

Docket No. 16777

A proposed zone change from PEC to
C-2 to allow a movie theater,
entertainment facility and restaurants
on property located at
12400 Sycamore Station Place and
1400 Tucker Station Road

Attorneys:

Bardenwerper Talbott
& Roberts, PLLC

Land Planners,

Landscape Architects
& Engineers:

Mindel Scott &
Associates

c/o Pinnacle Partners/TSF Properties

(a Kentucky joint venture)

Aliance Entertainment and Main Event Entertainment

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TAB 1

LOJIC ZONING MAP

**Southeast Christian
Church Campus**

**Ellingsworth Ln.
Apts**

**Swan Pointe
Condos**

**Hotel,
&
Circle K Gas Station**

**R.O.W.
ROW**

**Indiana Wesleyan
University**

Sams

**Garden
Ridge**

Hotels

Offices

**Ashley
Furniture**

**Logans
Steakhouse, Ruby
Tuesday's
Hometown Buffet**

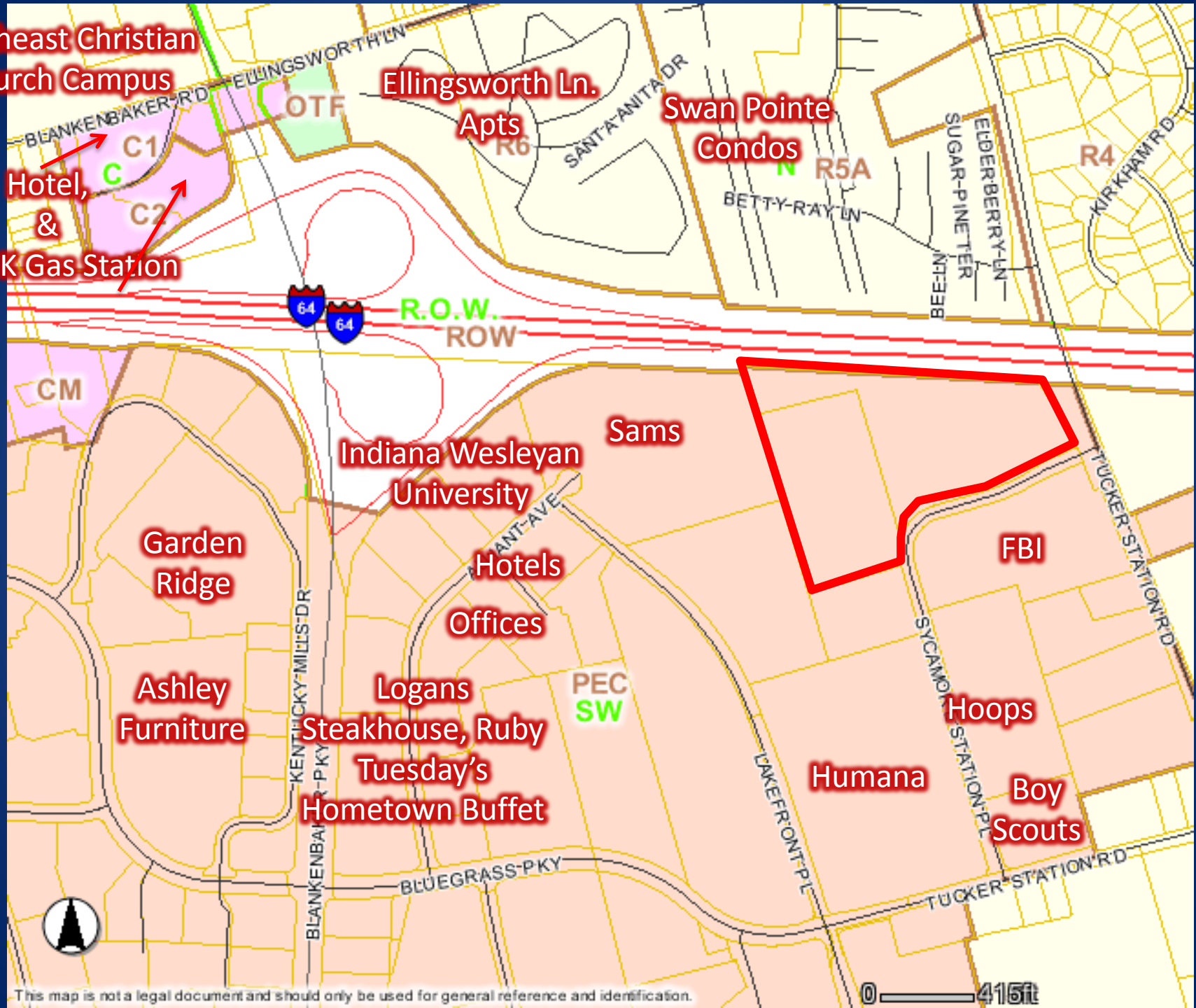
**PEC
SW**

Humana

FBI

Hoops

**Boy
Scouts**



TAB 2

**AERIAL PHOTOGRAPH OF THE SITE
AND SURROUNDING AREA**



Blankenbaker Station I-IV and Tyler Town Center (BS-I, Theater Complex property at top of page)

TAB 3

**BLANKENBAKER STATION I MASTER
PLAN, COLOR DEVELOPMENT PLAN
PRESENTED AT LD&T AND
CURRENT DEVELOPMENT PLAN**



LEGEND

SOLD
AVAILABLE
PROPOSED



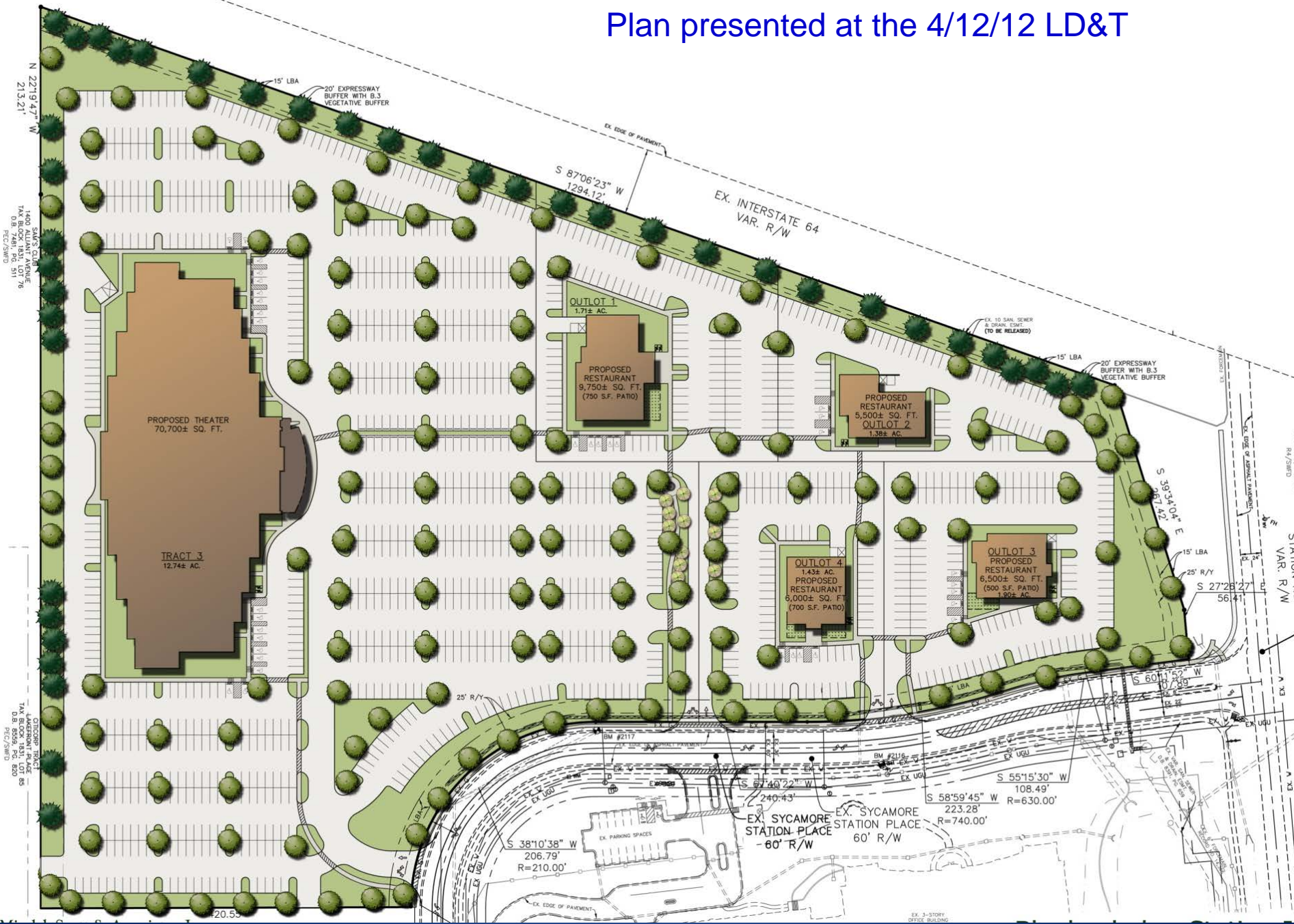
Master Plan

Blankenbaker Station I

April 2014



Plan presented at the 4/12/12 LD&T



INTERSTATE 64

EX. 3-STORY
OFFICE BUILDING

TAB 4

**GROUND LEVEL PHOTOGRAPHS OF
THE SITE AND SURROUNDING AREA**



SITE

View of Sycamore Station entrance at Tucker Station Road. Site is to the left.



