

TOWNSHIP OF LOWER MAKEFIELD
BOARD OF SUPERVISORS
SPECIAL MEETING
MINUTES – AUGUST 17, 2020

A special meeting of the Board of Supervisors of the Township of Lower Makefield was held remotely on August 17, 2020. Dr. Weiss called the meeting to order at 6:34 p.m. and called the Roll.

Those present:

Board of Supervisors: Frederic K. Weiss, Chair
 Daniel Grenier, Vice Chair
 James McCartney, Secretary
 Suzanne Blundi, Treasurer
 John B. Lewis, Supervisor

Others: Kurt Ferguson, Township Manager
 Barbara Kirk, Township Solicitor
 Andrew Pockl, Township Engineer
 Joseph Fiocco, Township Traffic Engineer
 James Majewski, Director Planning & Zoning
 Monica Tierney, Park & Recreation Director

PUBLIC HEARING TO CONSIDER AMENDING THE ZONING ORDINANCE TO PROVIDE FOR A MIXED-USE (MU) OVERLAY DISTRICT WITHIN THE OFFICE RESEARCH (OR) ZONING DISTRICT

Motion to Open the Public Hearing

Ms. Blundi moved, Mr. Grenier seconded and it was unanimously carried to open the Public Hearing.

Ms. Kirk stated this is a formal Hearing on a proposed Ordinance, and there is a Court Reporter available who will swear in each of the Witnesses in before they begin to Testify. Ms. Kirk stated additionally to smoothly provide for the Hearing process she has spoken with Mr. Harris, who is presenting the Applicant/Petitioner in this matter, who has already submitted twelve Exhibits as part of his presentation, and those Exhibits are marked Exhibit A-1 through A-12; and they have been provided to be uploaded and available for public view during the Hearing.

Ms. Kirk stated in anticipation of tonight's Hearing, Notice of the Hearing was duly published in the Bucks County Courier Times for two weeks, the last being August 7. She stated that Proof of Publication for this Hearing is marked as Exhibit T-1 for Township. Ms. Kirk stated a copy of the proposed Ordinance was also filed with the Bucks County Law Library as required, and a letter from the Law Library confirming receipt of the proposed Ordinance is marked as Exhibit T-2.

Ms. Kirk stated she was provided via e-mail from Mr. Majewski Notice and Confirmation that Notice of the Hearing as well as a text version of the Ordinance was posted at the Township Building in its Final form starting July 28, and that Proof of Posting was marked as Exhibit T-3.

Ms. Kirk stated two of the residents have hired counsel, Eric Goldberg of Stark and Stark, in opposition to the proposed Ordinance. Ms. Kirk stated Mr. Harris and Mr. Goldberg have spoken and agreed, which they will confirm, that any experts being presented at tonight's Hearing have been accepted as Qualified by each of them; and neither of them are going to question the qualifications so that we can move smoothly through the Hearing.

Ms. Kirk stated the process will be that Mr. Harris will first be allowed to present his Witnesses in support of the Application. After the Board has done their questioning, Mr. Goldberg will be entitled to cross examine the Witnesses. Mr. Goldberg has two Witnesses that he would like to present, and that will wait until the Public Comment portion. Mr. Goldberg will provide an Offer of Proof for each of the Witnesses to the Board at which time additional questions can be asked. Ms. Kirk stated she spoke with the Township, and they feel that this will be the most appropriate way to move the Hearing forward as smoothly as possible.

Motion carried unanimously.

Presentation of the Ordinance

Mr. Majewski stated the Petitioner for the initiation of the Amendment to the Ordinance is present, and representing them is Mr. Steve Harris, attorney, along with Mr. Vince DeLuca and Mr. Bob Dwyer.

Mr. Harris stated Mr. DeLuca and Mr. Dwyer will make a brief presentation of what the eventual project will be in the event that the Mixed-Use Overlay is adopted by the Board. Mr. Harris stated his first Witness will be Mr. John Kennedy, their Land Planner, who will review the Ordinance, specifically the changes in the Ordinance that have been made as a result of the input that was received from the Planning Commission and the initial presentation that they had before the Board of Supervisors. Mr. Harris stated Mr. Kennedy will also review the letter that was received from the Bucks County Planning Commission and make comment on that as well as on the recommendation that was received from the Lower Makefield Township Planning Commission.

Mr. Harris stated the next witness will be Mr. Ken Amey, who did a Revenue Study which has been previously presented, and the final Witness will be Mr. Chris Williams, who is their traffic engineer, who will go over his Traffic Report and ultimately the proposed improvements which are part of this project.

Mr. Harris stated also on their team is Mr. Bill Reardon, of Bohler Engineering in the event that there are any engineering issues raised by anyone; and while he is not anticipating that, they wanted to make sure that they had everyone present in case the Board of Supervisors had any questions.

Mr. Harris asked that Exhibit A-1, the power point presentation of the proposed development be shown on the screen so that Mr. DeLuca can go through the initial presentation with Mr. DeLuca providing comments regarding the Residential portion of the project.

Mr. Vince DeLuca was sworn in and stated that the Board and most of the public have seen this presentation several times. He stated the partners in the project are DeLuca Homes, Envision, which is their partner in the Commercial aspect, and Equus Capital Partners, which Mr. Dwyer represents for the apartment side.

Mr. DeLuca showed a slide which is an overview of the neighborhood gathering space that is anchored by the barn and the historic house which are the two preservation buildings that they are including in the development. Mr. DeLuca showed a slide which is an overview of the development which faces on Stony Hill Road and abuts the I-295 Interstate. He stated the back left-hand corner is the 100,000 square foot Wegmans grocery store, and the multiple buildings on the lower left-hand side from the north end south to the main entrance are multi-tenant buildings for Retail uses. He stated in the middle of that area is the neighborhood open space which has the barn and the historic house that

are being preserved. He stated this is an area for the community to have functions and an open area for gatherings and community events. He stated to the right-hand side are the two hundred apartment units that Mr. Dwyer will speak to in more detail.

A slide was shown looking at the neighborhood open space with the Prickett farmhouse which will be preserved shown on the right-hand side, and toward the left upper corner is the area where the barn is located which is also slated to be preserved. Mr. DeLuca stated also in that area there are some specimen, historic trees which are intended to be preserved, and the open space features are laid out around those trees.

A slide was shown of the buildings to be preserved with the top three photos being the house, and the bottom three slides being the barn. Mr. DeLuca stated the house will probably be used as a professional office possibly a management company office, an accountant, lawyer, or Real Estate office. He stated with regard to the barn, they have now talked to several entities for a proposed restaurant use. He stated the recent inquiries have involved the aspect of having liquor which Lower Makefield adopted at the last Election.

Mr. Robert Dwyer was sworn in. He showed a slide which is a photograph of a project that Equus completed several years ago in New Britain, which is identical from the standpoint of density, quality, open space, with the product being one and two-bedroom apartments. He stated they are proposing one hundred one-bedroom and one hundred two-bedroom apartments. He stated the majority of those who have moved into the New Britain projects are older adults or young adults. He stated 75% of the residents are either over fifty or between twenty-one and thirty. He stated it draws a demographic that does not generate many School-age children. He stated the New Britain project only had nineteen School-age children in the two hundred thirty-two units. Mr. Dwyer stated for this project, they are projecting eleven School-age students.

Mr. Dwyer stated the proposed project has a clubhouse facility with a pool, indoor and outdoor kitchens, and other amenities as shown on the Plan.

Mr. Harris stated there was some question raised that this kind of project would not appeal to both young adults and older adults at the same time; however, Mr. Dwyer's experience has been that that is not true, and that it works well. Mr. Dwyer agreed. He stated they have other projects as well in addition to the New Britain project which have similar demographics.

He stated what you typically find in one and two-bedroom apartments are older and younger adults and not the middle-age group of thirty to fifty years old. Mr. Harris asked Mr. Dwyer if his experience with the number of School-age children is consistent with that which is projected for this development, and Mr. Dwyer agreed.

Mr. McCartney asked Mr. Dwyer the estimated rents for the one-bedroom apartments; and Mr. Dwyer stated it is \$1,900, and for the two-bedroom it is \$2,600. Mr. McCartney asked what kind of vacancy rates they expect, and Mr. Dwyer stated for the projects they have built the vacancy rates are less than 5%.

Mr. McCartney stated he is sure that they have done demographic studies to show where the population for the apartments will be coming from. Mr. Dwyer stated Equus has a company called Madison which has thousands of apartments across the Country with a sophisticated marketing staff, and they have looked at this in great detail over the last ten years as they have looked at this property for a long period of time. He stated there is a big demand in the region for more apartments, and Lower Makefield has one of the lowest percentages of rental properties in Bucks County and also the region.

Mr. McCartney asked for more detail as to what market the occupants would be derived from; and Mr. Dwyer stated based on what they have seen to date 44% will be over fifty years of age, and 34% will be in their twenties and early thirties. Mr. McCartney asked about the geographic they would be coming from. Mr. Dwyer stated they will pull from anywhere along I-95, Central Jersey, and Bucks County. He stated this is a prime location for transportation in and out of New York and Philadelphia. He stated it is a reasonable location from the standpoint of access. He stated the Mixed-Use component of the project makes it attractive.

Mr. McCartney stated considering the age group they are looking at, he assumes most of the New York and Philadelphia participants will be professionals, and based on the current conditions, they will be working from home; and Mr. Dwyer agreed.

Mr. Grenier asked with regard to the Rental units since they are bordered by Corporate Office Parks, are they considering any Corporate partnerships with the neighboring Offices for those that might have short-term employees coming in to work at those Offices. Mr. Dwyer stated when Equus owned

the Corporate Center, they had envisioned that; but they have not approached the current owners, although there is an opportunity for great benefit at the Corporate Center. He stated that was testified to at an earlier meeting by the owner's representative of the Corporate Center. Mr. Dwyer stated they do anticipate some connection with the workers in that facility.

Mr. Grenier stated with regard to the number of School-age children, he understands that they used the Rutgers Study that projected eleven Public School-aged children. He asked if they have looked into the numbers at Polo Run or the Edge to see how many School-age children they have. Mr. Dwyer stated Polo Run has 248 units, and there were nineteen School-age children in 2018 and twenty in 2019. He stated those ratios would suggest that rather than having eleven School-age children at his facility, there could be closer to eighteen. Mr. Dwyer stated the Montgomery County Planning Commission also has a great study on School-age children, and they are comfortable with their numbers based on that and the history they have with one and two-bedroom apartments that they will not come anywhere near what has been alleged in other reports.

Mr. Lewis stated the median rents proposed are approximately 15% to 20% higher than the Philadelphia Metro area and 80% higher than the U.S. median rental rates. He asked if any of the apartments will be held for affordable housing in any way so that others would have a chance to live in the area. Mr. Dwyer stated they will not. He stated there are no obligations to do that, and the numbers would not work.

Mr. Eric Goldberg stated Mr. Dwyer indicated that the rents would be \$1,900 for a one-bedroom apartment and \$2,600 for a two-bedroom apartment. He stated he believes that previously when Mr. Dwyer Testified it was \$2,100; and he asked why this was changed. Mr. Dwyer stated they updated the comparables, and it is comparable to what Polo Run is charging as far as price per square foot. Mr. Goldberg stated Polo Run may have smaller square footage, but their rents are "typically cheaper." He stated a one-bedroom at Polo Run is \$1,400 to \$1,500 and a two-bedroom is \$1,900. Mr. Dwyer stated the square footages are different.

Mr. Goldberg asked what is the income that someone would need to afford an apartment at the proposed development. Mr. Dwyer stated the average income for this community would be in excess of \$125,000. He stated the average income for those living at the New Britain facility is \$130,000, and they expect it to be in excess of \$125,000 here. Mr. Goldberg stated when they do their analysis, he presumes it is based

on a certain percentage of someone's income going to rent, which he would presume to be 17% to 18%. Mr. Dwyer stated they do the comps and look at the market conditions. He stated the vacancy rates are less than 5%. Mr. Goldberg stated typically it would be 17% to 20% of income going toward rent, and Mr. Dwyer stated that is what you read about. Mr. Goldberg stated for someone looking for a two-bedroom, they would need more than \$125,000. Mr. Dwyer again noted the average income at their similar project in New Britain. He added that the average incomes fluctuate as different people move in and out.

Mr. Goldberg stated Mr. Dwyer indicated approximately one third of the people will be between the ages of twenty-one to thirty; and Mr. Dwyer agreed, adding that was based on the rent rolls for the other projects they have. Mr. Goldberg stated while he understands that, he asked if he has done any analysis for this project to see how many people aged twenty-one to thirty have an annual income of \$125,000 to \$160,000 a year. Mr. Dwyer stated there "are plenty who drive by every day up and down I-95 who would love to live here." He added that when you look at the comparable vacancy rates at the other local projects, it would suggest that there is plenty of opportunity for their project in this community especially with the amenities that are being proposed, the Mixed-Use, and the convenience to the highway.

Mr. Goldberg stated retirees will make up approximately 45%, and Mr. Dwyer stated they estimated it at 44% which again was based on the rent rolls from prior projects. Mr. Goldberg stated many in that group do not have a job but they have retirement income; and he asked what income would be required, whether that is \$2 million to \$3.5 million to sustain having an apartment with a monthly rent of \$2,600. Mr. Dwyer stated many of those who will be renting here will have sold their homes and want to downsize and eliminate the maintenance obligations. Mr. Goldberg stated they would still be looking for a market that has a "retirement nest egg of several million."

Mr. Goldberg stated they are talking about young professionals having a third of the rentals at this facility, and he asked if many young professionals would not prefer to live closer to where they work or closer to where there is social life. Mr. Dwyer stated they will have that here as they are near the Corporate Center, and there will be a social life being built in the proposed community. Mr. Goldberg stated that is "not really the social life for a twenty-one year old." Mr. Dwyer stated he would disagree,

adding that they have projects with far less than what is being proposed with far more young adults living there. He stated there could be two young adults living in a two-bedroom apartment each making \$65,000 to \$75,000 so they would not need one income to pay for the rent on a two-bedroom apartment. Mr. Goldberg stated he feels the typical twenty-six year old making \$80,000 is going to most likely look to live in Philadelphia, Doylestown, or close to New York. Mr. Dwyer stated their information would suggest otherwise. He added that many people want to move out of the City and New York, and this is a great location for that. He stated there are also older adults who want to downsize in the Township so that they can still live close to their families.

Mr. Goldberg stated he disagrees, and he feels they are “asking for problems to try to cater to these two groups at this location.” Mr. Goldberg stated for retirees they would be competing with fifty-five and over communities where typically they do not have a section devoted to twenty-one year olds. Mr. Dwyer stated people living in those types of communities do not want to live with twenty-one year olds; however, people who would move to this proposed complex will want to. He stated there are people all across the region who choose to live with younger adults to “get a zest for life.” He agrees that people who chose to live in an age-qualified development would not want to live here, and they are not competing with those kinds of developments.

Mr. Goldberg stated they are competing with the Philadelphia, New Hope, and Doylestown areas, and Mr. Dwyer agreed.

Mr. Goldberg asked Mr. Dwyer if he is familiar with the re-Zoning of “Oxford Valley for six hundred apartments,” and Mr. Dwyer agreed. Mr. Goldberg asked if that would be a competitor, and Mr. Dwyer stated he feels there are enough people in the market that need an apartment. Mr. Dwyer stated he feels the Wegmans and the Mixed-Use facility with the bike paths, the Corporate Center, and access to the highway will result in a “classy development that will draw in the people that they are looking for.”

Mr. Goldberg asked Mr. Dwyer if he has considered marketing this to just retirees or just to young adults, and Mr. Dwyer stated they have not. Mr. Goldberg asked Mr. Dwyer if he believes that there is enough of a market to sustain a two-hundred apartment complex for just retirees. He asked why they would not market to one or the other. Mr. Dwyer stated they can attract both, and they feel it is better that

way, and they are not looking to have a “sterile development of older or younger people,” rather they are looking for a demographic mix that will be good for the Mixed-Use development.

Mr. Goldberg stated Mr. Dwyer had mentioned the community in New Britain, and he asked the location. Mr. Dwyer stated it is near County Line Road and Route 202; and it is called Madison at New Britain. Mr. Goldberg asked the number of units, and Mr. Dwyer stated there are 232. Mr. Goldberg stated Mr. Dwyer indicated that the rent for a one-bedroom was approximately \$1,900. Mr. Dwyer stated this is a job that they built and sold several years ago. He stated the rents for a one-bedroom were from \$1,400 to \$1,680 last year, and the two-bedroom went for \$1,700 to \$2,200 last year. Mr. Goldberg asked other developments that are comparable. Mr. Dwyer noted Ellis Preserve which they built in Newtown Square which is 252 units, and the average income there is \$128,000, with nine School-age children. The average rent is \$2,200 for a combination of one-bedroom and two-bedroom apartments.

Mr. Goldberg asked about other projects, and Mr. Dwyer stated the next closest would be in Lower Providence Township in Montgomery County with 304 units, with the average rent at \$1,900, and twenty-six total children under eighteen, not just School-age children.

Mr. Goldberg asked presuming that he is correct, and they will “struggle to get these rents for this demographic,” what would happen in that situation. Mr. Dwyer stated this is hypothetical, and the rents could go lower to make it work, but he does not feel that will be the case. He stated the rents could also go higher. Mr. Goldberg stated if the rents have to go lower, they will attract a different demographic. Mr. Goldberg stated if the rents were to go lower that could result in an increase in School-age children. Mr. Dwyer stated all of the facts he has presented based on projects in the region, including Polo Run which is down the street, suggest that is not the case. He stated Polo Run has been there since 1982, and has done well. He stated Lower Makefield Township needs more rental properties, and this is the perfect location for it in a Commercially-Zoned District that will help the Corporate Center and the Mixed-Use Development which is why it is being presented.

Mr. Goldberg stated the proposed rents are much higher than Polo Run, and the question is in the event that they have to market to a different demographic because their rents do not allow them to effectively occupy the development, would that lead to more School-age children; and Mr. Dwyer stated he does not believe so in one and two-bedroom units. Mr. Goldberg stated statistics say otherwise. Mr. Dwyer stated he is not sure what Mr. Goldberg is referring to, but he does not feel that one and two-bedroom units draw a lot of School-age children.

Mr. Goldberg asked the name of the development in Lower Providence, and Mr. Dwyer stated it is Madison at Lower Providence.

Mr. Goldberg asked with regard to the amenities, are they providing a swimming pool; and Mr. Dwyer stated they are. Mr. Goldberg asked if there are tennis courts or basketball courts proposed, and Mr. Dwyer stated there are not. Mr. Goldberg asked if the pool is indoor or outdoor, and Mr. Dwyer stated it is outdoor. Mr. Goldberg asked if there is a gym, and Mr. Dwyer stated there is an exercise room. Mr. Dwyer stated there is an exercise room, indoor and outdoor kitchens, a pool, meeting rooms, and work-at-home spaces which are part of the club house. He stated a lot of this is still being developed because they have not yet even received the re-Zoning. He stated if and when they get the re-Zoning, they will have to go through the Land Development process which is when those matters are considered.

Mr. Harris stated as noted by Ms. Kirk earlier, they have agreed that their respective Witnesses are qualified as experts. He stated Mr. Kennedy is a professional land planner, and in the booklets that they provided to the Township as well as to Mr. Goldberg, Mr. Kennedy's Curriculum Vitae is Exhibit A-2.

Mr. John Kennedy was sworn in and stated he has practiced land planning for the last forty years, the last thirty of which he has had his own consulting business. He reviewed his education, professional memberships, and experience.

