

MEMORANDUM TO: Mayor and City Council
Planning Commission

FROM: Rob Robinson, Long Range Planning Manager

DATE: November 28, 2022

SUBJECT: Preliminary Background Report: Application Z-9444-2022

APPLICANT/OWNERS

Lakeforest Development LLC
550 Long Point Rd
Mount Pleasant SC 29464

TAX MAP REFERENCE:

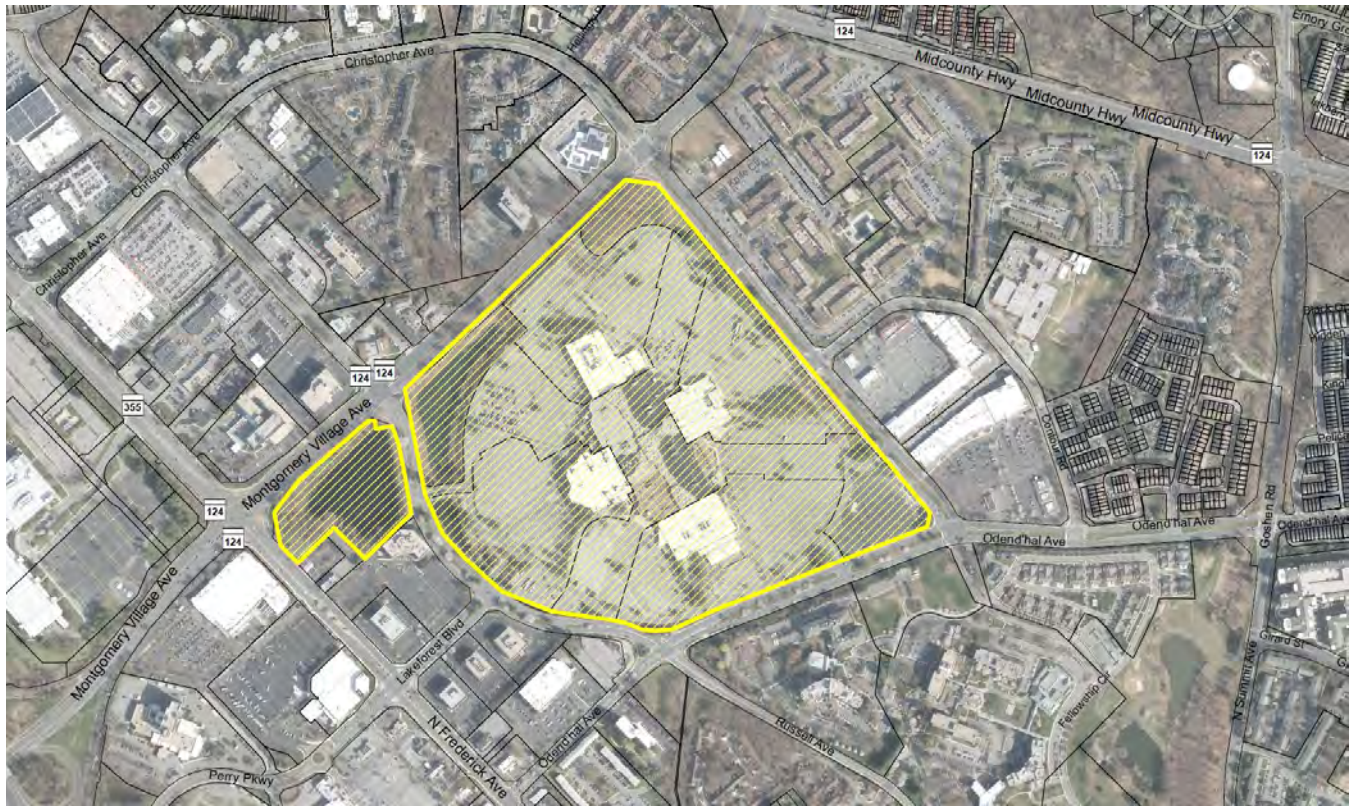
Tax Sheet: FT42, FT43

TAX ACCOUNT NUMBER:

Parcel N001-ID# 09-01751442
Parcel N769-ID# 09-01751497
Parcel N869-ID# 09-01751464
Parcel N934-ID# 09-01806937
Parcel N045-ID# 09-01806926
Parcel N075-ID# 09-01751475
Parcel N898-ID# 09-01806948
Parcel N634-ID# 09-01751453

REQUEST

The Applicant, Lakeforest Development LLC (WRS), has submitted zoning map amendment application SK-9444-2022, to rezone from C-2 to MXD and establish a new sketch plan for Lakeforest Mall, in accordance with § 24-160D.9(a) “Application for the MXD Zone and sketch plan approval” of the City Code. The Application proposes up to ±1.2 million square feet of commercial uses and up to 1600 residential units on approximately 102 acres.



Location

GENERAL INFORMATION:

LOCATION:

The subject area of the application (“Site” or “Property”) comprises a ±102-acre site currently improved with the ±1,049,000 square-foot indoor Lakeforest Mall with approximately 7,000 surface parking spaces and three stormwater management ponds. The Site includes eight (8) parcels, four (4) of which coincide with the large anchor retail uses, one (1) of which is the remaining core of the Mall, and three (3) of which are stormwater management ponds/facilities. The Property is bounded by Odendhal Ave. to the south, Lost Knife Road to the east, Russell Ave. to the west, and Montgomery Village Ave. (MD 124) to the north.

ADEQUATE PUBLIC FACILITIES ORDINANCE (APFO):

Water and Sewer Services and Public Utilities

The Property is currently developed with both water and sewer service and has WSSC categories of S-1 and W-1.

