

AN ORDINANCE CHANGING THE ZONE FROM AN AGRICULTURAL URBAN (A-U) ZONE TO A HIGHWAY SERVICE BUSINESS (B-3) ZONE, FOR 12.23 NET (15.52 GROSS) ACRES, AND FROM A NEIGHBORHOOD BUSINESS (B-1) ZONE TO A HIGHWAY SERVICE BUSINESS (B-3) ZONE, FOR 4.17 NET (5.16 GROSS) ACRES, FOR PROPERTY LOCATED AT 3801, 3901 AND 3995 HARRODSBURG ROAD. (THE FOUNTAINS AT PALOMAR, LLC; COUNCIL DISTRICT 10).

WHEREAS, at a Public Hearing held on March 22, 2018 a petition for a zoning ordinance map amendment for property located at 3801, 3901 and 3995 Harrodsburg Road from an Agricultural Urban (A-U) zone to a Highway Service Business (B-3) zone for 12.23 net (15.52 gross) acres, and from a Neighborhood Business (B-1) zone to a Highway Service Business (B-3) zone, for 4.17 net (5.16 gross) acres, was presented to the Urban County Planning Commission; said Commission recommending conditional approval of the zone change by a vote of 5-4; and

WHEREAS, this Council agrees with the recommendation of the Planning Commission; and

WHEREAS, the recommendation form of the Planning Commission is attached hereto and incorporated herein by reference.

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE LEXINGTON-FAYETTE URBAN COUNTY GOVERNMENT:

Section 1 - That the Zoning Ordinance of the Lexington-Fayette Urban County Government be amended to show a change in zone for property located at 3801, 3901 and 3995 Harrodsburg Road from an Agricultural Urban (A-U) zone to a Highway Service Business (B-3) zone for 12.23 net (15.52 gross) acres, and from a Neighborhood Business (B-1) zone to a Highway Service Business (B-3) zone, for 4.17 net (5.16 gross) acres, being more fully described in Exhibit "A" which is attached hereto and incorporated herein by reference.

Section 2 - That under the provisions of Article 6-7 of the Zoning Ordinance, the granting of this zone change is made subject to the following conditional zoning restrictions proposed by the applicant:

1. The following uses are prohibited:
 - a. Pawn Shops.
 - b. Athletic club facilities.
 - c. Mining of nonmetallic minerals.
 - d. Gasoline pumps available to the public with or without an attendant on site.

- e. Adult arcades, massage parlors, adult bookstores and adult video stores.
 - f. Nightclubs.
 - g. Establishments and lots for the display, rental, sale, service, repair, minor repair of farm equipment, contractor equipment, automobiles, motorcycles, trucks, boats, travel trailers, mobile homes or supplies for such items, except that there may be permitted an electric car dealership.
 - h. Billiard or pool halls; dancing halls, skating rinks; miniature golf or putting courses and bowling alleys.
 - i. Tattoo parlors.
 - j. Carnivals, special events, festivals and concerts.
 - k. Commercial farm markets and market gardens.
 - l. Self-service laundry.
2. The existing 10-foot tall fence behind the Harrods Village shops shall remain and the screening and buffering provisions for the rest of this subject property shall be as described and depicted on the preliminary development plan.
 3. Free-standing signage shall be in accordance with Article 17 of the Zoning Ordinance and shall be limited to the signage shown on and approved by the Planning Commission on the final development plan.
 4. Existing trees bordering the subject property shall be preserved except for deceased or dying trees and those trees which an adjoining owner agrees to be removed.
 5. Building height on the site shall be restricted to one story, except for the hotel.

Section 3 - That the Lexington-Fayette Urban County Planning Commission is directed to show the amendment on the official zone map atlas and to make reference to the number of this Ordinance.

Section 4 - That this Ordinance shall become effective on the date of its passage.

PASSED URBAN COUNTY COUNCIL: May 3, 2018

MAYOR



ATTEST:

CLERK OF URBAN COUNTY COUNCIL

Published: May 10, 2018-1t

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Boundary Description for Zone Change
for
THE FOUNTAINS AT PALOMAR

Description:

All that area of land located in Lexington, Fayette County, Kentucky, situated in the northwest quadrant of the intersection of U.S. Route 68 (Harrodsburg Road) with Man-O-War Boulevard and more particularly described as follows:

Beginning at a point in the center of Harrodsburg Road at its intersection with the southernmost boundary line on the most western side of the HARRODS VILLAGE, LLC property as described in Fayette County Deed Book 3400, Page 515 and depicted on the plat recorded in Fayette County Plat Cabinet N, Slide 410 (LOT 1) (3955 Harrodsburg Road) extended, based on a ALTA survey performed by GRW, INC in 2017.

Thence with said property line extended, S 19°42'09"E 84.01 feet to an unmarked iron pin found, the southwestern most corner to said HARRODS VILLAGE, LLC property, a common corner to the MASONIC TEMPLE ASSOCIATION OF LEXINGTON KY INC property described in Fayette County Deed Book 1377, Page 17 (Tract 2) (4085 Harrodsburg Road) at the northern right of way line of Harrodsburg Road. Thence with three lines common to HARRODS VILLAGE, LLC and the MASONIC TEMPLE ASSOCIATION OF LEXINGTON KY INC S 19°42'09"E 76.37 feet to an iron pin found, marked PLS 1934, thence S 19°39'26"E 143.08 feet to an iron pin found, marked PLS 1934, thence S 19°46'32"E 93.38 feet to an unmarked iron pin found, a common corner to the PALOMAR COVE SUBDIVISION, depicted on the plat recorded in Fayette County Plat Cabinet M, Slide 350.

Thence leaving the MASSONIC TEMPLE ASSOCIATION OF LEXINGTON KY INC and continuing with the HARRODS VILLAGE, LLC property and the PALOMAR COVE SUBDIVISION property for two lines S 47°23'28"W 94.59 feet to found iron pin marked PLS 4024, thence S 69°40'04"W 99.19 feet to a found iron pin marked PLS 315, thence S 69°40'04"W 48.87 feet to a found iron pin marked PLS 4024, thence S 28°44'12"W 131.29' to a point, thence S 75°42'27"W 155.12 feet to a found iron pin marked PLS 1934. Said point being a common corner to Harrods Village, LLC property, the PALOMAR COVE SUBDIVISION, and the CHRIST UNITED METHODIST CHURCH property described in Fayette County Deed Book 1258, Page 691 and depicted on the plat recorded in Fayette County Plat Cabinet D, Slide 181.

Thence leaving HARRODS VILLAGE, LLC and continuing with CHRIST UNITED METHODIST CHURCH and the PALOMAR COVE SUBDIVISION for one line, S 14°25'42"E 155.86 feet to a found iron pin marked PLS 4024. A common corner to the PALOMAR COVE SUBDIVISION, the CHRIST UNITED METHODIST CHURCH property, and PALOMAR HILLS SUBDIVISION UNIT 3A SECTION 5, depicted on the plat recorded in Fayette County Plat Cabined I, Slide 671.

Thence leaving the PALOMAR COVE SUBDIVISION and continuing with the CHRIST UNITED METHODIST CHURCH property and the PALOMAR HILLS SUBDIVISION UNIT 3A SECTION 5 and then the PALOMAR HILLS SUBDIVISION UNIT 3A SECTION 4 as depicted on the plat recorded in Fayette County Plat Cabinet I,

Slide 670 for one line, S 34°01'53"W 654.83 feet to a found iron pin marked PLS 4024 in the western right of way line of Man-O-War Boulevard.

Thence along a line extended from the last call S 34°01'53"W 85.83 feet to the center line of Man-O-War Boulevard. Thence with the centerline of Man-O-War Boulevard N 29°29'58"W 1147.61 feet to its intersection with the center line of Harrodsburg Road. Thence with the center line of Harrodsburg Road for ten calls as follows: N 65°31'31"E 113.00 feet, N 67°40'55"E 99.78 feet, N 69°50'22"E 99.80 feet, N 71°35'17"E 99.84 feet, N 72°50'42"E 99.91 feet, N 73°17'42"E 73.73 feet, N 73°28'22" E 99.99 feet, N 73°22'42"E 169.23 feet, N 72°47'10"E 137.97 feet, and N 72°49'42"E 302.92 feet to the point of beginning and containing 20.68 gross acres.

RECOMMENDATION OF THE
URBAN COUNTY PLANNING COMMISSION
OF LEXINGTON AND FAYETTE COUNTY, KENTUCKY

IN RE: **PLN-MAR-18-00004: THE FOUNTAINS AT PALOMAR, LLC** – a petition for a zone map amendment from an Agricultural Urban (A-U) zone to a Highway Service Business (B-3) zone, for 12.23 net (15.52 gross) acres, and from a Neighborhood Business (B-1) zone to a Highway Service Business (B-3) zone, for 4.17 net (5.16 gross) acres, for property located at 3801, 3901 and 3995 Harrodsburg Road. (Council District 10)

Having considered the above matter on **March 22, 2018**; at a Public Hearing, and having voted **5-4** that this Recommendation be submitted to the Lexington-Fayette Urban County Council, the Urban County Planning Commission does hereby recommend **CONDITIONAL APPROVAL** of this matter for the following reasons:

1. The proposed zoning for a restricted Highway Service Business (B-3) zone is in agreement with the 2013 Comprehensive Plan based on the following:
 - a. The proposed development will provide places to work and shop in close proximity to the residential uses.
 - b. The proposed infill and redevelopment will feature a grocery, pharmacy, coffee shop, restaurants, and other retail and commercial uses that can assist in supporting and enhancing the lives of nearby residents.
 - c. The project upholds the Urban Service Area concept by utilizing infill and redevelopment strategies to develop an underutilized site within the Urban Service Area.
2. The Agricultural Urban (A-U) and Neighborhood Business (B-1) zoning is inappropriate as agricultural uses are not appropriate inside the Urban Service Area and the Neighborhood Business (B-1) zoned area has been unsuccessful at this location.
3. Under the provisions of Article 6-7 of the Zoning Ordinance, this recommendation is made subject to the conditional zoning restrictions proposed by the applicant as follows:
 1. The following uses are prohibited:
 - a. Pawn Shops.
 - b. Athletic club facilities.
 - c. Mining of nonmetallic minerals.
 - d. Gasoline pumps available to the public with or without an attendant on site.
 - e. Adult arcades, massage parlors, adult bookstores and adult video stores.
 - f. Nightclubs.
 - g. Establishments and lots for the display, rental, sale, service, repair, minor repair of farm equipment, contractor equipment, automobiles, motorcycles, trucks, boats, travel trailers, mobile homes or supplies for such items, except that there may be permitted an electric car dealership.
 - h. Billiard or pool halls; dancing halls, skating rinks; miniature golf or putting courses and bowling alleys.
 - i. Tattoo parlors.
 - j. Carnivals, special events, festivals and concerts.
 - k. Commercial farm markets and market gardens.
 - l. Self-service laundry.
 2. The existing 10-foot tall fence behind the Harrods Village shops shall remain and the screening and buffering provisions for the rest of this subject property shall be as described and depicted on the preliminary development plan.
 3. Free-standing signage shall be in accordance with Article 17 of the Zoning Ordinance and shall be limited to the signage shown on and approved by the Planning Commission on the final development

- plan.
4. Existing trees bordering the subject property shall be preserved except for deceased or dying trees and those trees which an adjoining owner agrees to be removed.
 5. Building height on the site shall be restricted to one story, except for the hotel.

ATTEST: This 13th day of April, 2018.


 Secretary, Jim Duncan

WILLIAM WILSON
 CHAIR

Note: The corollary development plan, PLN-MJDP-18-00012: HOOVER & FORD PHILPOT PROPERTY was approved by the Planning Commission on March 22, 2018 and certified on April 5, 2018.

K.R.S. 100.211(7) requires that the Council take action on this request by June 20, 2018.

At the Public Hearing before the Urban County Planning Commission, this petitioner was represented by **Bruce Simpson, Attorney.**

OBJECTORS

- Vicki Stevens, 2020 Glade Lane
- Don Todd, attorney representing several residents from Palomar and S. Elkhorn neighborhood
- Donna Dixon, 3905 Palomar Cove Lane
- Joan Ciampi, 2241 Stone Garden Lane
- Mary Jo Billitter, 2249 Stone Garden Lane

OBJECTIONS

- Voiced concerns about the stormwater runoff and the location of the grocery loading dock in close proximity to single-family homes.
- Voiced concerns about the negative impacts that this project will have on the neighborhood and that the proposed hotel is out character with the area.
- Voiced concerns about the stormwater runoff.
- Voiced concerns about the proposed access for this development and the potential proposed increase of traffic to Syringa Drive.
- Voiced concerns about the traffic safety issues.

VOTES WERE AS FOLLOWS:

AYES: (5) Berkley, Cravens, Forester, Mundy, and Richardson

NAYS: (4) Bell, Owens, Penn, and Wilson

ABSENT: (2) Brewer and Plumlee

ABSTAINED: (0)

DISQUALIFIED: (0)

Motion for **APPROVAL** of **PLN-MAR-18-00004** carried.

