

Chairperson Boswell stated for the record that the motion had passed unanimously.

UNFINISHED BUSINESS

2012-0293 Rochester/Auburn Rezoning Discussion - City File No. 12-010 - Two parcels of land totaling approximately 5.2 acres, located at the southwest corner of Rochester and Auburn Rd., Parcel Nos. 15-34-227-037 and -031, zoned B-3, Shopping Center Business and B-5, Automotive Business, Rochester Auburn Associates, LLC, Applicant

(Reference: Memo prepared by James Breuckman, dated October 19, 2012; Site Plan prepared by AZD Associates Architects; and Traffic Memo dated October 16, 2012, prepared by Michael Labadie of Wilcox had been placed on file and by reference became part of the record thereof.)

Present for the applicant were Doraid Markus, Rochester Auburn Associates, LLC, 6750 Oak Hills Dr., Bloomfield Hills, MI 48304; Tom Gergich, McDonald's USA, LLC, 1021 Karl Greimel Dr., Brighton, MI 48116; Mike Labadie, Traffic Engineer, Wilcox, 37871 Interchange Dr., Farmington Hills, MI 48335; and Frank Zychowski, AZD Associates, 35980 Woodward Ave., Suite 300, Bloomfield Hills, MI 48304.

Mr. Breuckman stated that the applicants wanted to come before the Planning Commission for a discussion item. He noted that they had revised the Site Plan, and turned the discussion over to Mr. Markus.

Mr. Markus recalled that they had been before the Commissioners several months ago requesting a Rezoning and discussed a Conditional Rezoning. As a result, they felt it would be best to revise the Site Plan and come back to talk about what the City would like to see and how the site could best be developed in partnership. The previous Site Plan showed a standalone drive-through building on Rochester Rd.; adjacent retail centers totaling about 18,000 square feet on Rochester Rd.; a configuration for a McDonald's on Auburn; and a future building which could be medical, but they were not sure yet. From some of the Commissioners' comments, they took to heart the fact that traffic and ingress and egress were issues. They considered those comments in formulating a Site Plan they felt was better working. They eliminated the standalone Tim Hortons and added it to one of the two mirror image buildings on Rochester to give it a uniform flair and to match what he thought was B-2 and B-3 zoning. They hid the drive-through behind building D and gave it more stacking and better access for vehicle traffic.

They added a one-way drive around that building and added some angled parking. They pulled the buildings on Rochester Rd. forward and added two rows of parking instead of the original three. The back of the proposed buildings B and C stayed the same. Regarding the traffic, they did a couple of things. On Rochester Rd., they moved the access further south and also closed the gas station ingress/egress. They added a decel lane on Rochester Rd. to help with traffic. He said that Mr. Labadie would talk about the Auburn Rd. accesses. The one toward the corner would be right-in, right-out only, and the westerly drive would remain full access. They took all the comments they heard, and hoped they came up with a Plan the City would be happy with.

Mr. Labadie advised that they had completed a fairly complete analysis of the traffic working with the City's Traffic Engineer and MDOT. He advised that 80% of the study was complete, and it was contingent upon what kind of feedback they got from the Commission about driveway location, and he felt that MDOT would like their input also. He provided the memo that showed existing conditions and the results that would drive where the access points would go. He assured that there would be a larger study provided.

Mr. Labadie related that they moved the access on Rochester Rd. as far south as they could. They added the decel lane, and he was not sure a right-in, right-out would work there, but it could be difficult to turn north. Northbound left turns to go west on Auburn would be somewhat of a protected movement from the left turn lane. The first time the plan was shown, there were two full movement driveways on Auburn. The study indicated that the easterly drive would not work most of the time as a full movement, so they made it right-in, right-out only. MDOT's criteria for driveway spacing would indicate that also. The westerly drive on Auburn would be full movement. The queues did not go that far back from the left turns and the through movements, so he felt that a full movement driveway there would be o.k. and would meet the MDOT criteria for spacing and distance from Rochester Rd. The challenges were the driveways on the north side of Auburn and not creating some sort of significant conflict with them, although the two driveways on the north side of Auburn were fairly low volume movements. With his experience, they tried to locate the new driveways as best as they could based on existing criteria. He thought they were in good spots based on the conflicts from the north side. Operationally, the intersection was challenged in the p.m. peak hours and somewhat challenged in the morning, but not as much as in the afternoon. In the morning, the total number of vehicles entering the intersection during the peak hours of 7-9 a.m. was 4,020. In the

