a lot of excitement. This will be something we can work through together on. This is just the first meeting with this Outline Plan to move forward.

Mr. Bennett stated he echo's some of those comments. We are volunteers and residents of Germantown who are serving in this capacity and trying to make the best decisions we can. This is the first time this matter has been heard. We are glad to see you all here. We depend on when a development comes before us, what our residents in Germantown have to say about whatever that development is. No matter if it's in your backyard or not. We like the comments for and against, because it helps us formulate what we want to do going forward. We do hear what the developer and citizens have to say.

Mr. Bacon stated he echoes all those comments. I encourage you to stay involved. I served on a commission back then with Poag & McEwen's proposal and there were a lot of challenging issues. This is just the start of the process with the Outline Plan approval. We aren't approving walls, grading or drainage plans tonight. There is a traffic expert involve from Kimley Horn. I encourage those who have concerns about Kimley Horn with their research, to ask questions. I am very concerned with the traffic standpoint of the egress/ingress with this level of development, whether it's 100 percent of what Poag & McEwen proposal or 60 percent. On the flip side, Alderman Owens comments on this property is going to be developed, it's going to happen. So it's up to us, as a community to hopefully work with a developer that is as experienced as Carter with 60 years of development experience. As citizens of Germantown, we are impressed that a company like yours would have an interest and make this kind of investment in our community. It includes a lot of ideas, we thought and hope would get developed to this level with mix use property. This is a start of a lengthy process, please stay involved. There are some concerns with the standpoint of drainage, infrastructures, and site development issues that we will address.

STAFF RECOMMENDATION: Approval, subject to the comments listed above.

SMART CODE REVIEW COMMITTEE: (MIKE HARLESS, CHAIRMAN)

The Smart Code Review Committee met on March 22, and heard presentations from Planning Division staff and the applicant. The application will be considered at the April 4, 2017 Planning Commission meeting, subject to the Committee's discussion, comments of staff and additional information to be presented by the applicant. Letters of recommendation from the DRC and ECD representatives are included in this report.

MAIN MOTION: To approve the outline plan for Carter Mixed Use Development at Germantown located at 7450 Poplar Avenue, extending southward to the north side of North Street and bounded by Arthurwood Drive, North Street, and McVay Road tracts, subject to the Commission's discussion, staff comments as contained in the staff report, and documents and plans submit with the application.

Mr. Bacon moved to approve the outline plan for Carter Mixed Use Development at Germantown located at 7450 Poplar Avenue, extending southward to the north side of North Street and bounded by Arthurwood Drive, North Street, and McVay Road tracts, subject to the Commission's discussion, staff comments as contained in the staff report, and documents and plans submit with the application, seconded by Mr. Bennett.

Chairman Harless asked for a roll call.

Roll Call: Barclay –absent; Saunders – yes; Hernandez – yes; Bacon –yes; Harless – yes; Owens – yes; Clark – yes; Bennett – yes; Palazzolo- yes. **The motion was passed**

Mr. Clark voted yes; for the Outline Plan and it's not the final plan for approval. I will say some of the citizens have mentioned they have not been contacted by the developer. I think that has been brought up here and we would like you guys to make sure that is done in any way possible.

Mr. Saunders voted yes; for the Outline Plan and basically for the reasons that have been echoed so far. I want to ensure the people that are opposed for this project, we heard your comments. I truly believe that working with all of us together the City, developers, citizens, and this commission, we can come up with a solution beneficial for all.

Mr. Bennett voted yes.

Alderman Owens voted yes.

Mr. Bacon voted yes.

Mr. Hernandez voted yes.

Chairman Harless voted yes; this is an Outline Plan and this property can be developed for Smart Growth. It doesn't say that we will follow that plan. We have to take a look at the drainage issues. Mr. Elkington will you please make sure all the citizens get to hear your presentation. I think it's important and I know you have reached out to over 100 of them already.

Mayor Palazzolo voted yes.

Chairman Harless said congratulations and the motion passes.



CITY OF GERMANTOWN TENNESSEE

1930 South Germantown Road • Germantown, Tennessee 38138-2815
Phone (901) 757-7200 Fax (901) 757-7292 www.germantown-tn.gov

March 27, 2017

Mike Harless, Chairman
Germantown Planning Commission
City of Germantown
1930 South Germantown Road
Germantown, TN 38138-2815

RE: Case # 17-712
Carter Mixed Use Development
Request for Outline Plan Approval

After a thorough presentation of the Carter Mixed Use Development Outline Plan from the Germantown Staff and the Applicant, Carter, the DRC Smart Code Review Committee recommend the Outline Plan for approval.

Of the many issues a large-scale project brings to the Germantown Community, the Carter Project will be no exception. Traffic and Drainage were discussed as potential conflicts for the adjacent property owners and these items will need to be investigated much further as this project continues through the process. An additional access to the site from the south along the tracks on North Street was discussed and is worth investigation. Any improvements to the circulation for pedestrians and vehicles from all sides of this development will help in the success in the project. Carter is strongly encouraged to build relationships with their neighbors, residential and commercial, and exhaust thoughts on ingress and egress.

The drainage of the tract of land is crucial to its success. The mentioned drainage improvements are designed for a 100-year storm event. This system will accommodate storm water as well as or better than the undisturbed site currently does, as said by the engineers. A combination of a wet basin and three underground tanks will be used to "hold" the water. Examples of such a design should be shared with the commission as a case study. The system sounds to have a definite capacity and this may be detrimental when this capacity is reached. It would be valuable to see the effect of a 250-year event or 500-year event to know what can occur. Our rainfall has become much more "flashflood" in recent years and this size project should be looked at closely.

This project will be phenomenal investment in this community. With proper attention given to the citizens and the effects of such a development, this will make for a great milestone in Germantown.

Regards,

A handwritten signature in black ink, appearing to read "Paul Bruns".