Enclosures: Application
 Plat
 Staff Report
 Applicable excerpts of minutes of above meeting

MAP AMENDMENT REQUEST (MAR) APPLICATION

1. CONTACT INFORMATION (Name, Address, City/State/Zip & Phone No.)

Applicant:

The Fountains at Palomar, LLC, 866 MALABU DRIVE, LEXINGTON, KY 40502

Owner(s):

CHRIST UNITED METHODIST CHURCH, 2341 TULSA RD, LEXINGTON, KY 40503
HARRODS VILLAGE, LLC, 250 W. MAIN STREET, SUITE 3000, LEXINGTON, KY 40507

Attorney:

Bruce Simpson, Stoll Keenon Ogden, PLLC, 300 West Vine Street, Lexington, KY 40507 Ph: 859-231-3000

2. ADDRESS OF APPLICANT'S PROPERTY

3801 HARRODSBURG RD LEXINGTON KY
3901 HARRODSBURG RD LEXINGTON KY
3995 HARRODSBURG RD LEXINGTON KY

3. ZONING, USE & ACREAGE OF APPLICANT'S PROPERTY

Zoning	Existing Use	Zoning	Requested Use	Acreage	
				Net	Gross
A-U	Church	B-3	Commercial	12.23	15.52
B-1	Commercial	B-3	Commercial	4.17	5.16

4. EXISTING CONDITIONS

a. Are there any existing dwelling units on this property that will be removed if this application is approved?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
b. Have any such dwelling units been present on the subject property in the past 12 months?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
c. Are these units currently occupied by households earning under 40% of the median income? If yes, how many units? If yes, please provide a written statement outlining any efforts to be undertaken to assist those residents in obtaining alternative housing.	<input type="checkbox"/> YES <input type="checkbox"/> NO

5. URBAN SERVICES STATUS (Indicate whether existing, or how to be provided)

Roads:	LFUCG
Storm Sewers:	To Be Constructed
Sanity Sewers:	To Be Constructed
Refuse Collection:	LFUCG
Utilities:	<input checked="" type="checkbox"/> Electric <input checked="" type="checkbox"/> Gas <input checked="" type="checkbox"/> Water <input checked="" type="checkbox"/> Phone <input checked="" type="checkbox"/> Cable





300 WEST VINE STREET
SUITE 2100
LEXINGTON, KY 40507-1801
MAIN: (859) 231-3000
FAX: (859) 253-1093

T. BRUCE SIMPSON, JR.
DIRECT DIAL: (859) 231-3621
DIRECT FAX: (859) 259-3521
bruce.simpson@skofirm.com

February 1, 2018

Chairperson William Wilson
and Members of the Planning Commission
Lexington-Fayette Urban County Planning Commission
Lexington-Fayette Urban County Government
101 East Vine Street
Lexington, KY 40507

Re: Zone Map Amendment request for property located at
3801, 3901 and 3955 Harrodsburg Rd. (corner Harrodsburg Rd.
and Man O War)

Dear Chairperson Wilson and
Members of the Planning Commission

We represent "The Fountains of Palomar, LLC" in connection with this Application for a Zone Map Amendment request for property located at 3801, 3901 and 3955 Harrodsburg Road (the "Subject Property"). The property located at 3901 and 3955 Harrodsburg Road consists of 4.17 net and 5.16 gross acres and is currently zoned Neighborhood Business (B-1). This property includes the former Murray's restaurant which closed several years ago and a small retail shopping center. The former Murray's restaurant building is in a dilapidated condition and vacant. The property located at 3801 Harrodsburg Road, consisting of 12.23 acres net and 15.52 gross acres, is zoned Agricultural Urban (A-U) and is owned by the Christ United Methodist Church. The church has also been vacant for several years. The Church has temporarily relocated its services until the property can be sold and a new church can be built elsewhere. The existing church building has significantly deteriorated.

The proposed zoning for the entire subject property is to Highway Service Business (B-3) with restrictions on certain uses (see attached Exhibit "A"). The B-3 zoning designation is also in place for the Beaumont Center commercial property, also adjacent to Harrodsburg Road and located one mile from this proposed development site. The applicant proposes a handsomely

designed neighborhood shopping venue which will have a variety of commercial uses for the Subject Property, including an organic grocery store, hotel and restaurants. There will also be public open spaces where the nearby residents can enjoy dining next to a centrally located water feature (See Exhibit "B").

This development has been carefully designed to connect to the existing Palomar Hills Neighborhood by providing pedestrian and bicycle pathways while eliminating an unnecessary vehicle connection. The development will be enhanced by a landscape plan which is specific to each adjoining property owner. Prior to filing this zone change request, meetings were initiated with each property owner adjacent to the church property for the purpose of individualizing the screening and buffering provisions which are part of this Application. The screening and buffering which exists for that portion of the Subject Property zoned B-1 will remain.

In addition to the meetings with the property owners adjacent to the church, the applicant had separate meetings with the Board of Directors of the Palomar Neighborhood and a large meeting of Palomar Hills homeowners. An even larger meeting with all persons who own property within 500 feet of the subject property was held on January 31, 2018. The purpose of these meetings has been to educate nearby property owners about the proposed zone map amendment request and to respond to any questions or concerns that are raised. These outreach efforts by the applicant will continue until the public hearing is held.

The applicant and its development team have also had several meetings with your planning staff prior to filing this Application. Hopefully, staff approval will be obtained. However, based on our last meeting with the staff, it appears there may be two issues which still need to be resolved. These are: (1) whether the applicant's proposed request has enough density and (2) whether the existing stub street from Glade Lane to the subject property should be connected for vehicular uses.

The applicant has seriously examined the feasibility of increasing the density of the proposed development site. To accommodate such increase in density, the applicant would need to have multi-story structures and the required parking spaces. After evaluating the potential market for such an increase in density, it was determined that there was an insufficient demand for this type of density expansion. Having multi-story structures and uses are not economically sustainable given the size and suburban location of the Subject Property.

The applicant also made a thorough assessment of extending the Glade Lane stub street into the Subject Property. To be sure, such connectivity is generally favored. However, in this particular situation, such vehicular connection, when balanced against the adverse impact on the property owners on Glade Lane, is not justified. Glade Lane was originally developed as a private street. It was not built to public street standards. It was never designed to accommodate vehicular traffic beyond that necessary to serve the residents who live on Glade Lane.

Because of the narrowness of Glade Lane, it is difficult for two oncoming cars to pass one another, particularly when cars are parked on the street. Thus, the applicant believes there

are safer and more adequate vehicular connections depicted on the preliminary development plan which will sufficiently provide vehicle access to this development.

JUSTIFICATION FOR REZONING

As you know, in order to obtain approval of a zone map amendment request, an applicant must submit sufficient evidence at a public hearing that the proposed request satisfies at least one of the three requirements set out in KRS 100.213. In this application, the applicant will establish that: (1) the existing zoning for the Subject Property is inappropriate and the proposed zoning classification is appropriate, and (2) that the request is in agreement with the Comprehensive Plan.

The Existing Zoning is Inappropriate and the Proposed Zoning is Appropriate

The existing zoning of the Subject Property (B-1 and A-U) is inappropriate and the proposed B-3 zoning for the entire property is appropriate. The former Murray's location and the existing small shopping center have struggled for economic survival since this property was rezoned B-1. Murray's closed its doors in 2010. There were several attempts at other restaurant uses but all failed to succeed. The existing restaurant building itself needs to be replaced because of its poor condition.

The small retail space zoned B-1 next to the former Murray's site has had much difficulty in maintaining tenants because of its poor visibility from Harrodsburg Road and not being integrated into a larger retail development which has an anchor store. Too many of the existing retail spaces have remained vacant for extended periods of time. Rezoning all of the Subject Property to a larger unified B-3 zone would allow for a rebranding, increased visibility and appropriate utilization of this portion of the Subject Property.

The existing A-U zoning for the church portion of the Subject Property is inappropriate. The cost to repair the church and its subsequent future maintenance has caused the membership of the church to seek alternative locations in the community. The A-U zone has traditionally been viewed as a "holding zone" for vacant land located inside the urban services area until public facilities and services are present to serve urban uses. Currently, water, gas, electric, storm sewers, sanitary sewers and public roads are available to serve the proposed urban uses for this A-U zoned portion of the Subject Property.

The principal permitted uses in the A-U zone are exactly the same as provided in the Agricultural Rural (A-R) zone for land located outside the urban services area and in the rural areas of Fayette County. This portion of the Subject Property is well within the boundaries of the urban services area. Being located directly adjacent to a single family neighborhood and a small shopping center, this portion of the Subject Property is not suitable, desirable or appropriate for agricultural uses. The church property is appropriate for the urban uses requested in this Application.

This Application is in Compliance with the Comprehensive Plan

This project will play a pivotal role in "place making" for the Palomar neighborhood by adding a desirable mix of nonresidential uses in the southwest quadrant of the Harrodsburg Road/Man-O-War Boulevard intersection. "Complete" neighborhoods, as envisioned by the Comprehensive Plan and widely accepted planning principles, include a mix of residential opportunities and complementary commercial uses which together provide a desirable place to live, work, and play. The adjoining residential area already offers a mix of lot sizes for a variety of single-family detached homes, as well as a significant townhouse component. The proposed development will provide supporting commercial uses such as a small-scale grocery, pharmacy, coffee shop, restaurants and a hotel, all readily accessible from nearby residences by pedestrian and bicycle travel. The commercial area will be open and inviting, and will include water features, walking and bike paths (designed not just to allow non-vehicular travel but to promote it), and attractive public plazas. As noted in the Comprehensive Plan, the three main qualities that "attach people to place" are social offerings (entertainment venues and places to meet), openness (how welcoming the place is), and aesthetics (physical beauty and open space). Each of those attributes is reflected in multiple ways in the uses and their physical arrangement proposed for this development.

This request is in agreement with the Comprehensive Plan. The proposed project meets several of the Goals and Objectives of the Comprehensive Plan detailed below. This well-designed project upholds the Urban Service Area preservation strategy, is appropriate infill, provides a variety of commercial choices which meet several community needs, encourages community interaction through pedestrian connectivity, all while respecting its neighbors with landscaping buffers.

THEME A: GROWING SUCCESSFUL NEIGHBORHOODS

Goal 2: Support Infill and Redevelopment Throughout the Urban Services Area as a Strategic Component Of Growth.

Objectives:

a. Identify areas of opportunity for infill, redevelopment and adaptive reuse that respect the area's context and design features whenever possible.

Goal 3: Provide Well Designed Neighborhoods and Communities.

Objectives:

b. Strive for positive and safe interactions in neighborhoods, including, but not limited to, neighborhoods that are connected for pedestrians and various modes of transportation.

THEME C: CREATING JOBS AND PROSPERITY

Goal 1: Support and showcase local assets to further the creation of a variety of jobs.

Objectives:

- a. Strength efforts to develop a variety of job opportunities that lead to prosperity for all.
- e. Encourage the development of appropriate attractions and supporting uses that promote and enhance tourism.

Goal 2: Attract the world's finest jobs, encourage entrepreneurial spirit, and enhance our ability to recruit and retain a talented, creative workforce by establishing opportunities that embrace diversity with inclusion in our community.

Objectives:

- d. Provide entertainment and other quality of life opportunities that attract young professionals and a workforce of all ages and talents to Lexington.

THEME D: IMPROVING A DESIRABLE COMMUNITY

Goal 1: Work to achieve an effective and comprehensive transportation system.

Objectives:

- b. Develop a viable network of accessible transportation alternatives for residents and commuters, which may include the use of mass transit, bicycles, walkways, ridesharing, greenways, and other strategies.

THEME E: MAINTAINING A BALANCE BETWEEN PLANNING FOR URBAN USES AND SAFEGUARDING RURAL LAND

Goal 1: Uphold the Urban Services Area Concept.

Objectives:

- a. Continue to monitor the absorption of vacant and underutilized land within the Urban Services Area.

b. Encourage compact, contiguous, and/or mixed-use sustainable development within the Urban Services Area, as guided by market demand, to accommodate future growth needs.

Goal 3: Maintain the Current Boundaries of the Boundaries of the Urban Services Area and Rural Activity Centers; and Create No New Rural Activity Centers.

The proposal is also consistent with the Comprehensive Plan's Land Use Change Consideration for the Urban Services Area:

1. The Change will address a community need, such as ... a neighborhood focal point (and) significant employment opportunities...
2. The proposed land use enhances, and is compatible with, adjacent land uses.
4. The land use will enable the development of critical ... pedestrian, bike, and/or transit connections.
8. The existing utility and transportation networks will accommodate the new land use.
9. Underutilized land should be promoted for greater utility, function and/or residential density.
10. The land use will attract ... further economic prosperity.
11. The proposed use or development will provide a mix of ... land uses.
12. The use will ... provide neighborhood-oriented commercial centers ...
13. The land use should maximize opportunities to accommodate future growth within the Urban Services Area, include land that is underutilized, vacant or planned for a reuse.

Further, the proposal meets several of the key additional considerations for land located outside of the downtown area in the Urban Service Area:

1. A greater intensity of land use should be concentrated along minor and major arterial roadways, and to appropriate quadrants of collector street intersections.
2. Where residential density, and existing infrastructure are adequate to support the use, and the adjacent uses are compatible, the development should create more walkable neighborhoods, neighborhood-oriented businesses and neighborhood amenities.

5. The use shall provide a service deemed beneficial for the immediate area.
6. Developments that improve the livability of existing neighborhoods by adding compatible uses and compatible urban design should be encouraged.
7. Underutilized business land uses should be considered for a possible change to alternative business use...
8. Demonstrate "place-making" in new developments, as outlined previously in the text of the Plan.