afternoon, between 4-6 p.m., it was 4,832. The other hours they had data for, lunch time and Saturday, were less than that. During peak hours, there were a lot of queues that backed up in a lot of directions, but it would work as well as a lot of intersections in the same environment. The impact of the development was a "grain of sand on the beach" in comparison to the 4,800 trips. The morning peak hour would have 340 new trips and in the afternoon, there would be 221 new trips in and out of the site. The City had a future plan that showed a right turn lane for eastbound traffic to go south, and that was the only approach that did not have a right turn lane. The City did not control those roads but eventually wanted to add that. He noted that MDOT planned to modernize the traffic signal at the intersection. If they added a right turn lane and signal and changed the timing and phasing, the intersection would operate better than it currently did. He asked the Commissioners their thoughts on the location of the driveways and what they would like to see from the Site Plan so he could finish the study.

Chairperson Boswell was not sure about the western-most entrance onto Auburn, because no matter where they put it, they would have conflict with the left turners coming from the north side of Auburn. Mr. Labadie maintained that if they could address those driveways on the north side down the road, it would be something they should do.

Mr. Yukon said that he had a concern with the left turn onto Auburn. He asked Mr. Labadie if he could touch upon the traffic generation for that side. Mr. Labadie said that he did not have that information, but the traffic queues from the signal, or eastbound traffic, did not come back that far under existing and future conditions. That movement, while someone had to fit in the gaps, was not blocked by queued traffic.

Mr. Yukon noted the shopping plaza to the west of the proposed development, and said that from his personal experience, even trying to make a left out of there was a big challenge. That was even farther west from the intersection than the proposed driveway would be. Mr. Labadie agreed it was a challenge but not a unique condition on a high volume road. Mr. Yukon said that he tried not to make a left out of there if he did not have to, especially between 4:00 and 6:00 p.m. His concern was having a left out of the proposed development and his comfort level for drivers. Mr. Yukon's other concern was that on Rochester Rd., there would be a decel lane and a right-in and out and left in and out of that driveway. He asked if the restaurant on the end would have a drive-through, which was confirmed. He said that even not knowing exactly how many cars would be there, it appeared it could be very

congested.

Mr. Markus responded that they moved the stacking behind the building, and there would be a one-way directional sign separate from the drive-through to alleviate traffic concerns. There would be plenty of room to move cars and to back in and out of parking spaces. Mr. Yukon said that if there were cars queuing up and another lane to the south of that queue had cars entering and exiting, he would be concerned about the traffic there. Mr. Yukon also mentioned pedestrian traffic, and asked if the applicants planned to make it a walkable development.

Mr. Markus stated that they were trying to make it as walkable as possible. There would be red stamped concrete around the area to make it walkable. He said that unfortunately, it would not be the most walkable environment because of the way the property was laid out. They were trying, and they would connect the concrete between buildings and put in patios and benches in front of the buildings, but they were somewhat limited.

Mr. Yukon said that he would appreciate it if they would take a further look at his concerns. Mr. Labadie said that the final traffic study would show the movements in and out of the driveways, including the number of right and left turns in and out. He would provide a simulation that would show how the cars moved in and out as well. Mr. Yukon concluded that he just wanted to make sure it was a safe site.

Mr. Labadie said that he also had to meet with the City's Traffic Engineer and with MDOT's Traffic Engineer to go over everything. He had spoken with them briefly, but they wanted to wait to comment until they had a chance to see the whole study.

Mr. Hooper remembered Mr. Labadie from the Papa Joe's and City Walk developments, noting that he had done the traffic studies for those also. He indicated that there was a major improvement to the Tienken and Rochester intersection. Mr. Labadie had done a full simulation model at that time, which resulted in two additional left hand turn lanes in all directions. In Mr. Hooper's opinion, that eliminated the traffic bottleneck there, and it was a significant improvement.

Mr. Labadie claimed that simulation models were even better now. Mr. Hooper suggested that a full traffic study with a simulation model would be needed. Mr. Labadie said it would be done in a couple of weeks. He did not want to spend time finishing it and having to redo it after

comments from the Planning Commission.

Mr. Hooper asked about the 24-hour trip generation for the development as proposed. Mr. Labadie said that in and out would be 3,546. Mr. Hooper asked if that corresponded with the a.m. and p.m. peak of 340 and 221, which Mr. Labadie confirmed. Mr. Hooper clarified that the southbound deceleration lane would be part of the development. Mr. Markus said that they anticipated it. They understood the traffic concerns, and they felt it was the best way to alleviate traffic when people turned right into the development from Rochester and southbound traffic could continue on Rochester Rd. He reminded that it would all still be subject to MDOT's approval. Mr. Hooper observed that the City had been successful with MDOT in the past, citing Tienken and Rochester as a main example. He noted the suggestion to have a dedicated right turn only onto Auburn Rd., but he did not see it on the Plan. He asked if they were proposing that.

