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Did they consider a special use permit? Mr. Contrucci states (1) there is no vehicle in town ordinance that allows a special use permit for this project, (2) it would be the destruction of the investment in that you could not finance on that permitted property.

Mr. Shepard states normally inspection process is prior to purchase. Mr. Contrucci states if there are no termites and structural damage they will go forward, and, the sellers refused any delay or contingency. They wanted the money up front.

Mr. Shepard states the property was zoned residential to create that buffer against the industrial area. That is what the town was zoning against. Mr. Couture states he has never seen residential zoning used between industrial and commercial, usually it is higher than residential to buffer.

Mr. Shepard states Mr. Costello owns property in commercial areas, why aren't those areas being investigated and why aren't they bringing them up to what the town wants to do in the way of street scape. Mr. Contrucci states Mr. Costello's other properties are not his sole ownership. He states there is no economic incentive to spruce up properties in town. He cites property owners inability for small retailers to make a living in those places and the need to bring people into town.

In regard to the proffers, Mr. Shepard states H/P proffered \$15,000 and their project does not so affect down town. This project is much closer to the center of town - do they really feel \$16,500 is right for this situation? Mr. Contrucci answers the commercial property highly benefits the town. The proffers are not unnegotiable. The town will make money with commercial property, the residential properties drain money from the town in services.

Mr. Shepard states recreation is a major consideration right now. Mr. Contrucci answered he met with the Haymarket Gainesville Playground Alliance.

Councilwoman Johnson states her major concern is the preservation of the house. She wants to know they are definitely going to use it for an office. She questions at what point would the decision to use as a restaurant be made. Mr. Contrucci states yes they are going to use for an office and retail counter for Century Stair. Whether it is used as a restaurant will be developed further in the process. It is premature at this point. The expenditures of great deals of money before being rezoned is not being considered. Mr. Costello is going to put his money to best use and not going to sit back and wait.

Councilwoman Bailey has no questions at this time.

Councilwoman Scarbrough states she is concerned about traffic on adjacent streets. Is Mr. Costello going to finance and manage himself or will he get someone else to do it. Mr. Contrucci answers they did plan to centrally focus activity off Washington Street with two entrances. Dennis Couture says they considered an entrance on Fayette Street but did not think it a good idea to have an entrance there. The Washington street accesses are one ingress and one egress. Mr. Contrucci states it is too early to know yet about management. The project is so small it

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lends itself to Mr. Costello's management. He sees this as a boutique type project.

Ms. Scarbrough asked what the split of retail vs. Office space will be? Mr. Couture suggested south of the property be all office use because it softens use, and have retail on the Washington Street frontage.

Planning Commission

Commissioner Branca states this is the first he has seen the proffers and he has briefly looked at them with his concerns. The illustrative drawings of the GDP appear to be good intentions in drawing but are not in the proffers. In January there was a blanket request, in February the GDP was submitted and now the proffers. The weaknesses are in the lack of commitment with proposals. Transportation issues, specifically Washington street frontage and the ISTEIA grant guidelines are not addressed. The GDP does not address the right of way widths and does talk about walks and street lights but not the number of lights. The ISTEIA show three lanes and street scape plan. Mr. Contrucci answers they intend to fulfill our ordinance, they will respond to what the town wants. Mrs. Contrucci states the town does not have a street scape standard. Mr. Price states ISTEIA grant does not make an ordinance or requirement. The GDP does not expect to show detail. Mr. Contrucci does not feel GDP should be detailed.

Mr. Branca points out inconsistencies of ISTEIA and GDP, right of way pavement width improvement typically addressed with rezoning request. Mr. Contrucci answers these points are shown with the site plan because the commission may change their requirements. Once it is part of the ordinance and everyone has to comply they will comply.

Mayor Kapp states it is not an ordinance now but if ISTEIA is approved it will be our standard. Mayor Kapp states H/P did proffer to do street lights and brick sidewalks. Mayor Kapp asked Attorney Spitler if we did not have an ordinance and ISTEIA was passed would they be grand fathered out. Attorney Spitler states no.