Additionally, this project epitomizes one of the Planning Staff's recent points of emphasis in the 2018 Comprehensive Plan update process of increasing the density of commercial projects in close proximity to Lexington's arterial network through infill projects. Finally, the Development Plan reflects a continuation of Glade Court to allow for the existing Palomar Neighborhood to have a pedestrian and bicycle connection to this new commercial development.

In light of all the above, we believe this proposed Zone Map Amendment is in conformity with the Comprehensive Plan and worthy of your favorable recommendation. We look forward to more fully expanding on this request at the March 22, 2018 public hearing.

Very truly yours,

Stoll Keenon Ogden PLLC



William M. Lear, Jr
T. Bruce Simpson

EXHIBIT "A"

HOOVER PROPERTY CONDITIONAL ZONING RESTRICTIONS

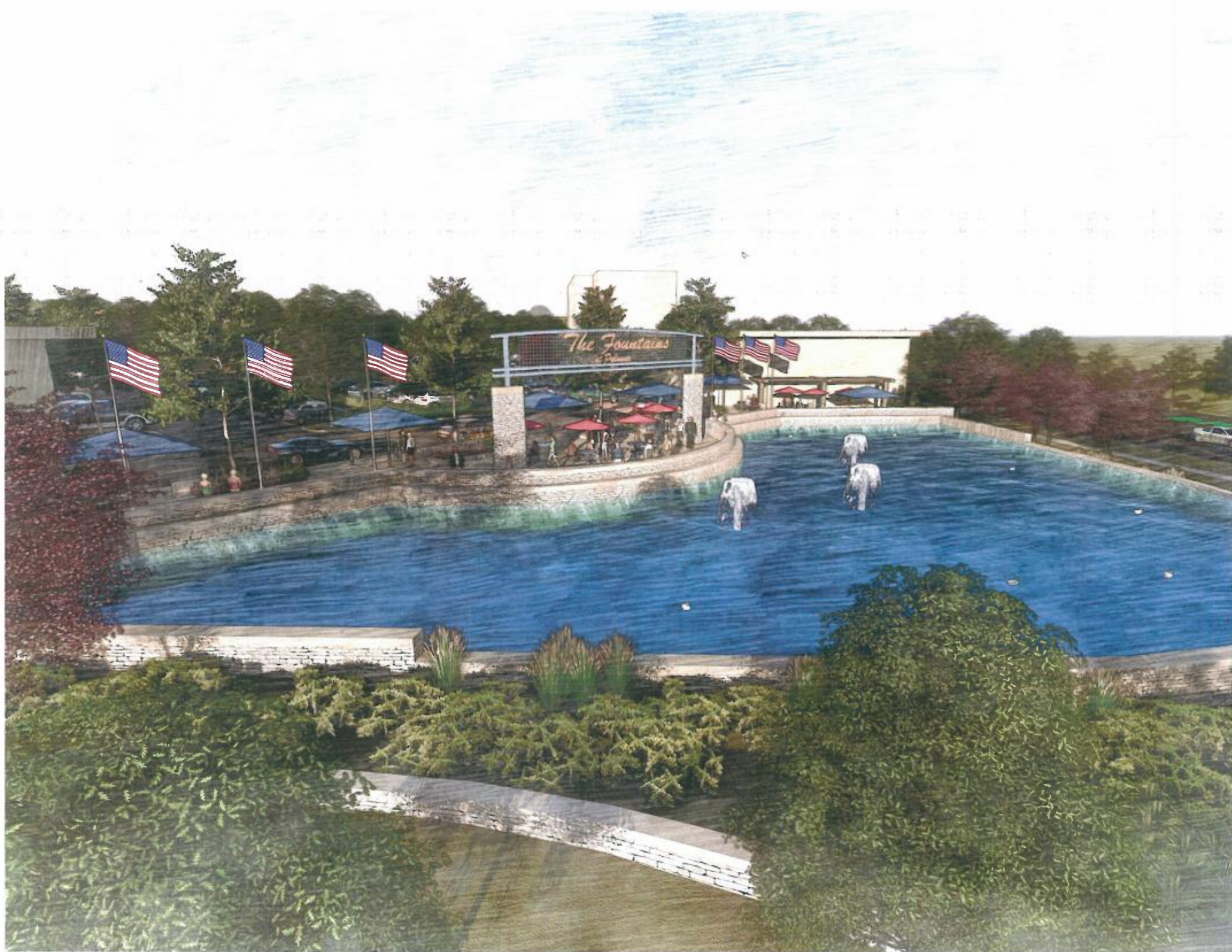
1. THE FOLLOWING USES ARE PROHIBITED:
 - (a) PAWN SHOPS
 - (b) ATHLETIC CLUB FACILITIES
 - (c) MINING OF NONMETALLIC MINERALS
 - (d) GASOLINE PUMPS AVAILABLE TO THE PUBLIC WITH OR WITHOUT AN ATTENDANT ON SITE
 - (e) ADULT ARCADES, MASSAGE PARLORS, ADULT BOOKSTORES AND ADULT VIDEO STORES
 - (f) NIGHTCLUBS
 - (g) ESTABLISHMENTS AND LOTS FOR THE DISPLAY, RENTAL, SALE, SERVICE, REPAIR, MINOR REPAIR OF FARM EQUIPMENT, CONTRACTOR EQUIPMENT, AUTOMOBILES, MOTORCYCLES, TRUCKS, BOATS, TRAVEL TRAILERS, MOBILE HOMES OR SUPPLIES FOR SUCH ITEMS, EXCEPT THAT THERE MAY BE PERMITTED AN ELECTRIC CAR DEALERSHIP.
 - (h) BILLIARD OR POOL HALLS; DANCING HALLS, SKATING RINKS; MINIATURE GOLF OR PUTTING COURSES AND BOWLING ALLEYS
 - (i) TATTOO PARLORS
 - (j) CARNIVALS, SPECIAL EVENTS, FESTIVALS AND CONCERTS.
 - (k) COMMERCIAL FARM MARKETS AND MARKET GARDENS
 - (l) SELF-SERVICE LAUNDRY
2. THERE SHALL BE A FIFTEEN (15) FOOT LANDSCAPE BUFFER AREA ALONG THE REAR OF THE PROPERTY LINE WHICH EXCLUDES ANY STRUCTURES, INCLUDING MECHANICAL UNITS AND THE LIKE.
3. FREE-STANDING SIGNAGE SHALL BE IN ACCORDANCE WITH ARTICLE 17 OF THE ZONING ORDINANCE AND SHALL BE LIMITED TO THE SIGNAGE SHOWN ON AND APPROVED BY THE PLANNING COMMISSION ON THE FINAL DEVELOPMENT PLAN.
4. EXISTING TREES ON THE SITE SHALL BE PRESERVED EXCEPT FOR DISEASED OR DYING TREES.
5. THERE SHALL BE AN EIGHT (8) FOOT OR HIGHER WALL ADJACENT TO THE PALOMAR COVE SUBDIVISION ADJACENT TO ANY NEW DEVELOPMENT ON THE PROPERTY.
6. BUILDING HEIGHT ON THE SITE SHALL BE RESTRICTED TO ONE STORY

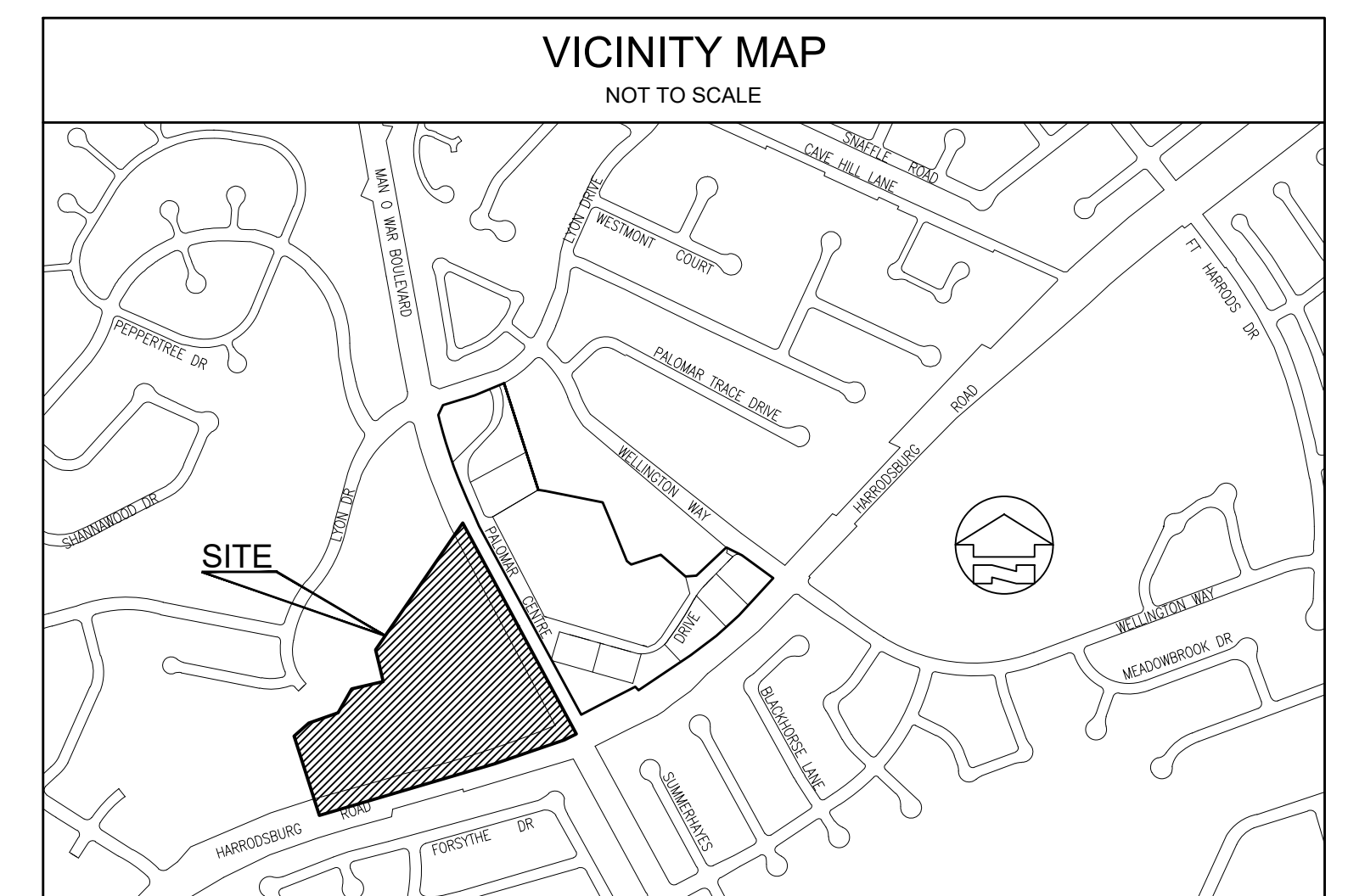
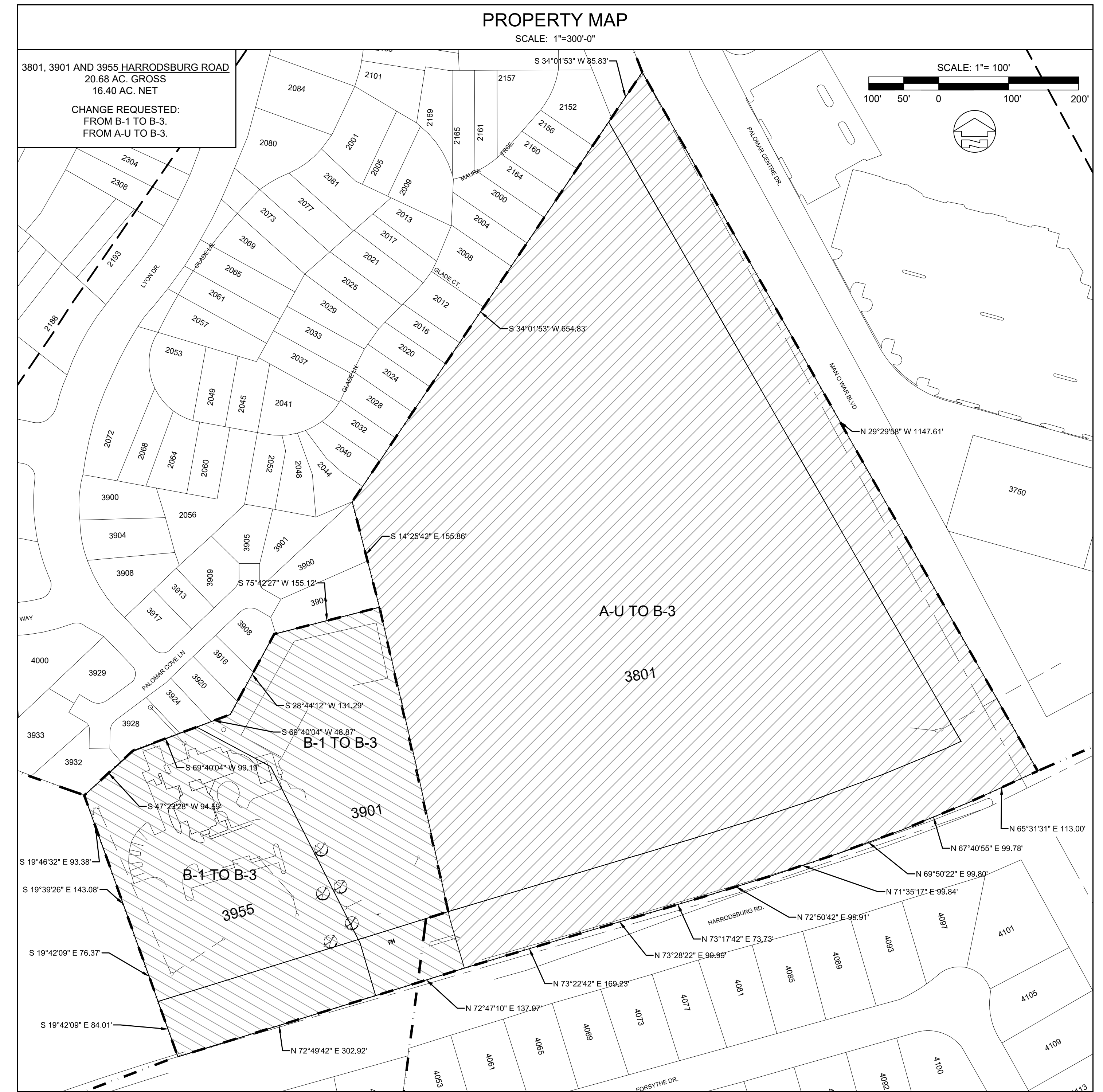
EXHIBIT "B"



