I. Invocation – Dwight Barker delivered the invocation.

II. Call to Order and Roll:

Present:
Russ Campbell, Chairman
Nylene Alston
Dwight Barker
Don Hinkle, Secretary
Jeff McKee, Alderman
Susan Payne
Absent:
Brian Thompson (excused)

Others Present
Angela Reeder, Town Planner
Janet Lucci, Planning Administrative Assistant
Gerald Lawson, Attorney
Steve Hill, Town Engineer

III. Approval of Minutes from December 17, 2018 Meeting:

Chairman Campbell called for a motion.

Motion: Don Hinkle made a motion to approve the minutes of the December 17, 2018 meeting. Nycole Alston seconded the motion.

Vote on Motion: The motion carried unanimously.

IV. Comments from Citizens

Chairman Russ Campbell invited anyone wishing to address the Commission on any matter to please come forward and state his/her name and address for the record.

No citizens came forward. Mr. Campbell closed the comment period.

V. Old Business:

A. Other as Properly Presented

No Old Business was presented.

VI. New Business:

A. Arlington Commons Mixed Use PD – Master Development Plan – South side of Milton Wilson, east of Hall Creek and The Shops of Arlington Village PD.

Chairman Campbell recognized Angela Reeder, Town Planner. Ms. Reeder introduced the applicant, Bob Dalhoff. Mr. Dalhoff presented a summary of the Arlington Commons project. Mr. Dalhoff expressed his commitment to the Town and this project. He noted this development will offer a great space for people to live, work and shop and have a positive impact on the Town.
Mr. Dalhoff continued; this is an incredible opportunity to plan and develop a sustainable area on this section of Milton Wilson. The investment dollars in this project have already been substantial and demonstrates the commitment and belief in the success of the project from the applicant.

Mr. Dalhoff noted the project will set a high standard for others to strive towards and bring substantial revenue to the Town.

The goal of this development, Mr. Dalhoff continued, is to create a welcome environment for people. The existing area is zoned M-1, Light Industrial. The future land use shows it zoned mixed-use. The development will offer a village center with a proposed band stand, retail, connectivity, walking paths, and restaurants with outdoor eating and hospitality.

Mr. Dalhoff pointed out the 8 acres of open space on the west side of the development which includes a lake. The proposed hospitality use will offer a conference area with 80 to 90 rooms.

Mr. Dalhoff stipulated the lofts are designed with no balconies and an on-site master association to manage them. The far east side of the property includes flex space which is designed to house small businesses. He noted a stub street could be added to allow a future connection to the east, if desired. Mr. Dalhoff concluded with stressing how important landscaping is to create a pleasing environment and to enhance the area.

Ms. Reeder presented the staff report (on file) for Arlington Commons. Ms. Reeder noted this was a Site Plan for a Master Development Plan. It is within the Airline Road PD overlay, which was approved by the BMA in 2005 and later amended in 2015.

Ms. Reeder explained the Future Land Use Plan identifies this property as Mixed Use, which is intended to provide “a variety of employment, commercial and entertainment uses supported by accompanying residential uses of various densities.” This mix of land uses should be designed with pedestrians in mind to promote walkability.

Ms. Reeder noted the PD proposes a SC (Shopping Center) zoning overlay, consistent with the Town’s goals based on our Future Land Use Plan. The site is divided into eight different areas ranging from 2 to 11 acres in size.

Ms. Reeder noted SC uses would be permitted with minor changes. She reviewed the uses excluded: greenhouse/nursery, auto repair, auto services, dry cleaning and laundry and laundry self-serve. In Area 1, residential lofts with outdoor dining and an amphitheater amenity are permitted. In Area 2, a hotel may have a restaurant in the hotel and offer over 40 seats in a meeting room.

In addition, the PD would follow the Town’s regulations of the SC zoning with certain revisions requested as detailed in the staff report. Ms. Reeder noted the PD is proposed in multiple phases dictated by market needs and demands. However, Area 1 is the first phase and at the time of the development of Phase 1 a Business Association shall be established. Each phase after shall be incorporated into that Association.