Mr. Branca states at GDP process Mr. Costello may not have been aware of the ISTEIA guidelines. He also states in reference to Fayette Street proffered sidewalks and street lights, he feels that would be opportune time to improve the street to curb and gutter and improvements of 22'-24' section of curb and gutter and would make a great improvement to the area. Mr. Contrucci answers they have not seen the ISTEIA application and they will attempt to accommodate as long as everyone has to comply to whatever we put in our site plans.

Mr. Branca addressed public safety. The town currently does not have fire protection - no water in town - would they proffer to comply when available and if water is delayed 10 years or so would the development be pursued? He states H/P proffered to bring water to Greenhill and hooked up the townhouses to water. Mr. Branca thinks development scheme should be toward connection of water and fire protection.

Mr. Branca states in regard to screening of the south end of the project. He states details are weak on proffers. If we're discussing a fence. It should be in continuity with the development. Landscaping is showing a lot of mature trees and proffering a landscape plan. Mr. Branca is looking for a proposal for x number of trees or x number of dollars. Good elements are only illustrative and are not locked in. He suggests if proffering do not proffer a general statement. We need a minimum performance standard. Mrs. Contrucci states if the town will give them a landscape standard they will comply, if there is not one they are hopeful a reasonable standard will be accepted.

Mr. Branca in regard to screening around dumpsters - fenced enclosure consistent with surrounding aesthetics would be appropriate - details should be brought together. Mr. Contrucci states that will take a lot of work with the ARB and should come later.

Mr. Branca states Mr. Couture talked about pedestrian entre', period gardens, architectural elevations in discussion as if this is what we are going to do but it is not locked. Mr. Branca suggests putting shape to the details in GDP. Mr. Contrucci states lots of things spin off of that house. They need latitude but will comply in terms of uses in the site plan. In regard to the Architectural Review ordinance they are trying to get specific with that approach they will take. In regard to the restaurant the question is can we get a restaurant such as the Inn at Little Washington, we do not know if they want to be there?

Mr. Branca states in regard to the Payne house he shares the concern of other members of the town. Termite inspection and structural inspection could be done for current use of offices relatively inexpensive, less than \$1000.

Mr. Branca states the commissioners have to look at the worse case scenario since Mr. Costello will not pinpoint a use. As an engineer, Mr. Branca states he knows he can make any use fail. Mr. Contrucci responded in regard to Mr. Costello - if anyone here thinks that we came here to make the Payne residence fail then Mr. Contrucci has failed. They have spent a great deal of money focusing on that house.

Mr. Branca states a letter sent to residents from Mr. Costello talked about level of discrepancies and how much it would cost to make the house habitable. When coming up with estimate has no one looked at the house? He states the letter states Mr. Costello assured the house will be there. Mr. Contrucci responded they have not had an extensive look at the house, they have had folks go through and make casual comments. He states the house is the focal point of the property.

Mr. Branca suggests they do the basic inspections, termite and structural, for office use which is not a large investment. Mr. Contrucci responded the house is the draw they are not trying to find reasons to get rid of the house.

Mr. Branca says they may want to look at strengthening the proffers with the firm statements he has made. He will take a closer look and the Planning Commission will get back to them. Mr. Branca states to be fair to everyone with the big change in the proposal it needs to be adequately reviewed and discussed within the Planning Commission. Mr. Contrucci wants to address strengthening the proffers before the March 4th meeting.

Mr. Branca states the GDP shows lots of open space. He feels it is a lot less open space than what is shown. What are the objectives of square feet of property in commercial and lodging. He would hate to see the plan turn around with more structure than open space. Because there are no tabulation on the GDP he would like that cleared up. Mr. Contrucci responds the constraints limit the land use with parking as per the zoning ordinance. Mr. Couture states the GDP includes 30% open space, 70% is parking and structure, figured at one parking space per 200 sq ft retail and one space per lodging room.

Mr. Branca would like to see the architectural style locked in. Mr. Contrucci states that would be addressed under aesthetics.

Commissioner Duckett states in regard to the Payne house he would like to see every effort to preserve the house right where it is. He also states he sees a problem with people turning off

Washington Street to Fayette. He asks if there are provision for turn lanes on Fayette Street. Mr. Couture states they have not looked at turn lanes from Rt. 55. There is considerable green space on Washington Street for accommodating.