Mr. Markus said that recently came up. He said he did not have an answer, but they were investigating it, and they would talk to MDOT. If it would help the Site Plan move forward, they would definitely take a look at it, but they did not have all the information yet. If it was something the City wanted, they would take a long, hard look at it and see what they could come up with. At this point, they did not know how it would work or what effect it would have on their ingress and egress. It was definitely something that was on the table, so they could work together and get something that benefitted everyone.

Mr. Hooper referred to conclusion number four of the technical memo from Mr. Labadie. He commented that the cynic in him would have one determination. He read, "Existing vehicle demands at the intersection of Rochester Road & Auburn Road currently exceed capacity. The proposed project will not significantly impact existing traffic operations," and it appeared that they did not need to do anything. Mr. Labadie said that was not exactly how it should be interpreted. He said that the reason they felt comfortable saying that was because when they looked at models proposed and the traffic assigned the way they discussed earlier in the memo, there was not a big impact based on traffic queues. For the p.m. peak hour, which was the worst, the trip generation was less than 3% of the total number of trips going through the intersection. The difference in delay for an eastbound trip was very small - a couple of seconds. He indicated that they would be adding to an already existing problem, but anything that was built would also. He stated that it would not be a significant impact, and it would not change the level of service or anything

like that.

Mr. Hooper asked Mr. Labadie if he was familiar with the previous plan that was put together, and he said he was not. Mr. Hooper said that it showed the existing condition of the auto dealership and the gas station and the suggestion of a B-2 zoning and a B-3 zoning and what the trip generation would be. Mr. Labadie said that he did not see that, but did his own analysis regarding the same things. He made an assumption of the previous uses as all retail as a comparison. Mr. Hooper asked what he showed for a 24-hour trip generation. Mr. Labadie said that for the former uses, he showed 2,045 trips in 24 hours. Half were in and half out. If it were all retail, it would be 2,438. Mr. Hooper said that it was previously published as 2,357, so he was in the ballpark for conditions as presently developed for 24-hour trip generation. What they were proposing now would be a 75% increase in traffic. Mr. Labadie said that daily, that would be true. Mr. Hooper said that the p.m. peak would be close, going from 204 to 221 cars daily. The biggest difference was the a.m. peak, which would double from previously published trips going from 170 to 340 with the proposed development. Mr. Hooper stated that he had nothing against the development, against McDonald's or Tim Hortons and nothing against having either developed in the City. He had no problem having the site redeveloped, and he wanted the site redeveloped; it was just that by increasing the traffic, they would be adding fuel to the fire. He encouraged that they either had to address that or develop it appropriately so they did not exasperate a problem they already knew they had.

Mr. Labadie responded that they were trying to do that in some ways by getting the driveways located properly to make sure they did not conflict. He understood that Mr. Hooper would like to have it operate at least as well as it did today. Mr. Hooper agreed, and said it should not get any worse. Mr. Markus added that their hope was that when MDOT changed the signals, and with the decel lane and the change in driveways, that they would be contributing to a fix and not to the problem. He felt that the biggest hurdle would be getting the State of Michigan to fix the signals at the intersection. He thought that would change a lot of what was going on there. He pointed out that he did not create the backups. He agreed that no matter what was put there, and it would not be a dealership, there would be more traffic created. He could only do so much towards a fix, which was adding a decel lane and aligning the driveways. He offered that they were open to suggestions and to working with the City to address the problem.

Chairperson Boswell suggested that lowering the number of driveways, especially on Rochester Rd., and adding a deceleration lane would mitigate a lot of the problems the intersection had, although there was a Verizon store right across the street. He stated that he would never turn left out of that store, but if someone did have the nerve to and someone was coming left out of the proposed driveway for the development, they could hit. He realized they wanted to get the driveway as far south as they could. Mr. Labadie said that MDOT would also ask them to do that. Chairperson Boswell said that he understood that, but he cautioned that it would be in direct conflict with the Verizon driveway.