Lakewood Road

Man O War Boulevard





TITLE: THE FOUNTAINS AT PALOMAR, LLC PROPERTY	FROM	TO	NET	GROSS
PROPERTY ADDRESSES: 3801, 3901 AND 3955 HARRODSBURG ROAD	B-1	B-3	4.17 AC.	5.16 AC.
APPLICANT NAME/ADDRESS: THE FOUNTAINS AT PALOMAR, LLC PROPERTY 250 W. MAIN ST., SUITE 3000, LEXINGTON, KY 40507	A-U	B-3	12.23 AC.	15.52 AC.
OWNER NAME/ADDRESS: HARRODS VILLAGE, LLC 3901 AND 3955 HARRODSBURG ROAD, LEXINGTON, KY 40513				
CHRIST UNITED METHODIST CHURCH, INC. 3801 HARRODSBURG ROAD, LEXINGTON, KY 40513				
PREPARED BY: GRW ENGINEERS, INC.				
DATE FILED OR AMENDED: JANUARY 29, 2018				

STAFF REPORT ON PETITION FOR ZONE MAP AMENDMENT

PLN-MAR-18-00004: THE FOUNTAINS AT PALOMAR, LLC

DESCRIPTION

Zone Change:	<u>Request</u>	<u>Acreage</u>		
	<u>From</u>	<u>To</u>	<u>Net</u>	<u>Gross</u>
	A-U	B-3 with cz	12.23	15.52
	B-1 with cz	B-3 with cz	<u>4.17</u>	<u>5.16</u>
		TOTAL:	16.40	20.68

Location: 3801, 3901 and 3955 Harrodsburg Road

EXISTING ZONING & LAND USE

<u>Properties</u>	<u>Zoning</u>	<u>Existing Land Use</u>
Subject Properties	A-U & B-1	Vacant Church, Neighborhood Commercial
To North	R-3	Single Family Residential
To East	B-6P	Palomar Shopping Centre
To South	R-1C & R-1D	Single Family Residential
To West	A-U	Masonic Lodge

URBAN SERVICES REPORT

Roads – The subject properties are bordered to the south by Harrodsburg Road (US 68) and to the east by Man O’ War Boulevard. Harrodsburg Road is a major five-lane, divided arterial roadway at this location, and is one of two major commuter routes connecting Jessamine and Fayette Counties. It continues northward into downtown and becomes South Broadway. When Harrodsburg Road was widened in 2005, the Kentucky Transportation Cabinet purchased the access rights along the Harrodsburg Road frontage. The existing access points (two along Harrodsburg Road) are proposed for reconfiguration to a right-in/right-out (approximately 500 feet from the intersection of Man O’ War Boulevard and Harrodsburg Road), and a full signalized intersection (approximately 1,000 feet from the same intersection). Man O’ War Boulevard is a four-lane, boulevard that connects the arterial roadways (spoke system) on the southern side of the community, outside of New Circle Road (KY 4). A right-in/right-out access is also proposed along Man O’ War Boulevard, at its northern most point, over 1,000 feet from its signalized intersection with Harrodsburg Road. Glade Court, a local street within the Palomar subdivision, stubs into the site from the north, and connects the site, via Glade Lane to Lyon Drive, which has a signalized intersection with Man O’ War Boulevard. The applicant currently proposes to terminate Glade Court without an appropriate termination per the Land Subdivision Regulations.

Curb/Gutter/Sidewalks – Harrodsburg Road does not have curbs or gutters, but sidewalks have been constructed along the frontage of the subject site. Man O’ War Boulevard, and the other residential streets in the adjacent Palomar Subdivision, do have curbs, gutters and sidewalks. Glade Lane, Glade Court and Maura Trace were constructed as access easements with sidewalks only on one side of the street, but with curb and gutter improvements. These typical urban improvements will need to be constructed along internal access drives by the developer at the time of development of the subject property.

Storm Sewers – The subject property is located within the South Elkhorn watershed. Storm sewers and basins are required to be constructed by the developer in accordance with the LFUCG Engineering Manuals to protect water quality. The corollary development plan filed in conjunction with this zone change proposes a water feature at the corner of Harrodsburg Road and Man O’ War Boulevard, as well as at the main entrance from Harrodsburg Road. Stormwater detention is proposed underground at multiple locations throughout the site. The FEMA Digital Flood Insurance Rate Maps (D-FIRMs) do not indicate that

a Special Flood Hazard Area (floodplain) exists on the subject property. There are known flooding problems that occur along the South Elkhorn Creek and its tributaries to the north and west of the site, within the Palomar area. Development on the subject property will not be allowed to exacerbate any known flooding problems on the site or nearby.

Sanitary Sewers – This property is located in the South Elkhorn sewershed and is served by the West Hickman Wastewater Treatment Facility, in northern Jessamine County. The residential properties in the adjoining subdivisions are currently served by sanitary sewers. Extension of the sanitary sewer system will need to be built by the developer in accordance with the adopted Engineering Manuals. The South Elkhorn pump station was improved after experiencing periodic overflow problems during peak flow times in the past. The Capacity Assurance Program indicates the South Elkhorn pump station sewer bank currently has over 100,000 gallons per day of available capacity.

Refuse – This area is served by the Urban County Government with refuse collection on Mondays. Commercial development often contracts for private refuse service on a more frequent basis.

Police – The nearest police station is the West Sector Roll Call Center, located approximately four and a half miles to the northeast of the subject property on Old Frankfort Pike, near New Circle Road.

Fire/Ambulance – The nearest fire station (#20) is located on Arrowhead Drive at Harrodsburg Road, approximately one mile northeast of the subject property.

Utilities – All utilities are available to serve the site, including natural gas, electric, streetlights, telephone, water, and cable television service.

COMPREHENSIVE PLAN AND PROPOSED USE

The 2018 Comprehensive Plan's mission statement is to "provide flexible yet focused planning guidance to ensure equitable development of our community's resources and infrastructure that enhances our quality of life, and fosters regional planning and economic development." The Plan's mission statement notes that this will be accomplished while protecting the environment, promoting successful, accessible neighborhoods, and preserving the unique Bluegrass landscape that has made Lexington-Fayette County the Horse Capital of the World.

The 2018 Comprehensive Plan Goals and Objectives were recently adopted in November 2017. The Goals and Objectives encourage a mix of uses, housing types and/or residential densities within the Urban Service Area boundary; promote well-designed neighborhoods and communities; ensure all types of development are environmentally, economically, and socially sustainable to accommodate future growth needs of all residents; emphasize redevelopment of underutilized corridors; promote redevelopment of underutilized land in a manner that enhances existing urban form; support the Complete Streets concept, prioritizing a pedestrian-first design that also accommodates the needs of bicycle, transit and other vehicles; and provision of land for a diverse workforce, with emphasis on success and growth of strategically-targeted employment sectors. In addition, the body of the 2013 Comprehensive Plan reinforces these or similar concepts.

The petitioner proposes a rezoning to Highway Services Business (B-3) zone with conditional zoning restrictions in order to construct a community shopping center with a hotel, and its associated off-street parking areas.

CASE REVIEW

The petitioner has requested a zone change from a Neighborhood Business (B-1) zone with conditional zoning restrictions and from an Agricultural Urban (A-U) zone, to a Highway Service Business (B-3) zone with conditional zoning restrictions for approximately 20+ net acres of property.

The subject property is situated in the southwest corner of the intersection of Harrodsburg Road (US 68) and Man O' War Boulevard. The site is comprised of three parcels, all of which have been developed since 1980, but have struggled to achieve economic success for one reason or another. The subject site is currently accessible from Harrodsburg Road in two locations, and has a stub street into it from Glade Lane in the Palomar Subdivision. Vehicular access is planned solely from the major roadways of Man O' War Boulevard and Harrodsburg Road. The subject site is bounded to the north by the Palomar subdivision (R-

1C, R-1D, R-1T and R-3 zones), to the east by the Palomar Shopping Centre (B-6P zone), to the south by the Plantation Subdivision (R-1C and R-1D zones), and to the west by the Masonic Temple (A-U zone).

The parcel located at the eastern edge of the subject property, closest to the corner of Harrodsburg Road and Man O' War Boulevard, has been utilized by Christ United Methodist Church for over 35 years. The Hoover Property (comprised of the two parcels that have frontage along Harrodsburg Road) has been converted from residential to commercial to allow for neighborhood commercial development. In 1998, the Hoover Property was requested for a rezoning to B-1 to allow the farmhouse to be preserved and converted to a sit-down restaurant (Homestead and then Murray's). The request was not supported by the staff since the site had been recommended for residential future land use by the previous Comprehensive Plans. The Urban County Planning Commission and Urban County Council ultimately approved the zone change, but applied numerous conditional zoning restrictions to protect the integrity and character of the site, stating that "the proposed freestanding restaurant would preserve open space." At that time, over two acres of the Hoover Property remained vacant, the structure was required to be preserved, and numerous mature trees were being protected via the conditional zoning restrictions.

In 2006, the remaining Hoover Property was requested for further commercial development to compliment what was then a fledgling restaurant. In order to accomplish the developer's vision, the conditional zoning restrictions needed to be significantly altered. The staff again did not recommend expanding the commercial use of the Hoover Property because the applicant had not met the statutory requirement of the Zoning Ordinance to modify conditional zoning restrictions and their request was contrary to the intent of the original conditional zoning restrictions. The Urban County Planning Commission and the Urban County Council approved the request, and now the applicant notes in their justification statement that the former restaurant and small shopping center "have struggled for economic survival since the property was rezoned B-1," which does not surprise the staff since this area was never intended for commercial development.

Due to these two zoning changes on a portion of the subject site, and more recent requests for a mixed-use development on the Ethington & Ethington Property at the future extension of Madrone Way (south) and multiple rezonings near Wellington Way (north), the Harrodsburg Road corridor is gradually becoming more commercial in nature, as agricultural or residential tracts are proposed for development.

The petitioner is requesting a Highway Service Business (B-3) zone for the entire site. In doing so, they appear to be requesting to maintain some of the conditional zoning restrictions that are currently in place for the Hoover Property portion of site (Lot 7), and adding other restrictions for the remainder of the property. The petitioner proposes an un-named organic grocery store (potential anchor store), a hotel, a pharmacy/retail store, small scale retail spaces, and six restaurants, for a total of about 214,200 square feet of space in a typical suburban shopping center layout. The two tallest buildings (anchor store at 45 feet and hotel at 75 feet) are sited adjacent to the single-family residences along Palomar Cove Lane and Glade Lane. Glade Court, a stub street located on the north side of the property, is not proposed to be extended, and no new commercial uses are proposed to directly access Harrodsburg Road or Man O' War Boulevard. A traffic study was required in association with the proposed zone change.

The 2018 Comprehensive Plan Goals and Objectives encourage a mix of uses, housing types and/or residential densities within the Urban Service Area boundary (Theme A, Goals #1b. and #2a.); promote well-designed neighborhoods and communities (Theme a, Goal #3); ensure all types of development are environmentally, economically, and socially sustainable to accommodate future growth needs of all residents (Theme E, Goal #1b.); emphasize redevelopment of underutilized corridors (Theme E, Goal #1c.); promote redevelopment of underutilized land in a manner that enhances existing urban form (theme E, Goal #1d.); support the Complete Streets concept, prioritizing a pedestrian-first design that also accommodates the needs of bicycle, transit and other vehicles (Theme D, Goal #1a.); concentrate efforts to enhance mass transit along our corridors in order to facilitate better service for our growing population, as well as efficiencies in our transit system (Theme C, Goal #1c.); and provision of land for a diverse

workforce, with emphasis on success and growth of strategically-targeted employment sectors (Theme C, Goal #2a.). In addition, the body of the 2013 Comprehensive Plan reinforces these or similar concepts and encourages “placemaking” in *Chapter 3: Growing Successful Neighborhoods*.

Previous Comprehensive Plan’s future land use maps have historically recommended either residential or semi-public future land use for the subject site, until 2001 when the Hoover Property was recognized for Retail Trade and Personal Services (RT) following the 1998 zone change.