Fire and Emergency Services

The City's Adequate Public Facilities Ordinance (APFO) requires that any development project be served by at least two fire stations within a ten-minute response time. The Site is located within a ten-minute response time of three fire stations:

- Station 8 (Gaithersburg/Washington Grove) (on Montgomery Village Avenue)
- Station 28 (Gaithersburg)
- Station 34 (Germantown)

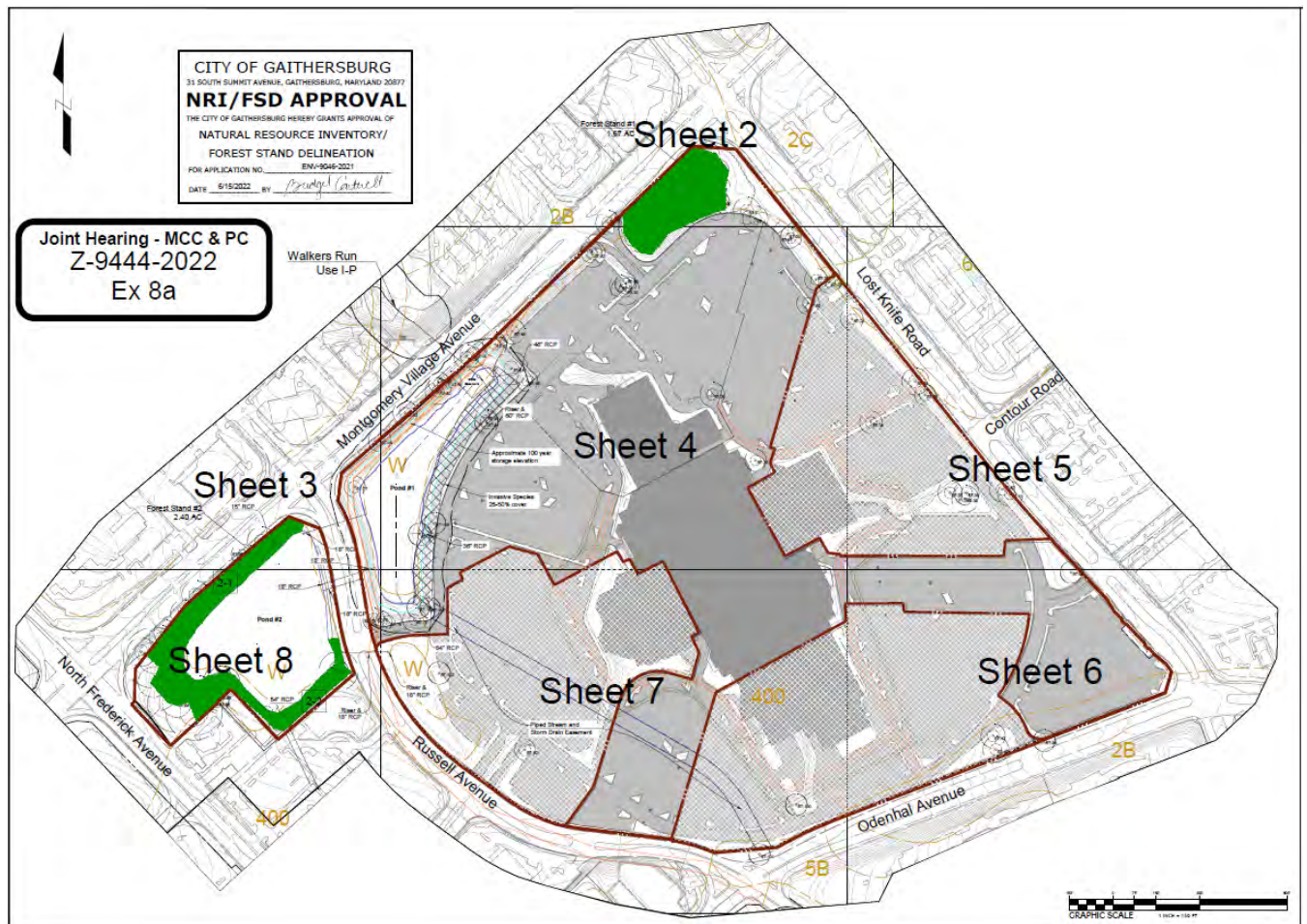
Schools

The proposed development is located within the Watkins Mill cluster of the Montgomery County Public School (MCPS) system. Within this cluster, the schools that currently serve the proposed development are South Lake Elementary School, Neelsville Middle School, and Watkins Mill High School. Under current code, the schools test of adequacy will be performed at the time of any schematic development plan submittal involving residential uses. Sketch plans only provide a range of possible ultimate units whereas schematic development plans define specific unit counts.

Traffic Impacts

The City's Traffic Impact Study regulations do not require the submission of a Traffic Impact Study at the time of Sketch Plan; however, a study will be submitted and reflect development phasing established during the schematic development plan process. Sketch plans only provide a range of possible residential and commercial densities whereas schematic development plans defines specific counts on which to conduct analysis.