Exhibit A-3 was noted which is the Mixed-Use Overlay Ordinance. Mr. Harris asked Mr. Kennedy to summarize the provisions of the Ordinance and discuss the revisions that have been made as requested by the Township Planning Commission and the Board of Supervisors.

Mr. Kennedy stated what is being proposed is a Mixed-Use Overlay District which is an Overlay on top of the existing Zoning. He stated the existing Zoning is O/R which is Office/Research, and that will not change; and it would still be a potential option for anyone who wanted to develop using those standards. Mr. Kennedy stated what they are proposing just adds an additional development option to the property. Mr. Kennedy stated the purpose of the Mixed-Use Overlay District is to provide for a mixed-use of development types and uses to develop greater variety in the area and to promote economic development within the Township.

Mr. Kennedy stated they have structured the Ordinance to encourage types of development policies such as incentives to encourage preservation or re-use of historic buildings, use of green building technology and sustainable buildings, and encourage pedestrian and bicycle use as transportation alternatives. He stated this is something that they see as a trend across not only the Delaware Valley region but across the entire Country. He stated he has worked on a number of Mixed-Use Developments across the region.

Mr. Kennedy stated the first page of the Ordinance discusses the establishment of the Overlay District and identifies certain criteria that are required. He stated the tract must be located in the Office/Research O/R District, and there is a minimum tract size of thirty acres. He stated the tract must also have a minimum of 1000' of frontage on an arterial road, and the site must be within a one quarter mile walk of the H/C Historic/Commercial District which is Edgewood Village.

Mr. Kennedy noted Page 2 which lists the variety of Uses which are permitted, and there is a combination of both Commercial and Residential Uses. He stated this was discussed quite a bit at the Planning Commission, and there have been some minor changes. Mr. Kennedy stated one change that was made as a result of their discussions with the Board of Supervisors was changing two of the Permitted Uses to Conditional Uses, and they were any drive-through or drive-in window which would be a Conditional Use that would require a separate Hearing and Commercial Recreation which would also be a Conditional Use that would require a separate Hearing.

Mr. Kennedy noted the Section with regard to the development requirements, which discusses the minimum tract area and the requirements for the mix of non-Residential and Residential Use. He stated that is so that they do not end up with a project which is 100% Commercial or 100% Residential.

Mr. Kennedy noted Page 4 where the open space requirements are discussed. He stated typically Mixed-Use developments have different open space requirements. He stated this was discussed at great length with the Township staff and the Planning Commission. He stated a typical apartment or townhouse development in the R-4 District might have a requirement for 40% open space, and that is typically passive open space with little or no improvements. He stated in a Mixed-Use development, typically it is less open space, but it is improved, so that it is a higher quality of open space. He stated this would include parks, pocket parks, plazas, gardens, water features, seating areas, decorative lighting, etc. He stated they would have hardscaping and landscaped “furniture” within them. He stated trails are also a type of improvement. He stated originally they had proposed 10%, and they were asked by the staff to increase that to 15%; and that is what has been done.

Mr. Kennedy stated also on Page 4 is the permitted density. He stated the maximum permitted density is twelve units per acre on the portion of the property that is declared to be Residential – not on the entire tract. He stated if half of the property were declared to be Residential, that would have 12 DU per acre on half of the site area. Mr. Kennedy stated this is a density that is comparable to other Districts in the Township. He noted the TND Overlay also has twelve units per acre; however, in that case it is based on the entire site area so that would allow for more dwelling units than what is proposed in this Overlay.

Mr. Kennedy stated if they were to have Mixed-Use buildings which is where you have Commercial below and Residential above, there is a separate density if the tract were to be developed in that fashion; and that would be six units per acre based on the entire tract.

Mr. Kennedy stated if you were to take the proposed density at 200 and apply it to the entire tract, their density is actually 5.4 DU per acre.

Mr. Kennedy stated there is a Section entitled, “Special Conveyancing,” and that is a common element in many Commercial and Mixed-Use Ordinances. He stated he would call this a financial subdivision, and the purpose of it is that if a store has as their corporate standard that they must own in fee simple the footprint of the store itself, it could be subdivided and described and Deeded off. Mr. Kennedy stated the overall master planning and the overall development controls are in the entire Ordinance, and those must be met before any kind of special conveyancing would apply.

Mr. Kennedy noted the Section dealing with the Area Dimensional and Design Standards which include building coverage, impervious coverage, setbacks, etc. He stated there was quite a bit of discussion at the Planning Commission and the Board of Supervisors about impervious coverage, and they have fixed the maximum impervious coverage at 65% of the base site area. He stated that is the same impervious coverage that exists in the O/R District right now so whether it is developed as Office or Mixed-Use, the impervious coverage would be the same. Mr. Kennedy stated they also eliminated any bonus increases for the impervious coverage.

Mr. Kennedy noted the design standards for the Residential Uses and the Mixed-Use buildings.

Mr. Kennedy noted Section D which was added as a result of a Board request which is a limitation on what the Ordinance calls Retail Store – Large. He stated one of the concerns discussed was whether they could end up with a development that was made up entirely of big box stores which was something that they wanted to avoid. He stated they have an Agreement with Wegmans, and would like to see Wegmans move in and be successful and an asset to the community; but for the balance of the stores, they wanted to have smaller Retail stores and create more of a variety. He stated there is a limitation on Retail Store – Large of a maximum footprint of 20,000 square feet except for supermarkets which may exceed 20,000 square feet. Mr. Kennedy stated it is not likely that they would have a “cluster of supermarkets,” so they will have one supermarket with a larger footprint, and then the balance of the stores will be smaller with a greater variety.

Mr. Kennedy stated also listed are Architectural Design Standards, and this was a request of the Planning Commission where there was a lot of discussion about architecture and how they would ensure that. He added it should be noted that you cannot govern aesthetics in Pennsylvania except in certain Districts. He stated what they have done is voluntarily included a clause that architectural renderings have to be submitted at the time of Land Development, which is not typical. He stated this would be for the buildings and the main entry feature going into the site. He stated they also added a clause that the Township’s HARB, which regulates the use of historic buildings, would have the right to review the buildings which are being preserved those being the Prickett house and the barn.

Mr. Kennedy noted Section 200-50.10 which is the Bonus provision section. He stated this has been fine-tuned as a result of a lot of discussion and input. He stated they have used this in several other Townships where the developer is encouraged to provide amenities, a public improvement, or a methodology of construction; and in order to encourage that, there is a bonus that is offered. He stated in this case, they are offering bonuses for some additional woodland disturbance and additional density per acre although there are caps. He stated the maximum woodland disturbance would be 50%. He stated the maximum woodland disturbance permitted in the Ordinance is 30% so that based on what is provided, there can be some additional disturbance area. Mr. Kennedy stated the maximum density is an increase of an additional 2.5 DU per acre which would mean that the maximum density on the property would be 14.5 DU per acre on the Residential portion of the site.

Mr. Kennedy stated they have a variety of bonuses that are proposed which were debated quite a bit at the Planning Commission and also by the Board. He stated there are bonuses for historic preservation, significant off-site pedestrian connections that are noted in the Comprehensive Plan, green roofs, stormwater above and beyond what is required, inter-connections with adjacent properties, alternative transportation infrastructure, and energy efficiency in buildings and construction.

Mr. Kennedy stated there are standards for parking for both the Residential and the non-Residential sections. He stated there are also signage standards for Residential and non-Residential, and they are referring to the existing signage standards and not proposing anything different.

Mr. Kennedy noted Section 200-52C which is a Section adding a reference in the Site Capacity Calculations for the Mixed-Use Overlay.

He stated there was also added a revision to the definition of Retail Store - Large which was to correct a typo which existed in the Township Ordinance when it was first codified.

Mr. Kennedy stated the last Section is a reference to the Sign Ordinance tying the Residential portion to the Residential standards and the non-Residential portion to the Commercial Sign standards.

Mr. Harris stated there was a recommendation by the Lower Makefield Township Planning Commission to approve the Overlay District subject to two Conditions. Mr. Harris stated the first was that if the Ordinance

becomes accepted and approved by the Board of Supervisors, a map outlining the overall area which would be affected by the Ordinance should be attached to the Final version. Mr. Harris showed a slide of Exhibit A-4. Mr. Harris stated there was some question at the Planning Commission meeting as to whether or not there was an accurate map showing the area that would be effected.

Mr. Kennedy stated A-4 is the map of the proposed Overlay District. He stated shown in grey they have the entire O/R District in this area of the Township; however, the Overlay would only affect areas of the O/R District that are one quarter mile from the Historic District. He stated the heavy dashed line that is an arc shape is that area, and it would only be parcels that are inside of that arc that would be included and could utilize this. Mr. Kennedy stated there are a total of eight parcels which are listed on the upper left-hand corner of Exhibit A-4.

Mr. Harris stated the second Condition was that the Planning Commission wanted the Board to carefully review the parking standards to minimize any adverse parking conditions if the development were to be constructed. Mr. Kennedy stated they looked at the parking standards, and in terms of the ratios, those are recommended by ULI and ITE. He stated the comment that the Planning Commission had was whether during Land Development it would be possible to consider that a certain section of the parking lot have slightly wider parking spaces.

Mr. Harris stated the Township received a letter from the Bucks County Planning Commission which has been marked Exhibit A-6. Mr. Harris stated Mr. Kennedy has prepared a response letter to that letter, and that has been marked as Exhibit A-7.

Mr. Kennedy stated they received the letter from the Bucks County Planning Commission dated August 5 on August 12, and he responded to their comments on August 13. Mr. Kennedy stated there were comments regarding Permitted Uses, and 1a referred to drive-in and drive-through windows and the parking lot circulation. Mr. Kennedy stated the comment centered around the idea that a by-pass lane should be added into the Ordinance itself. Mr. Kennedy stated one of the changes they made was that drive-in and drive-through windows are only allowed by Conditional Use. He stated in terms of stacking standards, they are using the same stacking standards that are used in the existing Ordinance. He stated if a by-pass lane were appropriate depending on the Use and the location, that could be handled as one of the Conditions during the Conditional Use Hearing.

Mr. Kennedy stated the next comment refers to Commercial Recreation lighting, and he noted that this is the other Use that was turned into a Conditional Use. He stated there was a comment that a reference to a SALDO Section on lighting should be added to the Ordinance; however, Mr. Kennedy stated that is really not necessary since Section 178-53 already applies to all Uses, so it would apply to this as well.

Mr. Kennedy noted their Comment 1C – Commercial Recreation Noise Impact, and Mr. Kennedy stated that is the same situation as with the lighting above as there is a standard already in Zoning that controls performance standards and noise controls, and that applies to all Uses so they would have to comply with that.

Mr. Kennedy stated the next Section of their letter deals with Development requirements. He stated the first Section questioned why the site could be further subdivided, but that is a reference to the clause he noted earlier that relates to a Financial Subdivision; and that is purely for financial/mortgage reasons, and it is not a re-Subdivision of the land. He stated there is an overall Master Plan that has to be completed and development must be in accordance with the M-U Overlay on the entire property.

Mr. Kennedy stated the next comment refers to mixing Uses within one building creating buildings that would have Commercial below and Residential above which is what the County maintains is a true Mixed-Use Development. Mr. Kennedy stated it is true that is found in “old towns” such as Newtown, Yardley, and Doylestown; however, those buildings do not conform to modern Building Codes. He stated following modern Building Codes it would be quite expensive to build those types of buildings which is why you see very few of them. He stated there is a significant cost increase because of the fire rating in between the Commercial and the Residential Uses. Mr. Kennedy stated that becomes an economic and marketing decision. He stated it is especially difficult if you are in an area with a low height limit so that you could only have stores on the first floor and just two levels of Residential. He stated you would need to have a higher height limit and do four or five stories of Residential to make the additional cost pan out.

Mr. Kennedy stated Section 2B relates to Land Use Mix requirements. He stated the purpose of the Mix requirements as he noted earlier was so that there would not be a development that is 100% Commercial or 100% Residential. He stated the County does make the point that because you could have up to 90% of the development in non-Residential Use, you could

end up with a large Commercial Development; however the property is Zoned O/R, and it is already designed for large buildings and parking lots. He stated what they are doing is saying they will be required to take some of that and put it into a Residential Use. He stated the mix requirements have been designed to be fairly flexible so that they can also respond to economic or marketing changes fairly easily.

Mr. Kennedy stated there are a series of comments on Neighborhood Open Space regarding how it is calculated, the amount of open space, and the type of and quality of the open space. Mr. Kennedy stated the Neighborhood Open Space makes sense in a Mixed-Use Development. He stated they are not trying to save large open fields, and this is an area of the Township which is already Zoned for Office/Research projects. He stated even in its underlying Zoning, it does not contemplate any type of open space. He stated with the Mixed-Use Open Space, as a planner, he feels it is important to have higher-quality open space which is why they typically propose in these Ordinances that there be improved open space; and that is what they are calling Neighborhood Open Space. Mr. Kennedy stated the County is questioning the amount, but they are not recognizing the difference in the quality of the open space and the difference in the cost. Mr. Kennedy stated in an R-4 Development, they could set aside 40% of the land; however, they do not have to improve it at all and it could just be an open field.

Mr. Kennedy stated in a Mixed-Use Development you set aside a smaller amount of open space, but you are required to improve it with plazas, decorative lamp posts, site furniture, seating areas, trails, etc. He stated he feels it is important to be able to provide tangible amenities for people who come to visit the community and who live in the community.

Mr. Kennedy noted their comments under 2D on Permitted Density. He stated as noted earlier their base density is 12 units per acre on the Residential portion only. He stated with the Bonuses, you can increase the density up to 14.5 units per acre on the Residential portion only. He stated there are other Districts in the Township that have similar density, and he noted that R-4 has similar density maximum, and the TND Overlay has 12 units per acre, but that is based on the entire site. He stated the small amount of increase they could achieve with the Bonuses are accomplished by creating either facilities that are in the Comprehensive Plan that the Township finds valuable such as trail connections or preserving existing historic buildings that the Township also has as one of its major goals.

Mr. Kennedy stated the next comments are on Area Dimensional and Design Standards. He stated there is a comment about Special Setbacks. He stated normally in the O/R and other Districts that are adjacent to certain types of roads – Arterial and Collectors – there would be an increased setback; however, he does not feel that is appropriate for a Mixed-Use Development. He stated the purpose of a Mixed-Use Development is to be part of the community as opposed to pushing things farther apart and to be isolated from the community.

Mr. Kennedy stated there is also a comment on the Architectural Design Standards. He stated the County refers to developing Design Guidelines, and he understands that the Township has started this process itself, but it is a more all-encompassing standard that is being contemplated. Mr. Kennedy stated he felt it would be more efficient to simply include a requirement for architectural renderings that must be submitted at the same time as Land Development.

Mr. Kennedy stated there are several comments on the Bonuses and the Bonus features themselves. He stated as he noted previously the purpose of the Bonuses is to try to encourage best practices, preservation, sustainable building techniques, or public improvements. He stated the County alludes to the fact that some of the Bonuses are considered standard in the industry; however, he would disagree, and he feels that while some of them could be referred to as popular development trends, they are by no means standard. He stated these are meant to encourage the developer to create a better quality project.

Mr. Kennedy stated there are comments on parking standards. He stated the non-Residential standard is 5 per 1000 or 1 per 200 square feet which is a typical parking standard you would find for most Commercial centers. He stated part of that is due to the fact that there will be some uses that will need less parking, and some that will need more. He stated another common standard would be 4 spaces per 1000 square feet, but they have proposed 5 per 1000 which he feels is more than adequate for parking in the non-Residential portion.

Mr. Kennedy stated in terms of parking for the Residential, they are proposing a minimum of 1.5 spaces per dwelling; and this is in keeping with several recommendations by various sources including the Urban Land Institute for apartments and the ITE Manual which actually has a ratio slightly lower at 1.4 spaces for low and mid-rise apartments. Mr. Kennedy stated they feel that they have more than adequate parking for the number of units proposed.

He stated their next comment is with regard to shared parking. He stated shared parking should be encouraged and it is a way to try to be as efficient as possible in trying to limit the amount of impervious coverage and stormwater run-off. He stated with a large Commercial area, there will be areas that will work for shared parking.

Mr. Kennedy stated with regard to their comment on Site Capacity Calculations, that is something that has to be done as part of the Ordinance. He stated they have tried to make as many of the standards self-contained within the M-U Overlay itself, but still there is a mechanism that would blend into all of the other Uses which utilize the Site Capacity Calculations.

Mr. Kennedy noted Item 7 which is a comment on Design Manuals. He stated as he noted earlier, the Township is embarking on a process right now where they are working on an all-encompassing Design Manual. He stated there is a requirement for conceptual architectural renderings to be submitted at Land Development, and with that mechanism, they will have the input of the Planning Commission and the Board of Supervisors.

Mr. Grenier noted Exhibit A-4 which is the map. He noted the arc-shaped area which shows which properties would be included in the Overlay. He stated they have the list of properties as A through H. Mr. Grenier stated at the north end it appears that the arc goes past over 295 and enters into the Patterson Farm. He stated he assumes they do not intend to include that parcel in the Overlay. Mr. Kennedy stated that is correct. He added that they also have a small piece that goes below Yardley-Langhorne Road. He stated one of the requirements is that it must be in the O/R Zoning District so anything on the other side of I-295 is not in the O/R and anything below Yardley-Langhorne Road is also not in the O/R. He stated this was simply an illustration of the quarter mile distance. Mr. Grenier stated his recommendation in order to reduce any potential confusion would be to edit the map to make sure that the arc ends at the end of the O/R District in the northern and southern boundaries.

Mr. Grenier stated Mr. Majewski prepared an excellent response to the Bucks County Planning Commission review letter, and his letter seemed to agree with what the Applicant stated in their response. Mr. Majewski agreed that he would concur with Mr. Kennedy's comments that they are complying with the elements of the Comprehensive Master Plan and our Ordinances, and the desire of the Planning Commission and the Board of Supervisors when they advertised the Ordinance that this met the intent

of what was envisioned. Mr. Grenier stated it seemed that some of the Bucks County Planning Commission comments were items that would be addressed during the SALDO process rather than the Ordinance process; and Mr. Majewski agreed that they were either Subdivision and Land Development Ordinance issues or Conditional Use issues, and during either one of those processes, the comments would be addressed. Mr. Grenier stated he does not have any major concerns.

Mr. McCartney stated the density for the two-hundred units based on the parcel which is 10.23 acres is about 2,228 square feet per unit. Mr. Kennedy stated he seems that Mr. McCartney is equating it to existing parcel lines, and Mr. McCartney agreed. He asked if he should include the 10.23 acres, the additional 18.33 acres, and the additional 5 acres. Mr. Kennedy stated they are combining all of the parcels together, and then the land is being cut into two pieces – one being designated as Residential land and the other as non-Residential. He stated the Residential land is approximately 13.5 acres. Mr. McCartney stated they are going to do about 13 acres of Residential so that changes the equation on the Residential side to about 2, 940 square feet per unit, and Mr. Kennedy stated that could be correct although he has not looked at it in that fashion.

Mr. Harris asked for further clarification of Mr. McCartney's question, and Mr. McCartney stated he is looking at the density of the Residential piece. He stated if they combine all three parcels together, they are designating about 13.5 acres to Residential and putting 200 units on that 13 acres so the density is just under 3,000 square feet per unit. Mr. Dwyer stated it is 12.55 acres divided by 200 units which gives approximately 3,000 square feet per unit. Mr. McCartney asked what is the Chalfont complex compared to this as well as the Polo Run complex since he assumes that is what this project would compete with.