Mr. Labadie said they had talked about it. He suggested that they waited to see where it went with the City's Engineer and MDOT. If they moved it north, MDOT was liable to say it did not meet their criteria. Mr. Markus said that they were kind of stuck between a rock and a hard place no matter where they moved the entrance. They were trying to do the best they could to fix things. There were things going on across the street which they could not fix. Mr. Labadie said that if there were a silver lining, when their driveway peaked, Verizon would not even be open. He agreed it would not be a 100% fix, but if they started prohibiting turns, people would go in different directions, and the traffic problem would be moved someplace else or the development would fail. They had to find the balance, and they would try to find that. He said that he understood Chairperson Boswell's concern exactly.

Mr. Schroeder said that the westerly driveway on Auburn was a concern. He asked Mr. Labadie where he got his traffic data. Mr. Labadie said that they counted it. Mr. Schroeder asked on what days. Mr. Labadie said it was Tuesday to Thursdays, no Mondays, Fridays, holidays or school vacation days. They did it according to what MDOT and the City asked.

Mr. Schroeder asked about the dark bars that appeared to be over the interior sidewalks. Mr. Markus said that to make it a more walkable area, there would be canopies or arches between the two buildings on Rochester and there would be the same effect on Auburn - an archway that might be named Meadowbrook, for example. It would be to give the look of an outdoor mall. Mr. Schroeder stressed that they needed a full study with MDOT. He thought that it would be preferable to move the driveway on Auburn more westerly. Mr. Markus said that they had done about 20 Site Plans to try to make it work the best. They tried to put McDonald's in the west location, but they did not want it, and they could not get the development off the ground without them. If they did not have McDonald's, they did not have a development. At one point, they were

going to tell McDonald's they did not need them, but there were no other tenants. He had owned the property for over a year. McDonald's had bent over backwards and took the second position, when they really wanted to be on Rochester Rd. He did not think they could move the westerly driveway more to the west, but he asked that they be allowed to try to tweak it and come back.

Mr. Labadie added that if they moved the drive to the west, they would be in conflict with the other drive. They had some counts for the driveways they would bring the next time.

Ms. Brnabic agreed that it might be pretty crazy to try to make a left out of Verizon. She noted the comment that there would not be a conflict because of the hours of operation for Verizon, but she believed that Verizon was open until 8:00 p.m. on weekdays. Mr. Labadie said that he was referring to mornings. Their south driveway in the morning would have more cars than in the afternoon. Their highest number would probably be exiting the site when Verizon was closed in the morning.

Mr. Hetrick asked if there was a requirement that they have a restaurant on the south side of the development.

Mr. Markus said that when they got the development off the ground, they got McDonald's as their first tenant, but they needed a little more because they bought the gas station, which was very expensive. He needed another deal to get financing to get it going, and Tim Hortons stepped up. They were originally going to build a bigger type of café and bake shop. They took the Tim Hortons site and absorbed it into one big building with a restaurant and drive-through. He added that it would probably be about 1,800 square feet.

Mr. Reece asked if there was any thought given about approaching the property owner to the west to try and make the development more driveable. Mr. Markus said that was an interesting point, but he had not. He did not feel it would work for McDonald's. They needed the drive for their stacking. They had been through many Site Plans to try to make McDonald's fit and work, and it really had to be the way it was. They had made a lot of concessions, so he could not take away their drives.

Mr. Reece summarized that the question was whether there was a compelling reason to switch the zoning to B-2. Mr. Markus said that he did not care what it was zoned at the end of the day, as long as they got it developed. He noted that he had done developments in other cities

where the zoning was not completely clear to him. He really did not see a difference in the B-3 and B-2 zoning. There was almost identical language or only a slight differentiation in the language. He said the City could zone it Industrial; he did not care as long as he was allowed to develop.

Mr. Reece said that he mentioned that the last time Mr. Markus was there, but it seemed that McDonald's was driving the development. For the Commissioners, it was not about what was good for McDonald's, but what was good for the community and getting people in and out of the site safely. They challenged Mr. Markus last time to put kids in his car and try to turn left out of the development at 5 p.m.