Paul Bruns, BLA MLA
Design Review Commission

Cc: Cameron Ross – Director of Economic and Community Development
Sheila Pounder - Planning Division Manager



CITY OF
GERMANTOWN
TENNESSEE

1930 South Germantown Road • Germantown, Tennessee 38138-2815
Phone (901) 757-7200 Fax (901) 757-7292 www.germantown-tn.gov

March 27, 2017

Chairman Mike Harless
Germantown Planning Commission
City of Germantown
1920 South Germantown Road
Germantown, TN 38183

Re: Case #17712
Carter Mixed Use Development
Request for Outline Plan Approval

Dear Chairman Harless,

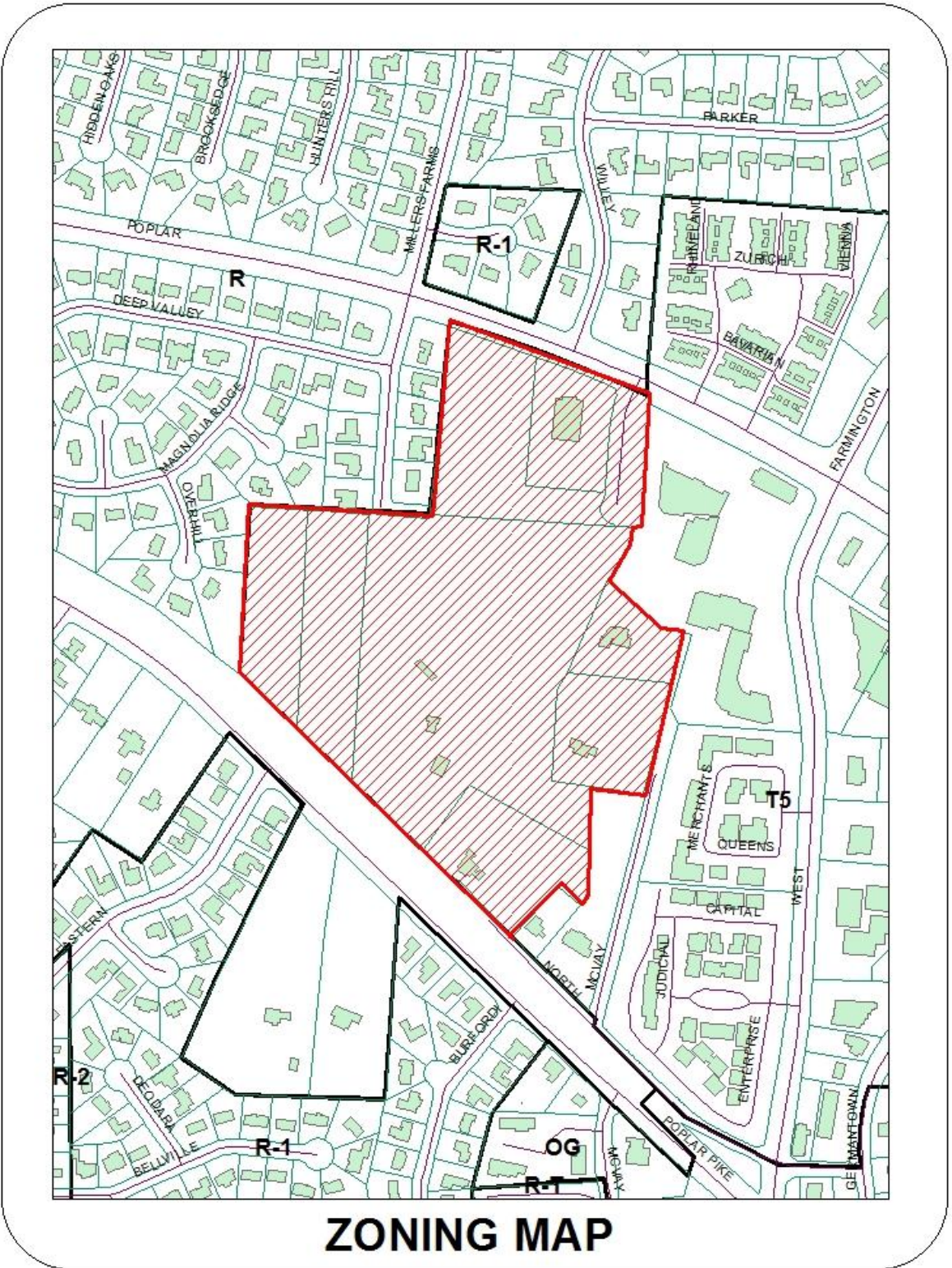
It is with great enthusiasm that the Economic Development Commission lends its support to the mixed use plan that has been proposed by Carter, USA on the site of the "Arthur Tract". The presentation that was given to the Smart Code Review Committee on March 22, 2017 clearly outlined a grand vision for the site. While interest in the site will certainly generate a significant amount of trips, based on the layout this development is designed to support a "live, work, play" program that will allow visitors (locally and regionally) to participate in the site outside of their cars. The concept outlined a large amount of retail as well as hotel and office uses that will be supported by a residential component on the site. This concept is one that we have seen before and encourage in the key commercial areas of Germantown. The Economic Development Commission as a whole looks forward to seeing the plans as they further develop and recommends the Outline plan for approval by the Planning Commission.

Sincerely,

A handwritten signature in green ink that reads "Jerry Klein".