Mr. McCartney asked Mr. Majewski the size of Polo Run, and Mr. Majewski stated it is 35.5 acres, and they have 248 units. Mr. McCartney stated their density will be almost 10,000 square feet per unit. Mr. Majewski stated he gets 6,200 square feet.

It was noted that Mr. Majewski had not been sworn in, and he was sworn in at this time. Ms. Kirk asked Mr. Majewski if he stands by the previous Testimony he has given in response to questions posed prior to the time he was sworn in, and Mr. Majewski agreed.

Mr. McCartney asked how they would designate how the other parcels that are in the one quarter mile area if they were approved for the Overlay whether they would be Residential or Mixed-Use Commercial. Mr. Kennedy stated they would have the option of utilizing the Overlay; however, in all of the cases it would be some type of re-development. He stated if they were to use the Overlay, they would have to have both Residential and non-Residential. Mr. Kennedy stated they are using a quarter mile which is a fairly common standard in terms of walkability. He stated they are tying it to Edgewood Village. Mr. McCartney asked what the requirement for the mix would be. Mr. Kennedy stated it is fairly flexible within the parameters of the Ordinance, and it states no less than 50% of the base site area shall be dedicated to non-Residential Use, and no less than 10% and no more than 40% shall be dedicated to Residential Use. He stated there would always be a mixture, and they could not do all Residential or all Commercial.

Mr. McCartney asked if those other parcels would be developed, could they be two to three-story storefronts with the condos above. Mr. Kennedy stated that would be a decision for the Applicant/landowners. He stated as he noted earlier that is a popular format for Mixed-Use development, but it is very expensive and difficult to make work within the height limitations. He stated they would only be allowed to do a three-story building, and that would be an economic decision a developer would have to make. Mr. Kennedy stated the development would still have to be a mix of different uses. Mr. McCartney stated he was wondering if it would look similar to Newtown Borough where there is first floor Commercial Use with second and third floor condo or apartment use. Mr. Kennedy stated the Ordinance does allow that.

Mr. Dwyer stated with regard to Mr. McCartney's prior question about the Chalfont property, it is approximately 2,800 square feet per unit so it is a little more dense than what they are proposing here. He stated it is more units on the same amount of acreage.

Mr. Lewis stated the Lower Makefield Township Planning Commission reviewed the proposed Overlay on August 10 so they did not have the benefit of the Bucks County Planning Commission's recommendations. Mr. Lewis stated the Lower Makefield Township Planning Commission did have concerns about parking spot size. He asked that they advise what the parking spot sizes are expected to be and how that compares with what standard parking lot sizes are within the Township currently. Mr. Kennedy stated they are proposing 9' by 18' parking spaces which

is permitted in the Township. He stated at the Planning Commission it was discussed that in one of the nearby shopping centers, which he believes was the Giant supermarket shopping center, that a section of the parking there had slightly wider spaces. Mr. Kennedy stated they were not concerned about the depth of the spaces, and it was really more the width. He stated they could change the spaces to 10' by 18' or 10' by 19'. Mr. Kennedy stated the Planning Commission liked the idea of exploring that, but decided that it was not appropriate to put it in the Ordinance; however, it would be something that would be discussed during the Land Development phase. Mr. Kennedy stated they were discussing that the spaces which were closer to the store, possibly the first bays would have parking space which were a little wider because that is typically where people want to park when they go in and out of a store.

Mr. Lewis stated there are a number of vehicles which do need a 10' wide space, but he would agree that it is probably best dealt with during SALDO

Mr. Lewis stated the Environmental Advisory Council was concerned with Section 200-50.9 which is the maximum height of clock towers, spires, or decorative cupolas. He stated currently they are exempt from the 50' limit on all structures. He stated looking at the renderings, it appears that the building height is 35' so the cupola could be 50'; but that is not a guarantee that will be the case. Mr. Lewis stated he feels that there is a concern by residents that this could be used for data transmission or cellular networks for antennas, etc. Mr. Kennedy stated in terms of data transmission and telecommunications, that is a separate Use; and it is not listed in any of the Permitted Uses so they could not put up a cell tower even if it were to be disguised as something else.

Mr. Kennedy stated in terms of an architectural element, he believes the language was taken from the existing Ordinance. He stated he has not seen all of the final architectural designs, but he does not believe that is something that would be abused. Mr. Lewis stated the Township would be reviewing the designs through the SALDO process where they know what it will be, but they do not know what other Land Use Applicants would ask for in the future even though he knows that this Ordinance is extraordinarily-narrowly drafted. He stated it might be reasonable to set a height standard. He stated he would be flexible on this. Mr. Kennedy stated this is part of the reason why they put the requirement for architectural drawings in Land Development since normally that would not be required. He stated as it is now, that can be discussed/negotiated within the Land Development process.

Mr. Lewis asked about Applicants that would be re-developing, and he asked if they would go through the same process as well; and Mr. Kennedy stated they would. He added if they want to use the M-U Overlay, they have to submit the architectural drawings.

Mr. Lewis asked if the Board would want to consider a change to address the height issue. Dr. Weiss asked if there is any interest to set height standards in the Ordinance. Mr. Grenier stated generally he thinks it is a good idea to set a limit, although he understands that as it is written now, they can address it with the architectural renderings. He stated he is not sure what the limit should be, and he would look to Mr. Majewski for his opinion. Mr. Grenier stated he is concerned with someone coming in with a very unique design; and if there is no limit, they would argue that they should be able to go to 80'. He stated he feels they should set groundwork that is reasonable for what they are looking to do. He stated he likes the renderings he has seen, and he feels that they are at an appropriate scale for those types of features; but he would not want something that is too tall.

Mr. Majewski stated the maximum height of a building is 50' which is what matches the Ordinance. He stated this Ordinance excludes the decorative features on top of the building such as a clock tower, spire, etc. He stated our Ordinance has an exception currently for buildings in the O/R District that it is 50', but you can go another 10' higher for mechanical equipment. He stated they also have a building at 1000 Floral Vale Boulevard which is the newer building that was built about ten years ago that backs up to I-295 off of Yardley-Langhorne Road; and that was approved as a four-story building with a 60' height with mechanicals 10' higher. He stated the renderings that have been submitted show the clock tower for the building, and it appears that it may be taller than 70' and could be 80' or more.

Mr. Lewis stated his concern is the visual interruption if someone is east of the development traveling on I-295 or near Patterson Farm, and if there is something protruding, it would look "unnatural" from a distance. He stated he is also concerned about scale for people who may be in the west portion at Shady Brook Farm, and this could be considered overpowering depending on its height and scale.

Dr. Weiss asked Mr. Majewski if he sees an advantage to adding a height restriction to the Ordinance when there are restrictions in the Code already in other areas. Mr. Majewski stated he has considered this and felt that

they could add a phrase at the end of the maximum building height exception. He stated currently it reads: “The maximum building height shall not apply to historic buildings to be preserved and decorative cupolas, spires, or clocks towers;” and they could add the phrase “as approved by the Board of Supervisors.” He stated in this way the Supervisors would have the final say.

Dr. Weiss asked Ms. Kirk if adding a phrase like that significantly alters the proposed Ordinance such that they would have to re-advertise; and Ms. Kirk stated she does not believe so because it is not a substantial change from what is already in the Ordinance, and it is just a clarifying Condition. Mr. McCartney stated he would be in favor of adding that clarification. Ms. Blundi stated she would be in favor of that. Dr. Weiss asked if they need to have a vote to Amend the Ordinance to add that phrase; and Ms. Kirk suggested waiting until they review the rest of the Ordinance, and they can then consider all of the items that might need to be Amended in one vote rather than doing it piecemeal.

Mr. Goldberg noted Exhibit A-4 which is the map. He stated it was noted that there are eight parcels that are part of the Overlay District, and he would like to go through each of the parcels. He asked which parcel is 20-16-40, and Mr. Kennedy stated it is the parcel labeled A on the map. Mr. Goldberg asked the acreage on it. Mr. Kennedy stated he does not know what the individual acreage is. Mr. Goldberg asked if he knows what is on any of the parcels. Mr. Kennedy stated the Applicant’s site is comprised of Parcels A, B, C, D, and E. He stated there are open field areas especially on Parcels C, D, and E and part of A. He stated there is an existing house and barn which has been mentioned as well as some out buildings on Parcel B. He stated going around the edges there are some existing hedgerows. Mr. Goldberg asked what is on Parcel F, and Mr. Kennedy stated it is an existing Office development. Mr. Goldberg asked Mr. Kennedy if he knows the acreage of Parcel F, and Mr. Kennedy stated he did not. Mr. Goldberg asked the acreage of Parcel G, and Mr. Kennedy stated he does not know the acreage of Parcel G. Mr. Goldberg asked what is currently on Parcel G, and Mr. Kennedy stated he did not recall. Mr. Goldberg asked what is on Parcel H, and Mr. Kennedy stated he believes that it is a multi-family development. Mr. Goldberg asked if he knows the approximate acreage, and Mr. Kennedy stated he did not.

Mr. Goldberg stated the Overlay District consists of eight parcels, five of which make up this Application which will potentially be developed in terms of the Wegmans, Retail stores, and the apartments; and there are three parcels that are outside of that which are F, G, and H. Mr. Kennedy agreed. Mr. Goldberg stated Parcel F contains an already-developed Office building, H consists of an already-developed multi-family development, and with regard to Parcel G Mr. Kennedy has indicated he is not sure what is on it; and Mr. Kennedy agreed. Mr. Goldberg asked if there were any other parcels that were considered as part of this Overlay District, and Mr. Kennedy stated there were not.

Mr. Goldberg stated he presumes that it is unlikely that F, G, and H will be developed in the immediate future since at least two of them are already developed. Mr. Kennedy stated he could not speak to that. Mr. Goldberg asked what was the logic behind adding Parcels F, G, and H to the Overlay District. Mr. Kennedy stated the purpose of this was to respond to areas that are within a walking distance to the Historic area of Edgewood Village. Mr. Goldberg stated they cut that off at a quarter mile as what he deemed to be walking distance, and Mr. Kennedy stated that is a commonly-used number.

Mr. Goldberg asked Mr. Kennedy if he did any economic analysis on the viability of this project; and Mr. Kennedy stated he did not, and that that is what Mr. Amey did.

Mr. Goldberg asked Mr. Kennedy if he considered any other different uses other than the Wegmans, the Retail, and the apartments for Parcels A through E; and Mr. Kennedy stated over the course of working with the Township they discussed different Uses, and all of the Uses that are listed in the Ordinance are Uses that exist elsewhere within the Lower Makefield Zoning Code. Mr. Goldberg asked how they settled on these three Uses – Wegmans, the 200 apartments, and the 50,000 square feet of Retail; and Mr. Kennedy stated that would be a mixture of Commercial/ Retail and Residential so it is really two uses. Mr. Goldberg stated his question is why it was those Uses as opposed to a different mixture or a different Use such as a hotel or something else. Mr. Kennedy stated he was responding to the program that his client gave him.

Mr. Goldberg asked Mr. Kennedy if he considered the impact of what is being proposed on Shady Brook Farm, and Mr. Kennedy stated he did not do any kind of analysis of Shady Brook Farm. Mr. Goldberg asked Mr. Kennedy if he considered the impact on home prices in Lower Makefield, and Mr. Kennedy stated he did not do a study on local home prices.

Mr. McCartney noted the Map and stated Parcels G and H are Floral Vale. Mr. Majewski stated Parcel H is Floral Vale, and Parcel G is the newer Office building which he referenced earlier which is the four-story building that was added to Floral Vale. He stated Parcel F is the Lower Makefield Corporate Center South Campus which is in the process of being re-named Makefield Crossing. Mr. McCartney stated Parcel H is not multi-family Use, rather it is a Commercial Use with small offices. Mr. Majewski stated it is Offices, a day care, a bank, and a restaurant. He stated there is no Residential.

Mr. Lewis stated the Township has on its Website a comprehensive Parcel and Floodplain viewer.

Mr. Majewski stated in answer to Mr. Goldberg's question about the parcels sizes, Parcel F is approximately 31 acres, Parcel H, Floral Vale, is 31 acres, and Parcel G, the area which the four-story Office buildings are on, is 6 to 7 acres.

Mr. Ken Amey was sworn in. Mr. Harris stated Mr. Amey prepared the Revenue Study which was marked as Exhibit A-9. Mr. Amey stated he is a Land Planner based in Montgomery County, and he reviewed his education, and professional memberships. He stated he has been a Planner for thirty years, and he reviewed his experience. He stated while most of his work is Municipal work, over the years he has done hundreds of Revenue Studies and economic analyses for development Plans. He stated in this case he was asked to perform a Revenue Study for the proposed Prickett Preserve project. He has been accepted as an expert in close to one hundred Municipalities.

Mr. Harris asked what is done in order to prepare a Revenue Study. Mr. Amey stated a large part of the information he needs is provided by the developer. He stated the developer provided information relative to the parcel, the make-up of the project, and the type of Use. He stated he takes that information and uses demographic multipliers that have been prepared by various studies throughout the Country although he does try to use that which are specific to the East Coast, specifically Pennsylvania. He stated he looks at the valuation of the property, the mix of Uses on the property, the number of units if it is Residential, and the square footage that is non-Residential. He stated he then calculates the projected population, projected number of School children for Residential properties, and the projected number of employees for non-Residential projects. Mr. Amey stated he takes those numbers and the market value, and he uses the Common Level Ratio developed by the State Department of Tax Equalization and used that to come up with the assessed value. He stated

he then applies the local tax rate by both the Municipality and the School District to come up with the overall Revenue coming into the Township and the School District. Mr. Amey stated for the School District when he calculates the number of School children, he also calculates the cost to educate each child in that Public School system. He takes the projected number of School children times the cost to educate per child to come up with the cost to educate the children being produced by the development and deducts that from the Gross Revenue to the School District so that the Municipality and the School District have an accurate picture of what their Net Revenue to the School system will be.

Exhibit A-9 was shown which is the Revenue Study which was submitted to the Township. Mr. Amey stated with regard to the Residential portion it was broken down to the one-bedroom units and two-bedroom units which was one hundred of each. He stated he used the proposed rent which was previously noted as being \$1,900 a month for a one-bedroom unit, and \$2,600 a month for a two-bedroom unit. He stated he projected the number of residents. He stated to do that and to do most of the demographic information, he used the multipliers prepared by the Rutgers Center for Urban Policy Research; and the most recent were published in 2006. He stated that showed a projected number of residents of 311 for the two hundred units, and an estimated number of 11 School children.

Mr. Amey stated with regard to predicting the number of School children, there are several different studies which can be used; and while he generally looks at all of them, he leans heavily on the Rutgers Study since there is a break-down based on rent and the number of bedrooms, and it is specific to Pennsylvania as opposed to being a Nation-wide study. He stated the 11 that he quoted in his Revenue Study is the number that resulted from the Rutgers multipliers. He stated if he uses the number that results from the Montgomery County Study which was done in 2012, he comes up with a total of 12 School-age children. He stated if he applies the American Housing Survey which is the Survey which was quoted in the Report submitted by the opposition, and take the multipliers and the filters that they used when they prepared their rebuttal to his Revenue Study but adds one more filter which is the number of bedrooms, which they neglected to do, he came up with 16 School-age children. He stated he feels it is fair to say that the number based on both National and local studies and demographic multiplies is between 11 and 16 School-age children.

Mr. Amey stated with regard to estimated assessed value, this is based on sale information that was provided by Mr. Dwyer for similar apartment projects in the area. He stated he took that sale information and multiplied

it by the Common Level Ratio for Bucks County which as of July of this year has moved to 8.9%. He stated he took the 8.9% times the market value and came up with the estimated assessed value.

Mr. Amey stated for the non-Residential portion, he used the square footage. He stated the Wegmans is approximately 100,000 square feet, and there is an additional 55,000 square feet of Mixed-Use Commercial which could be Retail, Service, or Office. He stated he took the estimated number of full-time equivalent employees, which is calculated based on the total area, and he came up with 388 projected employees. He stated he took the assessed value which was based on information that was provided by Mr. DeLuca for the construction costs and the market value of the project when complete and multiplied that by the Common Level Ratio to come up with the \$4.895 million assessed value for the non-Residential portion.

Mr. Amey stated he took each of the assessed values and multiplied by the millage rate for Lower Makefield Township which is currently 21.01 mills. He stated he added the Per Capita Tax for the Residential portion which is a \$10 Tax on residents eighteen or older; and he determined the number of residents who would be over the age of eighteen using the Rutgers demographic information. He stated he computed the Local Services Tax which is based on the number of employees for the non-Residential portion. He stated he also calculated the Transfer Tax which is split evenly between the Municipality and the School District.

Mr. Amey stated he did a similar calculation for the Pennsbury School District although they do not have the Per Capital Tax or the Local Services Tax, and he just used Real Property Tax and the Real Estate Transfer Tax.

Mr. Amey stated he came up with a total annual Revenue for the Township in the amount of \$258,126 between the two components of the project and \$1,651,006 to the Pennsbury School District. He stated from that he deducted the cost to educate the Public School children. He stated he calculated that based on the current enrollment, recognizing that is a “moving target,” and it is somewhere between 10,100 and 10,300 students. He stated he used the higher number of 10,343 and came up with the cost in local dollars to educate each student at \$15,369 per student based on the 2020/2021 Budget for Pennsbury School District. Mr. Amey stated he multiplied that out by the number of School children and deducted that from the Gross Revenue to the School District to come up with a Net Revenue of \$1,481,947. Mr. Amey stated adding the local Revenue to that the total annual Township and School District Revenue net of the Public education cost is approximately \$1.74 million per year.

Mr. Harris stated they included two copies of the Report, and the second copy has footnotes as to the sources of each of the various figures that Mr. Amey provided; and Mr. Amey agreed. Mr. Harris stated Mr. Amey referred to the economic analysis done by others, and he asked if that analysis confirmed that based upon Mr. Amey's numbers, they agreed with his results. Mr. Amey stated there were actually several "almost conflicting conclusions" in the other economic analysis. Mr. Amey stated that on Page 19 of the other analysis it states, "The Census data on the likely number of children supports the developer's expected number of children for the entire complex under the assumption that the tenants are the exact target group high income/young professionals, neither of which group tends to have many School-age children." He stated later on in their report, they confirm that his conclusions are correct as long as his assumptions are correct, and he believes that they are.

Mr. McCartney stated Mr. Amey used the Rutgers Study as the gauge for the number of proposed students in the apartment complex. He asked how often he has used that Study, and Mr. Amey stated he uses that Study as his primary source in every study that he does, which would be close to 200 Studies. Mr. McCartney asked about the percentage of accuracy of the proposed versus the actual numbers. Mr. Amey stated he generally does a follow-up either with the School District or with the bus garage for the School District and confirms the number of students that they pick up; and it is "uncannily accurate." He stated generally it is slightly less than what was projected. Mr. McCartney asked if it is within 10%, and Mr. Amey stated it is probably within 15% for a project of this size.

Mr. Grenier stated Mr. Amey had indicated that if Polo Run was used as a comparison, the number predicted might be 18, and running the numbers per pupil the increased total cost would be \$107,000 so that would drop the Pennsbury net revenue to \$1.373 in total. Mr. Grenier asked if the 11 to 18 students would be a fair range for "real-World" numbers; and Mr. Amey stated he feels that is fair, although he still feels that the 18 is a little high. Mr. Amey stated he assumes that number does not include a deduction for Private School children since often in this area, there will be a reduction of 10% to 15% from the total number of School children because there are a number of children who attend Private School.