Mr. Markus replied that regarding that, they were trying to give the community something that, when they drove down Rochester Rd., was a great gateway to their City. He did not want the gateway to be a McDonald's on Rochester Rd. He wanted to put in two buildings of high quality, with brick and limestone, and put McDonald's in the back. He reiterated that he could not get the development off the ground without them. Rochester Hills already had almost every tenant, and he got lucky to find the two he did. If one of them walked away, the City would be stuck looking at the gas station and a closed down dealership. In two or three years he might get someone else, but he could not wait for that. He understood it was the "tail wagging the dog," but from his perspective, they had someone on the hook, and they would like to build a beautiful site. He agreed the Commission challenged him to take a left turn at 5:00 p.m. onto Rochester and Auburn roads. They were trying to do everything they could to alleviate problems, although some could not be alleviated by him. For example, the traffic control signals on Rochester Rd. He could add a decel lane and a one-way in and out. He could provide the best situated entrance he could on Auburn because no matter where he moved it, he was in conflict with some place. He was trying to get a happy medium, and keep McDonald's as a tenant and still service the needs of the center and make the City and MDOT happy. He was not trying to force anything down anyone's throat. He was trying to convey that he was working diligently, and he had utilized every weapon at his disposal to try to get the right Site Plan. He hoped that by taking the Commission's comments into consideration that it would get them to the finish line. He appreciated Mr. Reece's comments, and they were trying to alleviate the concerns.

Mr. Labadie said that he did not want people to think he would lie about how well the intersection would work, and he liked the idea of putting kids

in the car and turning left at 5:00 p.m., but he felt that went on everywhere. If that was the criteria he was working for, he would fail.

Mr. Reece stated that the Commission's request was that the developer did not make it any worse than it was today. Mr. Labadie asked at where any worse he was referring. The ability to make a left turn out to any of the roads was not going to change, whether they built the right turn lane or they prohibited McDonald's where it was, or anything else. Whatever was built there, the ability to make that left turn at 5:00 p.m. would still be the same.

Mr. Reece observed that it was a function of what was put on the site. Mr. Labadie disagreed, and said that the number of people that might want to make that left turn was a function of what went on the site, but the ability to make the left turn was a function of the gaps in the traffic on the two roads, and he could not influence that. They could make it as safe as possible, given the site they had, and the developer could change the number of people that might want to make that left turn during a certain time. It could go from ten to eight or three, but the ability at 5:00 p.m. to make that left turn did not change - it was the same. He stated that he could not use that as a criterion because he would fail. Mr. Markus added that the traffic was there already. Mr. Labadie said that it would be one thing if they had a gigantic impact on the operation of the intersection of Auburn and Rochester by itself. They could mitigate that impact to some extent. That was what the right turn lane would do and that was what traffic signal modernization did. That did not influence the un-signalized driveways that served the site or any of the other sites up and down Auburn or Rochester Rd. It was the gaps in the through traffic that did. His point was that to address the concern about 5:00 p.m. turns with kids in the car, and to try to meet the City's and MDOT's standards for driveway spacing and driveway design, etc., the best they could do would be to reduce access points, reduce the number of conflicts and add a decel lane.

Chairperson Boswell said that none of them liked it particularly that the intersection was an F, which was difficult. The applicants had done some things that, as far as he was concerned, were probably the most they could. They reduced the access points, they added a decel lane on Rochester Rd., and they showed right-in, right-out on Auburn's easterly drive. He was not sure what else they could possibly do, but that was what had them all worried. Mr. Labadie said that he understood the concern. It would not make the community better if sites were developed that did not operate correctly. He referred to a comment by Mr. Yukon about the potential for congestion at the south driveway on Rochester given the use,

and said that it was a legitimate question that they could perhaps influence in some ways. The fact of the matter was that they could not fix the fact that there were cars on those two roads and the demand, but they would be adding less than 3% traffic. That was not the issue; it was getting in-between. If they prohibited all left turns, he did not think they would be doing the right thing, either, because the development would be destined for failure. Chairperson Boswell thought that most people would not turn left anyway, and he certainly would not.

Mr. Anzek told Mr. Markus that he felt the plan was a big step in the right direction. Mr. Markus said that was "music to his ears." Mr. Anzek said that it was what he and Mr. Breuckman were trying to communicate previously. They needed to build the prominent building that would dictate the style for the entire site that would make it a B-3 and unified development. He still had questions about McDonald's being plopped into the center. He explained that he used that term because they were disjointed and disconnected with different angled parking. He realized that was their standard, cookie-cutter operation. He asked if Building C in the traffic impact study was shown as straight retail and if a bank was out of the question, or if the traffic study considered a bank. Mr. Labadie said it was shown as retail, and that a bank would have less traffic. Mr. Anzek said that the plans were dropped off last week, and Staff had not had a chance to really look them over. He could see a few design issues, but he would hope there could be design solutions for them, and several of the Commissioners had touched on them already. He always tried to imagine a fire truck moving around the site, and he thought there would be problems on the south end of building D. Those were details that could be worked out as they went forward. He felt that it would be critical in the next step to get the complete traffic impact study, to talk with MDOT and find out their dictates, if different, and to reflect any design changes accordingly. He added that it would still be great if McDonald's could be part of the architectural theme. He understood that they had their own design, and he had looked at their elevations. He thought that the way the buildings were set on Rochester Rd. was step in the direction they all tried to convey previously.