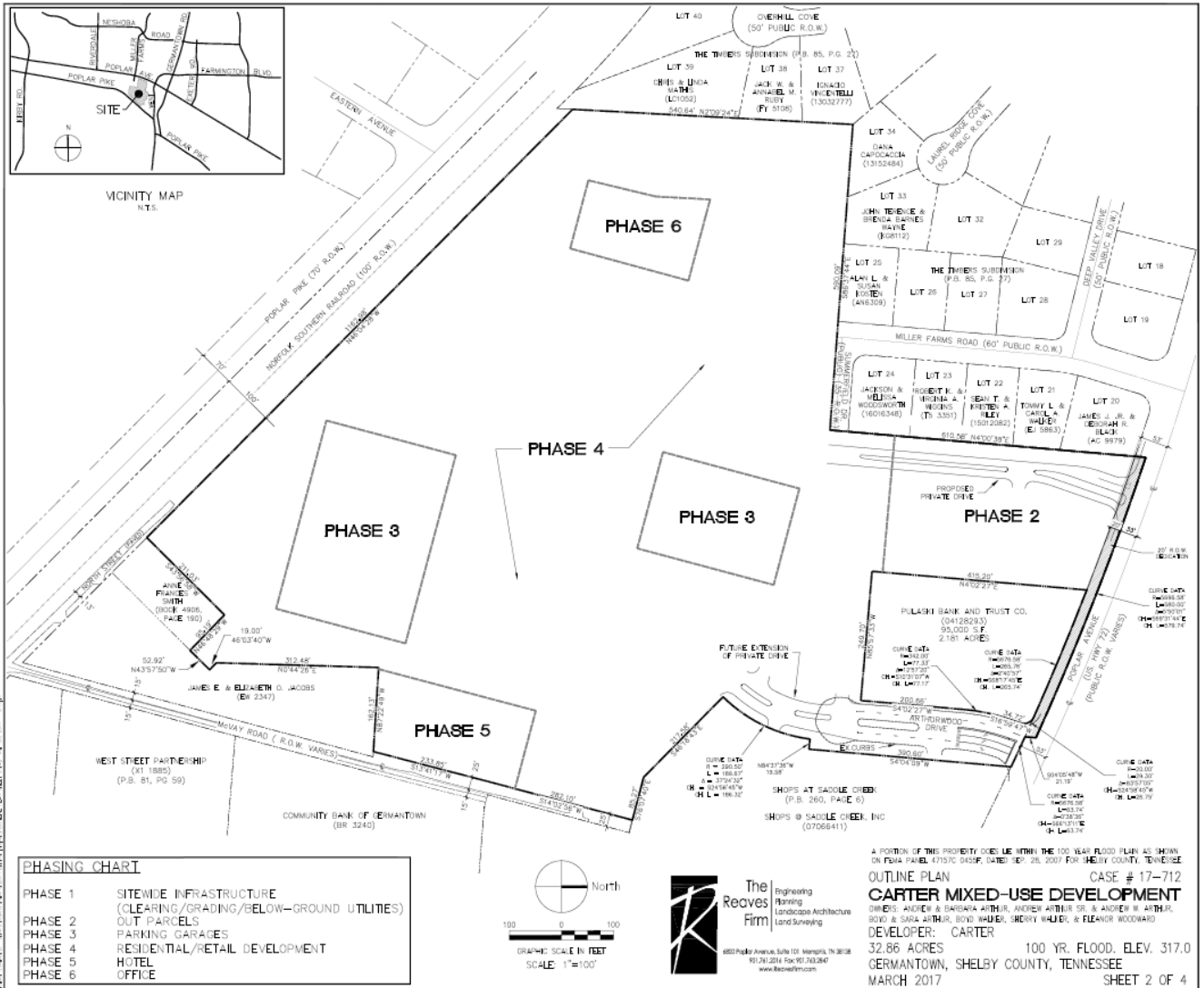
Jerry Klein, Chairman
Economic Development Commission

Cc: Cameron Ross, Director of Economic and Community Development
Shelia Pounder, Planning Division Manager



ZONING MAP

PROPOSED PHASING PLAN



CONCEPTUAL SITE PLAN





Carter Mixed-Use Development at Germantown

The proposed Carter Mixed-Use Development at Germantown will create a walkable live-work-play community for the City of Germantown. The development is designed to create a "town center" environment that will attract the residents of Germantown who want to enjoy upscale street level retail shops, entertainment venues and restaurants. The development is also planned to accommodate those who seek the lifestyle choice of either living in luxury residences or working in offices in a mixed-use setting.

Zoning and Infrastructure

The proposed site is identified as a T5 Urban Center district on the Germantown Regulating Plan. Smart Code describes the character for a T5 district as "higher density mixed-use building types that accommodate retail, offices, rowhouses, and apartments". As such, the following components are planned for the project:

- 254,500 SF of retail, including a 40,000 SF theater
- 56,400 SF of office
- 130-room hotel
- 302 apartment units
- 2,031 parking spaces, comprised of both surface and structured parking

The components for the site are arranged such that the 25-foot planting screen and 3-story height limitation identified on the Regulating Plan at the eastern property line are

respected, providing a transition between the neighboring low-density residential and the proposed site. Further, the conceptual north-south road shown on the Regulating Plan has been integrated as the main thoroughfare into the project.

Restricted Frontages

Retail storefronts will be incorporated along the Project frontage, as well as at the first floor of the majority of all planned buildings.

Sidewalks, Civic, and Green Space

Sidewalks will be generously sized to accommodate pedestrian traffic throughout the project.

The development will have a pedestrian connection to the adjacent neighborhood adjacent developments.

Landscaping and green space is a critical component of the project. All landscaping will be maintained by the project.

Civic space is planned to be part of the development, with total Civic space anticipated at nearly 1.6 acres. These spaces will be presented under future Warrant Applications and will consist of a combination of Plazas and Greens.

Landscaping requirements identified in the code will be met through the implementation of landscape islands in parking areas and planting screens at the property lines.

Proposed Future Warrant Request with Preliminary and Final Plan Applications



Carter Mixed-Use Development at Germantown

Summary of Warrants Required

- Designation of Civic Space (23-758.A.1)
 - The proposed development will include 1.57 acres of Civic Space, which is intended to address minimum amount of Civic Space to be dedicated on the lot.
- Building Height (23-770)
 - The proposed development will include several buildings with 6 stories.
- Parking for Civic Functions (23-792)
 - The proposed development will include a 40,000-square foot movie theatre.
- Parking spaces provided above the minimum required (23-792)
 - The proposed development will include 2,031 parking spaces
- Site Driveways (23-793)
 - The proposed development will include two site driveways.
 - Additionally, each driveway will be wider than 24 feet.