SITE

View of Sycamore Station, FBI office is to the left, site is to the right.



View of the FBI Building across from the site.



SITE

View of Tucker Station Road (looking north) at Sycamore Station. Site is to the left.



View of Tucker Station Road looking south along FBI property (west) as shown on the



Sycamore Station

Tucker Station Rd.

View of Tucker Station Road looking east.



View of Boy Scouts building at Sycamore Station and Tucker Station Road.



View of Tucker Station Road looking west.



View of Sycamore Station entrance at Tucker Station Road.



View of Humana building at Sycamore Station and Tucker Station Road.



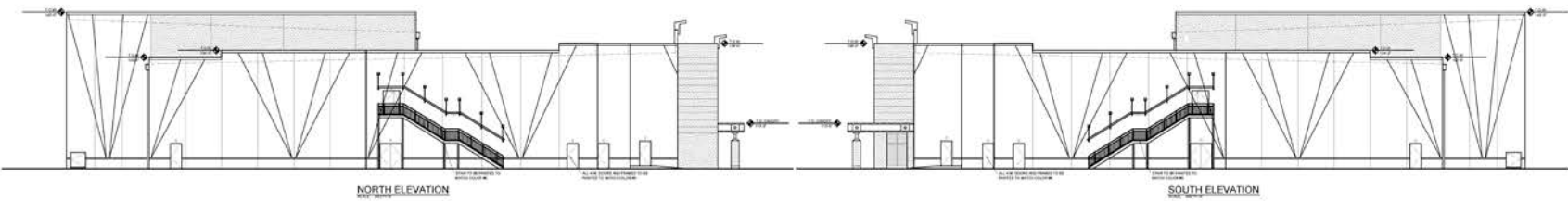
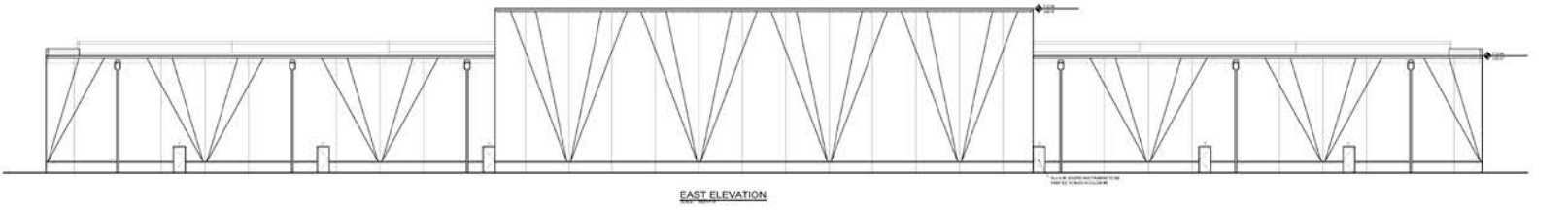
View of Hoops building on Sycamore Station.

TAB 5

**BUILDING ELEVATIONS OF THE
MOVIE THEATER AND MAIN EVENT
ENTERTAINMENT COMPLEX**

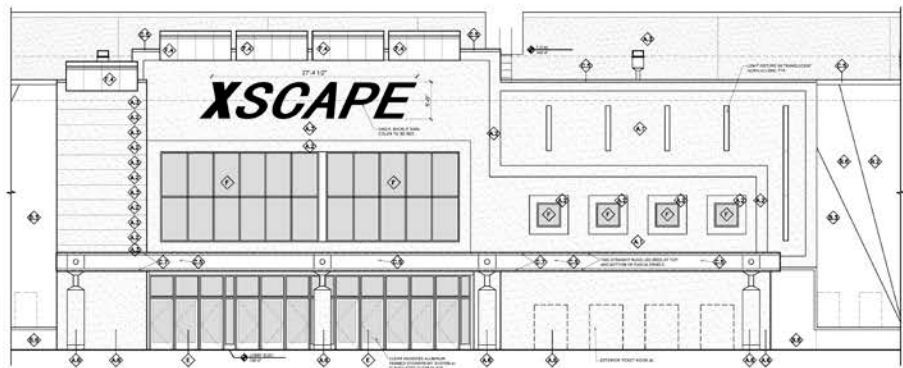
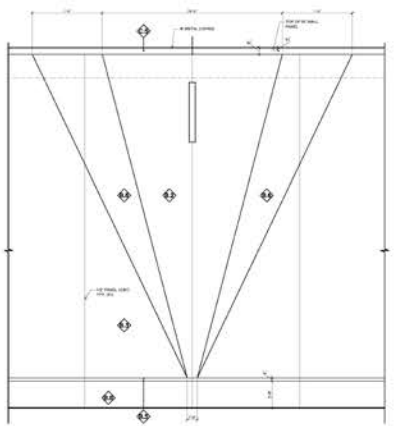


Xscape Theater
Blankenbaker, KY



MATERIAL LEGEND		
#	MATERIAL	FINISH
1	CLAY TILE	SEE SPEC.
2	PRECAST CONCRETE	PAINTED
3	METAL	PREFINISHED
4	GLASS	CLEAR GLASS
5	STONEWORK	CLEAR GLASS
6	ALUM. COMPOSITE CLADDING SYSTEM	PREFINISHED

COLOR LEGEND	
1	ARMY CLAY TON
2	ARMY BROWN/TAN CLAY
3	ARMY GRAY CLAY
4	ARMY GREEN CLAY
5	ARMY RED CLAY
6	ARMY BROWN CLAY
7	ARMY CLAY CLAY



ENLARGED WEST ELEVATION



SOUTH ELEVATION



3D VIEW



SIDE VIEW 1



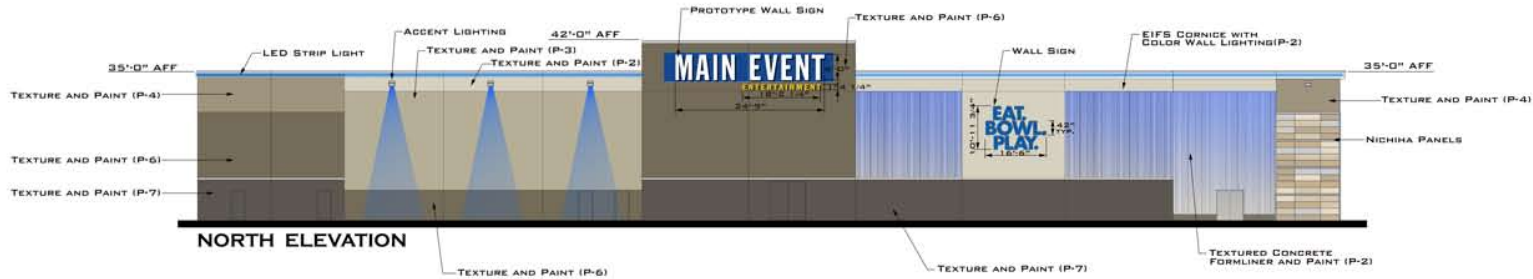
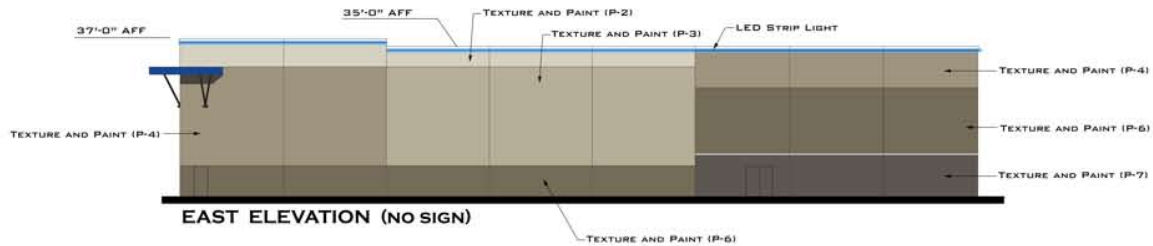
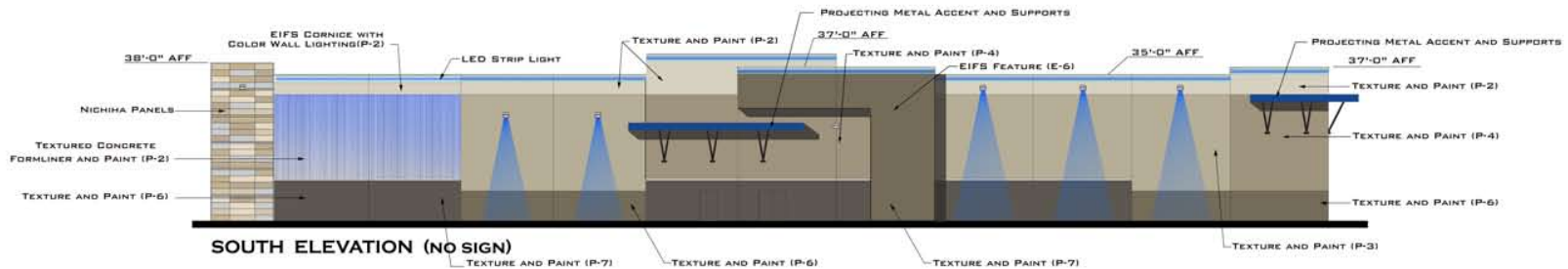
SIDE VIEW 2