Mr. Goldberg asked Mr. Amey with regard to the analysis of the apartments did he do an independent analysis on the viability of the \$1,900 and \$2,600 rent or did he just accept that from Mr. Dwyer. Mr. Amey stated he did look at the examples that Mr. Dwyer had provided which were the same

ones that he gave Mr. Goldberg, and the vacancy rate is low at those apartment complexes so he did not feel a need to question the numbers that were given. Mr. Goldberg stated the rents for Polo Run are about \$1,400 to \$1,900 which is 40% less than what is proposed for this Application. Mr. Amey stated he did not see a need to question the rents.

Mr. Goldberg asked if Mr. Amey has an anticipated rent that they would have for the 55,000 square feet of Retail; and Mr. Amey stated he does not, and that is something that Mr. DeLuca will work out, and is not something that he is involved with. Mr. Goldberg asked Mr. Amey if he has any idea what the rents will be, and Mr. Amey stated he does not. Mr. Goldberg asked if the rent would factor into the analysis for how much Tax Revenue will be brought in. Mr. Amey stated he worked with the market value based upon the information that was given to him by Mr. DeLuca; and he verified it against other similar shopping centers, and that checked out which is as far as he needed to go in order to calculate the Revenue, and the rental has nothing to do with the Revenue forecast.

Mr. Goldberg stated he is trying to understand the basis for this. He stated he disagrees with how Mr. Amey came up with the apartment numbers, and he feels the numbers he used of \$1,900 and \$2,600 were faulty and inappropriate. Mr. Goldberg stated it is the same for the Retail. He asked if it would not make a difference if these stores are a “spectacular success” and they can get \$100 a square foot versus “not overly successful and they can get \$3 a square foot.” Mr. Amey stated he assumes it would make a difference if he were appraising the property, but he is not doing that; and he is taking the value of the property based upon market value provided to him by the developer. Mr. Goldberg asked if that would not factor into the market value; and Mr. Amey stated perhaps it does, but that was the information that was provided to him. Mr. Goldberg asked Mr. Amey if he would agree that it is hard for him to fully understand the viability of these numbers without that piece of information; and Mr. Amey stated he cannot say what is hard for Mr. Goldberg and what is not hard. Mr. Goldberg asked Mr. Amey if he feels the Board should have that information, and Mr. Amey stated they have the information provided by the developer, and they have cross-referenced that against valuations provided for other centers.

Mr. Goldberg stated initially when Mr. Amey prepared this, he was talking about \$1.3 million in Revenue for the Township, and now it is \$1.7; and he is trying to see what has changed. Mr. Amey stated the only thing that was changed would be the market value. He stated the market value of the apartments based upon the current sales which Mr. Dwyer spoke about

earlier, the current sales raised the market value of the apartment, and there was a similar increase in the market value of the non-Residential portion of the project. Mr. Goldberg asked if that increase was about \$400,000, and Mr. Amey stated that sounds reasonable although he does not have the numbers in front of him.

Mr. Goldberg asked Mr. Amey if he did any analysis as to what jobs are produced by Wegmans. Mr. Amey stated he did not. He stated he took standard numbers that are accepted in the Planning industry based on Retail Use. Mr. Goldberg asked Mr. Amey if he anticipates that the people working at the Wegmans will be some of the people potentially renting out the apartments, and Mr. Amey stated they could be.

Mr. Goldberg stated Mr. Amey talked about \$800,000 per year for the non-Residential component, and he asked if he broke out how much of that was for Wegmans and how much was for the 55,000 square feet of Retail; and Mr. Amey stated approximately two-thirds of it would be for Wegmans. He stated it is based on square footage, and Wegmans is approximately two-thirds of the non-Residential project. Mr. Goldberg asked if an analysis should not include what it is used for. He stated Wegmans is a supermarket, but “not all supermarkets are created equal.” He stated this is much like the Retail space of 55,000, and “not all Retail space is created equal.” Mr. Amey stated when they look at market value, the market value reflects the users that are anticipated to be within the center.

Mr. Goldberg asked Mr. Amey if he knows if Wegmans does the typical amount of business for a typical supermarket, and Mr. Amey stated he believes that their square footage numbers are on the higher side.

Mr. Goldberg asked Mr. Amey if he considered any negative impacts from this development as to how it could impact existing values within the Township. Mr. Amey stated that he read through the report that was submitted by the opposition and saw some speculative information in there relative to a reduction in values based upon traffic increases and the apartments; however, he did not see anything in the report that would influence his opinion one way or another. Mr. Goldberg stated all numbers are speculative to a degree since they are all trying to predict the future.

Mr. Goldberg stated in terms of Wegmans impacting businesses, he asked if it is logical to assume that Wegmans could impact some local businesses. Mr. Amey stated he can only base his opinion on his observations so it would be anecdotal, but he has not seen any degradation in existing businesses based upon a Wegmans being located in the area. He stated there are anecdotal studies that show that Real Estate values of Residential properties increase when they are within one mile of a Wegmans. Mr. Goldberg stated there are also studies that indicate that a Mixed-Use development like this can reduce property values as can the traffic from it. Mr. Amey disagreed.

Mr. Goldberg stated he understands that Mr. Amey's belief is that Wegmans would have no impact on any existing businesses including Shady Brook Farm, and Mr. Amey agreed. Mr. Goldberg asked if that is based on any study or just his belief; and Mr. Amey stated as he just explained it is his opinion based on his observations having done this for several decades.

Mr. Goldberg asked Mr. Amey if he has an idea as to how much of Wegmans business will be obtained from people within Lower Makefield and how much from out of Lower Makefield, and Mr. Amey stated he does not.

Mr. Goldberg stated Mr. Amey had discussed the cost to the School District per School-age child, and he asked if that price is currently around \$15,000; and Mr. Amey stated as shown in his Study, it calls out \$15,369 which is the portion from local funds. Mr. Amey added that there are funds from State and Federal agencies as well. Mr. Goldberg stated an increase in students would have an impact of about \$15,000 per student. Mr. Amey stated while that is correct, looking at the total amount that would be generated on an annual basis to the School District, the number of students could increase by 100, and there would still be a net increase for the School District. Mr. Goldberg stated that would presume that the rest of Mr. Amey's numbers are correct, and Mr. Amey stated he believes that they are.

Mr. Goldberg stated Residential property values are the major source of Tax Revenue in Lower Makefield, and Mr. Amey agreed. Mr. Goldberg asked if hypothetically property values were to decrease because of the Mixed-Use development and because apartment rents are not what were advertised and because of traffic concerns and other reasons, has Mr. Amey considered the impact of a 1% or 2% reduction of property values and what that would mean to Lower Makefield. Mr. Amey stated he has not because there is no reason to assume that, and that is strictly speculative. Mr. Goldberg stated that is true for Mr. Amey's numbers as well. Mr. Amey stated his numbers

are based on recognized standards so there is a difference. Mr. Goldberg stated he disagrees, and he feels that Mr. Amey not analyzing the use of the Retail is problematic.

Mr. Harris stated this is not the time for Argument, rather it is a time for questions, so he would Object.

Mr. Goldberg stated this project has three particular components, and he asked Mr. Amey if all of them have to be profitable for the project to work. Mr. Amey stated working together they have to be profitable. Mr. Goldberg stated if the apartments do not work out as advertised, will the project still be viable; and Mr. Amey stated it could be, but that is a hypothetical, and there is no reason to believe that the apartments will not be successful. Mr. Goldberg stated he is not asking if they will or will not be, and he is just asking Mr. Amey to assume a hypothetical which is that the apartments are not coming in at these rents and that the apartments are not viable at these rents; and he asked if the project will work. Mr. Amey stated this is a Mixed-Use project so there is a synergy between the various uses. Mr. Goldberg asked if the project works if the apartment rents have to get lowered, and Mr. Amey stated there is no reason to believe that the apartment rents would have to be lowered. Mr. Goldberg again asked if the apartment rents have to get lower, does this project work; and he is looking for a “yes, no, or I don’t know” answer. Mr. Amey stated if those are his choices, he would state “I don’t know,” since he has not been given enough information.

Ms. Kirk stated they understand that Mr. Goldberg is disputing the findings of Mr. Amey, and she asked that this be moved along.

Mr. Goldberg stated this is a “COVID world” and Retail has been greatly impacted adding that it was “not doing great before, and it is certainly struggling now.” Mr. Goldberg stated if the 55,000 square feet of Retail does not work, and they are not able to rent it out, does this project work. Mr. Goldberg asked for an answer of “yes, no, or I don’t know.” Mr. Amey stated it will still work.

Mr. Goldberg asked Mr. Amey if he has any idea what stores will go in the Retail, and Mr. Amey stated he does not. Mr. Goldberg stated Mr. Amey has indicated that this project would work without the Retail, and he asked if the project would still work without the Retail and with lower apartment rents. Mr. Amey stated he already indicated he would not comment with

regard to lower apartment rents as he does not have any reason to believe that they would be lower. Mr. Goldberg stated he is looking for an answer of “yes, no, or I don’t know.”

Ms. Kirk again advised Mr. Goldberg that they understand what Mr. Goldberg is saying.

Mr. Goldberg asked Mr. Amey if he considered traffic impacts in any of his analysis, and Mr. Amey stated he did not, and there is another Witness following him who will speak on this.

The Court Reporter requested a break, and a recess was taken at this time.

The meeting was reconvened at 9:28 p.m.

Mr. Chris Williams was sworn in. Mr. Harris stated Mr. Williams’ CV has been marked as Exhibit A-10. Mr. Williams stated he is a Principal with McMahon Associates, and he serves as the Traffic Project Manager for the proposed project. He stated McMahon is a traffic engineering and planning firm located in Fort Washington, PA. He stated he has been working as a traffic engineer for twenty-nine years, and he reviewed his education and experience. He stated a large portion of his work is spent representing other Municipalities as their appointed traffic engineer where he reviews Traffic Studies that have been prepared by others.

Mr. Williams noted the traffic presentation which was marked as Exhibit A-11. Mr. Williams stated McMahon was retained to prepare a Traffic Study for this site should the Overlay Ordinance be approved. He stated the Traffic Impact Study scope evolved over several months based on review and coordination with the Township’s traffic engineer. He stated the scope of the study that has now been submitted with the Application has been reviewed and approved by the Township’s traffic engineer. Mr. Williams stated the scope of the Traffic Study is based on PennDOT’s guidelines for Traffic Studies. He stated they have also met with PennDOT regarding the scope of the Traffic Study.

Mr. Williams stated the purpose of the Study was to evaluate the traffic impacts from a Mixed-Use development on the site should the Overlay Ordinance be approved. He stated because the development is a mix of Residential and Retail, the Study evaluates three peak hours when traffic is heaviest for the proposed development; and those would be the weekday morning commuter rush hour, the weekday afternoon commuter peak rush hour, and a Saturday mid-day

peak hour. He stated the Traffic Study evaluates several scenarios. He stated they evaluate existing conditions based on traffic counts that were conducted in 2019 prior to any of the effects of COVID-19. He stated they also analyzed traffic conditions in the years 2023 and 2028 without the subject development but which did include background traffic growth based on PennDOT's growth rates as well traffic from eight other approved or proposed developments in the area. Mr. Williams stated they also evaluated traffic conditions in the future years 2023 and 2028 with the subject development which includes the traffic generated by the proposed Mixed-Use development, and that is based on traffic data estimates from the Institute of Transportation Engineers (ITE).

Mr. Williams stated the estimates of traffic generated by this development come from data published by the Institute of Transportation Engineers in their most recent publication titled, "Trip Generation 10th Edition." He stated this resource provides methods for estimating traffic based on actual studies and actual trip counts for other similar land uses, and this is a very reliable and widely-accepted method for estimating site trips; and it is the method used for projects in Lower Makefield and PennDOT as well. Mr. Williams stated they may hear Testimony about another traffic report prepared by the opposition which indicates that they may have somehow incorrectly estimated the traffic generated from the supermarket portion of the project; however, that is not true. He stated there is very clear direction provided by ITE as to how to estimate traffic for a supermarket, and he followed that direction.

Mr. Williams stated per the ITE information, when over twenty data samples are provided, it is appropriate to use the equation method for estimating supermarket traffic; and that is what was done. Mr. Williams stated this is also the same method that they have used for other supermarket projects, and it has been accepted in those situations as well. He stated he is very confident in the approach that was used. He stated the Township traffic engineer has also reviewed the Study and had no issue with the supermarket trip generation numbers. Mr. Williams stated they have also started the review process with PennDOT for the Traffic Study, and they have had no comments from PennDOT thus far with their method of calculating supermarket trip generation. He stated if at some point in the process PennDOT indicates that they are required to revise the Study, the Township will be copied on all of that information and will have full opportunity to review the results during the Development review process that is a separate process that will happen later separate from the Ordinance Hearing process which is what they are here for this evening.

Mr. Williams stated the Study area focuses on key intersections surrounding the site, and they evaluated a total of five intersections plus the site accesses, and the Shady Brook Farm main access. He stated the most critical intersections near the site which experience heavy congestion today are the intersections of the Newtown By-Pass and Stony Hill Road and the By-Pass and the I-295 west-bound off-ramp. Mr. Williams stated the Board may hear Testimony from another Traffic Report prepared by the opposition that they did not study the appropriate number of intersections. Mr. Williams stated the Study intersections that they included were expanded based on input from the Township traffic engineer; and they did go through a very careful review process. Mr. Williams stated they did receive approval on the Study intersections from the Township's traffic engineer.

Mr. Williams stated the intersections they studied were those closest to the site and those which experience the worst congestion, and it is those that will experience the most impact from this development which is why they focused on those intersections. Mr. Williams stated all other further out-lying intersections that are suggested by the opposition's Traffic Report, some of which are not even located in Lower Makefield, will experience less development traffic as the site traffic dissipates and filters through the area as you move further away from the site.

Mr. Williams stated there are industry resources that provide guidelines for how to determine Study intersections, but these are only guidelines; and that is how PennDOT treats those resources as just guidelines. Mr. Williams stated guidelines do not replace local knowledge of the area; and in his experience working with PennDOT, PennDOT does not follow those guidelines as standards or requirements. He stated PennDOT has indicated thus far that they agree with the Study intersections. He noted that since this site is located along a State road, if during the review process PennDOT requires that they study additional intersections, they will have to do so; and the Township will be copied on those Studies. He stated the Township will stay totally involved as a key stakeholder in the process, and there will be full opportunity for the Township to review the results as part of the Development review process which is separate from the Ordinance Hearing.

Mr. Williams stated based on the work done thus far, he is very confident that the intersections selected for this Traffic Study are appropriate to assess the traffic impacts at the most critical area intersections that are of greatest issue and he sees no reason to expand the intersections.

Mr. Williams stated as a traffic engineer he evaluates intersections based on the amount of delay experienced. He stated they focus on the delay during the worst hours of the day when traffic is heaviest; and in this case, they are focused on the peak sixty minutes, the logic being that if they can improve traffic conditions during the worst sixty minutes of the day, it will be better during all other hours of the day.

Mr. Williams stated that depending on the amount of delay experienced, the intersection is assigned a letter grade also known as a Level of Service; and these vary from A to F with A being the best with very little delay and F being the worst with excessive delay. Mr. Williams stated at signalized intersections in a suburban area such as Lower Makefield, Level of Service D or better is a standard for a highly-desirable, and very effective traffic condition. He stated Level of Service E starts to represent an increase in delay; however, it is not necessarily bad or uncommon especially at high-volume signalized locations. Mr. Williams stated Level of Service F is the point at which the delay is excessive and improvements should be considered. Mr. Williams reiterated that A through D are considered very good and E is very often normal especially in high-traffic volume settings during the peak hours.

Mr. Williams stated the purpose of the Traffic Study is to determine the incremental impact from the traffic generated by the proposed development. He stated based on Level of Service at the Study intersections, if there is an unacceptable worsening of the Level of Service, improvements are identified to mitigate the impact of the development traffic. Mr. Williams stated this Traffic Study also identifies the improvements needed to mitigate the impact of the development traffic at the off-site intersections. He stated it also identifies improvements that are needed to insure that the accesses operate acceptably. He stated mitigating the development's traffic impact means that traffic conditions are no worse in the future with the development than they would be in the future without the development. Mr. Williams stated just mitigating the development's impact does not mean that traffic conditions in the area will function well since it is known that traffic conditions are poor today especially at the two intersections that were studied along the Newtown By-Pass.

Mr. Williams stated in working with the Township's traffic engineer, this Study that they have prepared has gone a step further; and it identifies road improvements that will greatly enhance traffic conditions at the By-Pass intersections so that they are more than just mitigated, and they will operate better than they do today.

Mr. Harris showed the actual binder which is the Traffic Study that was provided to the Township, and he noted it was marked as Exhibit A-12, and the power point marked as Exhibit A-11 will be reviewed this evening.

Mr. Williams noted the slide showing the site driveways. He stated the site is located on the east side of Stony Hill Road across from Shady Brook Farm. He stated there is total site frontage of 2,825 feet, and there a total of four driveways proposed to serve the site. He stated there will be only one full-movement driveway which is proposed opposite the Shady Brook Farm driveway and a traffic signal is proposed at that location. Mr. Williams stated also at this main driveway, there will be a separate left-turn lane and a separate right-turn lane along Stony Hill Road to provide access into the site as well as a separate left-turn lane for access into Shady Brook Farm.

Mr. Williams stated the other three driveways provide limited turning movements. He stated the two accesses north of and to the left of the main driveway are both proposed as right-in, right-out driveways; and a right-turn lane will be provided along Stony Hill Road along both of these driveway locations. Mr. Williams stated the final access at the north end of the site shown at the left edge of the slide, is a right-in, right-out, left-in driveway; and this access will also provide a left-turn lane and a right-turn lane along Stony Hill Road for access into the site. Mr. Williams stated these three unsignalized driveways will have restricted turning movements, and they will provide concrete islands to physically restrict the prohibited turning movements.

Mr. Williams noted Stony Hill Road is a State road so these driveways will need to be reviewed and approved by PennDOT.

Mr. Williams stated shown in beige on the slide along the full length of the site frontage, is a pedestrian path proposed along the edge of Stony Hill Road.

A slide was shown of the site frontage as it extends along Stony Hill Road where it meets with Township Line Road. He stated the pedestrian path shown in beige continues along the Stony Hill Road site frontage to the intersection with Stony Hill Road. He stated as part of this project, it is proposed to provide a crossing across the signalized intersection to tie into an existing path that is located today on the south side of Stony Hill Road where it turns to the east toward I-295. Mr. Williams stated that existing path terminates at I-295.

Mr. Williams showed a slide which shows the continuation of the existing path over the I-295 bridge. He stated it will be an 8' wide path along Stony Hill Road over the I-295 bridge. He stated on the left edge of the slide it shows a gateway median on the west side of the bridge, the purpose of which is to change the character of the road and let motorists know that they are entering the Edgewood Village area. He stated it is a strategy to slow down vehicles and create a gateway presence as they enter Edgewood Village. Mr. Williams stated on the east side of the bridge after you cross 295, it is proposed to continue the path as a sidewalk which is shown in orange on the slide; and that sidewalk will connect with the new sidewalk that was recently constructed by the Artis Senior Living development. He stated with these pedestrian improvements, they will have provided a pedestrian connection between the development site and Edgewood Village. He added that as with the site driveways, this section of Stony Hill Road is also a State road so these pedestrian-related improvements will need to be reviewed and approved by PennDOT as well. Mr. Williams stated they have started discussions with PennDOT for the review of this plan.