**CITY OF
 GERMANTOWN
 TENNESSEE**

DATE RECEIVED: 3/9/2017
 RECEIVED BY: G. Galbreath

1930 South Germantown Road • Germantown, Tennessee 38138-2815
 Phone (901) 757-7200 Fax (901) 757-7292 www.germantown-tn.gov

**PLANNING COMMISSION
 OFFICIAL APPLICATION FORM**

TYPE OF APPLICATION	
(Check <input checked="" type="checkbox"/> all that apply):	
<input type="checkbox"/> Sketch Plan;	<input type="checkbox"/> Preliminary Site Plan; <input type="checkbox"/> Final Site Plan
<input type="checkbox"/> Minor Subdivision;	<input type="checkbox"/> Preliminary Plat; <input type="checkbox"/> Final Plat
<input type="checkbox"/> Grading/Tree Removal;	<input type="checkbox"/> WTF (Wireless Transmission Facility)
<input type="checkbox"/> Rezoning From: _____	To: _____
<input checked="" type="checkbox"/> Other: <u>Outline Plan Submission</u>	
IS THIS SITE WITHIN A SMART CODE AREA: (Circle One) YES NO (Please note - If yes, than follow Smart Code Application Instructions to complete this form for submittal)	
PLANNED USE DEVELOPMENT'S (PUD) ONLY:	
<input checked="" type="checkbox"/> PUD Outline Plan (Master Plan);	<input type="checkbox"/> PUD Amendment to Outline Plan;
<input type="checkbox"/> PUD Preliminary Plan (individual phases);	<input type="checkbox"/> Final Plan (individual phases);
Phase: <u>1</u> of <u>1</u> Date of PUD Outline Plan (Master Plan) Approval: _____	
Other: _____	
PROJECT INFORMATION (Provide Additional Pages as Needed)	
Project Name: <u>Carter Mixed-Use Development at Germantown</u>	
Address/Location: <u>Arthurwood Drive, North Street, and McVay Road Tracts</u>	
Project Description: <u>Mixed-use development including 254,000 SF of retail, 56,400 SF of office, 130 hotel rooms, 302 apartments, and 2,031 parking spaces</u>	
No. of Acres: <u>32.863</u>	Parcel Identification Number(s): <u>See below</u>
PLEASE ATTACH A LETTER EXPLAINING THE PROJECT, IN DETAIL, AND LISTING ALL VARIANCES REQUESTED FROM THE SUBDIVISION AND ZONING REGULATIONS.	
OWNER/LESSEE/DEVELOPER INFORMATION	
Owner Name (Print): <u>Eleanor A. Woodward</u>	Address: <u>7440 North Street, Germantown, TN 38138</u>
Phone No.: <u>901-826-2161</u>	Email Address: <u>misellie@gmail.com</u>
Signature of Owner: <u>Eleanor A. Woodward</u>	
Lessee Name (Print): <u>n/a</u>	Address: <u>n/a</u>
Phone No.: <u>n/a</u>	Email Address: <u>n/a</u>
Signature of Lessee: <u>n/a</u>	
Developer Name (Print): <u>Carter</u>	Address: <u>171 17th Street, Suite 1200, Atlanta, GA 30363</u>
Phone No.: <u>404-888-3044</u>	Email Address: <u>sstringer@carterusa.com</u>
Signature of Developer: <u>[Signature]</u>	
PLEASE ATTACH A COPY OF THE DEED REFLECTING OWNERSHIP OF THE SUBJECT REAL PROPERTY	

Planning Commission - Official Application Form
 Page 2

AGENT/REPRESENTATIVE INFORMATION	
Name: <u>Scott D. Stringer</u>	Title: <u>Executive Vice President</u>
Company Name: <u>Carter</u>	Address: <u>171 17th Street, Suite 1200, Atlanta, GA 30363</u>
Phone No.: <u>404-888-3044</u>	Email Address: <u>sstringer@carterusa.com</u>
Who will represent this proposal at the Planning Commission meeting? <u>Scott Stringer</u>	
ENGINEER/SURVEYOR INFORMATION	
Engineer Name: <u>The Reaves Firm</u>	Address: <u>6800 Poplar, Suite 101, Memphis, TN 38138</u>
Phone No. <u>901-761-2016</u>	Email Address: <u>hmarcom@reavesfirm.com</u>
Surveyor Name: <u>Fisher Arnold</u>	Address: <u>9180 Crestwyn Hills Drive, Memphis, TN 38125</u>
Phone No.: <u>901-748-1811</u>	Email Address: <u>mrogers@fisherarnold.com</u>

Parcel Identification Numbers:

Parcel	Owner
G02-30-00436	Eleanor Woodward <i>Eleanor Woodward</i>
G02-30-00241	Eleanor Woodward <i>Eleanor Woodward</i>
G02-30-00242	Boyd & Sara Arthur <i>Boyd Arthur</i>
G02-30-00442	Andrew & Barbara Arthur <i>Andrew Arthur Barbara P. Arthur</i>
G02-30-00437	Andrew Arthur Sr. & Andrew W. Arthur <i>Andrew Arthur Sr. Andrew W. Arthur</i>
G02-30-00054	Sherry Walker <i>Sherry Arthur Walker</i>
G02-30-00055	Boyd Walker <i>Sherry Arthur Walker Boyd Arthur</i>
G02-30-00297	Andrew Arthur Sr. & Andrew W. Arthur <i>Andrew Arthur Sr. Andrew W. Arthur</i>

J. Evans Woodward
7440 North Street
Germantown, TN 38138

3-15-2017

Goralewski, Sarah
City of Germantown
1930 Germantown, Rd.
Germantown, TN 38138

Dear Sarah

Per your request, these are the names and addresses of the owners listed on Carter & Company's Planning Commission Application Form.

Eleanor A. Woodward
7440 North St.
Germantown, TN 38138

Andrew & Barbara Arthur Sr.
2069 McVay North
Germantown, TN 38138

Boyd Arthur III
8564 Buckthorn Cv.
Germantown, TN 38139

Andrew Arthur Jr
8020 Poplar Pike
Germantown, TN 38138

Sherry Walker
460 Queen Cove
Collierville, TN 38017

Sincerely,



J. Evans Woodward III

DISCLOSURE OF OWNERSHIP INTERESTS

In order to assist staff and appointed and elected officials of the City of Germantown in complying with Ordinances of the City relating to conflicts of interest, the following information is required to be furnished:

- For Profit Entities.** If the Applicant (including all owners, lessees and developers) submitting this Application ("Applicant") is a for-profit entity, i.e. sole proprietor, general partnership, limited partnership, corporation, limited liability company, R.E.L.T., a trust, or any other form of for-profit business entity, the authorized representative of the Applicant must list below the respective names and business or home addresses of all persons or entities which own 10% or more of the ownership interests in the Applicant. (If another business entity owns 10% or more of the ownership interests in the Applicant, all persons owning a 10% or more interest in such last mentioned entity must be identified by name and business or home address.) (If a trust owns a 10% or more interest in the Applicant, all beneficiaries of 10% or more of the trust assets must be identified by name and business or home address.) The amount of ownership interest does not have to be disclosed.