Commissioner Seffinga states in regard to proffer statement if it is not specific the proffers are worthless. If we do not tie down specifics now we don't get it. In regard to 1 (a) excluded uses - broadcast station - Mr. Seffinga would like to see it included as an excluded use. Mr. Seffinga states retail/professional/lodging use could change the way the proffer is written. Mr. Seffinga is requesting some maximums. Mr. Branca states they are concerned with too much lodging not too little. Mr. Contrucci will address proffering of a mix.

Mr. Seffinga states in regard to side walks, street lights, ISTEAs standards, if they state they will do what the ordinance requires, it is not a proffer to comply with regulation.

Mayor Kapp states even if we don't get the ISTEAs grant we will still have that street scape. H/P has already proffered to do theirs. Mr. Contrucci states they will comply with the ordinance that effects everyone else and will abide by ISTEAs as long as everyone complies when they apply for rezoning.

Mr. Seffinga in regard to the house states they keep stating house is the focal point, what happens if it fails to be usable? Mr. Contrucci states the town would be covered by mix use and zoning ordinance and GDP. Whatever is built would look like the elevations - they are proffering to the standard.

Mr. Seffinga points out Pg 4 - Payne house periods of time when things take place. Par (b) if house not feasible, the 10 days to respond is much too little time. Pg 5 (c)60 days to move house. All periods of time are much too short. Mr. Contrucci states that is negotiable, they will work on the time.

Chairwoman Whitfield wants to see all the structures on the sight saved. She would like to see time lines designated for all remodeling and construction and restoration of main house to be the first project commenced. Mr. Contrucci states two structures are not savable. Saving the cottage would not allow the project to be fulfilled. On time line he can not comply with that. On restoration of main house first he will think about that.

Ms. Whitfield states professional offices should be next to Century Stair as neighboring property owners do not want commercial property next door.

Ms. Whitfield does not want to see Payne Lane extended across the site to Century Stair. Mr. Contrucci states they will proffer they will not extend Payne Lane.

Ms. Whitfield asks if there is any assurance the house will be a restaurant. Mr. Contrucci states it is their intention but he can not assure.

Ms. Whitfield asks the historical designation be granted by county, state and federal agencies because so many people are concerned about the house. Mr. Contrucci states not at this time - he'll look into and will respond in writing.

Ms. Whitfield requests new installations and fixtures on the site should be of the same period as the house. She is also concerned about the removal of installations and fixtures. Mr. Contrucci responds the ARB addresses that issue and they can not apply to the Town Council for every

improvement.

Ms. Whitfield asks Mr. Contrucci what is his position on the application not being in compliance with the comprehensive plan? If R-1 is illogical use then the B-2 next to Ms. Santangelo's property is illogical. Mr. Price responded he doesn't think it is in writing it will remain R-1. He states the R-1 zoning was done at the request of the former property owner.

Ms. Weller states she has no comments.

Mayor Kapp asked Attorney Spitler to take time to study the proffers and get back to the Council.

Citizen's Comments

Betty Santangelo (former Freeborn property) owner, her 2.2 acres will be affected by the rezoning. She is looking to the ARB for protection. She states she came close to purchasing the Payne property herself with the idea of turning the house into her residence and coming before the town for rezoning of the front for retail space. She states the Payne house is more structurally sound than the Freeborn house per the engineers that she consulted. Ms. Santangelo states the Town Council is responsible to uphold the comprehensive plan. She questions the \$750,000 estimate from Mr. Costello for house restoration. She received estimates of \$200-210,000. She also states the property line is 60-65 feet from the side of her house. The proximity to her home is a concern in regard to the dumpsters, parking next to her home, lights shining on her property, etc. Mr. Contrucci states the \$750,000 figure represents the cost of purchasing the property as well as restoration.

Ms. Santangelo states the town either has a comprehensive plan or it doesn't. She states in order to paint her house and put glass on the screened porch and erect a fence she has to go to the Council and ARB. After spending \$12,000 on an architect for a plan for landscape (period style) she has had to hire two lawyers to protect her interest in this rezoning matter when she would rather spend the money on the restoration of the house.