SOUTH ELEVATION



3D VIEW



TAB 6

LIGHTING DETAIL

GE
Lighting Solutions

Tetra[®] Contour LED Lighting System



imagination at work

Tetra® Contour

Flexible lighting system with flexible uses

Enjoy unbridled freedom in enhancing your architectural designs with this revolutionary product from GE Lumination. You can create bold designs and attractive accent lighting without the typical worries of working with fragile neon glass.

Think Outside the Tube

Classic neon appearance with LED benefits

Tetra Contour was designed to replace exposed neon in a variety of applications. This system is comprised of a flexible LED light engine and a rigid, optically diffuse extruded-plastic light guide that can be heated and formed to fit a wide variety of designs and applications. Installation is quick and easy using low-profile mounting clips. This system provides a bright, uniform appearance, seamless illumination and a wide 330° view angle to give the classic appearance of neon.

Flexible solutions, unlimited possibilities

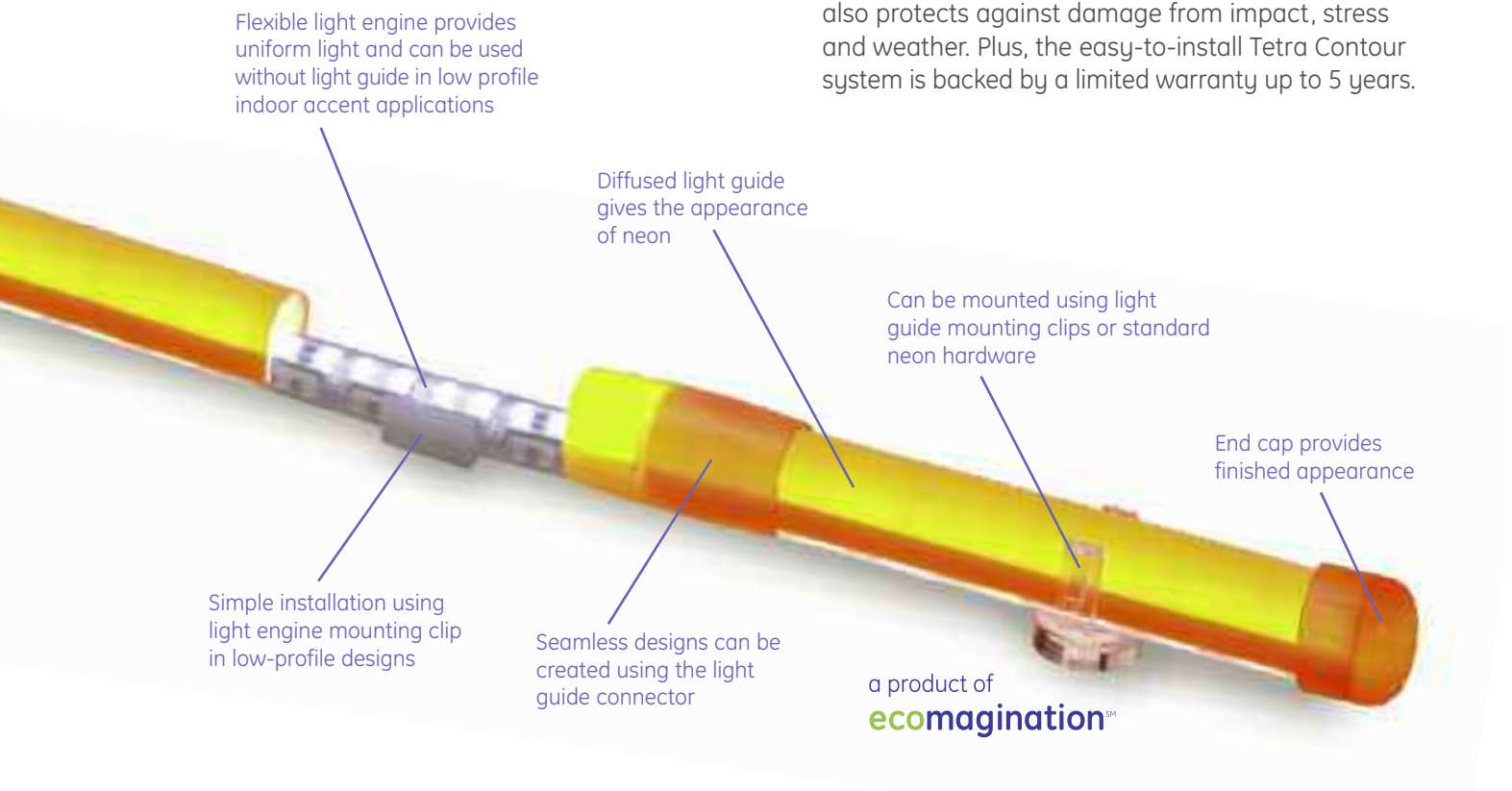
With seven brilliant colors of LED light engine and seven vibrant light guides to choose from, designers can mix-n-match these components to easily create customized looks.

The flexible LED light engine can also be used on its own in a variety of indoor and accent lighting applications.

The Smarter Choice

Durable & robust system

Designed and tested using GE Six Sigma quality standards, the Tetra Contour LED lighting system has a long life of up to 50,000 hours—that's more than five years of continuous 24/7 use. This durable LED system is resistant to impact and vibration, eliminating breakage that can be associated with glass tubes during shipping and handling. The robust system also protects against damage from impact, stress and weather. Plus, the easy-to-install Tetra Contour system is backed by a limited warranty up to 5 years.



More Responsible System

Better energy efficiency

Tetra Contour is up to 40% more energy efficient than a typical exposed neon system. Which means, as well as providing your clients with beautiful lighting that will last, you are also providing them with significant energy savings.

Designed with environmental responsibility in mind

This environmentally responsible LED lighting system complies with RoHS standards. Tetra Contour contains no lead, mercury or glass, so handling and disposal are less of a concern.

Robust Reliability

Designed with proven expertise

As one of the largest LED systems companies in the world, our expansive installation base includes more than 20 million linear feet of Tetra LED lighting systems sold. It all adds up to the greatest possible assurance backed by a 4 year limited warranty and the reputation of one of the world's most respected brands.

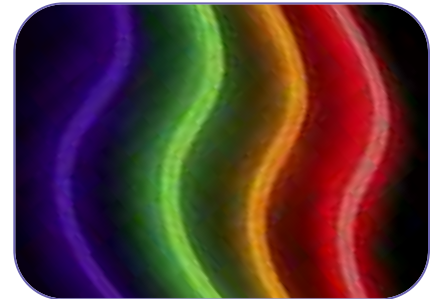
Building on that remarkable tradition of reliability Tetra Contour performance claims are based on a robust design process and stringent testing of the entire system, not solely on laboratory data from the LED supplier. This all adds up to exceptional quality you can depend on.