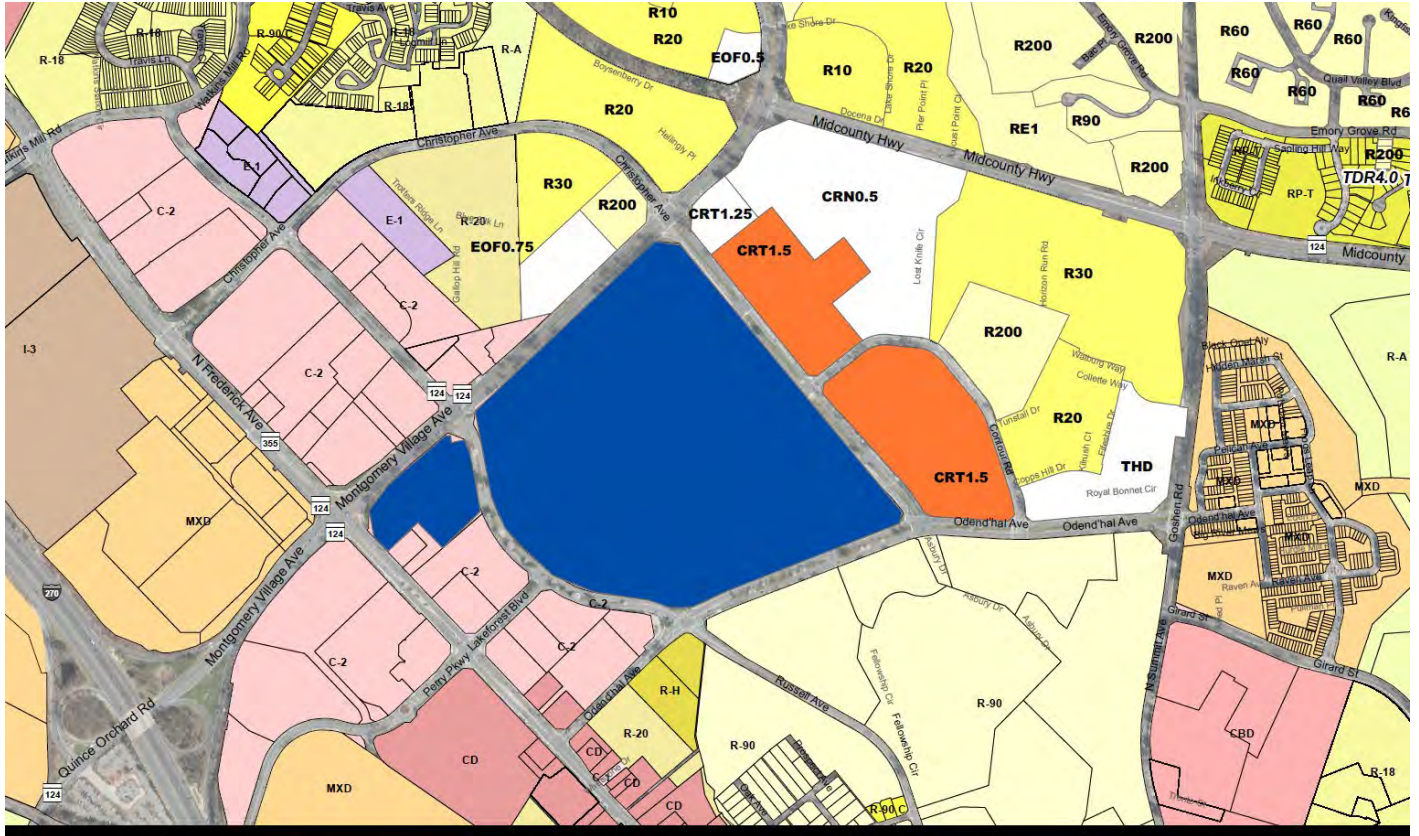
EXISTING LAND USE/PHYSICAL CHARACTERISTICS:



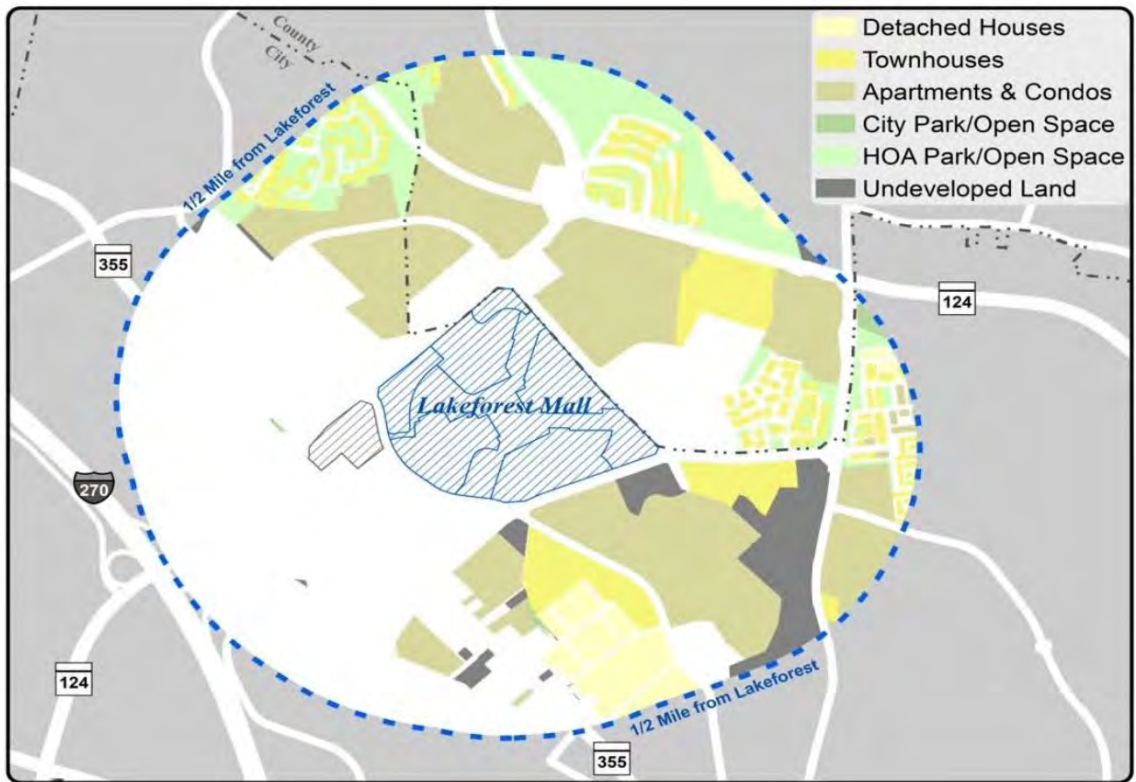
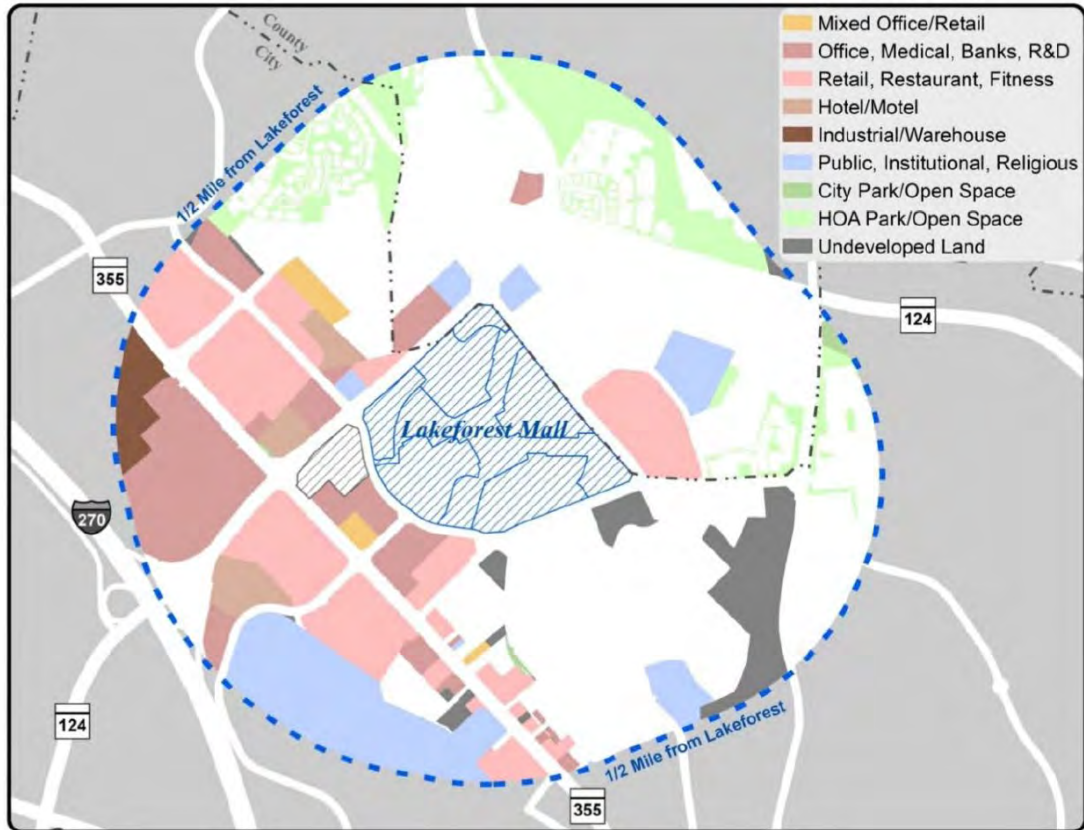
The Property is located south of the intersection of Montgomery Village Avenue (MD Route 124) and Lost Knife Road. The gross tract area totals 102.64± acres. The Site is currently a 1970s era enclosed shopping mall with expansive surface parking lots. The RideOn Lakeforest Transit Center is located near the intersection of Lost Knife Rd. and Odenhal Ave. There are scattered curb islands with some trees and shrubs. There are two wooded areas on-site, one in the northeast portion of the Site, and one in the southwest portion of the Site. There are three stormwater management facilities located on the southwest portion of the Site. All three ponds eventually discharge into Walkers Run, which is located across MD Route 124 to the north. Natural Resources Inventory/Forest Stand Delineations (NRI/FSD) reflecting current conditions, were approved March 9, 2022 and June 15, 2022¹.