The petitioner contends that the requested restricted B-3 zone is in agreement with the Comprehensive Plan, and that the existing B-1 and A-U zoning are not appropriate, while the proposed B-3 zone is appropriate. Although the petitioner makes a lengthy case for why the existing zoning is not appropriate, they do not make any such statement about the appropriateness of the B-3 zone. The petitioner lists numerous goals and objectives, but provides very little explanation as to how such aspects of the Comprehensive Plan are being met by the proposed zone change.

While some business zoning and land use may be compatible at this location, which is situated at the intersection of Harrodsburg Road and Man O’ War Boulevard, the staff does not believe that the proposed Highway Service Business (B-3) zone is the most appropriate zoning category for the subject property and cannot find that it is in agreement with the Comprehensive Plan.

The B-3 zone is intended to be located along the community’s highly traveled major arterial roadways, such as Nicholasville Road, Richmond Road, and New Circle Road. Man o’ War Boulevard (like Citation Boulevard on the north side of the community) is a minor arterial roadway that serves to connect the major arterials, but where the highest intensity land uses should not, and have not, been located. Only a few exceptions exist where B-3 zoning abuts Man o’ War Boulevard (along Nicholasville Road and at Hamburg – both part of regional shopping centers) or Harrodsburg Road (part of the Beaumont development which is a mixed-use, planned development for over 600 acres at the intersection of New Circle Road). B-3 zoning is not generally considered a good neighbor adjacent to low density residential neighborhoods. The petitioner’s response to what the staff considers an inappropriate land use relationship (tallest structures on the proposed development plan located in close proximity to an established neighborhood) is to propose an eight-foot wall to “buffer” an entrance drive and loading docks, rather than placing structures with the greatest height farther from the established residential neighborhood. Man O’ War Boulevard is envisioned to have neighborhood-oriented services and focal points that can serve nearby neighborhoods (such as neighborhood shopping centers and amenities), but the most intense uses, and zones, should be reserved for our most intense corridors, not infringing on residential neighborhoods. Most importantly, the petitioner has not demonstrated that the B-3 zone is the right fit at this location, or that their development is neighborhood-oriented in the least. In fact, they do not even want a neighborhood connection (which could create more synergy with the commercial development and reduce congestion) from the Palomar Subdivision.

These concerns are supported by the text of the 2013 Comprehensive Plan. The “placemaking” principles of the Plan, provided in *Chapter 3: Growing Successful Neighborhoods*, include creating an inviting streetscape, providing varied housing choice, establishing abundant private and public open space, creating neighborhood focal points, and establishing quality connections with parks, schools and stores (page 39). More specifically, the Comprehensive Plan states that “placemaking and walkability are important to the success of Lexington and its neighborhoods. A variety of best practice reviews show that property values tend to be higher in more walkable neighborhoods that contain a mix of nearby destination connected by pedestrian-friendly streets.” The Plan goes on to discuss the importance of neighborhood focal points, which can be a gathering point such as a park, a shopping center, a community center or public square. In establishing these focal points for neighborhoods, multimodal access from the neighborhood is critical instead of development that turns its back on a community asset. The B-3 zone is by definition auto-centric, and the corollary development plan illustrates that well. Being able to walk to a site is not the same as creating a walkable development.

While the staff cannot support B-3 zoning at this location, the recently updated Commercial Center (B-6P) zone (formerly the Planned Shopping Center zone) or the Mixed-Use Community (MU-3) zone would be considered appropriate for the site and compatible with the adjoining zoning and land uses in this vicinity. The B-6P and MU-3 zones were established to create the desired focal point for the neighborhoods, and meet the “placemaking” standards established in the Comprehensive Plan. The subject site is a critical location for the concept of emphasizing redevelopment along our underutilized corridors, to enhance the urban form, and to create an activity center that accommodates the future needs (not those from past decades) of our community. The proposed development is not an efficient use of our limited land inside of the Urban Service Area, and the staff does not want to miss an opportunity to create more than a typical suburban shopping center. Both of these zones support the intensification of the corridors by allowing higher floor area ratios, and buildings closer to the street network, rather than abutting the adjoining neighborhoods. In addition, both of the zones either allow for or require a mixture of commercial and residential land use, which generally supports the transit system. The proposed development does not encourage transit use, nor does it allow for transit to move through the property.

The proposed development, as depicted in the corollary development plan, may create a neighborhood business opportunity, but the allowed land uses in the B-3 zone, even considering the restriction offered by the petitioner, would be out of character with the surrounding area and could have a negative impact on the adjoining land uses. Also of concern is the fact that commercial developments should be offering more entertainment and social connection opportunities, yet the petitioner is proposing to prohibit those uses that would invite the surrounding community to experience the development (carnivals, special events, festivals, and concerts; commercial farm markets and market gardens; indoor amusement, such as bowling alleys, dancing establishments, skating rinks, miniature golf, billiard halls; nightclubs; and athletic facilities). National trends indicate that traditional retail shopping centers are suffering, yet successful developments make the commercial center an experience.

Lastly, there have not been any unanticipated changes of an economic, physical, or social nature within the area that have substantially altered the basic character of the area since the Comprehensive Plan was adopted in 2013 that would support the requested zone change application. Although the failure of the local businesses and the churches were not anticipated, such an economic change does not lead the Commission to approve any desired zone change request, but rather an appropriate zone change request, one which the staff has already outlined as more appropriate for this location, such as the B-6P or MU-3 zones.

Further consideration should be given to an alternative zone change request, one that is supported by the Comprehensive Plan and would complement the existing neighborhood and character of the area. There is support for redevelopment of the site, but development must meet the vision of the Plan. For this reason, the staff recommends disapproval of the current requested zone change.

The Staff Recommends: Disapproval, for the following reasons:

1. The proposed Highway Services Business (B-3) zone is inappropriate for the subject property for the following reasons:
 - a. The proposed zoning category is not compatible with the single-family residential development in the Palomar neighborhood.
 - b. The allowed uses in the B-3 zone, even with the proposed restrictions, are not appropriate along a minor arterial roadway, which is intended as a connector between the major arterial corridors within our community. Generally, uses such as hotels, car washes, major and minor auto repair, automobile sales (even electric autos), etc. should not be located in such close proximity to residential land and are often restricted by the Planning Commission and Council during zone change requests.
 - c. The Highway Services Business (B-3) zone is intended to be located along the highways within our community, which are generally the major arterial roadways. Although Harrodsburg Road is a

highway, the traffic counts at this location are that of a minor arterial roadway. Other B-3 locations within the community are either part of a unified plan that supports placemaking (such as Beaumont), or are part of a regional shopping center. The subject property does not satisfy either of these standards.

- d. The petitioner should consider the B-6P or MU-3 zone for this location, as both would be considered appropriate for the site and offer a wider range of land uses than the proposed B-3 zone. Both of these two zones allow for a more efficient use of the limited land available inside of the Urban Service Area boundary. A B-6P zone already exists across Man O' War Boulevard from the subject site.
2. The proposed development, as depicted, may create a neighborhood business opportunity, but many of the allowed land uses and the building height allowances in a B-3 zone - even considering the restriction offered by the petitioner - would be out of character with the surrounding area and could have a negative impact on the adjoining land uses.
3. The application proposes conditional zoning restrictions that specifically prohibit entertainment type land uses, which is contrary to their justification statement, and does not support the concept of placemaking set out in the 2013 Comprehensive Plan. Commercial developments should be offering more entertainment and social connection opportunities, yet the petitioner is proposing to prohibit those uses that would invite the surrounding community to experience the development (carnivals, special events, festivals, and concerts; commercial farm markets and market gardens; indoor amusement, such as bowling alleys, dancing establishments, skating rinks, miniature golf, billiard halls; nightclubs; and athletic facilities).
4. The 2018 Goals and Objectives state that "pedestrian-first design" should be utilized to accommodate the needs of bicycle, transit and other vehicles; and that redevelopment of underutilized land should be maximized in a manner that enhances the existing urban form and/or historic features. The petitioner's corollary development plan, which would be allowed within a B-3 zone, does not meet these recommendations of the Comprehensive Plan.
5. There have not been any unanticipated changes of an economic, physical, or social nature within the area that have substantially altered the basic character of the area since the Comprehensive Plan was adopted in 2013 that would support the requested zone change to a B-3 zone.

TLW/AT/JHD/dw

3/1/18

Planning Services/Staff Reports/MAR/2018/PLN-MAR-18-00004.doc

2. THE FOUNTAINS AT PALOMAR, LLC ZONING MAP AMENDMENT & HOOVER & FORD PHILPOT PROPERTY ZONING DEVELOPMENT PLAN

- a. PLN-MAR-18-00004: THE FOUNTAINS AT PALOMAR, LLC (4/29/18)*- petition for a zone map amendment from an Agricultural Urban (A-U) zone to a Highway Service Business (B-3) zone, for 12.23 net (15.52 gross) acres, and from a Neighborhood Business (B-1) zone to a Highway Service Business (B-3) zone, for 4.17 net (5.16 gross) acres, for property located at 3801, 3901 and 3995 Harrodsburg Road.

COMPREHENSIVE PLAN AND PROPOSED USE

The 2018 Comprehensive Plan's mission statement is to "provide flexible yet focused planning guidance to ensure equitable development of our community's resources and infrastructure that enhances our quality of life, and fosters regional planning and economic development." The Plan's mission statement notes that this will be accomplished while protecting the environment, promoting successful, accessible neighborhoods, and preserving the unique Bluegrass landscape that has made Lexington-Fayette County the Horse Capital of the World.

The 2018 Comprehensive Plan Goals and Objectives were recently adopted in November 2017. The Goals and Objectives encourage a mix of uses, housing types and/or residential densities within the Urban Service Area boundary; promote well-designed neighborhoods and communities; ensure all types of development are environmentally, economically, and socially sustainable to accommodate future growth needs of all residents; emphasize redevelopment of underutilized corridors; promote redevelopment of underutilized land in a manner that enhances existing urban form; support the Complete Streets concept, prioritizing a pedestrian-first design that also accommodates the needs of bicycle, transit and other vehicles; and provision of land for a diverse workforce, with emphasis on success and growth of strategically-targeted employment sectors. In addition, the body of the 2013 Comprehensive Plan reinforces these or similar concepts.

The petitioner proposes a rezoning to Highway Services Business (B-3) zone with conditional zoning restrictions in order to construct a community shopping center with a hotel, and its associated off-street parking areas. A traffic study was submitted with the requested zone change.

The Zoning Committee Recommended: Referral to the full Commission.

The Staff Recommends: Disapproval, for the following reasons:

1. The proposed Highway Services Business (B-3) zone is inappropriate for the subject property for the following reasons:
 - a. The proposed zoning category is not compatible with the single-family residential development in the Palomar neighborhood.
 - b. The allowed uses in the B-3 zone, even with the proposed restrictions, are not appropriate along a minor arterial roadway, which is intended as a connector between the major arterial corridors within our community. Generally, uses such as hotels, car washes, major and minor auto repair, automobile sales (even electric autos), etc. should not be located in such close proximity to residential land and are often restricted by the Planning Commission and Council during zone change requests.
 - c. The Highway Services Business (B-3) zone is intended to be located along the highways within our community, which are generally the major arterial roadways. Although Harrodsburg Road is a highway, the traffic counts at this location are that of a minor arterial roadway. Other B-3 locations within the community are either part of a unified plan that supports placemaking (such as Beaumont), or are part of a regional shopping center. The subject property does not satisfy either of these standards.
 - d. The petitioner should consider the B-6P or MU-3 zone for this location, as both would be considered appropriate for the site and offer a wider range of land uses than the proposed B-3 zone. Both of these two zones allow for a more efficient use of the limited land available inside of the Urban Service Area boundary. A B-6P zone already exists across Man O' War Boulevard from the subject site.
2. The proposed development, as depicted, may create a neighborhood business opportunity, but many of the allowed land uses and the building height allowances in a B-3 zone - even considering the restriction offered by the petitioner - would be out of character with the surrounding area and could have a negative impact on the adjoining land uses.
3. The application proposes conditional zoning restrictions that specifically prohibit entertainment type land uses, which is contrary to their justification statement, and does not support the concept of placemaking set out in the 2013 Comprehensive Plan. Commercial developments should be offering more entertainment and social connection opportunities, yet the petitioner is proposing to prohibit those uses that would invite the surrounding community to experience the development (carnivals, special events, festivals, and concerts; commercial farm markets and market gardens; indoor amusement, such as bowling alleys, dancing establishments, skating rinks, miniature golf, billiard halls; nightclubs; and athletic facilities).
4. The 2018 Goals and Objectives state that "pedestrian-first design" should be utilized to accommodate the needs of bicycle, transit and other vehicles; and that redevelopment of underutilized land should be maximized in a manner that enhances the existing urban form and/or historic features. The petitioner's corollary development plan, which would be allowed within a B-3 zone, does not meet these recommendations of the Comprehensive Plan.

* - Denotes date by which Commission must either approve or disapprove request, unless agreed to a longer time by the applicant.