A slide was shown related to the off-site traffic improvements. Mr. Williams stated they know that traffic is an issue in the area today, particularly pre-COVID-19. He stated the site is surrounded by some key roadways including the By-Pass and I-295. He stated his office has been involved in other Traffic Studies in the area, and they have seen firsthand and heard from the community how congested these roads can get today. He stated as a traffic engineer he is "thrilled to be part of a project like this," where it is proposed to provide a very comprehensive package of traffic improvements. He stated the estimated cost of the road improvements is approximately \$6.5 million.

Mr. Williams stated they have seen and heard about the congestion along the By-Pass traveling east and west to and from I-29, and near their site the intersection of the By-Pass and Stony Hill Road experiences traffic congestion on a regular basis. A slide was shown of the intersection of the By-Pass and Stony Hill Road which is a signalized intersection. He stated currently there are two, eastbound through lanes for traffic oriented toward I-295 and one eastbound right-turn lane. He stated in the westbound direction, traveling away from 295, there are two through lanes and one left-turn lane. He stated as part of this project it is proposed to widen and improve the intersection for additional lanes that are shown on the slide in yellow. He stated it is proposed to provide a second westbound left-turn lane so there will be a total of two left-turn lanes to travel south on Stony Hill Road. It is also proposed to provide a third eastbound through lane, through the intersection which will continue eastbound along Stony Hill Road to the intersection with I-295.

Mr. Williams noted the upper right corner of the slide which is the intersection of the By-Pass and the I-295 westbound ramps. He stated today there is daily congestion exiting the ramps, even more so pre COVID-19. He stated the heaviest movement from the ramp is turning right to travel westbound along the By-Pass. He stated this congestion causes a back-up of traffic which can extend down the ramp. He stated at the ramp today, there is a single exiting left-turn lane and a single exiting right-turn lane. He stated as part of this project it is proposed to modify and widen the off-ramp to provide a separate left-turn lane and a second right-turn lane so that there will be a total of two right-turn lanes to continue west along the By-Pass. He stated that additional lane is shown in yellow on the slide.

Mr. Williams stated at the bottom of the slide is the signalized intersection of Stony Hill Road and Township Line Road. He stated this intersection operates well today; however, as part of their Study they have identified the need to modify the traffic signal and to provide a right-turn signal phase to more easily accommodate the right-turn movement from westbound Stony Hill Road for traffic that wants to travel northbound on Stony Hill Road.

Mr. Williams stated in the case of their presentation, they are considering Levels of Service A through D as desirable, and the color green is used to signify an intersection operating at Levels of Service A and D. He stated red is used to identify those intersections that are operating at Levels of Service E or F, even though Level of Service E is not that uncommon.

Mr. Williams stated based on the traffic counts that were taken before COVID-19, current conditions at the By-Pass and Stony Hill Road during the weekday peak hours, the intersection operates at Levels of Service E and F shown in red on the slide. He stated the intersection of the By-Pass and the I-295 westbound ramp operates at Levels of Service E and F. He stated this is the delay condition for the traffic that is coming off of the off-ramp which is the most critical aspect of that intersection. He stated the intersection of Stony Hill Road and Township Line Road operates well today at a Level of Service B shown in green.

A slide was shown as to how the same intersections would operate in the future even if the Prickett property does not develop. Mr. Williams stated they have looked at projected traffic conditions in the year 2028 which includes anticipate traffic growth, but no traffic from a Mixed-Use development on this site. Mr. Williams stated if there are no traffic improvements, traffic conditions will get worse in the future. He stated the intersection of

the By-Pass and Stony Hill Road will operate at a worse Level of Service E and F. At the intersection of the By-Pass and 295 west-bound ramp, the off-ramp will operate at a worst Level of Service E and F. He stated the intersection of Stony Hill Road and Township Line Road continues to operate well at Levels of Service B and D.

Mr. Williams showed a slide of how the intersections will operate in the future with the traffic from the Mixed-Use development on the property but if there are no new traffic improvements. He stated at the By-Pass Intersection with Stony Hill Road, the intersection operates with a worse E and F with even more delay. At the intersection of the By-Pass and the 295 westbound off-ramp, the off-ramp will operate at a worse E and F. He stated at the intersection of Stony Hill Road and Township Line Road it continues to operate well during the peak hour in the morning at a Level of Service C, but in the afternoon there will be an increase in delay and the intersection will operate at a Level of Service F.

Mr. Williams stated the last scenario which was analyzed includes all of today's traffic based on pre-COVID-19 traffic counts, added traffic due to normal traffic growth and traffic from other developments in the area, the added traffic generated from the Mixed-Use development on the Prickett property, and with the off-site improvements that he previously summarized. He showed a slide that is all green in the final column which means that traffic conditions are improved at each of the intersections. He stated at the most critical intersections along the By-Pass, traffic conditions will be better than they are today. He stated at the intersection of the By-Pass and Stony Hill Road, the intersection will operate at C and D which is much improved and highly effective especially at a high-volume, Suburban location. He stated at the intersection of the By-Pass and the 295 westbound ramp, the off-ramp will operate at a D in both peak hours which is very desirable for this type of intersection and is better than it operates today. He stated the intersection of Stony Hill Road and Township Line Road will operate at Levels of Service B and D. He stated also shown in green for both peak hours is the main signalized driveway intersection to the development which will operate at a Level of Service B in both peak hours.

Mr. Williams noted that the main signalized intersection is located opposite the Shady Brook Farm driveway. He stated they know that during Shady Brook Farm special events, the traffic conditions are a problem. He stated they may hear Testimony from the other traffic report that the Mixed-Use development will create a problem for Shady Brook Farm traffic. Mr. Williams stated he might agree with that if there were not major traffic improvements proposed with

the Mixed-Use development; however, he can confidently state that if the Mixed-Use development does not occur and the traffic improvements do not occur, then the traffic conditions will continue to be a problem for Shady Brook Farm event traffic as it is today. He stated with the Prickett Mixed-Use development, with the site access improvements, with the traffic signal, and the off-site traffic improvements, the area roads will be able to handle Shady Brook Farm event traffic much better than they can today. Mr. Williams stated this is especially true given the fact that most of the Shady Brook Farm event traffic occurs off peak; but even during the peak hours with the proposed road improvements, the area road system will be much better prepared to handle Shady Brook Farm traffic.

Mr. Williams stated with these improvements the critical By-Pass intersections will operate better than they do today solving what are known today as real traffic problems.

Mr. Williams stated the Board may hear from the other traffic report that the Applicant should have completed a Traffic Study comparison between the proposed Mixed-Use development and the currently permitted Uses on the site. Mr. Williams stated the Study that McMahon prepared does not provide that comparison, but he does not believe it is necessary because Lower Makefield has seen Studies in the past as to what could be developed on the property. He stated most recently with the Special Exception Approval for the Warehouse Use a Study was prepared, and the Township has seen that Study. Mr. Williams stated the proposed Mixed-Use development will generate more traffic than the Permitted Use; however, with those Permitted Uses there is no obligation or offer to construct major off-site traffic improvements. He stated PennDOT previously reviewed and approved the Traffic Study for the Warehouse Use, and there was no requirement from PennDOT to build any off-site traffic improvements. Mr. Williams stated to make a logical comparison they cannot just look at the differences in traffic between the Mixed-Use development and the currently-Permitted Uses on the site, rather it is necessary to look at the differences in traffic operations. He stated with the Overlay Ordinance approved, the Mixed-Use development in place, and with the proposed \$6.5 million worth of off-site traffic improvements, traffic conditions will be better in the future with the Mixed-Use development than they would be with the Permitted Uses under the current Zoning. He stated in fact the Conditions will be better than they are today at the key By-Pass intersections.

Mr. Williams showed a slide of the off-site improvements with orange showing the road widening of the By-Pass to provide a third eastbound through lane and a second westbound, left-turn lane. He stated in burgundy it shows areas of median construction, and in yellow it shows the limit of paving improvements. The next slide continues easterly along the By-Pass showing the By-Pass between Stony Hill Road just off the slide on the left and 295 on the right side of the slide. He stated this shows continuation of the third eastbound through lane along the By-Pass terminating at the 295 ramp. He stated it also shows the extension of the widening for a second left turn lane on the By-Pass westbound at its intersection with Stony Hill Road. In orange it shows road widening to provide the third eastbound through lane and a second westbound left turn lane. In burgundy it shows the median reconstruction, and in yellow it shows the limits of paving improvements. He showed the final slide with north to the right showing the 295 westbound off-ramp. He stated this shows the widening and reconfiguration of the westbound off-ramp to provide a single second left-turn lane and two right-turn lanes coming off of the off-ramp to continue west along the By-Pass. He stated also as part of this intersection improvement the right-turn movement is reconfigured and included within the intersection as part of the traffic signal. He stated in orange it shows the road widening to provide the additional lanes, and in yellow it shows the limits of the paving improvements.

Mr. Williams stated in summary traffic conditions are a problem today; and over time in the future whether this site is developed or not, traffic conditions will get worse without traffic improvements. He stated with the traffic improvement that were presented this evening, even with the Prickett Mixed-Use development, traffic conditions will dramatically improve; and at the By-Pass intersections traffic conditions will be better than they are today.

Ms. Kirk stated it is now 10:05 p.m. and she understands that Mr. Williams will need to be cross-examined by Mr. Goldberg, and Mr. Goldberg has three Witnesses that he would like to make Offers. Ms. Kirk stated there appears to be a large number of members of the public who want to make comments. She stated this meeting is occurring during the work week and it is probably not practical to assume that we will be able to get through all the Testimony and the Public Comment. Ms. Kirk stated she would recommend that they let Mr. Goldberg present his Witnesses and then carry the Hearing over to a future date. Ms. Kirk stated they can then make the announcement as to a Date Certain so that there is no confusion for those in the Public waiting to make comment.

Mr. Ferguson stated he understands that there are thirty-seven people waiting, and he would like to get information from those waiting and have them call back in at the next meeting when they would be put in the queue in the same order that they are in now. He stated anyone new calling in at the next meeting would be put in after those that are in the queue at this point so that those who have been waiting tonight would not be “relegated to the back of the line.”

Mr. Ferguson stated in addition if someone in the queue happens to be delayed calling back at the next meeting, they would be queued in at the most reasonable period so that if they are “late they would not go to the back of the line.” Ms. Kirk asked if Ms. Tierney has the ability to know who is coming in when they call.

Mr. Ferguson stated they will get basic information from them now and they will have this logged; and when they call back in and identify themselves, they would have the list of those names. Ms. Tierney stated this is feasible, and she asked that those callers who are in line stay on the line so that she can get their information.

Dr. Weiss asked if it was acceptable to the Board that after they hear Testimony from Mr. Goldberg’s Witnesses, that they Continue the matter to a Date Certain.

Mr. Lewis asked that they Continue the meeting to 6:30 p.m. on September 2. Ms. Kirk stated she would not be available that date. Mr. Ferguson stated that is also a regularly-scheduled meeting of the Board, and Mr. Lewis stated it could service as both. Ms. Kirk asked Mr. Lewis if he would be available on August 26 via Zoom, and Mr. Lewis stated that may be possible. Mr. Majewski stated there are currently no meetings scheduled for Monday or Tuesday of next week so those dates would be available as would Monday, August 31. Mr. Grenier stated he would prefer August 31, and this was acceptable to Mr. Lewis as well. Mr. Ferguson stated they would need to make sure the Applicants were available on August 31, and Mr. Harris stated they would be available.

Mr. Ferguson asked if they would need to advertise the meeting, and Ms. Kirk stated they would not if a date certain is set tonight which would satisfy the requirement for notification.

Mr. McCartney moved, Mr. Lewis seconded and it was unanimously carried to reconvene the meeting on August 31 at 6:30 p.m.

Mr. McCartney stated Mr. Williams had stated that he did his Traffic Study during the busiest times and asked if that was during the seasonal “push” at Shady Brook. Mr. Williams stated it was done at the busiest time of a normal day. He stated since this is a Retail Use and a Residential Use the

peak hours that are most critical for those Land Uses are the weekday morning rush hour, the weekday evening rush hour, and they also looked at the Saturday mid-day peak hour since that is a relevant peak for Retail conditions. He stated they did not specifically study or count traffic during any Shady Brook Farm event. Mr. McCartney asked why they would not count during that time knowing that has an impact on the intersection. Mr. Williams stated those Shady Brook Farm special events take place for a couple of months over the course of a year, and that is not the typical peak hour condition. He stated the rules they are supposed to follow are that if they are to evaluate traffic conditions it should be done during typical conditions. He added that he can say with confidence that even if they were to study traffic conditions during Shady Brook Farm's special events, they would see significant improvements in traffic conditions with this package of improvements.

Mr. McCartney asked why they would not have done that in order to support their case. Mr. Williams stated part of it is timing, and the time that they were commissioned to do the Study was in the spring, and it was not during a Shady Brook Farm special event condition that he was aware of.

Mr. McCartney asked if they did not conduct the Study in 2019, and Mr. Williams agreed the counts were conducted in the spring of 2019.

Mr. McCartney asked between the time they were commissioned to do the counts in 2019, knowing that there are traffic issues during special events during the holiday at Shady Brook that happened at the end of 2019, did he not think it would be imperative to do a count during that time. Mr. Williams stated he did not because they are analyzing the typical peak hour conditions. He stated if Shady Brook Farm special event traffic were the norm throughout the year, they probably would have felt an obligation to study that condition; however, that is not the norm throughout the year, rather it is a few months over the course of the year. Mr. Williams stated Shady Brook Farm event traffic may overlap their peak hours, but a lot of its traffic is occurring during off peak in the evening when the commuter traffic has "quieted down."

Mr. McCartney stated he understands that they were aware of the conditions but their approach was not to study the conditions during an actual event. Mr. Williams stated they conducted a Study that analyzed traffic conditions during typical peak conditions, and that is the basis that they would use to design traffic improvements. He stated that is the same methodology that the Township or PennDOT would use when they are designing traffic improvements, and they look at the typical peak conditions. He stated if road improvements throughout the region were designed for unique special event conditions,

there would be an over-build of traffic improvements. Mr. McCartney asked Mr. Williams if it would be better for him to withdraw his Testimony stating specifically how the improvements to the road would or would not impact Shady Brook rather than including a hypothetical. Mr. Williams stated his point was if Prickett Preserve Mixed-Use development does not occur, then there will not be the offer of traffic improvements that are proposed in connection with the development. He stated that means that conditions will be exactly what they are today, and they know today that Shady Brook Farm special events cause traffic problems. He stated his point was that with the Prickett Preserve Mixed-Use development there comes with that a very comprehensive package of traffic improvements; and with those improvements, they not only mitigate the impact of Prickett Preserve, they are actually going many steps further with the traffic improvements and are dramatically improving traffic such that the traffic conditions will be better than they are today. He stated he feels that they will be adding so much additional capacity into the road system that there will be additional capacity to support other traffic generators in the area. He stated their closest neighbor being Shady Brook Farm, there will be a lot of added capacity in the road system to handle Shady Brook Farm traffic that would not otherwise be there; and Shady Brook Farm will have an easier time traveling.

Mr. Joseph Fiocco was sworn in.

Mr. Grenier asked Mr. Fiocco if the Traffic Study completed by McMahon meets Township, PennDOT, ITE, and/or other professional standard practices for completing Traffic Studies; and Mr. Fiocco stated he agrees and added it even goes further because the Board of Supervisors specifically wanted to make sure that this development was not only not going to make traffic matters worse, they were looking to see that it actually improved the traffic conditions. He stated the Traffic Study went over and above what PennDOT would normally require. He stated the conditions with the development and the significant traffic improvements will actually make conditions better than what is being seen today.

Mr. Grenier asked if the proposed traffic improvements meet or exceed what would be required of PennDOT and/or others, and Mr. Fiocco stated it significantly exceeds what would be required by the Township or PennDOT.

Mr. Grenier asked if any of the improvements will require additional off-site right-of-way requirements that there may be with landowners, and he asked what process that would require. Mr. Williams stated right-of-way is needed

along the south side of the Newtown By-Pass to accommodate the widening, and it effects two different property owners. He stated since this project is being initiated as a private development project, the process would involve a representative for the development team reaching out to those property owners in an effort to secure the right-of-way in whatever means are considered fair and reasonable. Mr. Grenier asked Mr. Williams if he feels that can be worked out, and Mr. Williams stated that he does.

Mr. Grenier asked if the Township or the Applicant is responsible in any way to improve Shady Brook's current traffic issues, and Mr. Williams stated they are not. Mr. Grenier asked if Shady Brook offered to take part in any traffic improvements that the developer will be providing, and Mr. Williams stated they have not that he is aware of.

Mr. Grenier asked under normal circumstances when there is a venue that hosts large public events with thousands of cars over a lengthy period of time, would a Township typically ask that type of venue for a traffic improvement plan. Mr. Fiocco stated he would feel that would be true. He stated if Shady Brook was proposing to do a light show that they had never done before and were predicting a significant amount of traffic, the Township would ask them to analyze what that would involve. He stated in this case, this is a condition that was already existing; and while the proposed improvements are not likely to solve all of the Shady Brook traffic problems, they will improve them. He added they may still need to have a Police presence during the worst times when the activities are taking place; however, he feels that the improvements that are proposed will minimize when they need to have a Police presence during times when the traffic signal will no longer be able to handle the traffic on its own. He stated while this will improve conditions, he does not see the improvements solving all of the traffic problems that Shady Brook creates.

Mr. Grenier stated he understands the Applicant has stated in the past that they are willing to work with Shady Brook during their seasonal events to make sure traffic continues to flow; and Mr. Williams stated while that is his understanding, he would defer to his clients to clarify that. Mr. DeLuca stated they have offered to work with Shady Brook. He stated their improvements are what Mr. Williams has described including the signalized intersection which should help mitigate some of that along with the road widening. He stated they have not had any in-depth discussions at all with Shady Brook about any significant improvements that Shady Brook might want to make.

Mr. Grenier stated ultimately all of the ingress/egress from the site and the improvements have to be approved by PennDOT before anything is finalized, and Mr. Williams agreed.

Mr. Lewis stated Mr. Williams made a sound analysis of weekday peak traffic improvements, but he asked what would the impact be on a Saturday mid-day times on the intersections. Mr. Williams stated the Saturday results are similar, but the improvements are not as dramatic because the problems today on Saturday are not as severe. He stated in the interest of time they focused the presentation on the weekday peak hours because those are the critical peak hours when traffic congestion is a problem today. He stated the improvements that are offered have a similar level of benefit on Saturday when Retail traffic is heavy whereby with the improvements, the intersections will operate acceptably. He stated had he included Saturday in the charts shown, you would see green Levels of Service for Saturday as well.

Mr. Lewis noted Page 3 of the analysis dated January 22, 2020 showing the 2023 Saturday mid-peak hours at two of the three intersections, where there is actually an increase in the delay in the number of seconds even with the improvements. He stated he feels that there are people who benefit from the traffic improvements in a significant manner depending on the time that they travel on the road, but there are also people who do not benefit depending on the time that they travel the road. Mr. Fiocco stated they looked at all of the numbers presented. He noted that if someone were on the By-Pass and got into the left-turn lane, that traffic will have a slightly higher delay on a Saturday afternoon; however, the delays are well within acceptable levels. He stated there is a double left-turn lane with extra clearances for the various movements that need to take place. He stated there might be two cars wanting to make the left-hand turn on a Saturday now; however, with the development, there could be approximately ten. He stated technically while the delay is increased, it is not significant. Mr. Lewis stated it is still important to note that there are “winners and losers,” but it could be argued that the “number of winners” with the traffic improvements far exceeds the “number of people who lose.” He stated this is just a fact, and he is not indicating that it is a significant issue.