¹ Exhibit 8

NEIGHBORHOOD LAND USE AND ZONING:



The surrounding vicinity of the Property is improved with a broad range of residential, public, and commercial uses with associated Euclidean zoning, including the Gaithersburg Library and Gaithersburg-Washington Grove Fire Station; the Cider Mill apartments and Montgomery Village Plaza and Off-Price Center shopping centers; and the Asbury Methodist Village among others. The following graphics identify the land uses within a ½ mile of the Mall. The dashed and dotted line reflects the City boundary.



ZONING AND SITE PLAN HISTORY:

Annexation:

The Property was annexed by the Mayor and Town Council into the City of Gaithersburg as part of two annexations: X-063, approved by resolution R-14-61 and effective October 06, 1961 and X-080, approved by resolution R-8-66 and effective June 30, 1966. The Property was annexed into the City with R-20 (Residential) zoning.

Zoning and Site Plans:

The Property was rezoned from the R-20 (Medium Density Residential) zone to the current C-2 (General Commercial) zone through applications Z-139, approved by resolution R-1-70 on November 19, 1970 and Application Z-170, approved by resolution R-15-74 on April 15, 1974. The Lakeforest Mall was originally approved as site plan S-370 on October 8, 1974. The Mall, reflecting today's layout and density was approved as S-370D on May 5, 1976. Since the opening in 1978, numerous amendments to the site plan have been processed and approved to allow for modifications and alterations to the existing retail center.

Master Plan:

The Lakeforest Mall Master Plan² was adopted on August 16, 2021 by resolution R-46-21 with the associated special conditions also adopted August 16, 2021 by resolution R-47-21.

The Master Plan established the following Vision Framework:

- That a Lakeforest redevelopment should be mixed use and that mixed use means much more than retail and residential.
 - Mixed use development has historically been thought of as residential over top of traditional retail (soft goods stores and restaurants). This model may have been successful in the past, but with the changing nature of retail and the City's current oversupply, a Lakeforest Mall redevelopment should look beyond those traditional uses to include others, such as research and development, integrated light manufacturing, makerspaces, and civic uses.
- That it should include a coordinated, well-integrated horizontal and vertical mix of uses.
- A variety of commercial, employment, civic and residential uses, including diverse housing types needed to support future growth, should be included and designed so that neighboring uses complement one other and all uses together contribute to a harmonious community.
- That it is important for Lakeforest to become a destination with its own "sense of place" that draws people of all ages, including families, and offers unique experiences, amenities and opportunities.
- That connectivity with the surrounding area is important.

² Exhibit 12

- A Lakeforest redevelopment can best benefit the surrounding area if it is easily accessible by multiple transportation modes.
- That walkability and the inclusion of recreational, open and green spaces is a priority.
- That there be a focus on job creation generally and having a variety of jobs that offer new opportunities and upward mobility.
- That there be flexibility in the master plan to account for unforeseen challenges.