5. There have not been any unanticipated changes of an economic, physical, or social nature within the area that have substantially altered the basic character of the area since the Comprehensive Plan was adopted in 2013 that would support the requested zone change to a B-3 zone.
- b. PLN-MJDP-18-00012: HOOVER & FORD PHILPOT PROPERTY (4/29/18)* - located at 3801, 3901 & 3955 HARRODSBURG RD. **(GRW Engineering)**

The Subdivision Committee Recommended: Approval, subject to the following conditions:

1. Provided the Urban County Council rezones the property B-3; otherwise, any Commission action of approval is null and void.
2. Urban County Engineer's acceptance of drainage, storm and sanitary sewers, and floodplain information.
3. Urban County Traffic Engineer's approval of parking, circulation, access, and street cross-sections.
4. Urban Forester's approval of tree inventory map.
5. Greenspace Planner's approval of the treatment of greenways and greenspace.
6. Department of Environmental Quality's approval of environmentally sensitive areas.
7. Bike & Pedestrian Planner's approval of bike trails and pedestrian facilities.
8. Denote Department of Highway's approval of access (Harrodsburg Road) shall be resolved at time of Final Development Plan.
9. Discuss access to Glade Court.
10. Denote addition of sidewalk to both sides of all service roads shall be resolved at time of Final Development Plan.
11. Denote any proposed patio seating and required parking shall be resolved at time of Final Development Plan.
12. Resolve right in/out and Harrodsburg Road improvements.
13. Discuss spacing of full-signalized access per KYDOT requirements.

Staff Zoning Presentation - Ms. Wade said that the staff had received a number of correspondence, to be entered into the record, both in support and opposition to the proposed zone change. She that the staff also received two letters submitted, which were distributed to the Planning Commission. Staff said there were 11 in support and 11 in opposition. She said that staff would like to enter the following documents into the record: the 2013 Comprehensive Plan, in total; the 2018 Comprehensive Plan's Goals & Objectives; and a slideshow the staff prepared about the Potential of Placemaking in Lexington; these were also distributed to the Planning Commission.

Ms. Wade presented and summarized the staff report on this zone change. She displayed aerial photographs and site photographs of the subject property. She said that the subject property has been partially developed since 1980. The United Methodist Church has been there for 35 years. The Hoover property has a residential structure that had been converted into a restaurant, and it also has additional commercial development on its side. She said the subject property is bordered by the Palomar neighborhood, with single-family homes, on the north and west. She said that the residential structure that houses the restaurant did experience some structural damage and the applicant contends that it can't be rehabilitated and is being proposed to be removed.

Ms. Wade gave a brief history of the subject property. She said the two Hoover properties had a zone change to the B-1 zone in 1998, with conditional zoning restrictions to preserve open space on the site and mandate only one use for the property (restaurant). Another zone change was granted in 2006 to expand the B-1 zone to the rest of the Hoover property in order to build the small commercial development that is on the hill.

Ms. Wade said the applicant is requesting the B-3 zone for the subject property. The applicant is proposing an organic grocery, hotel, pharmacy/retail store, and small retail spaces, and six restaurants. She said that the two tallest building will be located closest to the Palomar neighborhood, which are the hotel and anchor store. The anchor store is proposed to be 45 feet tall and hotel is proposed to be 75 feet tall. She said that Glade Ct. is currently a stub street, which is not proposed to be extended into the development; it is proposed to have a pedestrian connection but no vehicular access. She said the applicant has proposed three access points: one on Man o' War Blvd. and two on Harrodsburg Road.

Ms. Wade said the applicant contends that the 2013 Comprehensive Plan is being met with this application as cited in their justification. She said the applicant contended that the restricted B-3 zone is in agreement with the Comprehensive Plan, they made a list of numerous Goals & Objectives, but didn't provide much information of why it is appropriate or how the request addressed the policies of the Plan. She said the staff reviewed the application referencing the 2013 Comprehensive Plan and the 2018 Goals & Objectives. She quoted the Plan's mission statement, "to provide flexible yet focused planning guidance to ensure equitable development of our community's resources and infrastructure that enhances our quality of life, and fosters regional planning and economic development. This will be accomplished while protecting the environment, promoting successful, accessible neighborhoods, and preserving the unique Bluegrass landscape that has made Lexington-Fayette County the Horse Capital of the World."

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Ms. Wade summarized the five themes from the 2018 Comprehensive Plan's Goals & Objectives, which are: growing successful neighborhoods; protecting the environment; creating jobs and prosperity; improving a desirable community; and maintaining a balance between Planning for Urban uses and safeguarding rural land. She said the 2013 Comprehensive Plan supports these statements by referencing placemaking, sustainability, and walkability, which are encouraged in every zone change. She said that staff wants sociability, users to be active, and the public to be invited to a place, whether it is a shopping center or a park.

Ms. Wade said that all of the elements of Placemaking need to be present in order for it to work. She said that it will need to be walkable and easy to get to and fro, with context-sensitive site development, which will make it responsive to the neighborhood.

Ms. Wade displayed a comparison of shopping centers depicting the open space and the social interaction, along with the entertainment that entice a public to come to the shopping center and stay there. She said the intent of the Highway Service Business (B-3) zone is for retail and other uses that are necessary to the economic vitality of the community. The Comprehensive Plan should be used to determine locations for this zone but also special consideration should be given to relationships of those uses in the zone to the surrounding land uses and verifying that are our streets are adequate to accommodate the traffic. She said that the B-3 zone is appropriate along major arterial highways that are auto oriented and non-neighborhood oriented, such as New Circle Road and parts of Nicholasville Road and Richmond Road.

Ms. Wade said the applicant's justification statement only addressed the proposed B-3 zone with one sentence as follows: "Rezoning all of the subject property to a larger unified B-3 zone (vs. B-1) would allow for a rebranding, increased visibility and appropriate utilization of this portion of the Subject Property." She said that the staff doesn't agree that this is the only zoning option and believes that there are other options that more fully support the Comprehensive Plan in terms of zoning, such as the B-6P zone or a mixed-use community zone. She said that the applicant is proposing to locate the two tallest buildings closest to the existing single-family residential neighborhood, and the staff would like them to be located away from the residents, in order to create a land use buffer and not just a landscape buffer. She said that the applicant is proposing to restrict some live entertainment conditions, which the staff believes would be needed to make the commercial center an experience by offering entertainment, special events, live music, farmers markets, and athletic clubs.

Ms. Wade said the staff has met with the applicant numerous times in an attempt to improve this development with little or no response from the applicant. She said the Zoning Committee recommended referral and the staff is recommending disapproval of the requested zone change for this location. Ms. Wade summarized the staff's findings for disapproval.

Development Plan Presentation - Mr. Martin presented a rendering of the preliminary development plan associated with the zone change. He said that the staff reviews the plan for its compliance with the requested zone. He identified the proposed buildings. He said that proposed development is over 214,000 square feet in size, with 631 parking spaces, which the requirement is only 595 spaces. He said this is a typical plan for a B-3 zone, with the orientation and layout being about the individual uses and the parking. He identified the access point off of Man o' War Blvd. to serve the interior of the development. He identified the right-in/right-out and the full access points that are being proposed off of Harrodsburg Road. He also identified the location of Glade Court, which the applicant is proposing only bicycle and pedestrian access.

Mr. Martin said there are standard sign offs and clean up condition for the plan. He said the applicant is proposing an internal sidewalk system. He said the staff had some concerns of the functionality of the sidewalks, and making sure that they would be located on both sides of the service entrances. He stated that this detail could be resolved at the time of the final development plan. He said the applicant needs to define the seating requirements of the restaurants, in order for the staff to determine the parking ratio that will be needed. He said the applicant has agreed to the landscaping along the arterial roadways, which will also be further addressed at the time of the final development plan. He said the staff is recommending certain standards be utilized, such as the same landscaping that is required on Man o' War Boulevard.

Mr. Martin said that the staff stressed the importance of the access into this development. The state will need to approve a new traffic signal on Harrodsburg Road. He said that none of the access points meet the Subdivision Regulations and the applicant will need waivers on the spacing of the access points. He said that Glade Court stubs into the property and staff doesn't believe that opening it will have much of a negative impact on the short distance between Glade Court and Lyon Drive. He said the staff is also concerned about the functionality of Glade Court being a bicycle and pedestrian access, due to the relationship to the loading dock of the grocery store, which needs to be addressed and resolved at the time of the final development plan. He said that the Division of Traffic Engineering has concerns with the right-in/right-out on Harrodsburg Road, because of its proximity to the full access proposed further south on Harrodsburg Road. He said the Subdivision Committee did recommend approval of the proposed plan.

Traffic Study - Jimmy Emmons presented the MPO staff report on the submitted Traffic Impact Study for this zone change. He said that staff was concerned with the applicant's methodology used for this development, which was labeling this as a "mixed-use" area. He said that would allow them to take an internal capture discount of the total amount of traffic that's generated for this development, which is 34% in the overall traffic. He said that in 2017, the Institute of Traffic Engineers adopted the 10th edition of the Trip Generation Methodology to calculate vehicle trips, which the staff referenced. He said areas that have retail, office, and residential have synergy and work best as a "mixed-use" development.

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Mr. Emmons said that staff disagreed with the applicant's assumption that this is a mixed-use development; staff categorized it as a shopping center with a hotel. He said that with that category, the staff calculated less traffic generation than the applicant did. He said that the staff can accept that the trip generation numbers that the applicant has proposed for their analysis are reasonable.

Mr. Emmons said the staff is supportive of the right-in/right-out on Man o' War Blvd. He said most of the staff's concerns are associated with the proposed access to Harrodsburg Road. He said Harrodsburg Road is a commuter corridor between downtown Lexington and Jessamine County with approximately 32,000 trips per day. He said the study reviewed transit, pedestrian and bicycle use. He said that in this area, transit is difficult because the northward movement out of this site is going to be problematic for transit to serve this shopping center and the existing Palomar Shopping Centre. He said the walkability for this development is very poor, no matter which method or resource was used to measure the walkability of this proposal.

Mr. Emmons said the staff is also concerned with the signalization, the connectivity, and the spacing and design of this development. He said that the traffic study assumes that there will be a signalized intersection for the development's main entrance. He said that relocating the proposed signal to Palomar Blvd., which is 1,300 feet from the future signalization at Madrone Way, will function better than the proposed 900 feet from Man o' War Blvd. He said the standard for the distance between traffic signals is actually 1,600 feet apart along an arterial roadway, such as Harrodsburg Road.

Mr. Emmons said that the staff is recommending that the primary entrance along Harrodsburg road be a Right-in/right-out, with a median U-turn (also known as a J-turn), which would reduce the left-turn intersection conflicts. He suggested relocating the main entrance closer to the south and closing the median, except for J-turns. He said the staff recommended to remove the right-in/right-out entrance closest to Man o' War Blvd., because it's too close to the intersection and creates more points of conflict. He said that Glade Court should be opened for all uses, even vehicular, because it will allow the Palomar subdivision residents the ability to access this proposed shopping center. He also said that the entrance off of Glade Court into the development is poor because of the movement of the proposed drive-through lane, loading dock of the grocery store, and the traffic entering from Man o' War Blvd.

Commission Questions - Mr. Berkley asked if every entrance and exit into this development will be right-in/right-out under the MPO proposal. Mr. Emmons said that is correct. The left turn movements would be at the J-turns and there will be appropriate breaks in the traffic with the signalization at Man o' War Blvd. He said the Federal Highway Administration has stated that this is a proven safety counter measure for access management on major arterial corridors.

Note - Mr. Forester left the meeting at 4:30 p.m.

Applicant Presentation - Mr. Bruce Simpson, representing the petitioner, gave a brief history of the subject property. He asked the citizens to stand if they were in support of the development (approximately 18 people stood up). He said that the developer has been working on this project for the past 2 years.

He said that they were mindful of the staff's recommendations, in terms of design. He said that the staff preferred a mini-Summit, which was popular among the staff and the Planning Commission. He said that the Summit was 50 acres and this site is only 12 acres of undeveloped land, with an existing shopping center and restaurant on four acres.

Mr. Simpson said that they had met with the staff five times and took them on a tour of the property and shared their ideas. He said that they had three different design professionals to try to duplicate what the staff preferred, and they vetted it through real estate professionals all around the country. He said they had many good designs; however, after being told by real estate professionals that commercial and residential wouldn't work in this area they made a decision to move forward with the current application.

Note - Mr. Forester returned to meeting 4:38 p.m.

Mr. Simpson said that they have designed a development they believe is very neighborhood friendly. He said that they had four meetings with the neighbors (the associations and private property owners) before filing the application. He said the Board of Directors of Palomar Hills Neighborhood Association adopted a resolution endorsing this development. He said the President of the Glade Homeowners Association is also present at the meeting to endorse this application. He said that they have all but three of the contiguous property owners that have signed agreements in support of the development. He said that they had found acceptance from the neighborhood just not from the staff, who wants the development to be denser. He said that in order to comply with B-6P zoning, they would have to add 80,000 more square feet to this development.

Mr. Simpson presented photos depicting the sense of place, a community gathering area, and a water feature as a focal point. He said this development will be very walkable with restaurants that have outdoor patios and live entertainment. He said this application is a B-3 zone with restrictions that will basically make it a Neighborhood Business (B-1) zone with the addition of a

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hotel. He said that they have proposed conditional zoning restrictions for the zone to fit the neighborhood by eliminating the night clubs, special events, parties or concerts. He said the entertainment will be on a low level and located near the water feature, which is away from the residents.

Mr. Simpson believes that their application is in compliance with the 2013 Comprehensive Plan. He said that it's located between two major corridors. He said that this property needs a traffic signal and stated there are other areas in the county that have signals at the distances they are requesting. He said they have received approval from the Technical Review Committee and the Subdivision Committee and that this is a long-term review process and these access issues will be worked out at the time of the Final Development Plan.