Ms. Reeder said the architectural design on the Master Plan is intended to create a sense of place and maintain pedestrian scale. While each of the 8 areas are somewhat unique, utilizing brick, stone, natural materials and a natural color pallet is proposed throughout. While architectural styles may vary, similar materials are required and are intended to create a campus-like environment. Ms. Reeder noted the plan calls for an Architectural Review Committee to be established with the purpose to maintain quality and consistency. They are charged with reviewing and approving any plans before they are submitted to the Town for consideration.

Ms. Reeder stated there will be several new roadways associated with this project that will provide
access throughout the 45 acres.

Pedestrian Access and connectivity will be provided through sidewalks and trails to support walkability and the site includes a pedestrian bridge connection to the greenway behind the Shops/Kroger site.

Ms. Reeder noted Milton Wilson Blvd has adequate capacity to handle the expected traffic volumes that would be generated by this development. A Master Sewer Concept Plan will be provided with the first preliminary Plat for consideration and approval by the Town Engineer. Ms. Reeder stated this development will be required to install gravity sewer lines to serve the project, and to extend public sewer to adjacent upstream properties where appropriate for future sewer extensions in accordance with Town policy.

The concept plan depicts a wet stormwater detention basin located at the southwest corner of the site which will meet Town stormwater detention requirements while also providing an amenity.

Ms. Reeder reviewed the landscaping proposal with the largest open space located on the western edge of the site. There are walkways throughout the 4.77 acres and a wide east/west pedestrian corridor is also intended to be heavily landscaped. Additionally, streetscape plates are proposed including along Milton Wilson and internal roads.

Ms. Reeder stated the objectives of a Planned Development is to promote and facilitate flexible techniques of land development with a project that contains more amenities and is more desirable than what conventional regulations would allow.

Ms. Reeder noted this Master Development Plan accomplishes several of the objectives by incorporating quality architectural materials and cohesiveness, utilizing a network of interconnected pedestrian and vehicular access, creating a mixed development which offers options for walkability, creating shopping opportunities in a commercial area, and providing amenities such as the greenbelt connectivity and open space and the design flexibility for the developer to design the development in phases.

Ms. Reeder concluded this is a visible, commercial corridor on a roadway the Town has enhanced for the purpose of serving development such as this. The Planning Commission recommendation will go to the Board of Mayor and Alderman who will consider the request at a future public hearing.

Chairman Campbell called for a motion.

**Main Motion:** Don Hinkle made the motion to approve the Master Development Plan for Arlington Commons. Nycole Alston seconded the motion.

**Motion:** Don Hinkle made a motion to suspend the Planning Commission Meeting and Open the Public Hearing. Jeff McKee seconded the motion.

**Vote on Motion:** The motion carried unanimously.

Chairman Campbell declared the Public Hearing open. Anyone wishing to speak for or against the request, please stand to be recognized.

**Citizen Comments:** Keith Norman, 350 N. Humphrey, Memphis TN, Baptist Memorial Health Care. Baptist Memorial owns the adjacent 85 acres to the south. Mr. Norman stated his support for the project and noted this project is a perfect compliment to the development planned on Baptist Memorial acreage. The two developments, he said, will go hand in hand. Not only is the project a cohesive fit for Baptist's future development plans, Mr. Norman hopes to work together with the developers to create access for both developments from Milton Wilson and Airline Road. Mr.
Norman said the lofts will have a positive impact on attracting individuals who want to work and live in the community. Mr. Norman noted he has submitted a letter in support of the project.

Ms. Reeder stated there were two letters of support for the project provided to the Planning Commission members.

Seeing no additional citizens coming forward, Chairman Campbell called for a motion.

**Motion:** Don Hinkle made the motion to close the Public Hearing and resume the Planning Commission Meeting. Nycole Alston seconded the motion.

**Voted on Motion:** The motion carried unanimously.

**Discussion:** Mr. Hinkle thanked Mr. Dalhoff for his presentation and noted his concerns. Mr. Hinkle would like to see less asphalt and more open space on the east side of the development.