Using the Vision Framework, the following Vision recommendations were defined³:

- Redevelopment of the mall creates a unique and strong sense of place and ensures economic and community stability, resiliency, and desirability over time.
- Connectivity, both internally and externally, that accommodates a variety of transportation options in a safe manner is a design priority. Connectivity should also be accomplished through other design elements such as architecture, signage, massing, and streetscapes that create a visually inviting environment not only for the Mall's future residents and workers, but also for the surrounding communities and developments.
- The existing surface parking lots are replaced with denser, more intensive uses that create economic activity, generate jobs for various career levels, and support housing needs.
- There is an integrated and coordinated mix of uses that goes beyond the typical retail and residential types; it should include uses such as makerspaces, integrated light manufacturing, research and development, and community/civic uses. Residential should include new housing types that foster a variety of rental and ownership opportunities at various price points.
- Integrated mixed-use can be achieved at the project scale and does not require it to be reflected within every individual multifamily or non-residential building, though some mixed-use buildings should be included.
- There is an interconnected network of community spaces, useable open spaces, and green areas that offer experiential, recreational, and social gathering opportunities and are available to the surrounding areas.
- Flexibility is important to allow for social, technological, economic, and unforeseen changes over time, while staying true to the overall Master Plan vision.
- Rezone the Lakeforest Mall parcels from C-2 to MXD. Given the mixed-use concept, MXD is the most appropriate zone. MXD can accommodate both the types and densities of uses needed to accommodate future growth and is best positioned to achieve the above stated vision framework.

The Lakeforest Mall Master Plan also included a collection of Special Conditions that must be strictly adhered to and reflected on the various site plan applications:

- For a singular holistic redevelopment plan application for the entire Plan area, establish an overall minimum of 35% green area, as defined in the MXD zone, distributed across the entire 102-acres.

³ The Master Plan also included specific recommendations for amenities, transportation, residential, commercial, and post master plan

- For a phased, fragmented redevelopment plan strategy, each application must include a minimum of 30% green area, as defined in the MXD zone.
- Establish a residential unit cap of 1,600 units with the following percentages:
 - Townhouses: up to 10%
 - Gap Housing: at least 25%
 - Multifamily (rental and owned): 40%-65%.
- Single-family detached homes sited on individual lots are prohibited.
- The inclusion of townhouses less than 20' in width require 0.75 on-street parking spaces per unit within the same block in addition to the required off street parking.
- Stand-alone (single retail tenant) or solely retail (multi-tenant, but all retail) facilities are limited to a maximum of 5 acres total, including surface parking lots, across the entirety of the redevelopment.
- Stand-alone retail or solely retail facilities' building footprints must not exceed 30,000 square feet each.
- The following list of uses, in addition to those defined in the MXD Zone, are prohibited as they include inherent design or operational aspects that are antithetical to the Plan's greater vision:
 - Automobile filling station
 - Automobile service centers that include the overnight storage of vehicles
 - Automobile Sales Lot
 - Warehousing and distribution, when not an accessory use to a permitted use
 - Outdoor storage of goods, materials, and products

REQUIRED ACTIONS:

Zoning Map Amendment Z-9444-2022

As stated, the Applicant is requesting a map amendment from the C-2 Zone to the MXD Zone, which is identified by §24-10A of the City Code as a floating zone. According to §24-10A(2) of the City Code:

- (2) The approval of and placement of floating zones may only occur upon a finding by the city council that the application therefore:*
- (a) Complies with the purposes and intent of the zone as stated in the zoning ordinance; and*
 - (b) As applied will be compatible and harmonious with existing and planned land uses in the surrounding area.*

Section 24-160D.10(a) states that the City Council may approve the MXD zoning and accompanying sketch plan when they find the following:

- (1) The application meets or accomplishes the purposes, objectives, and minimum standards and requirements of the zone; and*
- (2) The application is in accord with recommendations in the applicable master plan for the area and is consistent with any special conditions or requirements contained in said master plan; and*

(3) The application and sketch plan will be internally and externally compatible and harmonious with existing and planned land uses in the MXD zoned areas and adjacent areas.

Z-9444-2022 SKETCH PLAN PROPOSAL:

The Applicant, as stated, has submitted an application seeking to rezone and establish a new sketch plan for the Lakeforest Mall in accordance with § 24-160.D.9(a) “Application for the MXD Zone and sketch plan approval.” The Applicant, as part of the application, has submitted a justification/ statement of support outlining the purpose of the current request, including the required findings for approval⁴.

The Applicant is proposing a full redevelopment of the Lakeforest Mall to allow for a multi-stage, mixed-use community with up to:

- 1,600 dwelling units comprised of multi-family (rental and ownership), townhomes, and GAP housing (2over2, triplex, et al.)
- 750,000 square feet of employment uses (hereinafter defined to include professional office, financial institutions and banks, medical office, life sciences, research and development, and integrated light manufacturing uses
- 250,000 square feet of large format retail uses
- 220,000 square feet of neighborhood scaled commercial and entertainment/amusement uses.

Further, the Sketch Plan proposes to accommodate MCDOT’s desire to re-locate and enhance the Lakeforest Transit Center, improving the future operation of Bus Rapid Transit along Frederick Avenue.

The Z-9444-2022 Sketch Plan⁵ (Plan) proposes dividing the redeveloped Mall into 16 blocks, A through P:

- Block A is a community park
- Blocks C, B, D and E, will define the commercial core of the Property
- Block F is the location of the relocated Lakeforest Transit Center
- Block J is identified as a community green space and amenity location
- Blocks G through P, comprising the southern portion of the Property is envisioned to be a mix of townhouse, Gap housing, and multi-family condominium units.

While the sum of the maximum “up-to” commercial square footage and residential unit caps proposed for each block total more than the overall caps identified above, the densities identified across the different blocks are intended to create flexibility for the various uses and will be refined at the time of schematic development plan (SDP) and final site plan(s), reflecting the overall caps.