Mr. Markus stated that he really wanted the Commissioners to understand that he had done everything he could to try to keep McDonald's out. He had tried to find other tenants and tried to other things, but they were not there. If they were, he would bring them forward tomorrow and build something the Commission would stamp approved. He wanted to get it off the ground as fast as the City wanted it off the ground. Building C, the future building, could not be leased. He had

asked doctors, medical personnel, banks and everyone else, but they did not want to go there. He would be sitting on that site, and he would have to market it like crazy to get someone in there. If he had even a slight inclination that Building C could lease now, he would tell McDonald's that they were going to move in a different direction. He said that he had called every contact in his rolodex to try to get something going there, and it would not happen. When things were built and the center was active, he thought that might change. If the Commission said no to the development, he might sit on it and something might come in a year from now, but all he had was McDonald's and Tim Hortons, and they were driving the development and helping get the money to put the project vertical. He said that he really needed the Commission to consider that.

Mr. Anzek asked if the project would be built in phases. Mr. Markus said that the closing date on the gas station would be July 31, 2013. On August 1, they planned to have all the permits to start demolition and start building. They planned to be bricked before winter to work on the interiors. McDonald's would move at its own pace right away. If they got permits in January 2013, they could start building in March, because they were not prohibited by the gas station. The only thing that would not be demolished was the gas station, which had a tenancy until July 31, 2013. He recapped that McDonald's might build first, and they would build the center right after that. Mr. Anzek clarified that Buildings A and D would be built first. Mr. Markus advised that A and D would be built at the same time, and if they had a tenant for C, it would go up at the same time as McDonald's. If he did not have a tenant, it would be a future use building. Mr. Anzek asked if they were locking Building C into retail or if they would keep the option open that it might be a bank. Mr. Markus said that it could be a bank or a medical office; he really did not know, because he was not getting any interest. His choice would be a medical office building, such as a Henry Ford or William Beaumont medical office. Mr. Anzek thought that would be an excellent use for it.

Ms. Brnabic said that they discussed that there would be less traffic generation with a bank than retail, but she referred to the Chase on Barclay, and said that there was a constant trip generation, not only from the drive-through, but in and out of the bank. Mr. Labadie agreed that it would be less overall, but a typical 4,000 square-foot retail would generate a few more trips than a bank at 4,000 square feet. They were both closed during the morning peak hour, which was a good thing, but there would be more of a challenge in the p.m. peak hour. While everyone might like medical office, that was a high generator during the worst times of the day. Ms. Brnabic thought that depending on the bank, the traffic could be more

consistent. With retail, people parked and spent more time in a store than in a bank - people shopped longer. Mr. Labadie concluded that square-foot for square-foot, retail had a few more trips.

Mr. Hooper questioned what would happen if they went to MDOT, and MDOT said they had to do something more regarding the intersection than just signalization, such as having to add dual left-hand turns. Mr. Labadie said that he had never seen MDOT request that, but it could be a first. He wondered what the basis would be for that request, because they would only be adding 3% to the intersection. There were already existing problems there that MDOT needed to address. He did not think the development would be creating enough for dual left turns, and their mitigation would not require them. Mr. Hooper remembered the developments at Tienken and Rochester, which gave rise to the same argument. If there were dual left hand turn lanes, the problem of an F intersection would be eliminated, and it would be taken to an A or B. Mr. Labadie said that would be true, but the magnitude of the number of trips would be quite different, and the Rochester and Tienken intersection was quite a bit different than this one. He did not see MDOT asking for that. He had seen them do that in situations where walking in, there was a Meijer proposed, and he knew he had to fix the intersection and Meijer wanted to fix it too, because it would not work if they did not. He had never seen MDOT request it for a development like they were proposing, where the additional traffic was such a small piece of the overall. If they did request it, they would be back, of course, but he doubted it.