Developer: Carter and Associates, LLC
Address: 171 17th Street, Suite 1200, Atlanta, GA 30363

Developer: Carter Holdings Enterprises, LLC
Address: 171 17th Street, Suite 1200, Atlanta, GA 30363

Developer: CA Acquisitions, LLC
Address: 171 17th Street, Suite 1200, Atlanta, GA 30363

Developer: _____
Address: _____

Persons or Entities Owning 10% or More of the Ownership Interests of the Applicant:

Name	Business or Home Address
<u>Robert E. Peterson</u>	<u>171 17th Street, Suite 1200, Atlanta, GA 30363</u>
<u>R. Scott Taylor</u>	<u>171 17th Street, Suite 1200, Atlanta, GA 30363</u>

Signature of Developer: 

Scott Stringer, Executive Vice President

Letters of Support
to April 4, 2017 PC
Agenda Item #5B
(17-712)

Carter Mixed Use
Development at
Germantown P.D.

*Guy M. Massey and
Sondra C. Massey
2003 Miller Farms Road
Germantown, TN 38138*

March 25, 2017

Mr. Mike Harless
Chairman, Planning Commission
City of Germantown
1920 South Germantown Road
Germantown, TN 38138

Subject: Case 17-712
Arthur Property

Dear Mr. Harless:

The purpose of this letter is to express our complete support for the mixed use development project proposed for the subject property. It is our opinion that this development will be a tremendous asset to the City of Germantown and surrounding areas. Not only will this development provide a town center concept which City of Germantown residents will enjoy for years to come; but it will significantly enhance the city's tax base through both real estate and sales taxes generated.

Sincerely,



Guy M. Massey and
Sondra C. Massey

cc: Mayor Mike Palazzolo

Richard Marsh, English Meadows · 1...
I am supportive of the project if well planned and managed. I have lived in English Meadows for over 50 years, literally grew up across the street from the Arthur property and played with the Arthur kids all over that property. Economics drive land use, particularly in the city. Germantown is no longer an outpost or distant semi-rural suburb. We are at the edge of a major city and caught up in the same economic and demographic trends driving new urbanism, with a focus on higher density residential and commercial development, more walkable neighborhoods, and diverse mixed use development. This project has to comply with the city's previously approved smart growth code that was put together with extensive thought, research, and public input specifically to guide new development and redevelopment of the increasingly limited land available in the

increasingly limited land available in the city's core. There was also extensive planning work done on for a similar (but larger, I think) project several years ago, but the recession stalled that. I was satisfied with that process and the outcome as topography, density, building site lines, building design, landscaping, and access restrictions were incorporated to minimize impact on the residential areas south of Poplar Pike like English Meadows. Most of the Arthur property is at much lower elevation than we are on this side of the rail road, for example. When combined with the natural barrier created by the railroad, we have some protection. Beyond that, I appreciate having the potential for walkable access to shops, restaurants and related amenities that this type of development will provide to our neighborhood.


As far as traffic, crime, and other similar concerns, our city's development

As far as traffic, crime, and other similar concerns, our city's development codes and leadership are consistently recognized for how carefully and how well they consider and manage those concerns. I have confidence that they will do so in this case also.

All of that being said, I agree 100% that we should make our voices heard loud and clear. We should organize and engage with city leadership and the developers to hold them accountable to all of that and to assure that the project is developed in a high quality manner that considers our concerns. That would include, for example, no direct vehicle access to the site from Poplar Pike across the railroad (which Norfolk Southern has said many times they will not agree to).

We need to be present, practical, and to understand the project. We need

We need to be present, practical, and to understand the project. We need to approach it with open minds and a willingness to work together with the developer, at least as long as they demonstrate a willingness to listen and work together with us. We also need to engage our elected officials and city planning team in that process to be sure they hear and understand our concerns. I am glad to participate and help in whatever ways I can.

 Thank

 3

Richard Marsh, English Meadows · 1...
...and please forgive my typos.
Believe it or not, I typed that on my smartphone.

Sarah Beth, thanks for bringing this up and for sharing your concerns! And thanks also to everyone who takes the time to read the posts and to get involved.

March 31, 2017

Mike Harless
Chairman
Germantown Planning Commission
1920 South Germantown Road
Germantown, TN 38138

RE: letter of support for Town Center project proposed in Germantown, TN

Chairman

I reside at 2039 Overhill Cove in Germantown TN... for the past 35 years. I offer my complete support for the development of the proposed Town Center. It will be an amenity to the city, neighborhood and my subdivision, The Timbers.

The previous development was much too big for the land parcel and this project has addressed many of the neighbors concerns.

The combination of a local and a national developer always create the best solution for the community including the adjacent property owners. I believe this will be a big SUCCESS.

Regards


Carl and Karen Raff
2039 Overhill Cove [for 35 years]
Germantown TN 38138
901-356-5480

Cc: Mayor Mike Pallazzolo
John Elkington

Lynda S. Smith
7552 Apple Valley Road
Germantown, Tn. 38138
(901) 754-1902

Mr. Mike Harless
Chairman
Planning Commission, City of Germantown
1930 So. Germantown Road
Germantown, Tn. 38138

RE: Proposed Carter, USA, LLC Mixed Use Development of Arthur Tract

Dear Mr. Harless-

My sister, Jan Smith Fedler, and I are the owners of 7458 North Street, Germantown, Tn., a residential dwelling, zoned commercial. Our property, along with the residential properties owned by Eleanor Woodward and Jim Jacobs, lies adjacent to the southern border of the proposed Carter Development. I have met with John Elkington, representative of Carter, have reviewed the data furnished me regarding the proposed development, and have had assurances made to me regarding my property as it relates to the proposed development including: 1) pedestrian access from our property to the development via access gate; 2) availability of parking in the development by customers or visitors of our site, if applicable in the future; and 3) approval of fencing and landscape buffer surrounding the western and northern borders of our property before it is finalized & the final plat filed.