⁴ Exhibit 3

⁵ Exhibit 4



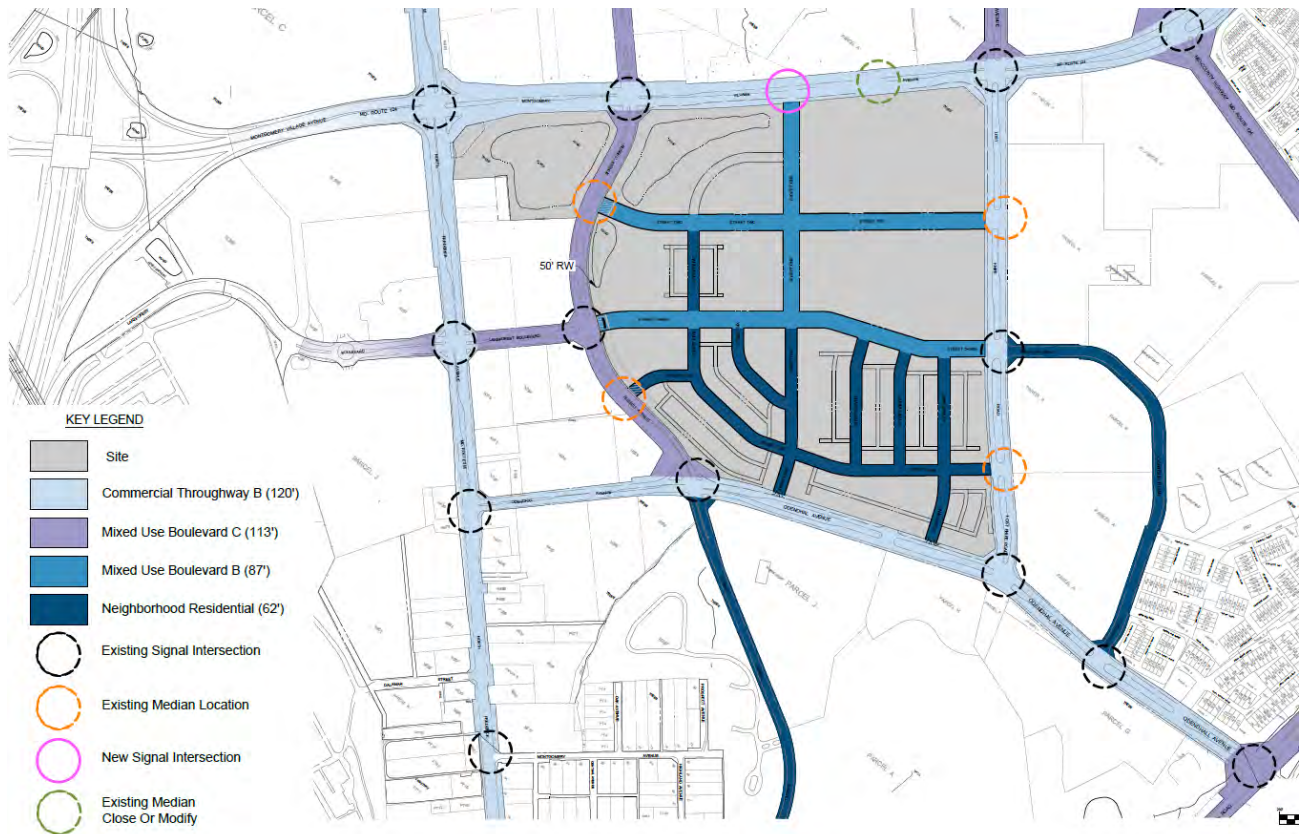
Z-9444-2022 Sketch Plan

The following chart taken from the sketch plan summarizes each Block: it uses and densities, building heights, and amenities/green spaces.

Block	Uses and “up to” square feet / dwelling units	Height	Amenities/Other
Block A	0 units	N/A	Green space and civic uses.
Block B	Up to 50,000 square feet of entertainment, restaurant, retail, and personal service uses. Up to 50,000 square feet of Employment uses	Up to 4 stories	Greenway open space integrated with and around the stormwater management pond Primary civic gathering space for community events (e.g., concerts, cultural, farmers market, etc.)
Block C	Up to 350,000 square feet of commercial uses with the following breakdown: <ul style="list-style-type: none"> Up to 250,000 square feet of large format retail; Up to 100,000 square feet of commercial uses (such as neighborhood goods and services, grocery store, personal service, banks and financial institutions, restaurants, and small scale professional and medical office uses) In place of a portion or all of the large format retail uses, up to 250,000 square feet of Employment uses Up to 600 multi-family dwelling units	Up to 7 stories	Green areas, open spaces and internal connectivity will be defined at SDP with building designs and locations
Block D	Up to 750,000 square feet of Employment uses Up to 30,000 square feet of main street commercial uses, including neighborhood goods and services, entertainment, banks/financial institutions, personal service, restaurants, grocery store, and small scale professional and medical office uses If Employment uses are provided in Block C that preclude multi-family residential, up to 300 multi-family dwelling units	Up to 7 stories	Green areas, open spaces and internal connectivity will be defined at SDP with building designs and locations
Block E	Up to 300 multi-family dwelling units Up to 30 Gap housing units Up to 100,000 square feet of commercial uses, including neighborhood goods and services, entertainment/amusement center, banks/financial institutions, personal service, restaurants, grocery store, and Employment uses	Up to 7 stories	Green areas, open spaces and internal connectivity will be defined at SDP with building designs and locations
Block F	Up to 300 multi-family dwelling units Up to 30 Gap housing units Up to 100,000 square feet of Commercial, including neighborhood goods and services, entertainment/amusement center, banks/financial institutions, personal service, restaurants, grocery store, and Employment uses	Up to 7 stories	Lakeforest Transit Center / Public Civic Use Green areas, open spaces and internal connectivity will be defined at SDP with building designs and locations

Block G	Up to 100 multi-family and/or townhouse and Gap housing units	Up to 5 stories	A green pedestrian, mid-block connection to link a pocket park along Russell Avenue and the road network
Block H	Up to 125 units comprised of townhouse, Gap housing and/or multi-family units	Up to 5 stories	Recreational, and gathering space. Mid-block green bike pedestrian connection. Incorporation of shared use path along Russell Avenue
Block I	Up to 100 units comprised of townhouse and/or Gap housing and/or	4 stories	Recreational, and gathering space. Mid-block bike-pedestrian connection.
Block J	No dwelling units	Up to 3 stories	Civic, Public (green gathering space) and Private uses including Clubhouse /
Block K	Up to 100 units comprised of townhouse and/or Gap housing	Up to 4 stories	Recreational, and gathering space. Mid-block bike-pedestrian connection.
Block L	Up to 100 units comprised of townhouse and/or Gap housing	Up to 4 stories	Recreational, Mid-block bike pedestrian connection.
Block M	Up to 100 units comprised of townhouse, Gap housing and/or multi-family units	Up to 4 stories	Recreational, Mid-block bike-pedestrian connection.
Block N	Up to 100 units comprised of townhouse, Gap housing and/or multi-family units	Up to 4 stories	Recreational, Mid-block bike-pedestrian connection.
Block O	Up to 100 units comprised of townhouse, Gap housing and/or multi-family units	Up to 4 stories	Recreational and linear green space, including a gateway space at the corner of Lost Knife and Odendhal
Block P	Up to 100 units comprised of townhouse, Gap housing and/or multi-family units	Up to 4 stories	Recreational, Mid-block bike-pedestrian connection.