Ms. Santangelo asked what Mr. Contrucci's interest is in the property. Mr. Contrucci states he has no interest he just represents Dolly and Don Costello. She states she has no problem with the development of the Washington Street frontage.

Creston Owen (non-resident) - on behalf of the business owners & Prince William/Manassas Chamber of Commerce - he would like to locate his business in Haymarket and see Haymarket prosper.

Glenwood Bear (resident) - When Disney backed out that was a bad day - he hopes the town will not send another business away. He states only the Planning Commission and Town Council has any say - the residents have no say.

Ed Milhous (resident) - Mr. Milhous states everyone wants to save the house - this may be the best chance to save it. It is not fair to hold the developer to higher standard than anyone else has to commit to. Mr. Milhous disagrees about the tree coverage. He states there are very significant trees and the saving of them has to be done in the planning stage and if it proceeds he wants to see the trees saved. Mr. Contrucci states he would be willing to work with Mr. Milhous.

Terry Olsen (non-resident) - her heart goes out to Ms. Santangelo but she would like to see the project.

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Terry Olsen (non-resident) - her heart goes out to Ms. Santangelo but she would like to see the project.

Mike Kyle (resident) - would like to see the house and grounds restored. He disagrees with Fred Price that R-1 can't be a buffer. He agrees there are spaces in the town for this project, just not this space.

Dottie Leonard (resident) - She states she is not opposed to the project but wants preservation of the house. She agrees with inspection of the property before the rezoning being approved. She speaks in favor of the businesses in this town. We need to defend our town's ordinances and if there would be some compromise if the property could be preserved, and the fact that the property is adjoined to our most precious historic area is a real concern to her.

Jerry Hunsberger (non-resident) - town will develop no matter what. He thinks project is good and should be supported.

Adrienne Crafton-Masterson (non-resident) - with respect to new owner (Ms. Santangelo) she is concerned with residences for people in this town. Maybe it could be worked out with the office space to provide residences.

Sherry Aits (non-resident) - She is concerned with property owners' rights. She supports the project.

Mayor Kapp states Mr. Costello has not done a traffic impact analysis. The mayor would not like to see an alley for service lanes. The mayor states the drawing looks like it has brick side walks internally. Mr. Couture states he intended brick side walks on interior of the project.

Mayor Kapp states for five or six years he has been trying to get water to the corner of Fayette Street that is not funded through the PWCSA. Senator Colgan will put in an appropriation to get water down Washington Street to Orndoff property. Mayor Kapp would like to meet with Mr. Contrucci, PWCSA, Orndoff person to talk about water. Mr. Contrucci states he will meet with them.

Ms. Whitfield states regarding the March 4th public hearing is the Town Council expecting a response from the Planning Commission that evening. Ms. Whitfield states she wants more time.

Mr. Contrucci asks both bodies, any Town Council or Planning Commission member - he invites groups of members, attorney, consultant, to meet on a regular and expeditious basis to have for April 4th a vote on this rezoning. Mr. Contrucci commits to work directly or by conference call

to be ready by April 4th meeting.

Mr. Seffinga asked if revised proffers are to be ready by March 4th? Planning Commission meets the next night after Town Council and they need them for study before making a recommendation.

Mr. Contrucci asked if someone from the Planning Commission and Town Council will be available to bring this together, he requests communication.

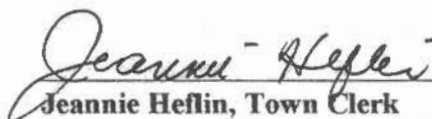
Mayor Kapp asked Steve Bean and Mark Branca to join him in being available. Mayor Kapp states the recommendation be faxed to Town Hall and the Attorney and members will make themselves available to respond. The town clerk will alert them as to any correspondence received for their perusal.

Mayor Kapp states the public hearing is still scheduled for March 4th at the Town Hall.

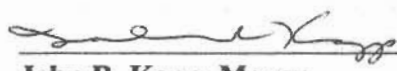
Ms. Turner, Chairwoman of the Historical Commission, spoke up for the historic overlay. She states any sign of weakness will destroy the town.

Meeting adjourned at 11:15 p.m.

RESPECTFULLY SUBMITTED:


Jeannie Heflin, Town Clerk

APPROVED:


John R. Kapp, Mayor

jws296