Tetra Contour light engine

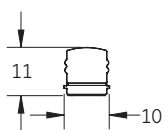


Tetra Contour light guide

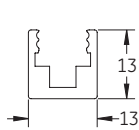


Tetra Contour complete system

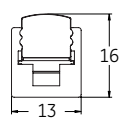
Product Dimensions



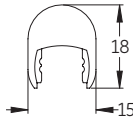
light engine



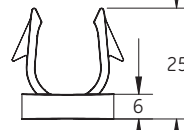
light engine clip



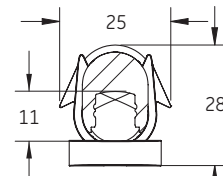
light engine with light engine clip



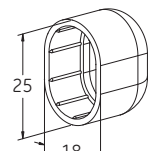
light guide



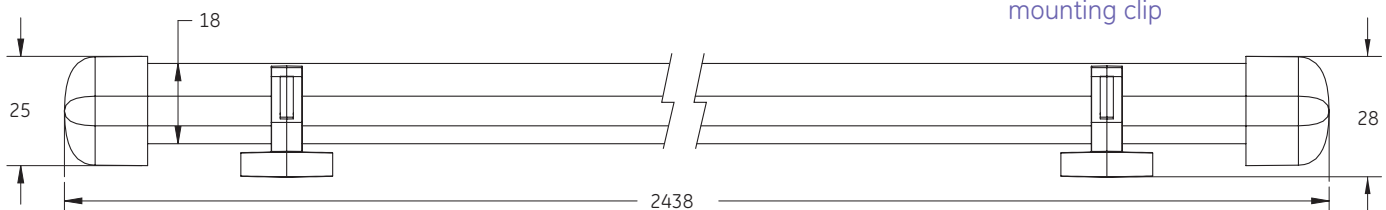
light guide mounting clip



light engine, light guide & mounting clip



end cap



Tetra Contour complete system

All dimensions are in mm
Images are not to scale

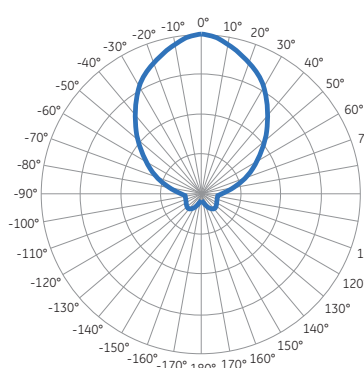
Performance Data

Color	Light Engine	Light Guide	LED Strip Wattage/ft (m)	System Wattage/ft (m)	Lumens/ft (m)	LPW	CRI	Wavelength/ Color Temperature
Red	GERDXNLE1	without guide	3.24 (10.63)	3.81 (12.50)	59 (194)	18	-	625
	GERDXNLE1	with white guide (GEXNLG15)	3.24 (10.63)	3.81 (12.50)	40 (131)	12	-	625
	GERDXNLE1	with guide (GERDXNLG15)	3.24 (10.63)	3.81 (12.50)	47 (154)	15	-	625
Red-Orange	GERCXNLE1	without guide	3.24 (10.63)	3.81 (12.50)	51 (167)	16	-	618
	GERCXNLE1	with white guide (GEXNLG15)	3.24 (10.63)	3.81 (12.50)	32 (105)	10	-	618
	GERCXNLE1	with guide (GEPOXNLG15)	3.24 (10.63)	3.81 (12.50)	49 (161)	15	-	618
Amber	GEYAXNLE1	without guide	3.24 (10.63)	3.81 (12.50)	49 (161)	15	-	589
	GEYAXNLE1	with white guide (GEXNLG15)	3.24 (10.63)	3.81 (12.50)	30 (98)	9	-	589
	GEYAXNLE1	with guide (GEYAXNLG15)	3.24 (10.63)	3.39 (11.12)	31 (102)	10	-	589
Green	GEGLXNLE1	without guide	2.88 (9.45)	3.39 (11.12)	101 (331)	23	-	532
	GEGLXNLE1	with white guide (GEXNLG15)	2.88 (9.45)	3.39 (11.12)	80 (262)	28	-	532
	GEGLXNLE1	with guide (GEGLXNLG15)	2.88 (9.45)	3.39 (11.12)	55 (180)	19	-	532
Blue	GBLXNLE1	without guide	2.88 (9.45)	3.39 (11.12)	23 (75)	5	-	467
	GBLXNLE1	with white guide (GEXNLG15)	2.88 (9.45)	3.39 (11.12)	20 (66)	7	-	467
	GBLXNLE1	with guide (GBLXNLG15)	2.88 (9.45)	3.39 (11.12)	19 (62)	7	-	467
White	GEWHXNLE1	without guide	2.88 (9.45)	3.39 (11.12)	104 (341)	24	71	6500K
	GEWHXNLE1	with white guide (GEXNLG15)	2.88 (9.45)	3.39 (11.12)	74 (243)	26	-	6500K
Warm White	GEWWXNLE1	without guide	2.88 (9.45)	3.39 (11.12)	79 (259)	18	69	3200K
	GEWWXNLE1	with white guide (GEXNLG15)	2.88 (9.45)	3.39 (11.12)	63 (207)	22	-	3200K

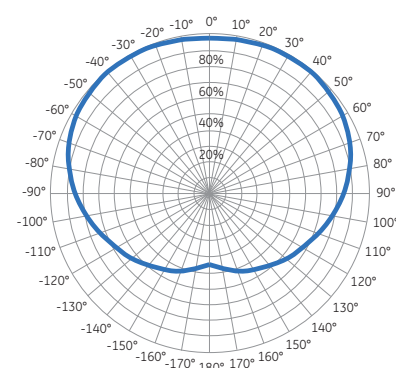
Technical Specifications

Dimensions w/o Guide	0.41 in. x 96 in. x 0.43 in. (10mm x 2438mm x 11mm)
Dimensions w/Guide	1 in. x 96 in. x 1.08 in. (25mm x 2438mm x 28mm)
Viewing Angle w/o Guide	110°
Viewing Angle w/Guide	330°
Power Supplies	GEPS24-20, GEPS24-80 & GEPS24-100U
Output Voltage	24 VDC
Input Voltage	GEPS24-20: 90-264 VAC & 50/60Hz GEPS24-80: 108-264 VAC & 50/60Hz GEPS24-100U: 108-305 VAC & 50/60Hz GEPS24-180U: 90-305 VAC & 50/60Hz
Operating Temp. Range	-40°C to 55°C
Storage Temp. Range	-40°C to 75°C
Limited Warranty	Up to 5 years
System Certifications	Assembled light engine and light guide: IP66; outdoor rated Power Supply: IP66; separate enclosure required, damp location rated

Light Output



LED light engine



LED light engine with light guide

Compliments of:



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ARCH001-R120310

TAB 7

**STATEMENT OF COMPLIANCE FILED
WITH THE ORIGINAL ZONE CHANGE
APPLICATION WITH ALL APPLICABLE
GUIDELINES AND POLICIES OF THE
CORNERSTONE 2020
COMPREHENSIVE PLAN AND WAIVER
JUSTIFICATION**

BARDENWERPER, TALBOTT & ROBERTS PLLC

ATTORNEYS AT LAW

1000 N. HURSTBOURNE PARKWAY, SUITE 200 • LOUISVILLE, KENTUCKY 40222 • (502) 426-6688 • FAX (502) 425-0561 • WWW.BARDLAW.NET

DETAILED STATEMENT OF COMPLIANCE WITH THE APPLICABLE GUIDELINES AND POLICIES OF THE CORNERSTONE 2020 COMPREHENSIVE PLAN

<u>Owners:</u>	Pinnacle Partners/TSF Properties, LLC
<u>Applicant:</u>	Hollenbach-Oakley, LLC
<u>Location:</u>	12400 Sycamore Station Place and 1400 Tucker Station Road
<u>Proposed Use:</u>	Movie Theatre and Restaurants
<u>Engineers, Land Planners and Landscape Architects:</u>	Mindel Scott & Associates
<u>Requests:</u>	Zone Change from PEC to C-2

INTRODUCTION

The overall plan for Blankenbaker Station involved phases I-IV, which runs from the subject property on the north along I-64 to the railroad tract on the south, just north of the new “PDD” zoned area known as Tyler Town Center. The four phases are very much related for a number of reasons, not the least of which is that of the long planned extension of the Urton Lane Corridor from Shelbyville Road on the north to Bardstown Road on the south. Portions of the Urton Lane Corridor have already been constructed, in some areas right-of-way has been granted for it, and in this particular section it has been the subject of intensive analysis, study and public discussion, culminating in 2007 in the Urton Lane Corridor Study commissioned by the Department of Planning and Design Services and Metro Public Works and endorsed by the Planning Commission and Louisville Metro Council.

Part of the Urton Lane Corridor Study focused on the various alternate routes, eventually selecting the preferred route, and part of it focused on the form district along that corridor, especially south of the railroad track, where it designated an area as a future Town Center, which that area because as part of the PDD rezoning. Many meetings were held by this attorney and these clients/applicants in the cases relating to Blankenbaker Stations I-IV and the PDD Tyler Town Center rezoning to discuss all the many projects along the future Urton Lane Corridor. Residents in the area, from far and wide, both north of Rehl Road and south of Taylorsville Road, showed up at those meetings, and the input from those meetings, added to the input from specific neighborhood meetings related to these specific applications, were all taken into account. This applicant/developer has spent considerable time with residents of the area trying to assure that it has sufficient land for its large commercial, office and workplace development

and that the new Urton Lane Corridor and other road improvements in the area do not negatively impact any of this development or remaining nearby residential properties.

