

MINUTES OF THE SPECIAL MEETING OF COUNCIL
Mayfield Village Civic Hall
Monday, August 8, 2011 - 7:00 p.m.

The Council of Mayfield Village met in special session on Monday, August 8, 2011 at 7:00 p.m. at Mayfield Village Civic Hall. Council President Buckholtz was detained in traffic so Council Pro Tem Tom Marrie called the meeting to order.

ROLL CALL: Present: Mr. Buckholtz (7:25 p.m.), Mrs. Cinco, Mr. Marquardt,
Mr. Mills and Mr. Marrie

Absent: Mr. Saponaro and Dr. Parker

Also Present: Mayor Rinker, Mr. Diemert, Mr. Esborn, Mr. Hartt,
Chief Edelman, and Mrs. Betsa

The Pledge of Allegiance to the Flag was given.

• **PUBLIC HEARING**

- **Proposed legislation revising Zone Map of Mayfield Village so as to Amend the use classification of 1.28 acres of land located on the South Side of Wilson Mills Road East of SOM Center Road from its current classification of U-1 Residential District to Local Business**

(Proposed Ordinance No. 2011-28: entitled, “An ordinance revising the zone map of Mayfield Village so as to amend the use classification of 1.28 acres of land located on the south side of Wilson Mills Road east of SOM Center Road and known as Permanent Parcel Numbers 831-39-010 and 831-39-009 from its current classification of U-1 residential district to local business.” Introduced by Mayor Rinker and Council as a Whole. (First Reading – June 20, 2011; Second Reading – July 5, 2011))

Council President Pro Tem Marrie asked Mr. Diemert to provide a summary of the process.

SUMMARY BY LAW DIRECTOR DIEMERT

Mr. Diemert stated, at the request of the Mayor and Council, I was asked to summarize the legal process that a rezoning of this nature goes through. That’s what I will do, as well as the agreement that the property owners have entered into with the Village that will of course be enforced when and if the voters approve the zoning.

How the process works is our Charter, which is the basis of our government in Mayfield Village, mandates that whenever there's rezoning of this nature that certain meetings be held and certain criteria be followed. All of that has been complied with, up to and including this public hearing that was mandated by our Charter.

There's a requirement for three public meetings of Council. There's a requirement for a review by Planning Commission. There's a requirement for plans to be submitted and then to be revised and all aspects of the plan to be discussed and aired out totally at the three public meetings that have been going on for the last several months. During that process, the Ordinance is developed, and the Ordinance itself requires that the land, if approved by the voters, will be rezoned, and pursuant to the zoning map that we have, the map will be changed and the zoning will permit the intended use of the car dealership to be expanded in to those areas.

The lots have been owned as we understand it, by the Deacons and their entities for some time. These lots have been studied by our Planning Commission, studied by Council, studied by the Mayor and the Administration, and all of the recommendations that all of the professionals that work for the Village have, have been incorporated into the revised plans by the property owner.

The next step that we will go through after this Public Hearing is the third and final reading of the Ordinance and if it is adopted by Council at the August 15th meeting, the Council will then have the matter submitted to the voters on November 8th, at which time the voters will have to vote in the affirmative majority vote in order to approve the rezoning of the subject parcels which are on Wilson Mills and adjacent to the current Deacon property.

All of that process has been followed in the past for any rezoning of this nature and is being followed at this time. No one has questioned any of the procedures. No one has balked at any of them and no one has fallen astray of any of them.

One of the requirements of the Planning Commission and Council was that there be what's called a Development Agreement. That Agreement has been agreed upon between the lawyers for Deacons and the Village of Mayfield. In that Agreement is the understanding that if the property is rezoned by the voters, they will expand their use and we expect that there will be an increase of approximately \$20,000 over our current tax revenues. There will be a tax financing agreement which will be entered into in a form acceptable to the Village which guarantees the financing of the property. There also will be deed restrictions placed on the property prohibiting it from being used for anything other than the proposal that we have seen and that we have approved. The rezoned property will be kept as far away from active use near the residential areas and the boundary line as possible. There will be a requirement in there that if the property is not developed and used for a period of up to two years as proposed, that it will revert back to its single family zoning. So the restrictions of this Development Agreement, the restrictions of the Ordinance that is being considered by Council, and the restrictions of the contracts involved with all of the parties and our Codes kind of confines it to the actual project that we have had before the public and if there's any waiver from that or any attempt to use it for anything other than the proposed use, it will revert back to single family residential zoning and that's by agreement with the property owners as well. If for any reason they violate any of the contingencies that are in this agreement or any of the permits that are granted to them is not

satisfied within the two year period, the Village will have the right to terminate the Development Agreement and force the property to revert back to single-family usage.