In our discussion with Mr. Elkington, we have found him to be forthright in his presentation of this proposed development to us. In light of the assurances given to us, we are in support of this proposed development.

Sincerely,



Lynda S. Smith

(901)486-4760

Cc: Honorable Mayor Mike Palazzolo

John Elkington, Representative of Carter, USA LLC

Jan Smith Fedler, 3287 Hunter Hollow Rd., Dodgeville, WI 53533

Re: from Matt Price/Adam Crawford re: Carter Mixed Use Development

1 message

Ross, Cameron <cross@germantown-tn.gov> Tue, Apr 4, 2017 at 9:5
To: Matt Price <rmattprice@gmail.com>
Cc: Adam Crawford <adam.crawford1@gmail.com>, Sheila Pounder <spounder@germantown-tn.gov>, "Goralewski, Sa
<sgoralewski@germantown-tn.gov>

Thank you Matt. This will be provided to the Planning Commission today for tonight's meeting. I will be including your email as well as your letter to make sure there is full transparency as part of this project.

Best,
Cameron

Cameron Ross, AICP LEED AP
Director
Department of Economic + Community Development
City of Germantown | 1920 S. Germantown Rd. | Germantown, TN 38138
P: 901.757.7273 | C: 901.208.6207 | E: cross@germantown-tn.gov www.germantownedp.com

City of Germantown - Excellence. Every day.

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On Tue, Apr 4, 2017 at 9:51 AM, Matt Price <rmattprice@gmail.com> wrote:

Dear Cameron,

Below and attached, please find a letter signed by citizens who live in the Miller Farms neighborhood immediately north of the Arthur Property.

Disclaimer: I serve as Germantown's Chief City Prosecutor, but want to make clear my interest in this project - and advocacy in support thereof - is **solely** as a citizen and resident who lives within a few houses from the proposed development.

I thank you for your consideration.

Best Regards,

Matt

----- Forwarded message -----

From: **Matt Price** <rmattprice@gmail.com>
Date: Tue, Apr 4, 2017 at 9:37 AM
Subject: from Matt Price/Adam Crawford re: Carter Mixed Use Development
To: mkharless@bellsouth.net
Cc: Adam Crawford <adam.crawford1@gmail.com>

Dear Mr. Harless,

4/4/2017

City of Germantown Mail - Re: from Matt Price/Adam Crawford re: Carter Mixed Use Development

I do not believe we have met, and I thank you in advance for reading the attached letter, signed by sixteen neighbors who live in the Miller Farms neighborhood immediately north of the Arthur Property.

As young families - all of the signers are in our mid-30's - mid-40's - we desire more fulsome dining and entertainment options and recognize this project as a special opportunity to create a dynamic, walkable "city center" in Germantown. Further, we understand the economic impact this development will have on our community and recognize the inevitability this property will be developed. In a nutshell, what the Carter Group proposes is *precisely* what we would dream up: a gathering space for us to live, work and play - while keeping our tax dollars! - in Germantown.

Thank you for your consideration, and I look forward to attending tonight's meeting.

Best Regards,

Matt and Adrienne Price
Adam and Sarah Crawford

April 3, 2017

Mike Harless
Chairman, Planning Commission
1930 S. Germantown Road
Germantown, TN 38138

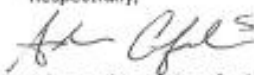
Dear Mr. Harless,

We write on behalf of the undersigned in support of the Carter Mixed Use Development at Germantown, locally known as the Arthur Property. As citizens who live across Poplar from the planned project, we wish to express our desire that this space be developed into a cohesive and walkable "city center" that incorporates high-end residential and commercial use, unique restaurants, entertainment options and green space. Many of us moved our young and growing families to Germantown despite the lack of these amenities and we recognize the current project, as planned, to be the opportunity to put this underutilized parcel of land to its best and highest use.

We recognize the reality that Germantown must create a denser, more vertical and diverse tax base in order to continue to provide top-flight services and thrive for generations to come. Relying on single family home owners – many of whom are retirees on fixed incomes – to bear the brunt of our tax base is, we believe, a flawed strategy. We understand this project will have a substantial economic impact on our community, which we believe to significantly outweigh any short-term inconvenience its construction may present to our neighborhood. Further, this type of project keeps our own entertainment dollars in Germantown, while also attracting our friends in Midtown, East Memphis and Collierville to shop, dine and - once they see the strengths of our community for themselves - potentially live in Germantown.

Finally, we recognize the inevitability that this property will be developed. To paraphrase Mark Twain, they're not making any more land in Germantown, and we believe this is the development opportunity to put something truly special on this otherwise under-purposed land. We urge the Commission to approve the Carter Mixed Use Development at Germantown.


Respectfully,


Adam and Sarah Crawford
7406 Oak Run


Matt and Adrienne Price
1873 Miller Farms Road


James Underwood

Neighbors and Residents of Germantown:


Lavinia

Matt
Carlyle White


Matt

Matt

Matt


James

James


James



March 31, 2017

To Whom It May Concern:

RE: Germantown Mixed-Use Town Center Development

IBERIABANK has been in conversations with the Elkington Real Estate Group regarding the Germantown Mixed-Use Town Center that is being developed in partnership with Carter & Associates, LLC and Jeffrey R. Anderson Real Estate.

It is our understanding that the development team plans to transform 32 acres of land in Germantown into a mixed-use, town center development which will include upscale retail, luxury multi-family apartments, office and a hotel. As an adjoining property owner, IBERIABANK supports this Mixed-Use Town Center Development Plan and believes that this development will have a positive impact on the Germantown Community.

Additionally, IBERIABANK would welcome the opportunity to entertain a financing request for the Germantown Mixed-Use Town Center development if such financing is required.

Please feel free to contact us with any additional questions.

Sincerely,

A handwritten signature in black ink, appearing to read 'Brandon Cooper'.