The Sketch Plan blocks are connected through an internal road and path system that facilitates improved connectivity within and to the surrounding existing road network by enabling cross connections both north to south and east to west, in part by extending Lakeforest Boulevard to Contour Road and including shared use paths along Russell Avenue. The current access to the Property from MD 124 is proposed to be relocated to facilitate a better urban design. The below graphic⁶ illustrates the hierarchy of roads proposed that reflect the adjoining land uses. Staff notes, per the City's Road Code all roads include safe bicycle and pedestrian facilities.



⁶ Exhibit 6

An emphasis of the Lakeforest Mall Master Plan was the importance of green/open spaces and their programming. The Z-9444-2022 Sketch Plan envisions a hierarchy of public open space types that take programming and physical design cues from the surrounding development and adjoining road rights-of-way. Appropriately sized pockets of green space will be integrated into each block layout. The final siting and programming of each green space, public and private, will be determined at SDP. The following graphic⁷ illustrates the proposed green network and identifies activated pedestrian commercial frontages. The asterisks denote those blocks where green/open space design will be determined at SDP based upon final building configuration within the block.



⁷ Exhibit 5

Block A:

Block A is located at the corner of Montgomery Village Avenue and Frederick Avenue, which is a prominent corner of the Property housing stormwater management pond 2. This corner will be interlinked with the green network established throughout the 102-acre Property. Trails within the area will connect to the sidewalks and pedestrian connections along the existing roads. Recreation amenities/uses will be explored at the SDP stage in coordination with forest conservation and stormwater management. As appropriate, most of the Block will be placed in forest and/or stormwater conservation easements to protect this area. This area is ideal for passive recreation with trails and landscaping to encourage walking, gathering and outdoor activity. At SDP, the Applicant will explore the possible location of public art, signage, or other landmark at this important corner.

Block B:

The Application proposes to focus various stand-alone and multi-tenant restaurant, entertainment, and retail buildings totaling up to 50,000 square feet on Block B in a manner that creates a pedestrian-friendly environment supportive of various commercial uses. Block B is designed to leverage the existing stormwater pond to create a recreational/entertainment district with green space. A pedestrian friendly shared use street will provide drop off and front door access to the commercial uses on this Block. The Applicant intends to create this shared use street as a private road and would have the flexibility to be closed to vehicular traffic to accommodate festivals, farmer's markets and other civic gatherings in this entertainment node.

The retail uses proposed on this Block are envisioned to include a mix of neighborhood goods & services, restaurants, and entertainment uses. While Block B prioritizes restaurant and entertainment uses, this Block allows enough space for an employment use at the intersection of Street One and Two. The Applicant is preserving the flexibility for a 4-story building with 50,000 square feet of employment uses at this prominent intersection. At this location, the Sketch Plan envisions smaller scale professional and medical office uses, research and development, lab, or bank/financial institution. The Applicant acknowledges that parking and other design details will need to be further coordinated at the time of SDP and final site plan applications if an employment use is located on this Block. Final square footage of commercial uses will be determined at the time of SDP application.

Block C:

The Application requests approval for a mix of uses with up to 7 stories of building height with up to 600 multi-family dwelling units and up to 350,000 square feet of commercial uses on Block C. This Block may include two (2) stacked large format retail uses integrated into vertical mixed-use development with multi-family dwellings above. As a result, the Plan proposes a larger amount of retail uses on this Block as compared to all other Blocks. To provide flexibility, this Block allows the substitution of employment uses for some or all of the large format retail. The Plan also allows for a portion of the multi-family dwellings, up to 300 units, proposed for this Block to be re-allocated to the adjacent Block D should employment uses replace all of the large format retail and its associated vertical mixed-use residential.

Staff notes that the design of this block requires the elimination of a tree save area encumbering approximately 2.7 acres of land in the northeast portion of Block C along Montgomery Village Avenue. This tree save area acts as a barrier to connectivity to the focal MD 124 / Lost Knife Road intersection and uses such as the library. Staff is supportive of this change and notes that higher value forest conservation, and green and open areas in other locations of the Property will provide greater environmental benefits and enhanced public use and benefits.

Block D:

Block D is designated for up to 750,000 square feet of employment uses with a maximum building height of 7 stories. While the focus of this Block is on employment uses, the Application allows for approximately 30,000 square feet of “main street” commercial uses (e.g., neighborhood goods services, restaurants, or professional offices, etc.) be developed at the intersection of Street One and Two. As discussed in Block C, Block D may include up to 300 multi-family dwelling units should employment uses replace the large the large format retail and associated multi-family dwellings above.

Block E:

Block E can include up to 300 multi-family dwelling units, up to 30 Gap housing units, up to 100,000 square feet of commercial uses (e.g., neighborhood goods and services, entertainment/amusement center, banks/financial institutions, personal service, restaurants, grocery store, and Employment uses). Block E creates a complementary transition between the denser commercial and employment focused Blocks B, C, and D and the re-located Transit Center on Block F.

Block F:

Block F envisions the relocation and enhancement of the Lakeforest Transit Center. Relocation of the Transit Center would be served by a structured parking garage, which would also serve complementary multi-family and/or commercial uses on Block B and E. To this end, Block F’s adjacency to the planned, pedestrian-oriented entertainment district in Block B and the green areas in Block A create an ideal location for the Transit Center. The relocation will accommodate both Ride-On and MD 355 BRT operations in a more efficient manner.

The Applicant is proposing the flexibility to locate multi-family dwellings and/or a range of commercial uses on Block F to better leverage the Transit Center. Block F includes up to 300 multi-family dwelling units, up to 30 Gap housing units and up to 100,000 square feet of commercial uses (e.g., neighborhood goods and services, entertainment/amusement center, banks/financial institutions, personal service, restaurants, grocery store, and Employment uses).