Mr. Hinkle asked how many lofts were planned. Mr. Dalhoff replied 97 lofts, 1 to 2 bedrooms only. He continued explaining the access to the lofts would be located on the second and third floors, through interior stairs and elevators. The lofts would not have any balconies. Mr. Hinkle said the number of lofts was high. He asked if they had considered townhomes. Mr. Hinkle would like to see more walking and bike trails. He also recommended a traffic circle at the intersection of the two main interior roads to enhance safety for pedestrians and cyclists.

Mr. Hinkle asked where the parking for the lofts would be located. Mr. Dalhoff responded the parking for the lofts would be behind the buildings. Mr. Hinkle asked if the lofts would have garages and Mr. Dalhoff replied no.

Mr. Dalhoff agreed open space is important which is why the development includes 8 acres of open space. He explained it is a balancing act between the amount of open space provided and the required amount of revenue needed to make sure the development is financially viable.

Mr. Hinkle wondered if this development would detract from the mixed-use project currently under development in the historic district.

Mr. McKee stated the project overall was fantastic but agreed it needed tweaking. He agreed; the proposed number of lofts seemed high. Mr. McKee would also like to see some green space on the far east end. He would like to see the transition of this development before it reaches the residential development further to the east on Milton Wilson. Mr. McKee would not be in favor of completing the stub road to Chester and the residential developments beyond. Mr. Dalhoff indicated he was looking for a way to transition into the connecting neighborhoods.

Mr. McKee asked the Town Engineer, Mr. Hill, if this development, combined with the potential development to the south, would trigger the need for a traffic signal in the future. Mr. Hill responded this would be something to consider in long term planning. If the property to the south develops, Mr. Hill continued, it may be possible to justify a study to determine if a traffic signal is necessary. That may be fifteen years from now. Mr. McKee said it may be beneficial to have this analyzed now so the Town does not have to pay the bill for a traffic signal later. Mr. Hill noted there is some land on the north side of Milton Wilson that may develop as residential in the future and with that increase in density, a future traffic study may be warranted to determine the impact and need for a signal.

Mr. McKee asked the height of the buildings that will house the lofts. Mr. Dalhoff responded the buildings are proposed to be 45 feet. Mr. McKee asked if they had considered making the hotel part of Phase 1, Village Center area. Mr. Dalhoff responded the hotel would not provide the necessary foot traffic required to make this project viable. To make it viable you need people and retail. Mr.
McKee asked if some of the lofts could be eliminated. Mr. Dalhoff reiterated the lofts are 1 and 2 bedrooms only, estimated they would be approximately 1,200 sf. He estimates rent for a one bedroom will start at $1600/mo and increase to as much as $1900/mo.

Mr. McKee asked if they considered true studio lofts. Mr. Dalhoff said that could be studied but the current plan was 1 to 2 bedrooms. Mr. Dalhoff estimates most tenants will use the 2nd bedrooms as an office. Most tenants, he assumes, will be young professionals who will choose to live in an environment close to work, shopping and restaurants. The studies have determined that 97 lofts are the minimum number of lofts that will make this project work with this retail.

Mr. McKee asked Ms. Reeder how many apartments were part of the Hall Creek development. Ms. Reeder replied 164 units.

Ms. Alston inquired how the marketing team came up with 97 lofts. Mr. Dalhoff said the study involved the number of people needed to support the retail versus the amount spent on the project. For instance, if the number of lofts is reduced to 70 that is a loss of 2.3 million dollars. With that loss of revenue, the project is not financially feasible. Mr. Dalhoff noted that while Depot Square offers a mixed-use development, the Depot Square area is intrinsically different with a historic, charming feel and a different vibe. The two products are different enough that they will not be competing for the same clientele. Mr. Dalhoff concluded that to make Arlington Commons work it takes a certain amount of foot traffic.