Brandon Cooper
Senior Vice President
Commercial Relationship Manager

Planning Commission Minutes

April 4, 2017

Page 54

From: Jackson Wadsworth <jacksonwadsworth@gmail.com>
Date: March 30, 2017 at 10:05:39 AM CDT
To: John Elkington <bealedog@aol.com>
Cc: Tom Fisher <tom@tomfisherbuilder.com>, Patti Neal <pneal@carterusa.com>, Melissa Wadsworth <melissa.wadsworth901@gmail.com>
Subject: Re: 2020 Miller Farm Road

Hey John,

Thanks for reaching out. It was helpful learning more about the property. We still have concerns and questions regarding the wall, the landscape screen, our visibility to the development, and the neighborhood access point at the end of Miller Farms Road.

We'll be at the meeting on April 4 and look forward to hearing more about the project then.

Thanks so much,

Jackson

On Sun, Mar 26, 2017 at 11:11 AM, John Elkington <bealedog@aol.com> wrote:
Jackson- Just wanted to make sure you and your wife didn't have any further questions about our development? We believe we are putting together something very special. We believe that to have a company like Carter involved is critical . We want you input especially about the landscaping screen for your property and the Wall.. thanks, John

From: Jim Jacobs <jim@gmcps.com>
Date: April 2, 2017 at 9:58:28 PM CDT
To: Tom Fisher <tom@tomfisherbuilder.com>, Mike Palazolla <mayor@germantown-tn.gov>, Liz Jacobs <ljacobs10@comcast.net>, Sam Jacobs <samjacobs747@gmail.com>
Subject: Letter regarding the Germantown Town Center

Final

Citizens of Germantown and Germantown City Leadership,

Good evening. My name is Jim Jacobs. My family, wife Liz, and sons Sam and Davis, live at 7464 North Street, the corner of no outlet North Street and no outlet McVay Road. We purchased this property one year ago this month. We have been residents of Germantown for the last 14 years. We purchased our home on North Street with the understanding that the Germantown Town Center was a project that was on its way to finally being a reality. Our 2 acre property will be the southeast border of the Town Center.

We are thrilled the Town Center is coming to the City of Germantown. Liz and I have been to Avalon in Alpharetta and have seen firsthand what is in store for our City and the residents of the Memphis area. The Town Center will be the finest retail, dining, and urban density living spaces the area has ever seen. As one of the most directly impacted property owners of the City by this development, we see nothing but positives in the Town Center development for the City of Germantown.

Germantown is now the center of the population that is referred to as the Memphis area. Germantown has the best of everything in terms of day to day living for its citizens. The best schools. The best police, fire, and emergency services. Excellent healthcare facilities. The best of committed leaders in City Hall. Citizens who care greatly about the community in which they live and often work. 38138 and 38139 are the two most wealthy zip codes in the entire state of Tennessee. However, when the citizens of Germantown get ready to spend their enormous amount of discretionary income, they largely do so outside the borders of the City of Germantown. They always have. Not because they want to, only because, for the most part, they don't have the opportunity. The personal wealth of the citizens of Germantown is Germantown's most under tapped resource. This situation has a cascading effect. If our own citizens are not spending a significant portion of their discretionary dollars in Germantown, no one else in the Memphis area certainly is.

I am a third generation Memphian. I am proud of Germantown, Memphis, Bing Hampton, Collierville, Orange Mound, Bartlett, Whitehaven, Southaven, Frayser, Millington, and all the municipalities and communities that make the Memphis area what it is. I live in Germantown because it is the absolute best the Memphis area has to offer in my opinion. Germantown will not remain that way however unless it has the vision to realize its full potential. Things change. Horse farms and a distant, quiet, primarily residential community is a thing of the past for Germantown. Those days will never return and that is good thing for Germantown if Germantown and its citizens embrace it. Germantown and most all of the municipalities and communities in the Memphis area are changing. Those that are changing, changing strategically, are changing for the better. Germantown has a window of opportunity to solidify its full potential of being the best the Memphis area has to offer. To do so it must do two key things.

1) Germantown citizens and City leadership must embrace, and fully understand, that no investment they can make in the Germantown Municipal School District is too great or not worth any financial sacrifice by the City and our citizens to make GMSD schools, their facilities, and most importantly their faculty the absolute best in the area, public or private. Our schools are the single highest impact / ROI investment the City and our people can make, period.

2) The City must make the most of the limited opportunities they have for development and make smart choices for its future.

When I have talked with people in the Memphis area about the Town Center development, the most common comment is, "I sure hope Germantown and Memphis will support something like that." As I mentioned earlier, I am a third generation Memphian. The people of the Memphis area have long had an inferiority complex. It is not totally brought upon us by ourselves. A lot of people, people in leadership in our own state, often don't believe in us. But, who can blame them really, we too often don't believe in ourselves. I recently saw a magazine cover that read, Believe the Unbelievable. As a lifelong resident of the Memphis area, I ask, when will the citizens of the Memphis area ever believe the believable? Memphis at one time was bigger than Atlanta and Dallas. There is no reason we can't be all we want to be individually or collectively. Too many from the area have proven it individually. Memphis most recently fell to second in the state of Tennessee, behind Nashville. When, as residents of the Memphis area, are we going to believe in our own potential? I believe the diversity in the Memphis area is the key to our potential, not a handicap.

The Germantown Town Center is not just a smart choice for the City of Germantown, it is truly a no brainer. The Town Center will be THE place to shop, dine, play, and live in the Memphis area. You think the revival of Downtown Memphis and Overton Square was something, wait till you see this. The positive economic impact of this project is absolutely enormous. The tax revenue it will generate for the City and the positive impact it will have on the value of properties, residential and commercial in Germantown, is undeniable. The impact it will have on the quality of life in Germantown is the best part in my opinion. It is what Germantown needs most. Sure Germantown needs to keep our share of our discretionary dollars in our Community, but most of all, the citizens of Germantown need the high quality level of shopping, dining and entertainment the Town Center will bring to Germantown. The center of the Memphis area will now be THE place to go before you go home for the night. Germantown has long been one of the top places in the Memphis area to reside. The Town Center will go a long way to solidifying Germantown as the best place to LIVE, WORK, and PLAY in the Memphis area.