That's pretty much the summary of the legal process, pretty much the summary of the Development Agreement between the parties, and I believe that covers it. Mr. President and Mayor, is there anything else?

Mayor Rinker replied, no, I think that's fine. I think the application can do his presentation.

Council President Pro Tem Marrie stated, okay, we are going to have a presentation now with Deacon's, an overview.

PRESENTATION BY REPRESENTATIVES OF DEACON'S

JIM DEACON

For those of you who don't know me, I'm Jim Deacon. I am the Acting President for the dealership. My Dad and my Uncle, Tom are here also. We all are owners of the dealership. We also would like to introduce Jack Gannon. Jack is the Dealer Network Development Manager from Chrysler. He made the trip down for us from Detroit. He has to fly down to California early in the morning for some issues there, but he was nice enough to stop in tonight. Jack has had a big interest in getting this project down. I look to him to give a few words, a little background of what the corporate goals are and what they're trying to get accomplished and then I will come back and answer any questions and then I would like to introduce our architect who will go over the final design.

Council President Pro Tem Marrie welcomed Mr. Gannon.

JACK GANNON

Good evening and thank you. I am here in support of Deacon's proposal.

Back in June of 2009, Chrysler had some very difficult decisions to make based upon the bankruptcy. We came out. We had to pick 7 dealerships that we wanted to represent us in this market. It was 13 prior to that. We had to choose 7. We chose the Deacons mainly because of their excellent reputation. They had a long and great history with us and they know how to take care of customers. We knew that we had a Dodge store over in Mayfield Heights and we had to find some place for those customers to go. We had a project called "Project Genesis" which is Chrysler's initiative to have Chrysler Jeep and Dodge all under one roof. Prior to that, we always wanted the Chrysler Jeep dealership to be separate from the Dodge dealership, but coming out in June of 2009, we made the decision we wanted to have all of the lines under one dealership roof. We think it's mandatory now. Chrysler is currently 94% of dealership with the Chrysler Jeep and Dodge lines under one roof and we are able to diversity from that and eliminate some products that were being sold, the same product being sold by Chrysler dealers being sold by the Dodge dealers so we feel down the road we can eliminate some products. We think it's mandatory that every dealership have Chrysler Jeep and Dodge.

Prior to picking up the Dodge line at the Deacon's location, Chrysler has specific square footage requirements that we require a dealer to maintain in order to pick up the Dodge line. That's part of the reasons why the Deacons are making these proposals. As part of our requirements, we have entered into a Letter of Intent with the Deacons that says once you meet these requirements, square footage wise, acreage wise and you complete the construction, we will add the Dodge line to them which would allow them to pick up 500 units of Dodge sales in this particular market.

So, I am just here to show my support and also here to answer any questions after giving the presentation. Thank you.

Mayor Rinker and Council President Pro Tem Marrie thanked Mr. Gannon.

- JIM DEACON

Mr. Deacon stated, thanks Jack and thanks for making the trip down.

I passed out a little letter here that you can all read, but one thing that I wanted to say is of course Jack wanted this about a year and half ago and I said, well Jack this is a little bit of a process here in Mayfield Village because we need to get these lots rezoned and the business plan actually really doesn't work without having that extra space, we need to stock more vehicles and sell more vehicles in order to pay for this investment and make it profitable not only for us but for the manufacturer.

One of the things that I will say, we have had a lot of hours put in with David Hartt, he's had a lot of experience, and with Ted from Planning Development, a representative from the Village. As I put in my letter here, I think this really needs to be a win-win proposition. Number one, we need a facility that is functional and competitive in today's market that people who drive by want to pull in and look at a car and we can give them good service and all, so again, from our standpoint, that's important to us.