The some 600 acres of combined commercial, office and workplace development within Blankenbaker Stations I-IV are about 25% sold and under contract. But the recent public development of the University of Louisville Shelby Campus has made future office development in this area much more challenging because the U of L land and infrastructure were free (given that the land was donated and the infrastructure paid for by the public). By adding this movie theatre complex with associated retail and restaurant uses, the pace of development in Blankenbaker Stations I-IV should be able to continue, thus assuring completion of this large commercial, office and workplace development hopefully within the decade. This represents a major economic development and employment opportunity for Metro Louisville.

Guideline 1: Community Form

North of the railroad track is an area all designated as Suburban Workplace Form District. At the rate that Blankenbaker Stations I, II, III and IV have been proceeding (about 25% complete already), it could be completed within a decade. Blankenbaker Station, with infrastructure planned and largely built, especially in the area of this particular site, is thus a perfect location for a large theatre complex like this with associated retail and restaurants. Guideline 1 says that Suburban Workplace is a form characterized by predominantly industrial and office uses where buildings are set back from the street in a landscaped setting. Suburban Workplaces also often contain a cluster of uses within a master planned development. Transportation and pedestrian facilities are also encouraged, as well as a strong, connected road network. The proposed theatre complex with associated retail and restaurants will constitute the cluster of uses within a master planned development that Guideline 1, the Suburban Workplace Form, contemplate. They will serve workers within this workplace form district and residents with good access to this area from I-64, I-265, Blankenbaker Parkway, the new Urton Lane Corridor, plus other existing area roads such as Bluegrass Parkway, Tucker Station Road, Pope Lick Road and so on.

Guideline 2: Centers

Guideline 2 is intended to promote the efficient use of land and investment in existing infrastructure, to lower utility costs by reducing the need for extensions, to reduce commuting time and transportation related air pollution, to provide an opportunity for a mixture of different land uses, to provide an opportunity for a marketplace that includes a diversity of goods and services, to encourage vitality and a sense of place, and to avoid individual or isolated commercial uses from developing along streets and noncommercial areas.

The intents of this Guideline 2 are fully met because the proposed theatre complex with associated retail and restaurants will provide added services to this burgeoning population area where significant residential growth has already occurred and where it can be expected to grow in the future. Development of this site for a theater complex and associated retail and restaurants is the perfect place to expand the existing activity center next door which runs west to Blankenbaker Parkway and south to Plantside Drive where lots of hotels, other restaurants and other retail already exist in close proximity to lots of office and other workplace uses. Sanitary

sewers are now available as a consequence of what the Hollenbach-Oakley related entity did to spend close to \$10 million on a new pump station and several miles of force main to assure sewer service to this area at the East County/Floyds Fork Wastewater Treatment Plant at Miles Park. This activity center is able to use existing utilities and also capture existing traffic already on area roads. This reduces commuting times back and forth between places of work, residence and shopping. A sense of place will also be created by expanding the existing Blankenbaker Crossings/Blankenbaker Station activity center as explained above.

Policies 1 and 2 of Guideline 2 promote locating activities within existing or expanded existing activity centers which is what is proposed in this case. This proposal addresses Policy 2 of this Guideline 2 because it is of an intensity, size and mixture of uses and site design comparable to a designated center, and because it requires a special location in or near a specific land use (notably the existing Blankenbaker Station), along a transportation facility (the existing Bluegrass Parkway near Blankenbaker Parkway and I-64 and near the new Urton Lane Corridor).

Policies 3, 4, 5 and 7 all pertain to locating retail commercial development where a demonstrated support populations exist, and when a mixture of compatible land uses are included that allow alternative modes of travel and encourage vitality and senses of place that provide for desirable mixed uses. The proposed theatre complex and associated retail and restaurants address all of these Policies of this Guideline 2 because, as noted, there is a burgeoning population in the area. As shown on the overall development plan for Blankenbaker Stations I-IV, this activity center is compact, designed exactly as the policies of this Guideline 2 recommends. Uses to the south and east within the Blankenbaker Stations I-IV and the new Tyler Town Center PDD to the south of the railroad track along Taylorsville Road include retail, hotels, offices, and, of course, uses already exist also of a “civic” nature, notably the St. Michael Church and School, which are being expanded at Taylorsville Road – all as a consequence of a significant population and workplace already evident in the area.

Policies 10, 11, 12, 13, 14 and 16 of Guideline 2 pertain to specific design aspects of this site, notably parking lot layout and usage, relationships of uses of buildings, inclusion of focal points, shared access and parking, shared utilities and access to parking by different forms of transportation, including pedestrian, bicycle and transit. As the development plan accompanying this application shows, buildings have been arranged so that they are compatible, one as to the other. At some point in time, it can be anticipated that transit will be available to the area, and so provisions for same have been included. Parking has also been arranged so that it can be shared between buildings, although the theatre complex along will require its own significant parking area. Utilities will be arranged in a manner so that they can be developed in a coordinated fashion, and, as noted, the applicant/developer through a related entity has already constructed a major pump station and force main to bring sanitary sewer service to this area.

Guideline 3: Compatibility

The intent of this Guideline 3 is to allow a mixture of land uses and densities near each other as long as they are compatible to each other, to prohibit the location of sensitive land uses where accepted standards for noise, lighting, odors or similar nuisances are violated or visual quality is significantly diminished, and to preserve the character of existing neighborhoods.

Blankenbaker Stations I - IV have covenants, conditions and restrictions (“CCRs”), plus specific binding elements agreed to with the Planning Commission, to assure quality development that has few, if any, negative impacts on nearby residential developments. Much of this is evident on the proposed development plan. The existing Blankenbaker Station Master Plan will be followed with this application so that design measures are known from the beginning and will serve as a guide for future development of the projects included in both these applications.

Policies 1 and 2 of Guideline 3 refer to the use of building design measures, including building materials, to ensure compatibility. As at all of Blankenbaker Station developments, design and materials are important components. As stated, CCRs were included before and will be incorporated in these two applications to assure design compatibility here as well.

Policy 4 of Guideline 3 addresses the issue of non-residential expansion into existing residential areas. This is appropriate when an applicant can demonstrate that adverse impacts of uses will be mitigated. Policies 5, 6, 7, 8 and 9 of this Guideline 3 mention some of those possible adverse consequences, notably odor and air quality emission, traffic, noise, lighting and visual impacts. All of these Policies of this Guideline 3 have been addressed in prior applications for Blankenbaker Stations I-IV and are again in this application, through the Master Plan documents filed previously for review of Blankenbaker Stations I-IV. Most importantly, however, most of these impacts are now addressed by the Cornerstone 2020 Land Development Code (“LDC”), which established specific standards for many of these potential negative impacts. For example, lighting is now addressed in new lighting standards included in the LDC, where lighting was never addressed under the old Development Code. Traffic has previously been addressed through previous traffic analyses, all approved by Metro Public Works, and through internal street design, as is already evident on the development plan filed with this application.

Policies 20, 21, 22, 23, 24, 28 and 29 all further address issues of building design, transitions and buffers, including setbacks, parking, loading and delivery, and signage. The development plan filed with this application fully contemplates that the overall development will be integrated via traffic routes and site specific design measures. Transitions from this proposed development to the adjoining developments as well as from the proposed uses to those on the outside will be sensitively addressed through setbacks, screening, buffering and the like. Of course, the major transition between existing residential to the west of this Suburban Workplace development and this theatre complex with associated retail and restaurants are I-64 to the north and Tucker Station Road to the west. These highways and roads separate this development from nearby residential.

Guideline 6: Economic Growth and Sustainability

The intents of this Guideline are to insure the availability of necessary usable land to facilitate commercial, industrial and residential development, to reduce public and private cost for land development, to insure that regional scale workplaces and industrial uses have access to people, goods and services and appropriate locations needed for them to conduct their business.

This application fully addresses the intents of this Guideline. It is very important to assure the opportunity for Metro Louisville to grow jobs, and the only way to do so is to have land available for new businesses to locate, whether they are existing businesses that need to expand or out of town businesses that wish to move to Louisville. The overall Blankenbaker Crossing/ Blankenbaker Station developments, plus the older Bluegrass Industrial Park located adjacent to these business parks, is generally considered to be one of the largest overall industrial/business parks in the United States, if not the world. It is an area to which businesses already located in Louisville and wishing to expand, and those coming to Louisville, have gravitated and continue to gravitate. They have good transportation access, and they are proximate to the locations where people desire to live. Without taking advantage of the available land that exists still within the Snyder Freeway adjacent to these existing business and industrial parks, Metro Louisville will not have ample opportunities to grow.

Policies 1, 2, 4, 6 and 8 of this Guideline 6 all further elaborate upon these Intent statements. These Policies of this Guideline 6 desire to preserve obvious land for workplace expansion where good access can be assured and where new industries should logically be located, near existing or proposed activity centers where transportation facilities are available. Also, as respects this application, these Policies of this Guideline are addressed because of good access to the I-64, I-265, to the planned new Urton Lane Corridor and to Blankenbaker Parkway and ultimately Taylorsville Road.