Mr. Dettloff asked the length of the leases for McDonald's and Tim Hortons. Mr. Markus said that McDonald's would have a 20-year lease and Tim Hortons would be a 10-year, with four, five-year options. He added that McDonald's had options as well. Mr. Dettloff asked, even highly marketing the site, what was driving the reason for not getting tenants. Mr. Markus said that they would have no problem filling Rochester Rd., because everyone wanted to be on Rochester Rd. He could not get any interest for Auburn Rd. McDonald's was the only one that would take Auburn if they got drive-throughs, access and driveways. He went down the list of tenants that were not in the area, and they all said to call them if Rochester became available. To answer Mr. Dettloff's question, it was a function of tenancy, and it was because no one wanted to be on Auburn, although he was lucky to have an A+ tenant willing to go on Auburn in terms of capitalization rates and market value.

Mr. Anzek recalled that when the Rochester and Tienken developments were done, there were five different property owners involved on the

northwest corner, and the only way to deal with everything was through a Planned Unit Development (PUD). When the southeast corner stepped up almost concurrently, there were multiple parcels involved, and the City asked for a PUD for that development. Using the PUD entitled the City to require whatever improvements were necessary for the intersection. At that time, Mr. Hooper wished to see it be traffic neutral, and if it would increase the traffic, it had to be alleviated through traffic improvements. It was a little different than with a straight Rezoning, where the City could not really get into too many offsite improvements. The taper lane regarded a safety issue for the applicants, and it was to their advantage to add it.

Mr. Markus asked if the Commissioners saw the site as a B-3 or B-2 development. He was still not clear as to what was expected for a B-3 versus a B-2. If the Commissioners told him it looked like a B-3 development, he would obviously not have to ask for a Rezoning, and he would just proceed with a B-3 development. If he was told it was more akin to a B-2, he would know which direction to go.

Chairperson Boswell said that if Mr. Markus were to come back with a set of conditions they wanted with which to build and called it a Conditional Rezoning, it would not matter to him whether it was B-2 or B-3. His main concern was that he wanted to know what was going in there. He would not want to agree to Rezone it to one thing and then have something happen he did not expect.

Mr. Markus said that his dilemma was that there really was not much difference between a B-2 and a B-3. He asked Mr. Anzek to explain the difference, because all he could discern was that across Rochester Rd., there was a 200,000 square-foot Target. His site was zoned B-3, but he was not building a Target-type power center. He would like to get guidance that what he was building could be either. If he was told he had to get a Rezoning to B-2, he would know how to present it, but he was not sure where to go regarding a Rezoning at this point. It was his opinion that because they had made it into a walkable area that was pedestrian-friendly, and because they added archways to give it an outdoor mall feel, that it was a B-3 development. He also thought it could be a B-2 development, but in order to make the process easier, he would like to be able to propose a B-3 development and move forward. He indicated that it did not matter, but he needed to know how to proceed.

Mr. Anzek responded that they needed to visit history a bit. The first time they met and discussed the corner, the plan showed four distinct buildings with four distinct drive-throughs, and Staff said it was not a B-3

development. They were basically creating four independent uses. B-3 was directed more toward the larger community; broad-based, designed and functioning as one development, with shared parking, shared access and basically, shared everything. That was not what they saw on the first concept. He let Mr. Markus know his dissatisfaction and concerns, and that he did not think it fit a B-3 mold. In a discussion shortly thereafter, Mr. Markus asked what he could do to make the four drive-throughs happen. He was told that the only way it could happen was to Rezone the site to B-2, although Staff did not support B-2. He noted that B-3 normally required five-acre parcels with 400 feet of frontage. A filing was made for B-2, not at Staff's insistence, but to support Mr. Markus' pursuit of having a separate McDonald's and Tim Hortons and a possible, separate drive-through bank on the west side. That was what the Commissioners viewed at the last meeting. Since that time, there had been some finite tweaking to the Site Plan, which they received last week. He reiterated that it was a big step from what they saw previously, as far as creating a unified development. They put the buildings on Rochester so as to function as one. He still had a question about whether McDonald's fit in the theme as a unifying force, which he felt would be a discretionary call by the Commission. The fact that it was a drive-through restaurant would be reviewed and scrutinized again as a Conditional Land Use, and they would take up the question of safety again. That was another step McDonald's had to go through. It was his opinion that if Mr. Markus had come in with the new plan back in March, they probably could have worked on tweaking it and keeping it as a B-3.