Mr. Lewis stated these traffic improvements have already been agreed upon as part of the submission for the Overlay, and Mr. Williams agreed.

Mr. Lewis stated they were driven largely at the behest of Wegmans, and Mr. Williams agreed. Mr. Lewis stated if Wegmans were to pull out, these improvements would stand; and Mr. DeLuca agreed.

Mr. Goldberg stated the total cost for the improvements is \$7 million; and Mr. Williams stated he had Testified that it is \$6.5 million, although it could be more. Mr. Goldberg stated he felt that the Township's expert had indicated it would be close to \$7 million. Ms. Kirk stated she understands that \$6.5 million was the discussed estimate; however, that could change given costs of construction. Mr. Williams stated the total cost will be higher than \$6.5 million since that number does not include the path over 295. Mr. Goldberg asked Mr. Williams to break down what the various costs are, and he asked the cost of the second left-hand turn lane from the By-Pass onto Stony Hill. Mr. Williams stated he does not have those numbers broken down with him this evening.

Ms. Kirk asked Mr. Goldberg how that is relevant to the underlying Hearing on the Petition. Mr. Goldberg stated he is trying to understand exactly what the developer is going to be truly responsible for. He stated he is trying to find out where the shortfall is. He stated the developer had initially agreed to pay the Traffic Impact Fee of \$2.5 million so there is a \$4.5 million difference, and he is trying to understand what is included in the \$2.5 million. Ms. Kirk stated she does not know that matters since she understands the developer has signed a document that has been Recorded of Record that basically indicates that they are committed to developing the property and making these traffic improvements in the approximate amount of \$6.5 million. She stated that has been Recorded and it itemizes everything that was discussed as to what would be improved. Ms. Kirk stated there is a Recorded instrument that binds the property for these off-site improvements. Mr. Goldberg asked if he could get a copy of that, and Ms. Kirk stated it is of Record. Mr. Goldberg stated he has asked the Township for that but did not receive it. Ms. Kirk stated it is a document of Record, but she could send him a copy since it has been Recorded. She stated she has a Certification page, and she provided Mr. Goldberg with the Instrument Number - 2020047620.

Mr. Goldberg asked if this was signed by the "people who own the Wegmans," and Ms. Kirk stated it was signed by the property owner. Mr. Goldberg asked what if the property owner is unable to come up with \$4.5 million, and Ms. Kirk asked Mr. Harris if he could describe for Mr. Goldberg the specifics as to the restriction that has been Recorded as she feels it will by-pass a lot of Testimony. She added it is very clear that there is no Third-Party beneficiary and it is to the benefit of the Township only. Mr. Harris stated if the improvements are not built, the project will not get built. He stated in Mr. Goldberg's hypothetical, if the developer could not come up with the money, they will not be given permission to build the project; and that is what the Declaration of Covenants and Restrictions provides.

Mr. Goldberg asked if that was Recorded in Doylestown, and Ms. Kirk agreed. Ms. Kirk stated she felt bringing this up would save some time with respect to Testimony as it has been Recorded. She stated she received a copy, and she sent a copy to the Township.

Mr. Goldberg stated his follow-up question is still if they are talking about \$6.5 million which the developer has agreed to contribute, if the price is more than that there is shortfall somewhere; and he is trying to understand what exactly is included for the \$6.5 million. Mr. Harris stated it includes the off-site improvements at Stony Hill Road and Township Line Road, coordination of the traffic signal at the site access, traffic signal to the north along Stony Hill Road, and to modify the traffic signal timing. He stated it goes through each one of the elements that Mr. Williams just testified about. Mr. Goldberg stated those improvements include improvements at Stony Hill and Township Line Road, the improvements at Stony Hill and Newtown-Yardley, as well as all of the improvements for I-295 westbound ramps and Newtown-Yardley Road. He asked if that is correct, and Mr. Harris agreed. Mr. Goldberg asked if that includes the cost of condemnation. Mr. Harris stated “the estimate is what the estimate is.” He stated in order to be able to construct those improvements, there will have to be an acquisition of some additional right-of-way. Mr. Goldberg stated he is trying to understand if that is included in it or really if they are getting \$6.5 million for something that will cost “\$7.8 million.” Mr. Harris stated if it costs \$7.8 million the developer is going to have to pay it in order to do the project. He stated he does not have the breakdown of the \$6.5 million, and the document does state that it is an estimate. He stated if the costs are more, it will have to be paid for in order for the project to go forward. Mr. Harris stated they also have to do the pedestrian path across the bridge.

Mr. Goldberg stated the Township has an Impact Fee, and the calculation under the Impact Fee is based on the “peak p.m. trips that are added;” and he asked Mr. Williams what that number is. Mr. Williams stated the Township’s Traffic Impact Fee as he calculated it is \$1,952,535.00. Mr. Goldberg stated the Report indicated that they had offered to pay \$2.5 million, and Mr. Williams agreed. Mr. Goldberg asked if that is in addition to the \$6.5 million or is it part of the \$6.5 million that the developer is agreeing to pay; and Mr. Williams stated it is part of the \$6.5 million.

Mr. Goldberg stated that some of the improvements that they are making are mandated by PennDOT such as the second left-hand turn lane from Newtown-By-Pass onto Stony Hill. Mr. Williams stated their Traffic Impact Study identified two sets of improvements. He stated PennDOT has clear criteria based on degradation in Levels of Service; and if there is a degradation in the Level of Service, PennDOT has clear criteria that would lead to a conclusion for certain traffic improvements. He stated when they followed PennDOT's criteria for the intersection of Stony Hill Road and the By-Pass, they found that all that was necessary at that intersection was a second westbound left-turn lane from the By-Pass turning left to travel south on Stony Hill Road. He stated that is the improvement that PennDOT would require in accordance with their mitigation rules. Mr. Williams stated there was a second set of analysis in the Traffic Study whereby they went a step further; and based on working with the Township's traffic engineer, they identified a whole second set of improvements which are much more comprehensive in nature, and those are the improvements that he described in his Testimony. He stated it is with those improvements that they are able to dramatically improve traffic conditions to better than existing conditions along the By-Pass. He stated if PennDOT were the only reviewing authority in the process, there was a real chance that PennDOT would have only required a second westbound left-turn lane from the By-Pass to travel south on Stony Hill Road; however, that is not the case.

Mr. Goldberg stated Mr. Williams had indicated that he did not do an analysis for what the property would look like from a traffic perspective if the Zoning was maintained as is for Offices and Warehouses. Mr. Williams stated they did not as part of this Study because those Studies have been done. He stated his office did the Warehouse Study for the Special Exception approval from the Zoning Hearing Board. Mr. Goldberg stated if the Use were kept as is and it was Warehouse, Office, and there was no Overlay District, there would be some additional sum owed for the Impact Fee from that development; and Mr. Williams agreed. Mr. Goldberg asked Mr. Williams if he recalls what those Fees were, and Mr. Williams stated he does not.

Mr. Goldberg stated in the Report, Mr. Williams had indicated to make up the shortfall between the \$2.5 million and the \$6.5 million or higher, they were going to try to seek a Grant from either PennDOT or the Department of Economics and Commerce; and he asked if that is still the case. Mr. Williams stated the developer is intending to pursue Grant funding. Mr. Goldberg stated there is no guarantee that a Grant could be obtained, and if it is not obtained the developer is obligated for the \$6.5 million or higher; and Mr. Williams agreed. Mr. Goldberg asked "how long will they give it" to see if the Grant is successful, and Mr. Williams stated that would not be his decision.

Mr. Goldberg stated Mr. Williams had indicated that his last study was done in June, 2019; and Mr. Williams stated if he is referring to traffic counts, they were conducted in March and June of 2019. Mr. Goldberg stated that was right before the Scudder Falls Bridge re-opened, and he asked if that would impact the numbers. Mr. Williams stated he has not seen any numbers as to the differences in how traffic volumes have changed so he would not be able to provide an engineering or scientific response; however, his opinion is because they are proposing improvements that go so far above and beyond that which is needed to mitigate the impact of the development, that he is confident that there will be no impact that would change the results of the Traffic Study. He stated this Traffic Study is conservative in terms of the scope of the improvements that are offered. He stated they conducted their traffic counts pre-COVID 19, have added traffic growth from other developments in the area, and background traffic growth as a percentage growth rate; and he feels that there is so much of a factor of safety built into the projections that he is confident in the results, and he is not concerned about how those traffic patterns may have changed and how it would impact their results.

Mr. Goldberg stated Mr. Williams had indicated that he did not really account for the impact from Shady Brook Farm, and Mr. Goldberg stated he would use the analogy “that they do not plan for Black Friday” as it is something out of the norm; and Mr. Williams agreed. Mr. Goldberg asked if there is not a difference in that Shady Brook has two peak seasons starting in September for Halloween and then for the Christmas season so it is really not a one-day event, rather it is something over several months. Mr. Goldberg asked if that would not make a difference because Shady Brook’s events are not one day, but rather ninety days out of the year. Mr. Williams stated as he answered previously, he does not feel it makes a difference. He stated they have identified the impact of the Prickett Mixed-Use development and the improvements that would mitigate the impact of that; however, they then went an extra measure and identified significant additional improvements that not only mitigate the impact of the Prickett Mixed-Use development but also improve traffic conditions largely better than they are today and better than they would be if nothing happened here. He stated to study the Shady Brook Farm traffic conditions and design improvements to specifically accommodate Shady Brook Farm traffic, that is an existing use which is generating traffic today; and that would be the responsibility of Shady Brook Farm. He stated despite that, as he has noted previously, he feels good for the future in this area with this project and with the traffic improvements, that Shady Brook Farm traffic will be better accommodated than if nothing were to happen here.

Mr. Goldberg asked if these improvements will impact any future development in this general area. Mr. Williams stated while he is not sure that he understands the question, he does not believe they would.

Mr. Harris offered into Evidence Exhibit A-1 through A-12 and Rested.
Mr. Goldberg had no Objection.

Mr. Grenier moved, Ms. Blundi seconded and it was unanimously carried to accept Exhibits A-1 through A-12 as offered by Mr. Harris.

Mr. Goldberg stated he was not going to call his Witnesses, rather he will provide an Offer of Proof and then bring the Witness up to corroborate that the Testimony was accurate. This was acceptable to the Board.

Mr. Goldberg stated he had raised a potential issue that was brought to his attention earlier today regarding a potential Conflict of Interest with a member of “a planning board.” He stated while he does not know enough about this, in the event that it proves to be a Conflict, he would like to reserve that right.

Ms. Kirk stated Dr. Weiss had this discussion with Mr. Goldberg, and apparently someone in the Township raised a question about the propriety of Mr. Bush being involved in the Planning Commission review. She stated there was something to the effect that Mr. Bush’s Law firm had represented a Party or a proposed tenant, and some residents felt that would be an issue. Ms. Kirk stated she had advised Mr. Goldberg that the Planning Commission is an advisory board for the Township, and is merely making a recommendation; and absent some proof of bias or other evidence of impropriety, that would not be an issue.

Mr. Goldberg stated this is a significant tract of land in the Township, and the Board has heard about four and a half hours of Testimony regarding the possible re-Zoning of the Overlay. He stated this Board has one opportunity to get this corridor right. He stated one of the things he “is perplexed about,” is that there is information that he thinks the Board needs, and he does not see how they can do without it. He stated he had talked about the viability of the apartments with a rent of \$1,900 and \$2,600. He stated the response he got as to why it was viable was Polo Run charges \$1,400 and \$1,900; and Mr. Goldberg stated he does not know how that justifies \$1,900 and \$2,600. He stated he was also told that they did Chalfont for \$1,470 and \$2,200, and he has no idea again how that justifies the rents of \$1,900 and \$2,600; and how that makes it viable.

Ms. Kirk stated it appears that Mr. Goldberg is making Argument that would be in favor of why the Board should deny the proposed Ordinance, and it is not the presentation of the Witnesses. Ms. Kirk stated Mr. Goldberg will have the right to make Argument at some point, but what Mr. Goldberg is now proffering is for the Board's consideration as to whether they have sufficient Evidence based on what he is presenting in order for them to make an informed decision about the proposed Ordinance. Mr. Goldberg stated he is giving an Offer of Proof in an effort to expedite this, and he is not "asking them directly is the information that has been supplied is adequate." He stated he is trying to summarize the Witnesses Testimony. Ms. Kirk stated it seems that Mr. Goldberg was making Argument and was not giving an Offer of Proof.

Mr. Goldberg stated the information we got in terms of what people are going to be renting or what young professional will be renting was the answer that "lots of people want this," and Mr. Goldberg stated he has no idea who those people are. He stated they were talking about young people who more traditionally want the Philadelphia area.

Mr. Harris asked if Mr. Goldberg is purporting to say that if he were to Call his Witnesses, they would say what Mr. Goldberg is saying since that is what an Offer of Proof is; and Mr. Goldberg agreed. Mr. Harris stated Mr. Goldberg is saying what he thinks, and an Offer of Proof is to be what the Witnesses would Testify to. Mr. Harris stated he had no objection to Mr. Goldberg summarizing what the Witnesses would Testify to, but it should not be "Mr. Goldberg's musings." Mr. Harris stated Mr. Goldberg should tell what the Witnesses would Testify to, and then the Witnesses can confirm that is what they would state, and Mr. Harris could then cross-examine them. Mr. Harris stated at this point Mr. Goldberg is just making Argument, and he is not saying what they would Testify to. Mr. Goldberg stated he is, and he will get more in depth. Mr. Goldberg stated if they were on the stand, he should be able to ask them justification for \$1,900 rents at this place based on Polo Run charging a rent of \$1,400. Mr. Goldberg stated that would be an appropriate question to ask. Mr. Harris stated he has made a lot of Offers of Proof in the past, and what he Offered is what the Testimony would be. Mr. Goldberg stated while he does not disagree, that "could be and would be" part of their Testimony.

Ms. Kirk stated Mr. Goldberg has three experts. She stated there are two economists, and their collective Reports are marked as O (Objector)-1 and the Traffic Report is marked as O-2. Ms. Kirk stated she feels it should be presented that if Simon Hakim, one of the economists were to Testify; and then

Mr. Goldberg can indicate what he would Testify to. Mr. Goldberg stated he is going to do that. Ms. Kirk advised Mr. Goldberg that he keeps saying “I,” which makes it sound like Argument as opposed to an Offer of Proof. Mr. Goldberg stated he will change the “I.” He stated the documents were submitted prior to hearing Testimony so some of what was heard tonight could not have been incorporated into their Report, but he will avoid “I.”

Mr. Goldberg stated the rental apartments that are being proposed are trying to cater to young professionals and retirees, and they are two divergent groups. He stated it is an incompatible combination that has different needs and interests; and by trying to appeal to these divergent groups, what they are saying is that they lack the market for either one of these groups.

Ms. Blundi stated she felt Ms. Kirk gave direction to Mr. Goldberg as to what would be expected as to an Offer of Proof; and it was not to be a soliloquy, but rather what the Witnesses would testify to. Mr. Goldberg stated what he is stating is what they would Testify to.

Ms. Kirk stated she feels it would be best at this point that Mr. Goldberg just call his Witnesses rather than having an argument as to what would be an acceptable Offer of Proof versus the Witness Testimony. Mr. Goldberg stated he will call the two economists who have different areas of expertise. He stated one is Mr. Simon Hakim and one is Mr. Charles Swanson.

Mr. Charles Swanson was sworn in.

Mr. Goldberg stated he is not sure which of them wrote the specifics about the apartment rentals. Mr. Swanson asked that Mr. Hakim be sworn in; however, Ms. Kirk stated only one person can Testify at a time. Dr. Weiss stated since Mr. Swanson has been sworn in, he should Testify first.

Mr. Swanson stated with regard to the apartments, they “have the number of the 311,” and it was “correctly reported by the analyst that if a long list of assumptions held,” would the Rutgers data hold up. Mr. Swanson stated his belief is that under the assumption of those “what he considers extreme but possible,” assumptions, they would hold up – the Rutgers Study and the Census data which is a second source of getting to the same number of kids – and that would give roughly speaking the number they had which is roughly 11 to 16 kids and not the higher number of 50 to 60 kids that could easily come if the assumptions did not work.

Mr. Swanson stated the apartment rental rates they were given when the project was first proposed was \$2,100, and they were told recently that the numbers had been increased from \$1,900 to \$2,100 for the one-bedroom and \$2,600 for the two-bedroom; and that “caught them off guard” because that was a large increase by 24% based on something “they were not quite sure of.”

Mr. Swanson stated they are fully aware that right now there is a COVID-19 pandemic, and the value of properties is very high and will probably remain high. He stated the demand is quite high because the supply is low. He stated that is probably a one-year effect, and this is a long-term plan. He stated he had to speculate as to when the vaccine will come into place, and he felt it would be in July, 2021. He stated the question is what happens if once there is a vaccine will they revert back to the time when the premium on the rural sector disappears, and we are back to people wanting to live in the City which was the case when they first started looking at these numbers; or is the speculation that the vaccine never happens which is possible, and there is a permanent increased desire for rural properties and also a permanent increase in the cost and in the nature of how you want to construct grocery stores and residences.

Mr. Swanson stated they looked hard for corroborating evidence supporting the idea that they could have rents of \$2,600 a month which would be multiplied by twelve to give an annual rent; and then multiplied by 5 to get the annual income for the two people living in a two-bedroom, and that comes to approximately \$155,000 for the two-bedroom. He stated they had to consider how plausible is that in conjunction with half of the people being young and half the people being old/retirees with relatively limited amenities in this space, and whether they could support this; and he believes that they could not.

Mr. Swanson stated were the assumptions to hold, they do believe that the property value would hold, and the number of children would be in the range of 11 to 16; but they did not think those were plausible. He added that as you go down the scale in the income level, the number of children jumps up. He stated in Lower Makefield the number of children is roughly one School-age child per every two adults. He stated obviously apartments would have a smaller ratio than one out of three, and that number would give 100 children with 300 residents; and while they will probably not get 100 children, they could get substantially more if the income levels did not meet the target level.

Mr. Swanson stated he was trying to follow some of the Testimony as to the speculation as to where the numbers came from. He stated he had to look at the demand, the job opportunities, and how far people would go; and if they had come from Philadelphia what other opportunities they would have. He stated one of those would be Oxford Valley Mall which is converting existing bricks and mortar into a property that is more sizable than the Prickett project, and therefore has more opportunity for amenities. Mr. Swanson stated the amenities like an outdoor pool are quite favorable, an indoor kitchen “is somewhat marginal and a corporate center is probably negligible for the young people looking for a place to live.” He stated the bike path would be a positive.

Mr. Swanson stated his number one doubt with respect to the number of children is based on whether they would be able to attract this pool of people. He stated when Mr. Hakim Testifies, he can give more details on that.

Mr. Swanson stated with respect to the Wegmans and the Retail, they believe that anything they say about the Retail is “spectacularly speculative” on the grounds that most of the Retail industry right now is “imploding,” and there are multiple articles about small Retail chains and large Retail chains that are going out of business; and it is very difficult to know who will actually be in business. He stated with regard to the “six units,” they tried to come up with an estimate; but everything was quite speculative. He stated with regard to the Wegmans, that was not as speculative. He stated there are a lot of Wegmans and Whole Foods; and while they did not know what the square footage for the Wegmans was going to be, they had to make a guesstimate in their Report. He stated they now understand it will be 100,000 square feet which is quite large for a grocery store, but is relatively modest for a Wegmans which can be 140,000 square feet.