**Guidelines 7, 8 and 9: Circulation; Transportation Facility Design;
and Bicycle, Pedestrian and Transit**

These Guidelines are intended to provide for safe and proper functioning of street networks to insure that new developments do not exceed the carrying capacity of streets, to assure that internal and external circulations provide for safe and efficient travel movements for all types of transportation, to address congestion and air quality issues, and to assure opportunities for transit and non-motorized methods of travel. As the development plan filed with this application demonstrates, and as explained above, the proposed new Urton Lane Corridor runs through the middle of this overall Blankenbaker I-IV development, providing future access from the Blankenbaker interchange with I-64 via Blankenbaker Parkway, Bluegrass Parkway and Plantside Drive to the north and to the Snyder Freeway/Taylorsville Road interchange to the south, especially via the newly opened Blankenbaker Parkway and ultimately via the proposed new Urton Lane Corridor extension from Rehl Road to Taylorsville Road. Good access will be provided via Bluegrass Parkway and Blankenbaker Parkway to the I-64 interchange and also via the Blankenbaker extension north to Shelbyville Road.

Policies 1, 2, 3, 4, 8, 9, 11, 12, 13, 14 and 16 of Guideline 7 all address various issues of impact mitigation as a consequence of new development proposals. Street systems obviously need to be designed to adequately carry the proposed traffic, levels of service need to be maintained or possibly improved to better levels of service, oftentimes right-of-way needs to be dedicated, parking needs to be adequate, and such things as corner clearances, points of access and shared access must be addressed on any proposed development plan. All of these are routinely included in proposed development plan applications, and the development plan included with this application is no different than any. Ultimately, a preliminary stamp of approval is needed from

Louisville Metro Public Works, and it is anticipated that the preliminary stamp on this development plan will be received, because a large traffic analysis was recently completed and all of the traffic impacts of development in this area are mostly known. Moreover, this proposed theatre complex and associated retail and restaurant is anticipated to lessen the am and pm peak hour traffic loads. This should relieve some of the peak hour congestion that is otherwise anticipated by this traffic study, which has been added to an revised several times and which will be supplemented again as a consequence of this proposed change in use.

Policies 1, 2, 3, 4, 5, 6, 7, 8, 9, 10 and 11 of Guideline 8 primarily pertain to the issues addressed under the Policies of Guideline 7, notably in this instance with respect to specific design standards, especially if established corridors are designated as scenic or parkway, with adequate right-of-way, access to adjoining developments, and site distances and internal circulation. Once again, the development plan included with this application addresses all of the Policies of this Guideline 8 for reasons said above. Street stubs, access, site distances and internal circulation, as engineering practices and normal requirements of Metro Public Works and KTC determine, are addressed on the submitted development plans and will be further considered during the Case Management Review processes.

GUIDELINES 10, 11, & 12: FLOODING AND STORMWATER, WATER QUALITY AND AIR QUALITY

The Intents and Policies of these Guidelines are to address specifically the titles of these Guidelines. Policies 1, 2, 7, and 11 of Guideline 10 pertain to water management which will be handled with stormwater directed through a series of catch basins within streets and parking lots to an existing detention facility or a new one on this site. Existing drainage issues will be addressed. Consequently, the proposed storm water management plan is fully anticipated to receive the preliminary stamp of approval from MSD. The policies of Guideline 11 pertaining to water quality are addressed in this community through storm water management and through the temporary construction arrangements of erosion and sediment and control basins.

The Policies of Guideline 12 largely relate to commuting distances and use of alternative modes of transportation, all of which are fully addressed as set forth above. Locating this expanded activity center, this theatre complex and associated retail and restaurants next to an existing activity center and next to a large existing business and industrial park, reduces commuting distances for everyone and especially for residents who live nearby or who wish to locate proximate to places of work and shopping.

GUIDELINE 13: LANDSCAPE CHARACTER

The intent and Policies of this Guideline 13 are to locate landscaping throughout any new development, whether it be via tree preservation, following the specifics of the tree canopy regulation, or to use new plantings to screen and buffer uses, one from the other. The proposed development plan submitted with this application includes all the appropriate landscape measures to assure compliance with the tree canopy and other landscape regulations included in the new LDC.

GUIDELINES 14 & 15: INFRASTRUCTURE & COMMUNITY FACILITIES

These Guidelines are intended to assure that adequate infrastructure and other community facilities exist to support developments such as these. Note again above the approximately \$10 million pump station and sewer force main constructed by an entity related to this applicant/developer. In addition, the Urton Lane corridor proposed to run through Blankenbaker Stations I-IV, plus major parts of Bluegrass Parkway, Plantside Drive and even Tucker Station Road, have been paid for by the developers of these projects, and right-of-way has been dedicated.

For all of the above reasons and others identified on the Detailed District Development Plan submitted with this application, including more information to be addressed with neighbors and presented by the time of LD&T review, this application complies with all other relevant and applicable guidelines of the Cornerstone 2020 Comprehensive Plan.

Respectfully submitted,

William B. Bardenwerper
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Louisville, Kentucky 40223
(502) 426-6688
Counsel for Applicant/Property Owners

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General Waiver Justification:

In order to justify approval of any waiver, the Planning Commission or Board of Zoning Adjustment considers four criteria. Please answer all of the following questions. Use additional sheets if needed. A response of yes, no, or N/A is not acceptable.

Waiver of: **Section 5.6.1.C.1 for 50% of the wall surfaces at street level to consist of clear windows and doors.**

Explanation of Waiver:

1. The waiver will not adversely affect adjacent property owners because the property to the south is the FBI which is not really concerned about a building design issue such as this. But moreover there is lots of animation in this façade elevation already. The only question is whether the lack of windows, as opposed to façade design animation, is sufficient enough to satisfy the Planning Commission in the granting of this waiver, which we submit the elevations filed herewith demonstrate.
2. The waiver will not violate the Comprehensive Plan because for the reasons set forth in the Detailed Statement of Compliance with all applicable Guidelines and Policies of the Cornerstone 2020 Comprehensive Plan previously filed with this application.
3. The extent of waiver of the regulation the minimum necessary to afford relief to the applicant because this particular façade of this building is animated in a way that ought to compensate for what the LDC might otherwise suggest is lacking in terms of windows.
4. Strict application of the provisions of the regulation will not deprive the applicant of the reasonable use of the land or would create an unnecessary hardship on the applicant because the applicant has provided a very attractive building with adequate animation and articulation, despite the lack of windows on this side of the building, especially given this business park location across from a government facility that is not visited by the public.

General Waiver Justification:

In order to justify approval of any waiver, the Planning Commission or Board of Zoning Adjustment considers four criteria. Please answer all of the following questions. Use additional sheets if needed. A response of yes, no, or N/A is not acceptable.

Waiver of: **Section 5.6.1.B.1 to allow the building façade to have an uninterrupted length greater than 100 feet.**

Explanation of Waiver:

1. The waiver will not adversely affect adjacent property owners because the property to the south is the FBI which is not really concerned about a building design issue such as this. But moreover there is lots of animation in this façade elevation already. The only question is whether it is enough to satisfy the Planning Commission in the granting of this waiver, which we submit the elevations filed herewith demonstrate.
2. The waiver will not violate the Comprehensive Plan because for the reasons set forth in the Detailed Statement of Compliance with all applicable Guidelines and Policies of the Cornerstone 2020 Comprehensive Plan previously filed with this application.
3. The extent of waiver of the regulation the minimum necessary to afford relief to the applicant because this particular façade of this building is animated in a way that ought to compensate for what the LDC might otherwise suggest is lacking.
4. Strict application of the provisions of the regulation will not deprive the applicant of the reasonable use of the land or would create an unnecessary hardship on the applicant because the applicant has provided a very attractive building with adequate animation and articulation, especially given this business park location across from a government facility that is not visited by the public.