Secondly, I think, our dealership is right here in Town Center. I know a lot of dealerships are right off the freeways. We actually looked in to Beta as an opportunity a few years back but finance-wise, the buildings were too big. By the time we revamped them and cut them in half and demolish half of them, it just wasn't cost-effective and the other problem is you really need 4-6 acres which there really isn't a lot of commercial real estate around with that kind of land left. Ohio has very stringent franchise laws. If there is somebody within a 10 mile radius and you are moving any closer to them, we have a one-mile buffer zone. Once you go beyond that, the other dealership can protest. That's an issue too. We have another dealer just north of us in Willoughby who just actually did a renovation of their building. We have another one in Bedford. So we really don't have a big zone where we could choose from. While it is going to be a little cumbersome doing business and renovating at the same time, we feel we can do it. Again I think it's important that because we are in the Town Center that we come up with a plan and a design that we can all be proud of; that I can be proud of as a business owner; that the residents can also be proud of; and also one that has a western reserve flair that fits in Chrysler's original plan. They are looking for a contemporary modern building. When I first showed it to

the Mayor, the Mayor said, well, Jim this is a beautiful plan but it doesn't fit in my Town Center. After many hours working with David and the Architectural Review Board, I think we came up with a good plan. Also, I think we are going to grow the business quite a bit. We are looking at it almost doubling our sales, quite a bit more personnel. If we moved out of the Village, it would be a considerable tax revenue loss here. I actually reside in Mayfield Village. I think we have exceptional city services, but of course to have those exceptional services, we need the tax revenue. I think this project will definitely help that. I think that's important for the residents to consider.

Finally, it has to be good for the residents. Number one, I think they need a business that is aesthetically pleasing to them and also we can provide a service where they don't have to drive 40 minutes to get their car serviced or whatever. Again, I think it needs to be a win-win-win. We started with a very contemporary plan.

I would like to introduce the Architect, Randy Smith. I think Randy's done an excellent job of taking the contemporary design. Chrysler has really two, correct me if I'm wrong Jack, but two main main requirements. One is they need the new branded arch. It's an arch with stainless steel trim. They want all the dealers to have this. The other thing, they want from the street a service entrance visible from the street. This design man has accomplished that but also did it in a western reserve flair that I think is actually very classy and very good looking. Randy, if you can share some of this with everybody.

Council President Pro Tem Marrie asked Jim, was that that one mile radius, Ohio franchise law?

Mr. Deacon replied, yes, Ohio law. It went into effect in the 80's. I believe it went into effect in 1982. It was to protect business owners who had franchises and investments so that a bigger dealer with more money couldn't open up a half mile down the road and put him out of business. Unfortunately I think that law and the way it's based on the 10 mile, personally I would like to see it maybe changed or revised. I think not so much in Columbus which is more of a newer growing City, but in Cleveland, Toledo and Cincinnati, there's a lot of dealers like ourselves that went into business maybe in the '60's and it may be time to renovate or maybe they want to build a new building or new facility and because of the constraints from another dealer, they are not able to do so, so now it's actually cumbersome. We have an Ohio Automobile Dealers' Association that puts a lot of legislature like this out there and they do a good job running the organization. Of course the problem for them if they ask me and I am 7.2 miles from the next guy, they say well Jim, what's the good amount and I say, I think it's 7. Well the guy up the street there, he thinks it 7.5 because he's trying to protect himself, so I am not sure if that 10 mile requirement will go away. It probably won't. It has tied our hands a little bit. We have been here in the Village. It's my understanding that was a Chevrolet store back in 1926. I have some repair bills from 1932 when it was called Mayfield Sales and Services. It was called South Euclid, Ohio. A tune-up was \$1.95.

Council President Pro Tem Marrie thanked Mr. Deacon.

- RANDY SMITH

Mr. Smith passed around handouts and referred to a posterboard rendering. Basically the lots we are looking at rezoning are the rear lots on the east side at this point going back. It's about 1.3 acres of the entire parcel which is 3.7 total. We currently occupy up to this line of the parking lot. We are proposing to expand the cars back into this area which is currently zoned residential.

We have worked extensively with the city, with various Boards, Planning Commissions, Architectural Review Board, Planning and Zoning, and we have finally come to this conclusion which we think serves both the Deacons property and the residential properties. Along Wilson Mills Road right now there's a heavy line of pine trees along this line and there's a heavy line of plantings along the east line and along the south line here so what we have done is we have dedicated an area of this property to a greenspace in an easement to the city. We have 30 feet in the front. We have 50 feet along the east property line and 25 feet along the south property line that we are dedicating as greenspace for the city for future use or just as a buffer for the residents here.