Mr. Swanson stated they came up with a number of approximately \$14 million, and there is the Common Value Number where you multiply it by 9.4 although that number has gone down, and you come up with a lower number. He stated in the Report it was approximately \$350,000 which is a mid-level number for the amount of money that would be generated for the Township and the School District on a per year basis mid-level. He stated based on what he saw today, that number would go down slightly. He stated the direct number for the Wegmans tax generation per year would be less than the \$350,000 that is in the Report.

Mr. Swanson stated also in the Report is a dilution effect. He stated looking at grocery stores, there are numbers that are National numbers; and one of them is the number as to how many square feet of grocery store each person really needs, which is roughly 4 square feet per person.

Mr. Swanson stated there is another number which is how much people spend on an annual basis. He stated the annual income in Lower Makefield is \$45,000 which is “men, women, and children and is all of the people who are over 12 years old,” and that average is \$45,000. He stated the disposable income which subtracts out taxes is 80% of that which would be \$36,000; and \$36,000 multiplied by the number of residents is about \$64 million which is the total amount that will be spent by residents of Lower Makefield in grocery stores. Mr. Swanson stated the profit margin at a grocery store is between 1% and 3%. He stated for all grocery stores in Lower Makefield if you do not consider people coming in from outside and people from the inside going out of the Township, it comes to about \$1.3 million. He stated of that a certain fraction is going to be used toward Property Taxes and other services and that would be approximately 15% to 20%. He stated if you put that in you get the total amount spent within Lower Makefield at about \$260,000 available for Property Tax Revenue for Lower Makefield. He stated that includes existing properties, Shady Brook, McCaffrey’s and any prospective Wegmans.

Mr. Swanson stated if they add a certain amount of Revenue from Wegmans, they will be subtracting it from the other grocery stores that exist in the area. He stated those are real, and they need to be part of the calculation. He stated in terms of the Wegmans, the Revenue is positive but the Net Revenue is going to be substantially less. He stated he used the number of \$100,000 as the reduction in the Report because a large portion of the business will come from out of town, although they did have to speculate on that; and their estimate was that two-thirds of the business would come from out of town. He stated on one hand they are getting money from people from other towns shopping in this grocery store if it is a Wegmans, and they would get a “little cut of that,” but they would also get the traffic.

Mr. Swanson stated they looked at the impact of the traffic and although they did not have a chance to go through the “full traffic,” if all of the mitigation does work, and the impact from traffic for the Wegmans and the apartments is zero, then the impact on property values is zero. He added traffic makes property values go down, and it is extremely difficult to “find that out because as a general rule cities have high traffic but also have high property values and so you would think that the traffic caused the high

property values but it is a chicken or the egg.” Mr. Swanson stated in his Report he mentioned a report from “The Hague, because it is so hard to get a study where there is an exogenic shift in traffic.” He stated it is relatively small, and a 50% reduction in traffic will give you a 1 ½% increase in property values or the other way around. He stated a very small percentage change in property values is “enormously impactful on the Revenue for Lower Makefield because so much of the Revenue comes from the property values currently generated for the Township and for the School District.

Mr. Swanson stated this is a “Mixed-Use which is also speculative” and they used the National Association of Realtors which have numbers and there are a lot of studies that say that if a grocery store is next to your property it is good for your property value, but it is “very difficult to say if it is the chicken or the egg.” He stated in Philadelphia a Whole Foods moved in, “ and it can be a positive thing.”

Ms. Kirk advised Mr. Goldberg that Mr. Swanson has gone on a “bit of a narrative,” and she asked Mr. Goldberg if he has any specific questions he wanted to ask him since he is his Witness. Mr. Goldberg stated he was going on what he felt was perceived as the appropriate Offer of Proof.

Mr. Goldberg asked Mr. Swanson his views of how they calculated the total Revenue, and he asked Mr. Swanson to describe what he believes the Net Revenue will be from this project incorporating some of the facts that he has mentioned. Mr. Swanson stated the Net Revenue from the Retail they put in their Report as \$100,000 going to the Township. He stated it “is wildly speculative and so would any number be – higher, lower or zero.” He stated he felt the Net Revenue from the Wegmans was \$350,00, but he would have to revised that downward, and he believes that there will be a displacement effect of \$100,000 so there would be a Net Revenue from Wegmans of \$250,000 per year because the size is slightly smaller than they estimated. Mr. Swanson stated for the apartments, there is a range; and if they do get the \$155,000 household income moving in, the Revenue would be quite close to what the developer suggests; however, if they are more modest, and the people are working at Wegmans, it would be quite reasonable to have the Revenue from the apartments being brought into the Township in the neighborhood of \$720,000 in Tax Revenue per year.

Mr. Swanson stated the number he has “for the number of children is slightly higher at \$15,600” and if you multiply that by 16, you get one figure, but if you multiply it by 50, which is within the “range they are doing, you get a number that is around \$720,000.” He stated the Revenue from the Tax Revenue and the money spent on the School District is roughly equal to each other “or they could be.” He stated that is in the event that they are not able to attract the “\$155,000 a year people.”

Mr. Hakim asked if he could be sworn in, and Mr. Swanson advised Mr. Hakim that they needed to finish with him first.

Mr. Goldberg asked Mr. Swanson to explain why if the demographics for the apartments are not as contemplated by the developer, that could lead to an increase in School-age children. Mr. Swanson stated if you run through the Rutgers Study or the Census data which is what he was using, “if things went the way they described” you could have 16 kids because you have 100 retirees and a relatively-small number of people ages 21 to 33, “high-income people, and relatively few kids in their pre-child era.” He stated in the event it becomes more of a traditional residence closer to “just a mid-stream place,” the number of children rises substantially as the income goes down. He stated with the range of people like a “produce Manager at Wegmans, you get a substantially higher number of children.” He stated if they have 50 kids out of 200 units, one out of four having a School-age kid, you have 50 children. Mr. Goldberg stated 50 is “certainly a reasonable estimate of the number of kids that this apartment could potentially produce,” and Mr. Swanson stated it is quite plausible that the number of children would be 50 if the income levels are not met, and 50 is a reasonable number of children for the 200 units if you are not able to achieve the income targets.

Mr. Goldberg stated with regard to the Retail, the “numbers would be impacted if you had an idea as to what type of Retail is used;” and Mr. Swanson agreed. Mr. Swanson stated if it was a high-end “posh place like you would see in the Main Line,” those numbers would be higher, and if it “was more like a Dollar Store,” the numbers would be reduced. Mr. Goldberg stated Mr. Swanson would disagree with the analysis previously articulated by the developer that “Retail is Retail,” and they would come up with the same numbers no matter what the Retail was. Mr. Swanson stated it was his impression that the Witness Testified that they did not have the information. Mr. Swanson stated the Revenue could go four times as high if you were to go from a Dollar Store to a very high-end Retail.

Mr. Goldberg asked Mr. Swanson his thoughts about the impact of this proposed development on Shady Brook; and Mr. Swanson stated that if this happens, he believes that Shady Brook will go out of business, and he does not expect them to survive as a viable business if this project goes forward. He stated they looked at the “business line” for Shady Brook. He stated half of their business line is running the holiday services which is “like having a park,” and half of it is supplying groceries. He stated the supply chain for Wegmans is excellent, and Shady Brook would not be able to compete on the fruits and vegetables side of the business. He stated that source of Revenue would vanish for Shady Brook, and they would “not be able to maintain.” Mr. Swanson stated the offers Shady Brook Farm would get would be too lucrative as the property values in the area rose for something like a service station or a Wawa. He stated he does not feel that with the reduced Revenue coming in to Shady Brook and the higher offers that they would be getting for the property that they would continue to be able to say “no” to those offers. He stated he does not feel that in eight years Shady Brook will exist if this project goes through.

Mr. Goldberg stated the impact is “not just economic of losing Shady Brook it is also a cultural impact.” Mr. Swanson stated it is “extremely difficult to get a cultural value impact.” He stated in Philadelphia there are parks; and while there is no revenue in parks, they have value as open space. He stated there is a cultural value which translates to property values which translates to Revenue. He stated they were not able to get a link between the cultural impact of Shady Brook with a decrease in property values.

Mr. Goldberg asked Mr. Swanson if there are superior uses for this property besides what is being proposed. Mr. Swanson stated he believes a venue that would “cater to reunions would be valuable.” He stated people are looking for venues for funerals, and they cannot find them here. He stated there is a lot of activity in cities that he feels would serve the residents of Lower Makefield better with a venue here of some kind. He stated it could have reunions, weddings, and gatherings. He stated while that is speculative, that is his opinion.

Mr. Goldberg stated by utilizing this particular proposal in terms of the Wegmans, the Retail, and the apartments, there is an “opportunity cost involved.” Mr. Swanson agreed and stated if they were to get \$350,000 from Wegmans and \$400,000 from a hotel in annual Revenue, the net would be minus \$50,000 a year.

Mr. Goldberg asked if what the developer has articulated is plausible, and Mr. Swanson stated it is plausible, and he would give it at least “7%.” Mr. Swanson stated he would also give “100 kids 7%.” Mr. Goldberg asked if the odds of this working out as stated by the developer would be under 20%. Mr. Swanson stated a question was asked about having this property available for affordable housing, and the response was the numbers would not work if they had affordable housing. Mr. Swanson stated that supports the point that it is not plausible to “actually have this go, but they are right on the cusp.” He stated if they “do something to try to help support people, that would cause a breakdown and that would support the notion that this is really quite close to not being feasible.”

Mr. Goldberg asked if this gets approved and what is proposed gets developed, and it does not work out, and “probably will not work out” what would happen next. Mr. Swanson stated “he does not expect these developers to run away like they did in “Philadelphia back in the Ukraine,” but you do have broken windows and a clean-up job that will probably about eight years for the Township to fix and clean it up. He stated the Township will have the cost of clean-up of an abandoned project. He stated he would expect the likelihood of abandonment to be less than 15%, but it should be planned for especially because of the financial circumstances “going through spectacular gyrations.” He stated it is very difficult to say with a high degree of certainty that something that could have been done in the absence of the COVID-19 is just as likely in the presence of the COVID-19. He stated things are changing dramatically, and funding will not be so available as it will all be used for other important things, and the likelihood of abandonment and change-of-plans mid-stream is much higher than it was in January.

Dr. Weiss asked Ms. Kirk if they should hear from Mr. Hakim and then ask questions, and Ms. Kirk stated usually they do one Witness at a time.

Mr. Lewis asked Mr. Swanson when doing his analysis did he look at Lower Makefield’s Master Plan with a specific review of the ESRI Retail Marketplace Profile, and Mr. Swanson stated he did not. He stated “their thing was broad statements.” Mr. Lewis stated if you look at the Marketplace Profile, although Philadelphia is “over grocery-stored in general,” this portion of Lower Makefield is not; and it would draw from other Municipalities that would be coming to this particular grocery store. Mr. Lewis noted the Master Plan where it discusses the grocery stores where Retail sales are about \$5 million lower than the potential Retail demand for a five-minute radius from Oxford Valley Road. Mr. Lewis stated there has been discussion about the viability of grocery stores,

and one of the things that has happened during COVID is that there has been a dramatic change in share of stock; and less dollars are going to restaurants and take-out facilities, but more is going to grocery stores. Mr. Lewis stated it is likely that the grocery stores that exist in Lower Makefield will be fine. He stated Wegmans is a very strong competitor that may take out some of the restaurants in the area. He stated when Mr. Swanson was modeling this, he should have thought about it in those terms.

Mr. Lewis asked Mr. Swanson if he has been to Shady Brook's grocery section; and Mr. Swanson stated he has, and it is "not huge." Mr. Lewis stated he feels that Shady Brook will do fine. He stated Shady Brook has a deli component where some people choose to get lunch, and that might lose some business to Wegmans although the wait lines would be less at Shady Brook. Mr. Lewis stated the vast majority of Revenue at Shady Brook is very diversified; and regardless of whether this proposed project goes forward or not, Shady Brook may choose a different business strategy. He stated that is separate from the proposed development, and it "would have to be analyzed in straight-up terms." Mr. Lewis stated he does not feel this will take out that portion of Revenue at Shady Brook. He stated it has high-end groceries, and there is an ice-cream shop, and a very small bar which are likely to be fine.

Mr. Lewis stated he feels there is a "bigger hit" on restaurants in general that will lose take-out. He stated he has significant challenges with Mr. Swanson's analysis. Mr. Lewis stated he does agree with Mr. Swanson that the 55,000 square Retail will be an issue. He stated there is a Retail Armageddon," and the only thing that is left is personal services; and he would not be surprised if there are a number of nail salons and other personal services, but he does not anticipate a large specialty Retail influx.

Mr. Lewis stated Mr. Swanson's analysis is troubling as it seems that there were a lot of other factors that go into an analysis as to what is likely to happen in "secondary offense." He stated while he did not vote in favor of publishing this Ordinance, he wants to be honest about what the impacts are. He stated he does not want to overstate what Mr. Swanson's sees as likely issues, and he feels those need to be counter-balanced. He stated the developers would also state that he is just as difficult with them in some of their analysis. Mr. Lewis stated he agrees with Mr. Swanson "that Revenue here is not great, but he does not know that it leads to catastrophic changes in Lower Makefield." Mr. Lewis stated in the long run it does have some significant unintended consequences, but he feels Mr. Swanson has missed those.

Mr. Swanson stated he agreed with Mr. Lewis' comment about the restaurants. He stated with respect to COVID, it is extremely difficult to get a handle on the extent to which COVID is going to be permanent versus temporary. He stated with regard to "share of stomach," Wegmans has been on the vanguard of that and they have been delivering prepared meals and been extremely good at that; and they have been cutting into the restaurant business. He stated if the Pandemic lasts for the next fifteen years, that is one scenario; but if it is over by next July, we are back to where we are. Mr. Swanson stated there is validity to what Mr. Lewis has stated.

Mr. Grenier stated he did not see in the Report who commissioned the Report, and Mr. Swanson stated they worked with Larry Borda and Dobby Dobson. Mr. Grenier asked if they contracted directly with him or was it through the University. Mr. Swanson stated he works for the City of Philadelphia doing Revenue forecasting, and they contact him directly but they also bring in people who work for the City to work at Temple. He stated for most of his City work, they contact him directly. He stated at other times, it is through the University. Mr. Grenier asked what it was in this case, and Mr. Swanson stated they worked directly with him.

Mr. Grenier asked when he initiated his Study, and Mr. Swanson stated they started to look at numbers three months before COVID hit, and their initial work started the end of 2019. He stated it was a three-month study, followed by a completely different three-month study due to COVID.

Mr. Grenier asked if he analyzed the potential impact from Wegmans on specific local grocers such as Giant, ShopRite, and McCaffrey through the analysis of the receipts or were these more broad statements; and Mr. Swanson stated they were broad statements based on aggregate spending, and they made no distinction between a Giant and a ShopRite or McCaffrey's except in so far as there is duplication between McCaffrey's and Shady Brook where the food product line is more similar as opposed to ShopRite which is almost complimentary. He stated it was broad total amount of income available to spend.

Mr. Swanson stated with regard to Mr. Lewis' point about getting people coming in from the outside, he agrees with that. He added that when they did their initial numbers for Wegmans, they assumed a very substantial part of the prospective business did come from outside of Lower Makefield.

Mr. Grenier stated he is not surprised by that since Wegmans does seem to be a destination grocer for many. Mr. Swanson added that Wegmans tries to be a socially-aware Capitalist business, and part of their model is to be socially-aware and help their employees.

Mr. Grenier asked Mr. Swanson if he interviewed anyone at Shady Brook and looked at their Business Plan or Revenue sources. Mr. Swanson stated he looked at their Tax Revenues; and while he did not interview anyone, he was told that they have indicated that they “are going to stick it out and it will not hurt them.” Mr. Swanson stated his conclusion of them “disappearing” is the competing offers they will get and the reduced Revenues that they will suffer from, and it is not from any discussions he had with them.

Mr. Grenier asked Mr. Swanson if he was able to spend time in Lower Makefield during his Study. Mr. Swanson stated they looked at National numbers and data from the Hague, but he did want to get a feel of Lower Makefield and Shady Brook. He stated he did talk in passing to those who work at Shady Brook “where he got an enthusiastic pitch;” and they are good employees.

Ms. Blundi asked when Mr. Swanson was able to visit Shady Brook, and he stated he has not been there since COVID. Ms. Blundi stated on Page 2 of their Report dated July 14, 2020 it states “The proposed development has three main Commercial parts, 100,000 square foot grocery etc.,” but on Page 16 it indicates that they were not aware of the size of the Wegmans. Mr. Swanson agreed that is an inconsistency. He stated they started their analysis early on, and then they found out quite recently that it would be 100,000 square feet. Ms. Blundi asked if they did not have a chance to fix that; and Mr. Swanson stated while they could have run through the numbers, they were told that the “numbers were in flux, and it was really hard to pin down the numbers.” Ms. Blundi stated the correct number is in their report on Page 2 but not on Page 16. Mr. Swanson stated they were trying to get a handle on the numbers, and there were a lot of speculative numbers; but they should have fixed that. Ms. Blundi stated around July 14 was the first time they found out that the number was 100,000 square feet, and Mr. Swanson agreed it was probably a few days before that.

Ms. Blundi stated earlier Mr. Swanson was talking about the average income in Lower Makefield, and he indicated that he had to include children over 12. Mr. Swanson stated there is the income of men, income of women, and the average Per Capita Income. He stated when they talk about the Per Capita Income, they were talking about all residents of Lower Makefield.

He stated when they talk about grocery store demand, it is “retirees, kids, and workers.” He stated “workers are going to be making more than \$45,000 and non-workers would be making zero and the average comes to the \$45,000.”

Ms. Blundi stated there was discussion in the Report about Retail Uses, and they discussed Macy’s, JCPenney, and Pier 1. Ms. Blundi stated Mr. Lewis had discussed some of the other services that would encompass Retail such as spas, and she asked Mr. Swanson if he considered any of that type of alternative Retail in his analysis. Mr. Swanson stated they did not “want to put the number at zero because they thought there would be something, but they have no idea what it would be.” Mr. Swanson stated the \$100,000 is speculative; and he does not think zero is the right number, so they can take that number “for what it is worth.” He stated there will be something but it will not be JCPenney or Macy’s, and it will be something else, although he does not know what it will be.

Mr. McCartney asked if Mr. Swanson if he has any background in Residential or Commercial Real Estate, and Mr. Swanson stated he teaches and he works for the City. He stated for the last ten years, he has been looking at Revenue projections for the City of Philadelphia. He stated one of the sources is the Property Tax Revenue and the Transfer Tax. He stated he gets involved in estimating Revenue. Mr. McCartney asked about the Residential rates. Mr. Swanson stated in the event that they get the high-income people, his numbers were very close to the Applicant’s. He stated the point of contention was whether they were going to be able to draw those people. Mr. McCartney asked if he feels the rents for the proposed apartments are out of line. Mr. Swanson stated if they get \$2,600 a month, then the Revenues would make sense, but the challenge is whether they will actually get the \$2,600. Mr. Swanson stated if they get a “bunch of Princeton professors doing vaccine research making \$200,000, it will be covered.”