Mr. Breuckman stated that the difference between a B-3 and a B-2 was partially art and partially science. There were three kinds of development uses in the B-3 districts. There were auto dealerships, large box stores and power centers. The key characteristic for those was the fact that when someone saw the building, it was oriented wide to the street. Depending on whether there were one, two, three or four rows of parking in front, the building would be filling most of the frontage relative to the street. That created a unified development. It was true that some centers had outlots, but behind the outlots, there were always the buildings with the wide frontage relative to the street which created a coherence in the B-3 district. What were not in the B-3 district were lots of separate buildings that were turned with a long dimension perpendicular to the street. That was a relationship to the street that was found in the B-2 district. There might be several separate parcels that had narrower frontages and perhaps drive-throughs lined up next to each other. The percentage of the building that faced the street was much lower than in the B-3 district. That was the fundamental difference between B-2 and B-3. The plans

previously were for a B-2 development, because the buildings were all perpendicular to the street and the drive-throughs were separate ownerships. The McDonald's had a completely different layout than the rest of the site. He agreed with Mr. Anzek that the new plans were a definite evolution towards something that could be compatible in the B-3 district. They were not there yet, but it was a definite evolution. On Rochester Rd. now, they would be building the relationship of wide and facing the street. Creating that situation with a higher percentage of building width frontage facing the street could be accomplished. They could take Building C and rotate it so the long end faced the street. There were six separate circulation aisles that ran perpendicular to Auburn: There were aisles on the west and east sides of Building C; on the east and west sides of McDonald's; and both in front of and behind Building A. He felt that there was an opportunity for McDonald's, which would require some flexibility, not to change its building or how it was oriented, to change how the site laid out around its building. The fundamental drive-through layout did not have to change, but perhaps changing the parking rows and the circulation aisles to combine some or make better use of some would allow a different relationship with a more consistent frontage facing Auburn Rd. To him, that was the fundamental difference between B-3 and B-2. If they could start to hit some of those marks on Auburn Rd. and refine the plans, then he felt it could maybe be a B-3 plan, and they would not need to ask for a Rezoning. There would still be Conditional Land Uses for the drive-throughs and traffic issues to address, but those would be issues no matter what they did.

Mr. Markus commented that there was a lot of subjectivity to the matter, and he could not quite put his arms around it. He said that they would work with the City to come to a resolution and get a plan that worked for everyone.

Mr. Breuckman was not sure if the Commission agreed with his explanation, but if people looked around town at the sites that were zoned B-3 and B-2, it would show his explanation of the fundamental differences. Chairperson Boswell said that Mr. Hetrick had pointed out that from Rochester Rd., the development looked like B-3 and from Auburn, it looked like B-2.

Chairperson Boswell asked if there were any other comments or if Mr. Markus had anything to add. Mr. Markus said that he appreciated the input, and Mr. Labadie said that he was very happy. Mr. Markus said that they did not feel like they were trying to hit a moving target. They would meet with Staff to try to get a plan that worked for everyone. He felt that

they had gotten a lot of great comments and that hopefully, they would be before them next time for an approval.

Chairperson Boswell asked Mr. Labadie if he knew when he would have the traffic study completed and forwarded to the City's Traffic Engineer for review. Mr. Labadie asked the date of the next Planning Commission meeting, in the event that they were on the course to get approval as soon as possible. He asked when he would have to have it done to be on that agenda. Mr. Anzek said that it was not having it done as much as having MDOT's approval for the curb cuts. He would check with Mr. Shumejko, the City's Traffic Engineer, to see how long he would need to review the study. He asked Mr. Labadie to invite Mr. Shumejko to meetings with MDOT. Mr. Labadie agreed that would save time.

Mr. Markus asked when the plans would have to be submitted to Staff to make the next meeting. Mr. Anzek said that the Fire, Engineering and Building Departments had not even seen the plans, and they had to go through a technical compliance review, which usually took three weeks. He felt that the next meeting (previously scheduled for November 20) would be fairly aggressive. If they could work out a lot of the details, refine the concept and take some of Mr. Breuckman's points to help tweak the plans, they would forward them to the other departments - especially Fire to see how their trucks could maneuver. Mr. Labadie said that they had a lot of the analysis finished for the traffic study, and he presumed that it would take a couple of weeks before they were ready to show it to MDOT and Mr. Shumejko.

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(Reference: Memo prepared by James Breuckman, dated October 17, 2012 and associated MLUP documents had been placed on file and by reference became part of the record thereof.)

Mr. Breuckman noted the write-up in the packets, which covered what they discussed at last month's meeting. He also added some language for the Tree Conservation Ordinance per Mr. Kaltsounis' request. He advised that the next step would be for the Planning Commission to formally submit the information to City Council for their approval for distribution for comment from adjacent communities. There was a 42-day comment period, and then they would hold a Public Hearing and move forward with the approval process.

Chairperson Boswell said that he was comfortable with the documentation, and he asked if anyone wished to make a motion.