Mr. Simpson displayed a map of the surrounding properties. The neighbors in support of the development were marked on the map. Mr. Simpson stated many of the supporters are present at this meeting. He said that Ms. Dixon is also present and she has concerns with stormwater runoff onto her property. He displayed a photo of Glade Lane and said that it is only 18 feet wide; and doesn't meet public street standard.

Mr. Simpson said that private agreements were worked out with all but three of the contiguous property owners. He said that each of them are different and needed different assurances concerning the proposal. He said that Ms. Stevens is present and she is concerned about the loading dock of the grocery store. He said that when a designated grocery store is determined, they will be able to define the exact location of the loading dock and the issue may be resolved at the time of the Final Development Plan. He said that there are a few other concerns that will be resolved at the time of the Final Development Plan, such as stormwater drainage systems. He said there will be a management company managing the property.

Mr. Bill Lear, also representing the petitioner, commented on the staff's recommendations. He explained that this property does not allow a development like the Summit. He said that the grocery store is proposed to use four acres of the twelve acre site, leaving only eight acres for other uses. If a multi-story building was proposed, to add density, that would then require a parking structure. He doesn't believe that would work on a property of this size. He questioned the viability of the access plan proposed by the staff.

Mr. Lear said that this is a restricted B-3 zone, and after everything has been removed it is basically a B-1 zone plus a hotel. There will be restrictions for adult uses and massage parlors, auto sales, arcades, etc. He referred to the Proposed Findings of Approval, as follows:

PROPOSED FINDINGS OF APPROVAL FOR A ZONE CHANGE FROM NEIGHBORHOOD BUSINES (B-1) AND AGRICULTURAL URBAN (A-U) ZONE TO HIGHWAY SERVICE BUSINESS (B-3) ZONE: THE FOUNTAINS OF PALOMAR, LLC

Based on the evidence and testimony presented, the Planning Commission recommends that the application to rezone the property located at 3801, 3901 and 3955 Harrodsburg Road from Neighborhood Business (B-1) to Highway Service Business (B-3) for 4.17 net (5.16 gross) acres and Agricultural Urban (A-U) zone to Highway Service Business (B-3) zone for 12.23 net (15.52 gross) acres be APPROVED because:

1. The request to restricted Highway Service Business (B-3) zoning and associated development plan are in agreement with and supportive of the Comprehensive Plan based upon the following:
 - A. "The ideal structure of a neighborhood is comprised of places to reside, work, shop, learn and play." Comp Plan, p. 38, In this case, the relevant neighborhood is roughly triangular in shape and is bounded by Man o' War Boulevard, Harrodsburg Road, and the Urban Service Area Boundary. This neighborhood currently is entirely residential, consisting of single-family detached housing on a variety of lot sizes and in a variety of price ranges, plus a section of townhouses. The proposed zoning and development will provide places to work, shop, and play in close proximity to the residential uses, but not encroaching on those uses so as to produce negative impacts.
 - B. "...three main qualities attach people to place: social offerings, openness, and aesthetics. As a desirable place to live, Lexington possesses these qualities because of our strong urban form, thriving neighborhood and vibrant commerce." Comp. Plan, p. 84. The proposed zoning and development will add commercial entities offering entertainment, plazas, and meeting places in easy walking distance from nearby residential areas in an open and aesthetically pleasing environment.
 - C. "Infill and redevelopment should help neighborhoods achieve a mix of uses that support and enhance a citizen's daily life." Comp. Plan, p. 101. The proposed development will feature a moderate sized grocery, pharmacy, coffee shop, sit-down restaurants, small shop retail, and potentially a bank. All of these uses will support and enhance the daily life of Palomar Hills residents and all will be located within a 15-minute walk from the majority of the Palomar Hills residential area.
 - D. "Encourage the development of appropriate attractions and supporting uses that promote and enhance tourism." Comp. Pln. p. 6. The proposed hotel will be one of the closest, and in some cases the closest hotel in Fayette County, to Bluegrass Airport, Keeneland, major distilleries located in Bourbon and Anderson counties, several

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- major horse farms that participate in the Horse Country tours program, and the largest church in Central Kentucky. As such, it will provide significant support for all of those attractions for out-of-area visitors.
- E. "In the best of times, the need for jobs and economic development remains central to community planning efforts." Comp. Plan p. 61. The proposed development will transform vacant agricultural land and underutilized business land into a commercial center with job opportunities and a vital hotel to enhance Lexington's tourism and business travel amenities.
 - F. "Urban development and rural preservation are two side of the same coin. Urban infill and redevelopment strategies that accommodate growth responsibly, preserve vibrant neighborhoods, and encourage job creation in turn provide safeguards to rural land." Comp. Plan p.96. This well-designed project upholds the Urban Service Area preservation strategy, is appropriate infill, provides a variety of commercial choices which meet several community needs, encourages community interaction through pedestrian connectivity, all while respecting its neighbors with landscaping buffers.
2. The existing Agricultural Urban (A-U) & Neighborhood Business (B-1) zoning is inappropriate and improper and the proposed Highway Business (B-3) zoning is appropriate and proper based upon the following:
 - A. The business zoned portion of the property subject to this zone change request struggled for economic survival since this property was rezoned B-1 with much difficulty in maintaining tenants due to poor visibility and access from Harrodsburg Rod and not being integrated into a larger retail development with an anchor store. Thus, the Planning Commission deems the existing zoning for this property to be inappropriate.
 - B. The agricultural zoned portion of the property subject to this zone change request is located directly adjacent to a single-family neighborhood and a small shopping center. This portion of the Subject Property is not suitable, desirable or appropriate for agricultural uses and the cost to repair the church to seek subsequent future maintenance has caused the membership of the church to seek alternative locations in the community. As the property is located inside the Urban Service Area and all public facilities and services are able to serve the property for urban use, the Planning Commission deems the existing zoning for this property to be inappropriate.
 - C. Rezoning all of the Subject Property to a larger unified B-3 zone would allow for a rebranding, increased visibility, and appropriate utilization of the Subject Property. The Property is located at the intersection of two of Lexington's premier arterial highway and will provide needed commercial and economic vitality to the surrounding area. As such, the Planning Commission deems the proposed zoning for this property to be appropriate.
 3. The request to the restricted Highway Service Business (B-3) zoning and associated development plan are also in agreement with the 2018 Comprehensive Plan Goals and Objectives. The proposed development is located at the corner of one of Lexington's major intersections that has remained vacant or underutilized for quite some time. This zone change request is an example of strategic growth that will allow the entire area to flourish (Theme A, Goal #2 & #3) with a development that is environmentally, economically, and socially sustainable (Theme E, Goal #1), emphasizes redevelopment of underutilized corridors in a manner that enhances existing urban form (Theme E, Goal #1), emphasizes multi-modal transportation connections (Theme D, Goal #1), and provides additional commercial land for a diverse workforce and uses supporting our tourism and traveling business community (Theme C, Goal #1-2).
 4. This recommendation is made subject to the following conditional zoning restrictions:
 1. The following uses are prohibited:
 - a. Pawn Shops.
 - b. Athletic club facilities.
 - c. Mining of nonmetallic minerals.
 - d. Gasoline pumps available to the public with or without an attendant on site.
 - e. Adult arcades, massage parlors, adult bookstores and adult video stores.
 - f. Nightclubs.
 - g. Establishments and lots for the display, rental, sale, service, repair, minor repair of farm equipment, contractor equipment, automobiles, motorcycles, trucks, boats, travel trailers, mobile homes or supplies for such items, except that there may be permitted an electric car dealership.
 - h. Billiard or pool halls; dancing halls, skating rinks; miniature golf or putting courses and bowling alleys.
 - i. Tattoo parlors.
 - j. Carnivals, special events, festivals and concerts.
 - k. Commercial farm markets and market gardens.
 - l. Self-service laundry.
 2. The existing 10-foot tall fence behind the Harrods Village shops shall remain and the screening and buffering provisions for the rest of this subject property shall be as described and depicted on the preliminary development plan.
 3. Free-standing signage shall be in accordance with Article 17 of the Zoning Ordinance and shall be limited to the signage shown on and approved by the Planning Commission on the final development plan.
 4. Existing trees bordering the subject property shall be preserved except for deceased or dying trees and those trees which an adjoining owner agrees to be removed.
 5. Building height on the site shall be restricted to one story, except for the hotel.

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Mr. Lear said that the Palomar neighborhood doesn't have any retail nearby, only across Man o' War Blvd. He said that this development will supply neighborhood supportive retail with a grocery store, pharmacy, a bank, coffee shop, and sit-down restaurants. He said that these will support and enhance daily life. He also referenced the Placemaking handout, and said that three main qualities attach people to place: social offerings; openness; and aesthetics. He believes that Placemaking is what makes the gathering places in our community what they are today. The restaurants and attractions that will be located there will create a gathering spot, which the neighborhood presently needs.

Mr. Lear displayed a photo of the site and said that he walked the neighborhood and subject property. He said that it was 15-minutes from the furthest point. He said that they have met with Scott Thompson, LFUCG Bicycle & Pedestrian Coordinator, and have consulted an expert from the University of Kentucky.

Mr. Lear said they proposed right-in/right-outs for the access points for this development. He believes that they have designed an access system that will work. He said that opening Glade Lane will be detrimental to the neighborhood. Infill is intended to help an area not hurt it. He said that this street is not a local street and is not meant for vehicular traffic.

Mr. Greg Malone, Caster Organization, said that he has done projects similar to this proposal. He said that his company had developed a project that had a commercial component, an entertainment component, and a residential component. He said that they had developed a multi-story product on a three acre site. He said that it had extremely wide sidewalks for outdoor cafes and restaurants. He said that they had missed the market for this project, and the property value is substantially less than it was purchased for.

Mr. Malone said that this application is different than his project because the developers on this site are familiar with the market and the demand for the area. He said that this design is for the end user.

Mr. Robert Wagner, consultant for the applicant, displayed historical aerial photos of the site. He said that the target tenants for this project all like this site. He said that, as of today, there is one committed restaurant that will be located near the water feature and also a committed hotel on the Man o' War Blvd. corridor. He said the existing commercial development will be "re-fronted" to be more contemporary. He said that in the center of the development, they are proposing an anchor organic grocery store.

Note: Planning Commission took a recess at 5:30 p.m. until 5:45 p.m. to relocate the meeting to the Phoenix Building.

Mr. Wagner presented a video of the development to the Planning Commission. He displayed a photo of the rear of the proposed anchor building and said that they will not have service doors, only fire exits. He said that most of the trees in the current landscape buffer, between the subject property and the neighboring residential, will remain. He displayed a scenario of the right-in/right-out on Man o' War Blvd. He said the community suggested a bicycle/pedestrian access on Glade Lane and he displayed several renderings. He said that the residents have made suggestions as to landscaping and other aesthetics, and the developer has agreed to incorporate these suggestions on their properties. He said that the exact location of the grocery store's loading dock is unknown at this time, and the developer designed it as the worst case scenario. He said that Ms. Stevens is the homeowner behind the grocery store. They have met individually with Ms. Stevens to work out a compromise with her, but have not been able to work anything out.

The following citizens were present in support to this application:

Joe Clabes, Chairman of the Palomar Hills Community Association, said that he submitted a letter of support from the association. He said that he is concerned with opening Glade Lane as it is not designed for vehicular traffic, and they appreciate the extra communication from the developers.

Jay Conne, 2032 Glade Lane, said that he was pleased with the way the developers are cooperating with the community and correcting stormwater issues.

Brad Kerkhoff, 4009 Peppertree Dr., said that Palomar is a very walkable neighborhood. He is also pleased that the developer asked them all what they would like to have in this area.

Donald Bitetow, resident of Rabbit Run, said that he believes this will be a great enhancement to the area, with more restaurants and shopping.

Edmond Miller, 2204 Silvertree Ct., said that he supports this development and would like to keep Glade Lane closed to vehicular traffic.

Don Holles, 2037 Glade Lane, complimented the developers for their cooperation with the neighborhood.

Ralph Coldiron, 4708 Waterside Ct., believes this developer will deliver what they are proposing.

The following citizens were present in opposition to this application:

Vicki Stevens, 2020 Glade Lane, said that her property is located behind the proposed grocery store and she is concerned with the location of the loading dock and the increased noise and lighting associated with this type of use. She is also concerned with the stormwater runoff. She said that the developer made her an offer of a few accommodations that she believed was insulting. She does not believe that landscaping can mitigate the proposed development for neighbors.

Don Todd, attorney representing several residents from the Palomar and S. Elkhorn neighborhoods. He said the Planning Commission should consider in their deliberations that the developer made negotiations with some of the residents. He distributed the Comprehensive Plan from 1988 and said that this was the beginning of Harrodsburg Road development, which resulted in the Palomar Shopping Centre, located across Man o' War Blvd. from the subject site. He said that the traffic plan was designed for this area to remain residential. He also distributed the Harrodsburg Road Ordinance, which states that there must be 1,600 feet between the access points.

Mr. Todd said that the residents along Glade Lane are not getting what they planned for, a 45-foot building that will be 30 feet from their backyard. He believes that the hotel is out of character in a neighborhood shopping center because it is oriented toward the traveling public and local residents won't be walking there. He said that the 1,600 feet between access points should be maintained, because it is a state highway safety standard and was incorporated in the Ordinance and plans for Harrodsburg Road over 30 years ago.