Mr. McCartney stated it seems that the proposed rents are a point of contention with Mr. Goldberg and the opposition. He asked Mr. Dwyer how close they are to “getting actual rents in any of the other projects that have in Chalfont or Nationally.” Mr. Dwyer stated the Edge project is down the street, and the rent there for a two-bedroom is \$3,790, and for a one-bedroom it is \$2,340. Mr. McCartney asked if it is the same square footage, and Mr. Dwyer stated it is slightly higher at the Edge. He stated the price per square foot and the value that people are paying in rent down the street equates to what they are projecting for their proposed apartments here. Mr. McCartney stated a better comparable

than Polo Run would be the Edge, and Mr. Dwyer agreed. Mr. Dwyer added they have projects in three or four different locations, and they are all higher rents than what is being projected here. He stated they have rents for a two-bedroom that are above \$3,000, and he does not feel it is unusual to expect it here in Lower Makefield especially for the project that they are proposing. He noted that Polo Run is thirty years old, and they are smaller units. Mr. Dwyer stated Madison and Equus have been doing apartments for thirty years, and they have thousands of them across the Country. He stated they are comfortable that this project will receive those types of rents if the project is built.

Mr. McCartney asked Mr. Swanson if they looked at the Edge for a comparison, and Mr. Swanson stated they “tried to have an idea of the rents, the vacancies, and the additional demand that they would be getting.” He stated their biggest comparison was at Oxford Valley which is bigger. Mr. McCartney asked if they did any market studies on demand for rental properties within Lower Makefield. Mr. Swanson stated in the Report they did look at what the rents were at properties, their vacancies, and their square footage; and they included that in the Report. He stated that was for the local market. Mr. McCartney asked if they interviewed any local Agents or Brokers to see what the demand for rental properties is in Lower Makefield, and Mr. Swanson stated they did not interview Brokers. Mr. Swanson added that Mr. Hakim contacted the Managers at the properties themselves. Mr. McCartney asked what was the vacancy rate at The Edge, and Mr. Swanson stated he would have to check although it was not “super high.” He stated they “seem to fill up a lot of their places.” Mr. McCartney asked if it was about 5% vacancy; and Mr. Swanson stated 5% would be quite favorable, but he would have to look at the numbers. He stated it was not 50% vacancy.

Dr. Weiss asked if they looked at the Mixed-Use Center in Warrington where there is a Wegmans, and Mr. Swanson stated they did not. He stated their formula is Mixed-Use “wherever they go.” He stated there is one in King of Prussia which has the same formula, and they like to go into the “six Retail-type places.” Dr. Weiss asked if they looked at vacancy rates at those centers and rents in those Residential sections compared to what is proposed here. Mr. Swanson stated they did not, but they could have Mr. Goldberg get the address, and they could look at it.

Dr. Weiss asked where they got the Per Capital Income figure for Lower Makefield, and Mr. Swanson stated they got that from a Government Website. Dr. Weiss asked what year that was from, and Mr. Swanson stated he believes it was 2019. Dr. Weiss stated he did a search on Census.gov and it indicated that the Per Capita Income for Lower Makefield was over \$66,000. Mr. Swanson stated there are different categories and “there are the workers, and there are the Per Capital Income numbers.” Dr. Weiss stated he was asking about the Per Capital Income. Mr. Swanson stated Lower Makefield has the highest “income-earning people” in the State of Pennsylvania. He stated if it was \$60,000 as opposed to \$45,000, the number he gave for the \$1.3 and the \$257,000 would have to be increased. He stated the Revenue for the grocery store would be 25% higher if the number Dr. Weiss has indicated is correct.

Mr. Harris asked Mr. Swanson who is paying for his Study, and Mr. Goldberg stated he does not feel that is part of this. Mr. Harris stated there has been Testimony as to what the effects on other businesses might be, and there is a question in terms of financial bias in this report based upon who may be paying for it; and he feels that is a relevant question the Board should hear answered. Mr. Swanson stated he does not know if Larry Borda has any connection to any business. He stated Larry Borda is “part of the group” that is paying him “and whatever his disposition is it is probably unfavorable to the project.” Mr. Swanson stated he has never told him anything about any connection to any projects. He stated in their own analysis, they are unaware of any connection although there might be. He stated they do not know of “any business that is there or that is not there.” He stated if there was one, “it might influence Larry Borda, but he personally has no idea other than Larry Borda where the money is coming from.”

Mr. Harris stated Mr. Swanson indicated that he looked for corroborating evidence; but after he made that statement, he frequently said the word “speculative.” Mr. Harris asked if Mr. Swanson is not speculating on what may or may not happen as they move forward with the project, and Mr. Swanson agreed, adding he was being honest. Mr. Harris stated there is nothing in the Report that indicates that it is grounded in what will happen or in corroborating facts. Mr. Harris stated Mr. Swanson is speculating on what might be the worst case. Mr. Swanson stated with respect to the Wegmans they tried to give the most likely number for the Wegmans Revenue. He stated for the Retail operations, the \$100,000 in annual Revenue, that would be speculative since he does not know what Retail operation will come in. He stated if it is a “strong one it will be more, and if it is a weak one like a nail salon, it might be less”

Mr. Swanson stated with respect to the apartments, if they “nail it” and are able to get the \$2,600, they would be able to keep the number of children small which makes School District costs low; and they would be able to generate the Revenue at least for the Property Value number. Mr. Swanson stated there was a high degree of uncertainty with respect to the apartment Revenue and the number of children.

Dr. Weiss asked Mr. Goldberg to call his next Witness. Mr. Goldberg stated he believes that Mr. Swanson covered all the components of the Economic Report. Mr. Goldberg stated his next Witness is Mr. Gordon Meth, the traffic consultant.

The Court Reporter requested a break at this time, and a recess was taken. The meeting was re-convened at 12:11 a.m.

Mr. Gordon Meth was sworn in.

Mr. Goldberg stated Mr. Meth had a chance to look at this project from the perspective of a traffic engineer, and he asked Mr. Meth to comment on what he saw for the proposal. Mr. Meth stated what the Board of Supervisors is being asked to do is to approve Overlay Zoning which is different Zoning for an area to potentially facilitate a proposed development. He stated the development is actually in front of them so they have been able to look at it. He stated part of the analysis shows that there are some problems in the area, and there is an “improvement on the Table which is commendable.”

Mr. Meth stated looking at the fundamentals of what is changing there is Zoning that in the current configuration probably less than 40% of the area that is covered by it was subject to a previous approval, first for Office space and then for a Warehouse facility. He stated the remainder of the Lot could be developed under current Zoning in its highest and best Use as Office. Mr. Meth stated the traffic that is generated in the morning and afternoon peak hours would be directed more than 80% toward the By-Pass and presumably a fair amount to 295. He stated now the proposal is to put in a Mixed-Use Development; and based on the analysis he prepared and the Testimony of Mr. Williams, that would lead to a substantial increase in traffic in the aggregate. He stated the magnitude of this development is that it will generate, depending on how it is calculated once you take out the internalized trips which just go between Uses and the pass-by trip which would not be new traffic since that traffic was already in the area, about 700 to 900 extra vehicles in the evening and Saturday peak hours, particularly Saturday. Mr. Meth stated to put that in context, that equates for an arterial road, if all the traffic were going in one direction, to be

almost one lane of traffic. Mr. Meth stated within that context there are guidelines that deal with how to define the Study Area. He stated some of the Study Area in this case was obvious, but there are other areas that are not. He stated the Guidelines that PennDOT references in their own Standards for preparing Traffic Studies state that for any Retail development over 100,000 square feet or any development generating more than 500 trips, you should look at every signalized intersection within two miles. Mr. Meth stated that does not mean that there will be an impact there, but it should be looked at to determine if there is or is not.

Mr. Meth stated he is very concerned that they have not addressed Township Line Road by Big Oak Road, which is just at the border of the Township. He stated the southbound direction has a stop sign, and there is a Railroad grade crossing there. He stated based on the numbers in the McMahon Study, this development will increase traffic in peak hours on that section of road by 10%. He stated he feels it is critical that they look at intersections that could fail.

Mr. Meth stated another area that is of interest would be Lindenhurst because 25% of traffic from the site or 200 trips on a weekend, is predicted to be heading to the west on the By-Pass. He stated a good portion of that will potentially head up Lindenhurst Road which is a single-lane road with traffic signals. He stated this may or may not be a problem, but it has not been studied.

Mr. Meth stated the Traffic Study prepared by Mr. Williams indicates that the market area they looked at for the supermarket was a seven-mile radius, and he is only talking about traffic signals within two miles. Mr. Meth stated things do dissipate the further out you get; however, he does not believe that a sufficient area has been looked at. He stated he agrees that the areas that they looked at should have been looked at and the two intersections most approximate to the site were impacted. He stated the analysis showed that, and solutions have been developed for those.

Mr. Meth stated another issue is if you look at development under the current Zoning, you would find that you would not necessarily have to add the third eastbound lane, although it would not work as well as the projected Level of Service; but they could make it work in magnitudes that are no worse than existing by just adding a double left to the intersection of Stony Hill Road and the By-Pass.

Mr. Meth stated there were also discussions about Shady Brook Farm which is an existing Use that generates a lot of traffic on weekends and evenings during holiday periods. He stated the As-of-Right Development would not generate traffic generally during those periods, but the proposed Use will. Mr. Meth stated he feels that what they are going to find with the proposed development is that Saturday traffic flows will substantially change in this corridor. He stated he has driven this corridor on a Saturday, and provided it is not during a Shady Brook Farm event, traffic flows fairly well on Saturdays now; but that will change substantially with this development. He stated 70% of the traffic from this proposed development is associated with the supermarket.

Mr. Goldberg stated the Applicant's proposal for traffic improvements discusses how they will potentially make an improvement to have two right-hand turn lanes off the "I-95 southbound going onto Newtown-Richboro Road." Mr. Meth stated they are proposing two, but they are also proposing a change in how it operates. He stated with the current configuration the right turns are under stop control. He stated they have shown that is problematic particularly in the evening peak hour. Mr. Meth stated the Zoning of Right without the change from the Overlay Zoning generates very little traffic inbound in the evening peak hour on that ramp because it is more of an Office-type use so it is more outbound traffic in the evening and is going in different directions. Mr. Meth stated by putting that movement through a signalized intersection with the double right, you are probably not going to be able to allow right turns on red. He stated that means that they are introducing a situation where everyone, twenty-four/seven has to stop and wait for the light to go green whether there is traffic or not. He stated this is a fundamental change for the sake of five hours a week. Mr. Goldberg stated that would make it inconvenient for the other twenty-three hours; and Mr. Meth agreed adding it would also impact weekends.

Mr. Goldberg asked if there are any other alternatives that could improve that right-hand turn off of "95 onto Newtown-Richboro" besides the double right with the signal. Mr. Meth stated part of the reason why they need to do the signal and the double right is that the proposal has a lot of traffic that will be making a right off the ramp and then making an immediate left onto Stony Hill Road in a very short area. He stated you need the signal to give people the chance to get over. He stated some of the traffic does that now, but not all of it. Mr. Meth stated if they did not change the Zoning and kept it as is and did not have that situation, that movement could be improved by giving an acceleration lane, modifying the geometry slightly, or setting up the signal to create gaps by having detectors on the ramp.

Mr. Grenier asked Mr. Meth who paid for his Report. Mr. Meth stated it was Larry Borda who retained him. He stated he believes that he was also retained by Dobby Dobson.

Mr. Grenier stated he understands that Mr. Meth had had a lot of involvement with ITE, and Mr. Meth agreed. Mr. Grenier stated they have heard from Mr. Williams and Mr. Fiocco that they feel that what is proposed not only meets but exceeds the Township, PennDOT, and ITE requirements and guidelines not only for the Studies done but also for the improvements proposed. Mr. Grenier stated it sounds like Mr. Meth is in disagreement with that, and he asked why. Mr. Meth stated there is a judgment call when coming up with a Study area. He stated most of his time is spent in New Jersey – not Pennsylvania, and in New Jersey the State DOT requires that you trace traffic until you get below a certain number in every direction; however as soon as you get off a State road, “they stop caring.” He stated scoping a Study is a process, and in some New Jersey Municipalities they are required to analyze every intersection where at least twenty-five new trips are added the reason being that Township roads are usually smaller than State roads so less traffic can create an impact.

Mr. Meth stated the two-mile radius is a Table introduced in the Guidelines produced by ITE for Traffic Impact Studies. He stated it was in their 2010 Edition that they added the Table that gives the general guidelines as to how far they should look, and that is where he gets his reference for two miles for signalized intersections and one-mile for unsignalized intersections.

Mr. Grenier asked Mr. Meth if he reviewed the Traffic Study against PennDOT requirements or was he just going off ITE and his own professional experience. Mr. Meth stated PennDOT in its requirements specifically references the ITE publication that he just mentioned as the source for how to define the Scope of Study. He stated his understanding from talking to a number of people who do Traffic Studies in Pennsylvania is that they do not always go by that, and they usually go by intersections that they know are going to be issues and areas of concern. He stated he understands that PennDOT sometimes makes them trace 100 trips to whatever intersections have had 100 trips added to them.

Mr. Meth stated with regard to the Traffic Study that was presented, technically he found it to be a very credible, well-analyzed Report except for a few differences of opinion, the biggest of which is the scope of the Study area. He stated another is with regard to trip generation; however, it is a quantification of numbers and charts. He stated the role of a traffic

engineer is not to set policy, and the role is to advise the Governing bodies about impacts; and it does not really address the issue of a change of the character of the traffic from something that is more weekday to weekend.

Mr. Grenier stated it seems that Mr. Meth is saying that the developer has presented a reliable Study for the Board based on the science that is out there, but he would have some recommendations for additional study to make it that much stronger; and Mr. Meth agreed. He stated he would want to make sure that there was not an unintended impact “downstream that is being created somewhere.” Mr. Meth stated he understands that the two-mile radius crosses the Municipal line, and the site is not that far from the Municipal line; however, he is sure that if their neighbor were to put a big development next to their border and did not give any consideration to their Township, the Board of Supervisors would probably take exception to that. Mr. Grenier stated they do like to work as one large community.

Mr. Grenier stated with regard to Shady Brook Farm there has been discussion about their light show and other events. He asked Mr. Meth if he feels a new proposed development should have to accommodate them or would it be the responsibility of the venue to cover their own users to alleviate traffic and the load they are putting on the system. Mr. Meth stated with regard to Uses like that, anything that existed before you changed the Zoning would be considered acceptable; and if it is acceptable the onus would be on any new Applicant to make sure they are not creating an adverse impact on the existing conditions. He stated to the extent that Shady Brook Farm did not require any Permits to do what they are doing, in the Study you have to take it as a base condition that is there which they have to analyze.

Mr. Grenier asked Mr. Meth if given the proposed improvements, does he feel there will be a net improvement or benefit to Shady Brook if the improvements are implemented versus the existing conditions. Mr. Meth stated he does not know because it would depend on the nature of Shady Brook Farm’s events. He stated you can make intersections as big as you want, but if there is a restriction on how many cars can get in at a time at Shady Brook and it backs up the traffic flow is not regular. He stated he has spent his career analyzing bottlenecks and it depends on the rate at which people leave the bottleneck. He stated if there is a delay getting into or coming out of a venue with one lane in or out with a traffic signal, that will define the traffic operations. He stated he has looked at Shady Brook Farm’s Website to see how frequently events occur, and his client has advised from first-hand knowledge that it is a

“nightmare.” Mr. Meth stated that given the nature of when those events occur, the existing Zoning would have minimal impact on that; but the proposed Overlay Zone will substantially change that.

Mr. Lewis stated Mr. Meth brought up Lindenhurst Road; and part of the challenge in analyzing the different Traffic Studies is that there is a lot going on. He stated currently the Delaware River Joint Toll Bridge Commission is completing the Scudder Falls Bridge, and part of that is to increase the volume that it is able to take from 332 over into New Jersey. Mr. Lewis stated the value of that for residents is that it reduces traffic presumably on Woodside and Quarry Road which are off-shoots of Lindenhurst. Mr. Lewis asked Mr. Meth if his concern is that mitigation will be hampered by this new development. Mr. Meth stated his concern is that they have not been looked at in within the context of this analysis and change in Zoning. He stated he has no specific concern about them other than having reviewed them he realized that Lindenhurst Road is a one-lane road, and it has traffic signals. He stated an “intersection falls apart quickly if there are suddenly a lot of turning movements, and there are no turn lanes”.

Mr. Lewis stated he is just saying that they have not analyzed it. Mr. Lewis stated he would agree with this; however, the challenge with this is that there are a lot of “moving parts” given what is occurring in the area so it is difficult to determine the impact of any one of those. He stated he feels that some of the challenges with weekday peak traffic are not necessarily going to be issues with the grocery store component but would be issues with respect to residents of the apartments who would be going in and out. He stated he does not feel the Lindenhurst situation would be a problem although he is not 100% certain of that.

Mr. Meth stated the Traffic Study prepared by McMahon assumes 25% from the Commercial components of the site are going to the west of Stony Hill Road, and the question is how much of that is going up Lindenhurst and how much is continuing on the By-Pass. He stated the model that shows where people live, shows a lot of people going up Lindenhurst so there is the trip issue as well as the limited capacity.

Mr. Lewis stated at Yardley-Newtown Road/Lindenhurst at that point there are still four lanes and turning lanes there. Mr. Meth stated his concern is going up Lindenhurst Road and the three traffic signals further up the road – at Quarry, Woodside, and Twill.

Dr. Weiss asked if Mr. Fiocco could comment on why he agreed with the McMahon Study; and in light of Mr. Meth's Testimony does he wish to make any modifications as to what his opinion is. Mr. Fiocco asked Mr. Meth if he is familiar with an Act 209 Study, and Mr. Meth asked if that relates to the Impact Fee. Mr. Fiocco stated it is the only legal way for a Municipality to assess a developer for their off-site impacts. Mr. Fiocco stated in Pennsylvania in order for a Municipality to require off-site impacts or have any contributions toward them, they need to have an Act 209 Study completed. He stated the Township is required to do a Township-wide Traffic Study and look at the impacts, and that was done in Lower Makefield Township; and the developer's proposed Impact Fee would be less than \$2 million. He stated asking the developer to analyze sixteen more intersection would be the role of PennDOT if they feel it is necessary, and it is not within the realm of the Township to ask them to address off-site intersections. He stated it is different in New Jersey, but in Pennsylvania as a Municipal entity they are limited as to requiring off-site improvements. He stated PennDOT could come back and say that the developer has to look at Lindenhurst, and PennDOT will tell the developer what intersection they have to analyze.

Dr. Weiss asked if that would have any bearing on the Overlay Ordinance, and Mr. Fiocco stated it does not. He stated PennDOT will be looking at the impact on intersections adding that Stony Hill Road, the By-Pass, and Lindenhurst Road are State highways so they are under the jurisdiction of PennDOT; and if PennDOT is concerned about those roads, they will require those to be analyzed, and if appropriate, to have the developer mitigate.

Ms. Kirk noted this is only a Zoning Amendment, and it has nothing to do with Land Development which has a whole separate review process.

Mr. Harris stated the bottom line is that PennDOT will tell them what to do.

Mr. Goldberg Moved into the Record his two Exhibits.

Mr. Grenier moved, Ms. Blundi seconded and it was unanimously carried to accept Mr. Goldberg's two Exhibits.

Ms. Kirk stated the next Hearing open for Public Comment but no further Testimony will be on August 31 at 6:30 p.m.

Dr. Weiss stated the meeting is recessed until August 31, 2020 as 6:30 p.m.

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There being no further business, the meeting was adjourned at 12:45 a.m.

Respectfully Submitted,

James McCartney, Secretary