TAB 8

PROPOSED FINDINGS OF FACT PERTAINING TO COMPLIANCE WITH THE COMPREHENSIVE PLAN AND WAIVER CRITERIA

BARDENWERPER, TALBOTT & ROBERTS, PLLC

ATTORNEYS AT LAW

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PROPOSED FINDINGS OF FACT REGARDING COMPLIANCE WITH ALL APPLICABLE GUIDELINES AND POLICIES OF THE CORNERSTONE 2020 COMPREHENSIVE PLAN

Owners: Pinnacle Partners/TSF Properties, LLC

Applicant: Hollenbach-Oakley, LLC

Location: 12400 Sycamore Station Place and 1400 Tucker Station Road

Proposed Use: Movie Theatre and Restaurants

Engineers, Land Planners and Landscape Architects: Mindel Scott & Associates

Requests: Zone Change from PEC to C-2

The Louisville Metro Planning Commission, having heard testimony before its Land Development & Transportation Committee, in the Public Hearing held on June 5, 2014 and having reviewed evidence presented by the applicant and the staff's analysis of the application, make the following findings:

WHEREAS, the some 600 acres of combined commercial, office and workplace development within Blankenbaker Stations I-IV are about 25% sold and under contract; but the recent public development of the University of Louisville Shelby Campus has made future office development in this area much more challenging because the U of L land and infrastructure were free (given that the land was donated and the infrastructure paid for by the public); by adding this movie theater and entertainment development with associated retail and restaurant uses, the pace of development in Blankenbaker Stations I-IV should be able to continue, thus assuring completion of this large commercial, office and workplace development hopefully within the decade; and this represents a major economic development and employment opportunity for Metro Louisville; and

GUIDELINE 1: COMMUNITY FORM

WHEREAS, north of the railroad track is an area all designated as Suburban Workplace Form District; at the rate that Blankenbaker Stations I, II, III and IV have been proceeding, it could be completed within a decade; Blankenbaker Station, with infrastructure planned and largely built, especially in the area of this particular site, is thus a perfect location for a theatre and entertainment development like this; Guideline 1 says that Suburban Workplace is a form characterized by predominantly industrial and office uses where buildings are set back from the street in a landscaped setting; suburban Workplaces also often contain a cluster of uses within a master planned development; transportation and pedestrian facilities are also encouraged, as well as a strong, connected road network; the proposed theatre and entertainment development with

associated retail and restaurants will constitute the cluster of uses within a master planned development that Guideline 1, the Suburban Workplace Form, contemplate; they will serve workers within this workplace form district and residents with good access to this area from I-64, I-265, Blankenbaker Parkway, the new Urton Lane Corridor, plus other existing area roads such as Bluegrass Parkway, Tucker Station Road, Pope Lick Road and so on; and

GUIDELINE 2: CENTERS

WHEREAS, Guideline 2 is intended to promote the efficient use of land and investment in existing infrastructure, to lower utility costs by reducing the need for extensions, to reduce commuting time and transportation related air pollution, to provide an opportunity for a mixture of different land uses, to provide an opportunity for a marketplace that includes a diversity of goods and services, to encourage vitality and a sense of place, and to avoid individual or isolated commercial uses from developing along streets and noncommercial areas; and

WHEREAS, the intents of this Guideline 2 are fully met because the proposed theatre and entertainment development with associated retail and restaurants will provide added services to this burgeoning population area where significant residential growth has already occurred and where it can be expected to grow in the future; development of this site for a theater and entertainment development and associated retail and restaurants is the perfect place to expand the existing activity center next door which runs west to Blankenbaker Parkway and south to Plantside Drive where lots of hotels, other restaurants and other retail already exist in close proximity to lots of office and other workplace uses; sanitary sewers are now available as a consequence of what the Hollenbach-Oakley related entity did to spend close to \$10 million on a new pump station and several miles of force main to assure sewer service to this area at the East County/Floyds Fork Wastewater Treatment Plant at Miles Park; this activity center is able to use existing utilities and also capture existing traffic already on area roads; this reduces commuting times back and forth between places of work, residence and shopping; and a sense of place will also be created by expanding the existing Blankenbaker Crossings/Blankenbaker Station activity center as explained above; and

WHEREAS, Policies 1 and 2 of Guideline 2 promote locating activities within existing or expanded existing activity centers which is what is proposed in this case; this proposal addresses Policy 2 of this Guideline 2 because it is of an intensity, size and mixture of uses and site design comparable to a designated center, and because it requires a special location in or near a specific land use (notably the existing Blankenbaker Station), along a transportation facility (the existing Bluegrass Parkway near Blankenbaker Parkway and I-64 and near the new Urton Lane Corridor); and

WHEREAS, Policies 3, 4, 5 and 7 all pertain to locating retail commercial development where a demonstrated support populations exist, and when a mixture of compatible land uses are included that allow alternative modes of travel and encourage vitality and senses of place that provide for desirable mixed uses; the proposed theatre and entertainment development with associated retail and restaurants address all of these Policies of this Guideline 2 because, as noted, there is a burgeoning population in the area; as shown on the overall development plan for Blankenbaker Stations I-IV, this activity center is compact, designed exactly as the policies of this Guideline 2

recommends; uses to the south and east within the Blankenbaker Stations I-IV and the new Tyler Town Center PDD to the south of the railroad track along Taylorsville Road include retail, hotels, offices, and, of course, uses already exist also of a “civic” nature, notably the St. Michael Church and School, which are being expanded at Taylorsville Road – all as a consequence of a significant population and workplace already evident in the area; and

WHEREAS, Policies 10, 11, 12, 13, 14 and 16 of Guideline 2 pertain to specific design aspects of this site, notably parking lot layout and usage, relationships of uses of buildings, inclusion of focal points, shared access and parking, shared utilities and access to parking by different forms of transportation, including pedestrian, bicycle and transit; as the development plan accompanying this application shows, buildings have been arranged so that they are compatible, one as to the other; at some point in time, it can be anticipated that transit will be available to the area, and so provisions for same have been included; parking has also been arranged so that it can be shared between buildings, although the theatre and entertainment development along with associated restaurants and retail will require its own significant parking area; utilities will be arranged in a manner so that they can be developed in a coordinated fashion, and, as noted, the applicant/developer through a related entity has already constructed a major pump station and force main to bring sanitary sewer service to this area; and

GUIDELINE 3: COMPATIBILITY

WHEREAS, the intent of this Guideline 3 is to allow a mixture of land uses and densities near each other as long as they are compatible to each other, to prohibit the location of sensitive land uses where accepted standards for noise, lighting, odors or similar nuisances are violated or visual quality is significantly diminished, and to preserve the character of existing neighborhoods; and

WHEREAS, Blankenbaker Stations I - IV have covenants, conditions and restrictions (“CCRs”), plus specific binding elements agreed to with the Planning Commission, to assure quality development that has few, if any, negative impacts on nearby residential developments; much of this is evident on the proposed development plan; the existing Blankenbaker Station Master Plan will be followed with this application so that design measures are known from the beginning and will serve as a guide for future development of the projects included in both these applications; and

WHEREAS, Policies 1 and 2 of Guideline 3 refer to the use of building design measures, including building materials, to ensure compatibility; as at all of Blankenbaker Station developments, design and materials are important components; and as stated, CCRs were included before and will be incorporated in this development to assure design compatibility here as well; and since the time of the LD&T meeting the Main Event entertainment building has been redesigned to address LD&T committee comments; and

WHEREAS, Policy 4 of Guideline 3 addresses the issue of non-residential expansion into existing residential areas; this is appropriate when an applicant can demonstrate that adverse impacts of uses will be mitigated; Policies 5, 6, 7, 8 and 9 of this Guideline 3 mention some of those possible adverse consequences, notably odor and air quality emission, traffic, noise,

lighting and visual impacts; all of these Policies of this Guideline 3 have been addressed in prior applications for Blankenbaker Stations I-IV and are again in this application, through the Master Plan documents filed previously for review of Blankenbaker Stations I-IV; most importantly, however, most of these impacts are now addressed by the Cornerstone 2020 Land Development Code (“LDC”), which established specific standards for many of these potential negative impacts; for example, lighting is now addressed in new lighting standards included in the LDC, where lighting was never addressed under the old Development Code; and traffic has previously been addressed through previous traffic analyses, all approved by Metro Public Works, and through internal street design, as is already evident on the development plan filed with this application; and

WHEREAS, Policies 20, 21, 22, 23, 24, 28 and 29 all further address issues of building design, transitions and buffers, including setbacks, parking, loading and delivery, and signage; the development plan filed with this application fully contemplates that the overall development will be integrated via traffic routes and site specific design measures; transitions from this proposed development to the adjoining developments as well as from the proposed uses to those on the outside will be sensitively addressed through setbacks, screening, buffering and the like; of course, the major transition between existing residential to the west of this Suburban Workplace development and this theatre and entertainment development with associated retail and restaurants are I-64 to the north and Tucker Station Road to the west; and these highways and roads separate this development from nearby residential; and

GUIDELINE 6: ECONOMIC GROWTH AND SUSTAINABILITY

WHEREAS, the intents of this Guideline are to insure the availability of necessary usable land to facilitate commercial, industrial and residential development, to reduce public and private cost for land development, to insure that regional scale workplaces and industrial uses have access to people, goods and services and appropriate locations needed for them to conduct their business; and