Staff notes this Block and the Transit Center location requires the elimination of the stormwater management pond currently sited on this Block. In consultation with City Staff, MDE and the Army Corp of Engineers⁸, the Applicant finds that this smaller stormwater management pond is not needed to capture storm drainage on the Property and the Property’s outdated stormwater facilities can be upgraded to meet current stormwater management regulations without using this pond. Staff is supportive of the pond’s elimination.

⁸ Exhibit 14

Block G:

Block G is comprised mainly of “for sale” multi-family units (condos) with the option to include townhouses and Gap housing, with a maximum building height of five (5) stories. A green pedestrian, mid-block connection is conceptually shown to link the pocket park and road network. The higher density unit types are located closer to the Transit Station for convenient access. This Block allows for up to 100 units total. Staff notes this Block and Blocks H and I will require the relocation of an eighty-four (84) inch storm drain. Staff is supportive of this relocation and notes the Applicant has received preliminary support from MDE on this action⁹.

Block H:

Block H is a linear block facing the corner of Russell Avenue and Odendhal Avenue. Up to 125 residential units comprised of an appropriate mix of townhouses, Gap housing and multi-family units, with a maximum building height of five (5) stories. A mid-block green/pedestrian connection is proposed to link Russell Ave. and its proposed shared use path to the recreation amenities in Block J. Other appropriately sized pockets of green space will be integrated into the Block layout at SDP. As with all the perimeter blocks the orientation of development will be outward facing creating a strong edge along Russell Avenue.

Block I:

Block I is located between Blocks G and H on the perimeter of the Property and one of the main recreation areas, Block J. The continuation of the Block H mid-block green/pedestrian connection is shown, connecting the Blocks to the recreation amenities in Block J. This Block allows for up to 100 units comprised of townhouses and Gap housing with a maximum building height of four (4) stories.

Block J:

Block J is intended to house a clubhouse and pool for the future homeowner’s association’s use. Block J is centrally located and a key component of the ‘green network’ proposed by the Plan. Block J is the mid-point along the linear “park system” and provides a gateway location for those leaving the residential neighborhood heading toward the Main Street and commercial center, and those leaving the commercial hub, heading into the residential neighborhood. This Block may also include other non-HOA public amenities to be determined at SDP.

Block K:

Block K is located along the main north/south road, opposite of Block J. A linear park is established adjacent to the north/south road as part of the green. A mid-block green/pedestrian connection is proposed to link the Blocks K, L, M and N to the recreation amenities in Block J. This Block allows for up to 100 units comprised of townhouses and Gap housing with a maximum building height of four (4) stories.

Block L:

Block L is east of Block K with the mid-block green/pedestrian connection proposed. This Block allows for up to 100 units comprised of townhouses and Gap housing with a maximum building height of four (4) stories and final open spaces will be determined at SDP.

⁹ Exhibit 13

Block M:

Block M is east of Block L with the mid-block green/pedestrian connection proposed to link the blocks to the recreation amenities in Block J. Up to 100 residential units comprised of an appropriate mix of townhouses, Gap housing and multi-family units with a maximum building height of four (4) stories is proposed with final open spaces determined at SDP.

Block N:

Block N faces Lost Knife Road and anticipates the inclusion of buildings that front the street. The mid-block green/pedestrian connection links the perimeter sidewalk network with the neighbor blocks and the recreation amenities. Up to 100 residential units comprised of an appropriate mix of townhouses, Gap housing and multi-family units with a maximum building height of four (4) stories is proposed with final open spaces determined at SDP.

Block O:

Block O faces the corner of Odendhal Avenue and Lost Knife Road. This is a gateway corner and reserves a park/amenity use. There are opportunities for a signature art installation, or landmark feature to anchor the southeast corner of the green network while interacting with the surrounding neighborhoods. Up to 100 residential units comprised of an appropriate mix of townhouses, Gap housing and multi-family units with a maximum building height of four (4) stories is proposed with final open space programming determined at SDP.

Block P:

Block P is linear in nature with residential uses proposed to front on Odendhal Avenue, creating a strong edge that does not turn its back to the surroundings. A mid-block pedestrian connection is proposed to link Odendhal Avenue to a triangular shaped amenity/recreation area internal to this Block. Up to 100 residential units comprised of an appropriate mix of townhouses, Gap housing and multi-family units with a maximum building height of four (4) stories is proposed with final open space programming determined at SDP.

PHASING:

The Applicant intends to continue operating the existing Mall as allowed under its vested C-2 Zone entitlements, while the project continues through the entitlement process. Upon receipt of subdivision entitlements and submission of its first record plat, the Applicant intends to terminate the existing Reciprocal Easement Agreement, REA, covering the Property as it will no longer be required under the terms of existing financing and lease agreements.

The specific construction phasing for the build-out of the Project will be determined at SDP. Given the scope of infrastructure improvements related to the demolition of the Mall, It is anticipated that Lakeforest will move forward with one comprehensive Schematic Development Plan. Final Site Plan applications will be dictated largely by the market and other factors impacting the rate of absorption of the Project's mixed uses. Demolition of the Mall is not anticipated to begin until final site plan entitlements for the initial phase(s) are approved. Rough grading and infrastructure relocations will be part of the Mall demolition plan. With respect to conceptual phasing for implementation of the various Sketch Plan Blocks, the Applicant anticipates in a non-binding manner that Blocks B, C, and portions of D and up to

half of the for-sale residential units will be developed in the initial stages of build-out of the Project.

SUMMARY:

The Applicant has submitted for consideration zoning map amendment and sketch plan application Z-9444-2022, proposing up to ~1.2 million square feet of commercial uses and up to 1600 residential units on approximately 102 acres. This application is implementing the *Lakeforest Mall Master Plan*. The application has been submitted in accordance with § 24-160.D.9(a) of the City Code. A joint public hearing before the Mayor & City Council and the Planning Commission has been scheduled for January 17, 2023. Staff will continue to work with the Applicant on refining aspects and obligations of the plan following the public hearing and in response to any comments received into the record.