Sincerely,

Jim Jacobs

Jim Jacobs | CCO
GREEN MOUNTAIN TECHNOLOGY
5860 Ridgeway Center Pkwy, Suite 401 | Memphis | TN 38120
T. 901.507.9344 | C. 901.496.0926

Letters of Opposition
to April 4, 2017 PC
Agenda Item #5B
(17-712)

Carter Mixed Use
Development at
Germantown P.D.

Theater in New Development

3 messages

Russ Severino <russ.severino@gmail.com>
To: SPounder@germantown-tn.gov

Wed, Mar 15, 2017 at 9:13 AM

Good Morning,

According to the Commercial Appeal, the plans for the new \$200M development west of Saddle Creek includes a theater. What type of theater is this—a replacement for our Community Theater, a movie theater, or some other?

I am against allowing it to be a movie theater. The Ridgeway Malco and the Forest Hill Malco already serve that area. I do not want to see Germantown encouraging the closure of my nearby services (like Schnucks) in the eastern part of our city while increasing the services near City Hall.

The impact on our little shopping center on Poplar and Forest Hill would be detrimental to restaurants and retail and further increase traffic congestion near West Street.

R. Severino

Sent from my iPhone

Pounder, Sheila <spounder@germantown-tn.gov>
To: Cameron Ross <cross@germantown-tn.gov>

Wed, Mar 15, 2017 at 9:29 AM

FYI...see forwarded email.

Regards,

Sheila Pounder, CNU-A

Planning Division Manager
Dept. Economic and Community Development
(901) 751-5681
spounder@germantown-tn.gov
www.germantown-tn.gov

City of Germantown - Excellence. Every day.
(Quoted text hidden)

Pounder, Sheila <spounder@germantown-tn.gov>
To: Russ Severino <russ.severino@gmail.com>
Bcc: Cameron Ross <cross@germantown-tn.gov>

Wed, Mar 15, 2017 at 11:59 AM

Mr. Severino,

Thank you for your email concerning the new development project. I will ensure that your comments are pass along to the Planning Commission at the SmartCode Review Committee meeting that is scheduled for March 22nd at 5:30 p.m. in the Blue Conference Room at 1920 S. Germantown Road. The Committee will discuss the proposed Outline Plan for this project at that meeting.

To answer your question concerning the proposed movie theater to be located within this project. The concept plan that was submitted with the Outline Plan for review reflects the location of a 40,000 sq.ft. theater, which is all that we are aware of at this time. More details about the use will be provided with the future preliminary and final site plan that must be filed on the site with our office after Outline Plan approval by the BMA.

Regards,

March 17, 2017

Alderman Forrest Owens
Planning Commission
City of Germantown

Dear Alderman Owens:

I was contacted by Mr. John Elkington who wanted to have a meeting with me regarding the proposed development of the Arthur property which is adjacent to our property. I met with Mr. Elkington and Mr. Fisher, who are partners and 20% owners in the venture slated to develop the Arthur property beginning sometime in 2017. They stated that the sale of the property should occur in June of 2017 if the Arthurs remedy some environmental issues on the property.

I own the property that is immediately east of the proposed development and at the corner of Poplar Ave and Miller Farms Road. There are five residences that back up to this proposed development with my property being the first and on the corner. As you're probably aware, my wife and I have been dealing with the possibility of the Arthur property being developed since 2007 when Poag & McKwen began negotiating with us. We have seen multiple designs and proposals for this property which would greatly impact us and the value of our property. The initial design that Mr. Elkington shared with me does not take the development to the corner of Miller Farms Road and thus does not include the purchase of the five homes that back up adjacent to the Arthur property. My understanding is that this is contrary to what the City of Germantown Design Review would recommend. I also understand that the developer can't be forced to take the recommendation of Design Review unless there are design flaws such as drainage, etc. The design drawing that was attached to the Commercial Appeal article and the Memphis Business Journal article are quite different than what Mr. Elkington shared with me.

The initial design that Mr. Elkington shared with me shows a much less dense development that is more to the center and the south of the property. The design that was attached to the news articles showed three new structures that are west of the existing bank and east of my property (8,000 sf, 6,000 sf and 16,500 sf).

Poag & McKwen proposed a mixed use design in 2007 which included buying the five homes that back up to the proposed development which would take the development to the corner and create a cleaner design. The homeowners at the time were in favor of selling (at a slight premium). This design made total sense and the Germantown Planning and Design Commissions agreed. Unfortunately the economy took a downturn and the Poag project was scrapped.

If the developer is allowed to develop this property and leave these five homes as the closest of neighbors then our property values will plummet. As a historical footnote, when we purchased our property nearly 30 years ago, we certainly noticed that it sat low. We did our due diligence because we wanted to live in Germantown and enjoy the safety, the schools and all the amenities. Our property was not in a flood zone but extra drains were installed just in case. Also, the City of Germantown officials I met with prior to closing assured me that the property east of me would always remain residential. Things change and we have flooded twice due to the water run off from the Arthur property. I'm not just speaking of a wet yard but actually 2 feet of water standing inside our home. The inconvenience, the smell, the court costs, the deductibles, the mental anguish associated with your home being

destroyed is a lot to deal with. Mr. Elkington assured me that nothing like that would ever happen again but we've been given assurances before.

Our street, Miller Farms Road, dead ends into the area marked as a pond and a dog park. I'm sure this will cause traffic and parking issues caused by people wanting to take advantage of the dog park but do not want to access the development and park. Our little street is not equipped for that. There are no guarantees that future expansion doesn't push the development out closer to the western border. This is problematic now and in the future. We are stuck with property that is either unsalable or would have to be deeply discounted due to this development and being in a flood zone with a history of flooding twice due to water run off from the Arthur property. It really doesn't matter to us at this point how nice the restaurants will be or that the cinema will be IMAX if we're stuck with a worthless piece of property.

My wife and I adamantly oppose this initial design and any design that does not include the purchase of our property.

Respectfully submitted,

James and Deborah Black
1974 Miller Farms Road
Germantown, TN 38138

Chairman Harless asked if there was any old business to come before the Commission. There was none.

Chairman Harless asked if there was any new business to come before the Commission. There was none.

Chairman Harless asked if there were any liaison reports. There were none.

ADJOURNMENT: The meeting adjourned at 8:10 p.m.