WHEREAS, this application fully addresses the intents of this Guideline; it is very important to assure the opportunity for Metro Louisville to grow jobs, and the only way to do so is to have land available for new businesses to locate, whether they are existing businesses that need to expand or out of town businesses that wish to move to Louisville; the overall Blankenbaker Crossing/ Blankenbaker Station developments, plus the older Bluegrass Industrial Park located adjacent to these business parks, is generally considered to be one of the largest overall industrial/business parks in the United States, if not the world; it is an area to which businesses already located in Louisville and wishing to expand, and those coming to Louisville, have gravitated and continue to gravitate; they have good transportation access, and they are proximate to the locations where people desire to live; and without taking advantage of the available land that exists still within the Snyder Freeway adjacent to these existing business and industrial parks, Metro Louisville will not have ample opportunities to grow; and

WHEREAS, Policies 1, 2, 4, 6 and 8 of this Guideline 6 all further elaborate upon these Intent statements; these Policies of this Guideline 6 desire to preserve obvious land for workplace expansion where good access can be assured and where new industries should logically be

located, near existing or proposed activity centers where transportation facilities are available; also, as respects this application, these Policies of this Guideline are addressed because of good access to the I-64, I-265, to the planned new Urton Lane Corridor and to Blankenbaker Parkway and ultimately Taylorsville Road; and

**GUIDELINES 7, 8 AND 9: CIRCULATION; TRANSPORTATION FACILITY DESIGN;
AND BICYCLE, PEDESTRIAN AND TRANSIT**

WHEREAS, these Guidelines are intended to provide for safe and proper functioning of street networks to insure that new developments do not exceed the carrying capacity of streets, to assure that internal and external circulations provide for safe and efficient travel movements for all types of transportation, to address congestion and air quality issues, and to assure opportunities for transit and non-motorized methods of travel; as the development plan filed with this application demonstrates, and as explained above, the proposed new Urton Lane Corridor runs through the middle of this overall Blankenbanker I-IV development, providing future access from the Blankenbaker interchange with I-64 via Blankenbaker Parkway, Bluegrass Parkway and Plantside Drive to the north and to the Snyder Freeway/Taylorsville Road interchange to the south, especially via the newly opened Blankenbaker Parkway and ultimately via the proposed new Urton Lane Corridor extension from Rehl Road to Taylorsville Road; good access will be provided via Bluegrass Parkway and Blankenbaker Parkway to the I-64 interchange and also via the Blankenbaker extension north to Shelbyville Road; and

WHEREAS, Policies 1, 2, 3, 4, 8, 9, 11, 12, 13, 14 and 16 of Guideline 7 all address various issues of impact mitigation as a consequence of new development proposals; street systems obviously need to be designed to adequately carry the proposed traffic, levels of service need to be maintained or possibly improved to better levels of service, oftentimes right-of-way needs to be dedicated, parking needs to be adequate, and such things as corner clearances, points of access and shared access must be addressed on any proposed development plan; all of these are routinely included in proposed development plan applications, and the development plan included with this application is no different than any; ultimately, a preliminary stamp of approval is needed from Louisville Metro Public Works, and it is anticipated that the preliminary stamp on this development plan will be received, because a large traffic analysis was recently completed and all of the traffic impacts of development in this area are mostly known; moreover, this proposed theater and entertainment development and associated with associated retail and restaurant is anticipated to lessen the am and pm peak hour traffic loads; and this should relieve some of the peak hour congestion that is otherwise anticipated by this traffic study, which has been added to an revised several times and which will be supplemented again as a consequence of this proposed change in use; and

WHEREAS, Policies 1, 2, 3, 4, 5, 6, 7, 8, 9, 10 and 11 of Guideline 8 primarily pertain to the issues addressed under the Policies of Guideline 7, notably in this instance with respect to specific design standards, especially if established corridors are designated as scenic or parkway, with adequate right-of-way, access to adjoining developments, and site distances and internal circulation; the development plan included with this application addresses all of the Policies of this Guideline 8 for reasons said above; street stubs, access, site distances and internal circulation, as engineering practices and normal requirements of Metro Transportation Planning

and KTC determine, are addressed on the submitted development plans and received their preliminary stamp of approval; and

GUIDELINES 10, 11, & 12: FLOODING AND STORMWATER, WATER QUALITY AND AIR QUALITY

WHEREAS, the Intents and Policies of these Guidelines are to address specifically the titles of these Guidelines; Policies 1, 2, 7, and 11 of Guideline 10 pertain to water management which will be handled with stormwater directed through a series of catch basins within streets and parking lots to an existing detention facility or a new one on this site; existing drainage issues will be addressed; consequently, the proposed storm water management, plan has received the preliminary stamp of approval from MSD; the policies of Guideline 11 pertaining to water quality are addressed in this community through green infrastructure, and storm water management and through the temporary construction arrangements of erosion and sediment and control basins – all of which will be addressed on construction plans for this development; and

WHEREAS, the Policies of Guideline 12 largely relate to commuting distances and use of alternative modes of transportation, all of which are fully addressed as set forth above; locating this expanded activity center, this theater and entertainment development with associated retail and restaurants next to an existing activity center and next to a large existing business and industrial park, reduces commuting distances for everyone and especially for residents who live nearby or who wish to locate proximate to places of work and shopping; and

GUIDELINE 13: LANDSCAPE CHARACTER

WHEREAS, the intent and Policies of this Guideline 13 are to locate landscaping throughout any new development, whether it be via tree preservation, following the specifics of the tree canopy regulation, or to use new plantings to screen and buffer uses, one from the other; the proposed development plan submitted with this application includes all the appropriate landscape measures to assure compliance with the tree canopy and other landscape regulations included in the new LDC; and

GUIDELINES 14 & 15: INFRASTRUCTURE & COMMUNITY FACILITIES

WHEREAS, these Guidelines are intended to assure that adequate infrastructure and other community facilities exist to support developments such as these; note again above the approximately \$10 million pump station and sewer force main constructed by an entity related to this applicant/developer; and in addition, the Urton Lane corridor proposed to run through Blankenbaker Stations I-IV, plus major parts of Bluegrass Parkway, Plantside Drive and even Tucker Station Road, have been paid for by the developers of these projects, and right-of-way has been dedicated; and

* * *

WHEREAS, for all the reasons explained at LD&T and the Planning Commission public hearing and also in the public hearing exhibit books, on the approved detailed district development plan, this application also complies with all other applicable Guidelines and Policies of the Cornerstone 2020 Comprehensive Plan;

NOW, THEREFORE, the Louisville Metro Planning Commission hereby recommends to the Louisville Metro Council that it rezone the subject property from PEC to C-2.

WAIVER FINDINGS OF FACT

Waiver of Section 5.6.1.B.1 to allow the building façade to have an uninterrupted length greater than 100 feet.

WHEREAS, the waiver will not adversely affect adjacent property owners because the property to the south is the FBI which is not really concerned about a building design issue such as this; and moreover lots of animation in this façade elevation already exists, particularly in light of changes made to the design since the time of the LD&T meeting; and

WHEREAS, the waiver will not violate the Comprehensive Plan because for the reasons set forth in the Detailed Statement of Compliance with all applicable Guidelines and Policies of the Cornerstone 2020 Comprehensive Plan previously filed with this application; and

WHEREAS, the extent of waiver of the regulation the minimum necessary to afford relief to the applicant because this particular façade of this building is animated, particularly with changes made since the LD&T meeting, in a way that ought to compensate for what the LDC might otherwise suggest is lacking; and

WHEREAS, strict application of the provisions of the regulation will not deprive the applicant of the reasonable use of the land or would create an unnecessary hardship on the applicant because the applicant has provided a very attractive building with adequate animation and articulation, especially given this business park location across from a government facility that is not visited by the public; and

NOW, THEREFORE, the Louisville Metro Planning Commission hereby approves the Waiver.

WAIVER FINDINGS OF FACT

Waiver of Section 5.6.1.C.1 for 50% of the wall surfaces at street level to consist of clear windows and doors.

WHEREAS, the waiver will not adversely affect adjacent property owners because the property to the south is the FBI which is not really concerned about a building design issue such as this; but moreover there is lots of animation in this façade elevation, especially with the design changes made since the LD&T meeting; and

WHEREAS, the waiver will not violate the Comprehensive Plan because for the reasons set forth in the Detailed Statement of Compliance with all applicable Guidelines and Policies of the Cornerstone 2020 Comprehensive Plan previously filed with this application; and

WHEREAS, the extent of waiver of the regulation the minimum necessary to afford relief to the applicant because this particular façade of this building is animated in a way that ought to compensate for what the LDC might otherwise suggest is lacking in terms of windows, especially with the design changes made since the LD&T meeting; and

WHEREAS, strict application of the provisions of the regulation will not deprive the applicant of the reasonable use of the land or would create an unnecessary hardship on the applicant because the applicant has provided a very attractive building with adequate animation and articulation, despite the lack of windows on this side of the building, especially given this business park location across from a government facility that is not visited by the public; and

NOW, THEREFORE, the Louisville Metro Planning Commission hereby approves the Waiver.