The other thing we are doing is we are pulling this property away a little bit further. We are going to eliminate a couple of spaces here so that we can maintain the 25 foot access into that property. So that property will be deeded and that really comprises 40% of these two lots that we are asking you to rezone. We are giving up 40% of that additional property for greenspace for the residents' benefit and to assure that we give them proper buffering along this space. We have moved all our lighting into the lot as much as possible so that we don't have any spillage out on to the adjacent properties. We've got all that covered.

At one point in time, this driveway was much further east. In discussions with the Planning, they thought that it would be best if it were directly opposite from the commercial development that's further north so we have relocated that driveway. That really freed up this green area up in this area. Right now, there are cars displayed across here. That car display would remain the same. Really the view from Wilson Mills is not going to be radically altered. There's one large tree here that we think we're going to have to lose to get this driveway in. The rest of these trees will be existing to remain and we are going to fill in all of the holes and cracks with additional evergreens and plantings to make that a solid buffer. The idea being that you can't see any of this as you are going down Wilson Mills Road and you won't realize that this is really being utilized for commercial use as much as possible.

The building itself, our prototype building when we first got this from Chrysler was a square building facing SOM Center Road. It basically came up within a couple feet of the 12 foot landscape line. We had two concerns with that from a design standpoint. One was there's no contact to the rear lot so the salesmen couldn't monitor the rear lot and the other concern was you really wanted to try and get some greenspace up here in front of the building to try to soften this up a little bit. We configured the building, pulled the entrance to the corner of the building facing out to the intersection of SOM Center and Wilson Mills and we were able to shorten this building up a little bit so it was not quite as deep. Now we have 22 feet of greenspace up in front of the building, soften that up, give it a little bit nicer look. Actually as you come down to the South on SOM Center, these adjacent buildings are back about 40 feet so you're starting to pick

up a consistent line except for this pizza building which sticks out a little bit. You are starting to get a consistent line of green and landscaping across SOM Center. The entrance to the building to this corner, this piece of area is the arch, Chrysler's signature piece. It is an aluminum panel arch with a stainless steel center. This top portion is synthetic stucco. We have incorporated brick. We have incorporated some stone bases on the columns and water tables. We did quite a bit of work with the Architectural Review Board early to try to get the building more in character with the Village. As Jim said, the original building was very modern. It was a stark white building. The people in the Village were not very happy with that, but I think we have come up with something that will compliment the Village and will fit in and continue to be an asset for the Village.

That's about what I have to say. If you have any questions, I would be happy to answer them.

There were no questions.

OPEN PORTION

5-minute limit imposed by Chair. Those who wish to speak must first state their name and address.

- LARRY POLLACK
6726 Wilson Mills Road

Mary Ackley's house is the first house adjacent to it. My house is the second. The only concern I have and I wasn't able to make the Planning Commission because I was in Washington, D.C., but my one concern is on the side of Wilson Mills I noticed that there was a fence running along the back end of residential properties over here so that I guess in the winter or if the greenspace doesn't provide it, that you wouldn't be able to see the cars in this part, in the part that's not residential. I would like to see some kind of an aesthetic-like wooden fence so that when you're driving it would look like there's at least a lot and a half in Mary Ackley's house and my house because the closer you put a commercial building to residential, you lower the price of the residential so I think some kind of a decorative fence. I noticed that they did it for the residents on the other side.

Council President Pro Tem Marrie asked, on the Seneca side?

Mr. Pollack replied, on the Seneca side, yes. I would like to see the same kind of fence so that as you're driving you don't see cars there. You just see the greenspace and that fence so you wouldn't know what's in back of there. I think Jim has display places before showing the cars parked in the back. It won't impinge on Deacon's display space, it's just a reinforcement of the greenspace. Just like it is on Seneca.

Mayor Rinker responded, John Marrelli, our Building Commissioner and Randy can address this. One thing we want to remind everybody is that the site plan that's presented is illustrative but the goal is to have if voters approve, anything you see will actually be amplified. One of the keys for the

dedicated greenspace was year-round opacity, that there would be screening. So whether it be both a combination of fence and plantings or evergreens and that's one of the reasons we want the Village to have control over the greenspace areas to make sure that opacity is patent. But that will be an issue as a final site plan issue that would be addressed at the time construction permits would be issued. John, I don't know if there's anything to add.