Donna Dixon, 3905 Palomar Cove Lane, said that she is concerned with stormwater runoff that she believes is the fault of the Hoover/Murray restaurant developers that didn't install a detention pond. She said that the runoff for the entire property enters her property. She said that the applicants have been to her property to assess this issue and was told that they "won't do any more damage."

Joan Ciampi, 2241 Stone Garden Lane, said that she is concerned with the access, point/stub that is toward Syringa Drive. She is concerned with the increase of traffic through the Palomar neighborhood. She is also concerned with the loading docks at the hotel. She said that trash, linen and food is mostly picked up and delivered during the night.

Mary Jo Billitter, 2249 Stone Garden Lane, said that she wasn't surveyed by the developer and was unaware of the meetings. She said that she heard of the meeting by a friend's email. She is concerned with safety and increased traffic. She would rather see a dense residential development here rather than commercial development.

Applicant Rebuttal - Mr. Simpson said they met with the residents and that the residents knew exactly what was being proposed, even before the application was filed. He said that the neighbors are aware that this the first of many meetings and that the Council will also need to hear the case and the Final Development Plan will come back to the Planning Commission for approval. He said that they told the neighbors that they would be notified of all the subsequent hearings. He said that they had agreements with all the neighbors, except for three; of those agreements, they were all disclosed except for one because they were unsuccessful to solve their concerns.

Mr. Simpson said that Harrodsburg Road has changed significantly since the 1980's and development has intensified. This development has proven to be marketable, needed, and wanted, by the people most closely impacted, with the exception of one resident. He agreed that they have more work to do for Ms. Stevens and he publicly pledged to find that compromise with her. He said that he has never had a zone change in which so many residents have been present in favor of the zone change and stated that they have been treated fairly by the developers.

Citizen Rebuttal - Mr. Todd asked the staff for statistical information regarding the square footage of commercial uses along Harrodsburg Road from New Circle Road to the Fayette-Jessamine county line. Ms. Wade said that outside of the Beaumont Center development, there is approximately 400,000 square feet, plus an estimated 500,000 square feet of commercial use in Beaumont. He said that there was a deal made in the past with the Webbs and questioned whether more commercial business is necessary on this corridor. He said that the citizens that are in support of this development were threatened by the developer, telling them that this area would either be this design or high density housing. He agrees with the staff that the hotel isn't necessary and that the applicant should re-do their entire design of this area to make it more compatible with the neighborhood.

Staff Rebuttal - Mr. Emmons said the planning staff makes their recommendations to the Planning Commission with careful thought. He said that staff knows that these recommendations have real world consequences to the developer and the community-at-large. He distributed an email from Randi Feltner, Kentucky Transportation Cabinet, which states that they support the alternate intersection designs being presented at this location and agree with the staff regarding the removal of the right-in/right-out on Harrodsburg Road. He also said that the proposed design is not very walkable. He said that the 5 D's of walkable design were not mentioned: density, design, destination, diversity, and distance. He said that based on behavioral characteristics, most people will only walk 300 feet out of their way to get to a safe crossing. He stated that this is a conceptual design on the development plan and if that's the case they should show the alternative traffic methods that have been proven to be safer on Harrodsburg Road.

Commission Comments – Mr. Berkley said that the applicant isn't denying the alternative access points. Mr. Emmons said that the applicant hasn't incorporated the staff's alternative.

Ms. Wade said the applicant's findings, as proposed to the Planning Commission have some flaws regarding references to the Comprehensive Plan and how it encourages developments that allow people to reside, work, shop, learn and play. The applicant's zone change doesn't address residing, learning, or playing. She said that a restaurant patio is not the type of "placemaking" that should be created. She said the entertainment they are proposing is not encouraging a place that people want to spend time at. She said that a hotel is not in itself tourism, and is not what the Comprehensive Plan is encouraging for the County. She said that service jobs are not the type of jobs that the Comprehensive Plan encourages to be created in this community. She also stated that this development doesn't promote the "walkability" concept of the Comprehensive Plan either.

Applicant Rebuttal – Mr. Simpson said that the proposed findings could be found in the packet that was distributed. He said that the staff wants them to use the B-6P or MU-3 zone requirements. He said that they would if there was a market for those but the research shows that there isn't.

Commission Questions – Ms. Mundy asked if this property has been reported as underutilized land. Ms. Wade said that the staff has categorized the subject property as underutilized, not vacant. Ms. Mundy asked if this could become high density housing with a different zone change. Ms. Wade said that is correct.

Mr. Owens asked about the grocery store in the center, which is displayed on the plan as 35,000 square feet and 45 feet in height. Mr. Wagner said that it is 25 feet in height the rear and will be painted dark green. Mr. Simpson said that is a typo on the development plan. Mr. Owens asked what the height will be in the front of the grocery store. Mr. Wagner said that they haven't identified the user at this time and it could 35-45 feet high with the parapet walls on the front facade. Mr. Owens also asked about relocating the loading dock to another location, so that it would not bother Ms. Stevens. Mr. Simpson said that if that happens, they will notify those neighbors closest to the loading docks and work with them on a compromise.

Mr. Penn said that he has never seen so much discussion of a preliminary development plan associated with a zone change nor has he seen a Memorandum of Understanding with a dollar value in it, to support it. He said that he doesn't want this to paint his vision of what planning looks like, in our community. Mr. Simpson said that they are not paying the neighbors to appear at this hearing. He said that the money was to be spent on landscaping or other improvements. Mr. Simpson said that in Ms. Stevens's case, she was getting offered extra things. Mr. Penn said that there will be a Final Development Plan and the neighbors may not be seeing the same plan as they are today. He said that it is offensive to be debating this as a Final Development Plan today, when there will be another in the future. Mr. Penn said that is concerned with a hotel being proposed in this development and that it is being proposed directly next to the residential neighborhood. He believes that the neighbor agreements were a strong-arm tactic to cover up the zone change.

Mr. Wilson said that the development plan depicts that Glade Lane is 18 feet wide and two vehicles will not be able to pass each other. Mr. Emmons said that Glade Lane was originally approved as an access easement and not a public street. He said that it isn't built to public street standards but it could operate as a road if parking is limited to one side of the street. Mr. Wilson asked if sidewalks will be installed on Glade Lane. Mr. Emmons said that they are present on one side of the street currently.

Ms. Kaucher said that there is a 2002 Ordinance explaining how the neighborhood asked the City to take Glade Lane and Glade Court, as-is, because improving them to standard street width, would have impacted front yards in the neighborhood. She said that this connection would primarily be for the residents only, so that they wouldn't have to drive onto Man o' War Blvd. to enter the shopping center. She said that it won't be used as a short cut, because it won't save any time. She said that Traffic Engineering prefers the connectivity of Glade Lane, for emergencies.

Ms. Richardson asked what would keep the public from using Glade Lane. Ms. Kaucher said that if the traffic wants to use that street, the public is mostly seeking the fastest route and traveling through the narrow streets is not going to gain them any time.

Mr. Wilson said that there are some concerns with the findings that were proposed by the applicant. Ms. Tracy Jones agreed and said that she has reviewed them.

Chair Wilson closed the hearing to public comment.

Mr. Berkley said that he appreciates the neighbors attending and making their opinions known. He believes that this is a good plan, and he doesn't agree with the access points that the staff is proposing. He said that this property has to be looked at by itself, and that Beaumont is designed the same way, with the B-3 in the front area and the residential in the back. He doesn't believe that Glade Lane should be a vehicular access and that there is a demand for a hotel in this area, with Keeneland and the airport nearby.

Mr. Owens said that with Glade Lane being built as a private street and not built to the current street standards. He said that he has seen many Webb projects and believes that they put their best foot forward and will do everything they can to make it work. He believes that there will be a full intersection shown on the Final Development Plan. He asked if the B-3 is appropriate, if the

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current zone is appropriate or inappropriate, and have there been any unanticipated changes. All three of these need to be checked for a zone change. He said that Lexington is growing and we need to grow with it and find new ways to develop with new concepts. He stated that it's unusual to have so many citizens come to a public hearing in support of zone changes. He sympathizes with Ms. Stevens but said that at some point in time, this land is going to be developed. Staff clarified that all three findings as mentioned by Mr. Owens are not required, only one.

Ms. Richardson said that the Planning Commission approved the 2018 Comprehensive Plan Goals & Objectives, which are in favor of high density and no expansion of the Urban Service Boundary. She doesn't want the Planning Commission to get so caught up in the "density" that they forget to compromise and that heavy density doesn't fit everywhere. She believes that this development is designed to be a neighborhood facility, which is being protected by the restricted conditional uses. She said that Glade Lane should be left as it is.

Ms. Mundy also thanked the residents for attending this hearing and expressing their concerns. She said that this a preliminary development plan that is being looked at in detail instead of looking at the zone change. She said that things can change at the Final Development Plan. She believes that since this is part of the underutilized property, the zone change is appropriate.

Mr. Penn said that he would have liked more discussion about the zone change and less emphasis on the development plan. He said that he doesn't want what will "work", he wants what is best for Lexington. He said that it isn't the job of the Planning Commission to set someone up to make money; it's their job to approve a zone change and a development plan that helps the City of Lexington and the neighborhoods in the long run.

Mr. Wilson said that he believes the developers have done things right by communicating and working with the community, but he asked if they have done the right thing. He quoted Mr. Simpson as saying that he is willing to work with the community. However, Mr. Simpson did not indicate that he is willing to work with the staff.

Zoning Action – A motion was made by Mr. Berkley, seconded by Mr. Cravens, and carried 5-4 (Bell, Owens, Penn, and Wilson opposed; Brewer and Plumlee absent) to approve PLN- MAR-18-00004: THE FOUNTAINS AT PALOMAR, LLC, based on the following reasons and the evidence and testimony presented at the hearing:

1. The proposed zoning for a restricted Highway Service Business (B-3) zone is in agreement with the 2013 Comprehensive Plan based on the following:
 - a. The proposed development will provide places to work and shop in close proximity to the residential uses.
 - b. The proposed infill and redevelopment will feature a grocery, pharmacy, coffee shop, restaurants, and other retail and commercial uses that can assist in supporting and enhancing the lives of nearby residents.
 - c. The project upholds the Urban Service Area concept by utilizing infill and redevelopment strategies to develop an underutilized site within the Urban Service Area.
2. The Agricultural Urban (A-U) and Neighborhood Business (B-1) zoning is inappropriate as agricultural uses are not appropriate inside the Urban Service Area and the Neighborhood Business (B-1) zoned area has been unsuccessful at this location.
3. This recommendation is made subject to the conditional zoning restrictions proposed by the applicant as follows:
 1. The following uses are prohibited:
 - a. Pawn Shops.
 - b. Athletic club facilities.
 - c. Mining of nonmetallic minerals.
 - d. Gasoline pumps available to the public with or without an attendant on site.
 - e. Adult arcades, massage parlors, adult bookstores and adult video stores.
 - f. Nightclubs.
 - g. Establishments and lots for the display, rental, sale, service, repair, minor repair of farm equipment, contractor equipment, automobiles, motorcycles, trucks, boats, travel trailers, mobile homes or supplies for such items, except that there may be permitted an electric car dealership.
 - h. Billiard or pool halls; dancing halls, skating rinks; miniature golf or putting courses and bowling alleys.
 - i. Tattoo parlors.
 - j. Carnivals, special events, festivals and concerts.
 - k. Commercial farm markets and market gardens.
 - l. Self-service laundry.
 2. The existing 10-foot tall fence behind the Harrods Village shops shall remain and the screening and buffering provisions for the rest of this subject property shall be as described and depicted on the preliminary development plan.
 3. Free-standing signage shall be in accordance with Article 17 of the Zoning Ordinance and shall be limited to the signage shown on and approved by the Planning Commission on the final development plan.
 4. Existing trees bordering the subject property shall be preserved except for deceased or dying trees and those trees which an adjoining owner agrees to be removed.
 5. Building height on the site shall be restricted to one story, except for the hotel.

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Development Plan Action – A motion was made by Mr. Berkley, seconded by Mr. Cravens, and carried 5-4 (Bell, Owens, Penn, and Wilson opposed; Brewer and Plumlee absent) to approve MJDP-18-00012: HOOVER & FORD PHILPOT PROPERTY, with the revised conditions provided by the staff, as follows:

1. Provided the Urban County Council rezones the property B-3; otherwise, any Commission action of approval is null and void.
2. Urban County Engineer's acceptance of drainage, storm and sanitary sewers, and floodplain information.
3. Urban County Traffic Engineer's approval of parking, circulation, access, and street cross-sections.
4. Urban Forester's approval of tree inventory map.
5. Greenspace Planner's approval of the treatment of greenways and greenspace.
6. Department of Environmental Quality's approval of environmentally sensitive areas.
7. Bike & Pedestrian Planner's approval of bike trails and pedestrian facilities.
8. Denote Department of Highway's approval of access (Harrodsburg Road) shall be resolved at time of Final Development Plan.
9. Denote addition of sidewalk to both sides of all service roads shall be resolved at time of Final Development Plan.
10. Denote any proposed patio seating and required parking shall be resolved at time of Final Development Plan.
11. Resolve right in/out and Harrodsburg Road improvements.
12. ~~Discuss~~ Resolve pedestrian access to Glade Court at the time of the Final Development Plan.
13. ~~Discuss~~ Resolve spacing of full-signalized access per KYDOT requirements at the time of the Final Development Plan.

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