Mr. Barker stated this was an exciting development for the Town. He asked what the square footage of the lofts will be. Mr. Dalhoff stated the 1-bedroom lofts are anticipated to be approximately 1,200 sf. Mr. Barker asked if there was designated parking and Mr. Dalhoff said there would be parking in the rear of the building. Mr. Dalhoff is proposing to use ULI smart code parking, a type of shared parking. There is a certain amount of shared parking between residential and retail assuming not all spaces are needed all the time. As proposed, there are 302 spaces for lofts and retail. If they did not use smart code parking and had to park it separately it would bring the number of spaces to 432.

Mr. Hinkle asked about setbacks and why the development sits so far from the road. Ms. Reeder explained there was only one aisle of parking proposed and the site sits lower than Milton Wilson. Appropriate landscaping and mounding can be included so parked cars are not visible from the road.

Mr. McKee noted there are many issues that need to be discussed with a project this large and suggested a Joint Work session with the Board of Mayor and Alderman.

Ms. Payne wondered if Arlington is ready for a development of this type. She asked Mr. Dalhoff if the developer would build Phase 1 and then pull out of the rest of the agreement and not finish all phases. Mr. Dalhoff said no, that would not happen.

Ms. Payne expressed concern the developer would be able to find a hotel interested in this site as two hotels are already approved and planned for the Arlington Trails Master Plan. Mr. Dalhoff replied that there were already several interested parties in the hotels.

Ms. Alston asked if the restaurants planned for Phase 1 were drive thru. Mr. Dalhoff said there were 2 restaurants that would have a pick-up window but not necessarily a fast food drive through. The drive through areas would be heavily landscaped and not easily visible.

Mr. McKee asked the sf of retail space v. sf of loft space in phase 1. Mr. Dalhoff said there will be 57,000 sf of retail in ph. 1 and 114,000 sf of lofts two floors above.

Ms. Payne raised her concern regarding a potential lack of interest in the retail portion of the project. If there is not enough demand for the retail, she continued, the Town will be left with a development
of apartments and nothing else. Mr. Dalhoff said they would not start construction until retail is preleased on the bottom level of buildings in phase 1. Ms. Payne asked for clarification. Mr. Dalhoff explained the plan only works if the retail is there to support it. Mr. Dalhoff continued they plan on not only retail but also restaurants. Six restaurants are proposed in the Village Center.

Mr. McKee asked what amenities would be available for the tenants in the lofts. Mr. Dalhoff replied the tenants would have access to a fitness center and onsite management with a clubhouse.

Mr. Campbell requested a quick poll to see who was interested in sending this project to a Joint Work Session to iron out some of the differences. Members indicated their interest. Mr. McKee requested the applicant to find their break even point of the number of lofts required to make this project viable.

Mr. Chris Willoughby, Bank of Bartlett, noted this project has been studied for years. They have thoroughly assessed this project and determined that 97 lofts is the number that would work. Initially, he explained, the applicant had asked for 150 units however they worked to bring that number down.

Mr. Harold Byrd President of the Bank of Bartlett spoke. He reiterated his commitment to the Arlington area and to bringing the right development that would benefit the Town and its citizens.

Ms. Payne asked the applicant if the Bank of Bartlett will maintain ownership of this development. Mr. Willoughby said no. Ms. Payne clarified that the Bank of Bartlett was looking for other developers to develop this site. Mr. Willoughby stated two different parties have already expressed interest in developing the hospitality site.

Chairman Campbell noted with a large project such as this there are many points that need to be discussed in greater depth and asked if the applicant would consider pulling the project and work with staff for a date to hold a joint work session. Mr. Dalhoff agreed and withdrew his application to work toward a Joint Work Session. Ms. Reeder said staff would coordinate the session.

**B. Other as Properly Presented.**

There was no business presented.

**VIII. Adjournment:**

Hearing no new business Chairman Campbell called for a motion to adjourn.

**Motion:** Don Hinkle made the motion. Nycole Alston seconded it.

The meeting was adjourned.

Russ Campbell, Chairman  

Don Hinkle, Secretary

Date 2-19-19  

Date 2/19/19

Submitted By: Janet Lucci, Planning Administrative Assistant