Mr. Marrelli stated, we spoke last week about this. We talked about the opacity and the fencing and any kind of landscaping there. I made it clear, it is hard to imagine a 40 foot buffer when you're out there walking around, so it's not real clear to people how big 40 feet of landscaping is. We talked about that. I mentioned that if that's all filled in with landscaping, there's actually no way you can see through there because if it's an evergreen screen and it's 40 feet wide, there would be no visibility from the yard.

Mr. Marrelli continued, a good point that Mr. Pollack brought up was what about some mounding along Wilson Mills. I was going to mention that to Randy. They have to dig some soil out to make their detention area so maybe as a cost-savings you can take the soil out of the detention pond and put it on the Wilson Mills side and then put the landscaping on that to give it a little more height.

Council President Pro Tem Marrie stated, you would have a natural buffer then.

Mr. Marrelli agreed. You will raise the level of the landscaping.

Mr. Pollack stated, it will actually save Deacon's money because the retention pool he is going to have to excavate. If you put that soil on Wilson Mills you would actually assure that you are not going to see the cars and it looks like parkland because you're raising the level of the topography and it would actually save them from taking this dirt and dumping it. They could use that as a screening on Wilson Mills.

Council President Pro Tem Marrie stated, as a natural buffer.

Mr. Marrelli stated, in other words, take the spoils out of the retention pond and put it along Wilson Mills where the landscape is, just raise the landscaping a little bit because Wilson Mills starts to descend and then that landscaping would pretty much cover all the trucks.

Mayor Rinker added for Mr. Pollack's and everyone's benefit, not only Mr. Marrelli is here. We've got Tom Cappello, who's our engineer. We've also got Ron Wynne, our Finance Director if you have any questions about some of the economics as well. These are questions that are good for all of us to note down.

Council President Pro Tem Marrie thanked Mr. Pollack. Good point. Anyone else? Any other questions or comments?

Mrs. Mills asked, with this Development Agreement, and I'm sure this won't happen, if and when the property was ever sold to another car dealership, would we have to reenter into another Development Agreement?

Mr. Diemert replied, no. We probably would recommend it at the time, but this would still be binding. It travels with the land as the Development Agreement is going to reflect the actual deed restrictions, easements back to us, so whoever buys the dealership, if it's another dealership, they will have to abide by everything.

Mrs. Mills stated, because I have already been asked that question. It's more or less to protect the residents as far as, when this is rezoned they want to make sure that we are entitled to whatever.

Mr. Diemert stated, all contingencies attached to any rezoning go with the land forever.

Mrs. Mills stated, okay. All right. Just clarifying that.

Mayor Rinker stated, to Patsy's question, as to format, and for everyone's benefit, we have been posting on to the webpage, the Village's website, Minutes, I think we have put a draft of the Development Agreement, all the Council record, the Board of Appeals, ARB. So we encourage everyone to look to those as well. As this progresses, I am sure between Council and the Administration, if there are frequently asked questions, we will try to post them as well. Everyone should have a good understanding of what it is they are going to be voting on.

Council President Buckholtz asked, the drawing is up as well?

Mayor Rinker replied, yes.

Council President Pro Tem Marrie stated, a point that was brought up by Mr. Diemert, I think that's extremely important is that people realize that with the Deed restrictions, it's granted for the car agency only, for Deacon's only. If anything is changed, it can't revert back to another industrial use if you will. Nobody can go in there and put a bowling alley or God knows what else. It's for Deacon's only and for that car use only in that area. Period. So, if it's rezoned by the voters, they don't have to worry about it turning into something else. I think this is a point that everybody should really remember.

ANY OTHER MATTERS:

Council President Pro Tem Marrie asked if there were any other questions. There were none.

There were no other matters before Council.

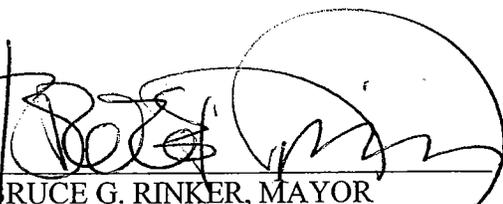
ADJOURNMENT

Mrs. Mills, seconded by Mr. Buckholtz, made a motion to adjourn.

The meeting adjourned at 7:36 p.m. The next regular Council meeting is scheduled for Monday, August 15, 2011 at 8:00 p.m.



WILLIAM BUCKHOLTZ, COUNCIL PRESIDENT



BRUCE G. RINKER, MAYOR



MARY E. BETSA, CLERK OF COUNCIL