

Council Minutes October 10, 2017

STATE OF TEXAS §

COUNTY OF TARRANT §

CITY OF BEDFORD §

The City Council of the City of Bedford, Texas, met in Executive Session at 6:00 p.m. and Regular Session at 6:30 p.m. in the Council Chambers of City Hall, 2000 Forest Ridge Drive, on the 10th day of October, 2017 with the following members present:

Jim Griffin	Mayor
Michael Boyter	Council Members
Roger Fisher	
Dave Gebhart	
Amy Sabol	
Rusty Sartor	
Roy W. Turner	

constituting a quorum.

Staff present included:

Brian Bosshardt	City Manager
Cliff Blackwell	Interim Assistant City Manager
Stan Lowry	City Attorney
Michael Wells	City Secretary
Sean Fay	Fire Chief
Jeff Gibson	Police Chief
Meg Jakubik	Strategic Services Manager
Emilio Sanchez	Planning Manager
Bill Syblon	Development Director

CALL TO ORDER

Mayor Griffin opened the meeting at 6:02 p.m.

EXECUTIVE SESSION

a) Pursuant to Section 551.087, deliberation regarding economic development negotiations relative to Cimarron Plaza Addition Block 1 Lots 3R and 4R.

Council convened into Executive Session pursuant to Texas Government Code Section 551.087, deliberation regarding economic development negotiations relative to Cimarron Plaza Addition Block 1 Lots 3R and 4R, at 6:02 p.m.

Council reconvened from Executive Session at 6:12 p.m.

Any necessary action to be taken as a result of the Executive Session will occur during the Regular Session of the Bedford City Council Meeting.

REGULAR SESSION

The Regular Session began at 6:32 p.m.

CALL TO ORDER/GENERAL COMMENTS

Mayor Griffin called the Regular Session to order.

INVOCATION (Minister Tom Russell, Bedford Church of Christ)

Minister Tom Russell with Bedford Church of Christ gave the invocation.

PLEDGE OF ALLEGIANCE

The Pledges of Allegiance to the flags of the United States and Texas were given.

ANNOUNCEMENTS/UPCOMING EVENTS

Mayor Griffin announced that former City Council Member Steve Peak, who served from 1996 to 1998, passed away.

Public Information Officer Natalie Foster announced that a residential outreach meeting will be held on Thursday at the former library building from 7:00 p.m. to 8:30 p.m. There will be a few presentations; followed by an optional question and answer session. On Saturday, there will be a paper Shred and e-waste drop-off beginning at 8:00 a.m. at the Boys Ranch Park. Paper and electronic items will be accepted. The event is for Bedford residents only so proof of residency is required. Also on Saturday, the Police Department will have their open house beginning at 10:00 a.m. at the Law Enforcement Center, and will feature K-9 police dog demonstrations and free food. The first of three Phase Next public meetings will be held on Saturday at the Boys Ranch Activity Center (BRAC) starting at 1:00 p.m. and will include a presentation and a flyover video. The second public meeting will be held on Thursday, October 19 at 6:00 p.m. On Saturday, October 21 the Fire Department will hold their annual open house from 10:00 a.m. to 2:00 p.m. There will be a FALSE Alarm Clown Show, vehicle extrication demonstrations and free food. HalloweenFest will held on that date from 6:00 p.m. to 9:00 p.m. at the BRAC and will feature carnival games, crafts and candy. The entry fee is either canned food items or a monetary donation at the parking lot entrance.

Mayor Griffin announced that the City was a bronze recipient of the Scenic City award at the TML Conference in Houston.

OPEN FORUM

Nobody chose to speak during Open Forum.

CONSIDER APPROVAL OF ITEMS BY CONSENT

Motioned by Councilmember Turner, seconded by Councilmember Fisher, to approve the following items by consent: 1, 2 and 3.

Motion approved 7-0-0. Mayor Griffin declared the motion carried.

- 1. Consider approval of the following City Council minutes:
a) September 26, 2017 regular meeting**

This item was approved by consent.

2. Consider a resolution authorizing the City Manager to approve payment to the ByWater Solutions to host a server, a test server, and support the Koha Open Source Integrated Library System (ILS) in the amount of \$15,000, with the ability to contract for developments to enhance functionality of the ILS in an amount not to exceed \$6,000.

This item was approved by consent.

3. Consider a resolution authorizing the City Manager to enter into a Memorandum of Understanding with the HEB ISD, and the cities of Euless and Hurst for the joint use of a Mobile Library van.

This item was approved by consent.

COUNCIL RECOGNITION

4. Consider a resolution authorizing the Beautification Commission to recognize Grubbs Nissan, Spring Creek Barbeque, Tatarevich Attorney at Law and Silver Dollar Winery for maintaining, improving, and/or keeping their property visually attractive to the community.

Beautification Commission Chairperson Marty Geer presented information on the awards. The awards will be presented on Saturday, October 28, 2017 beginning at 10:00 a.m. to Grubbs Nissan, at 10:20 a.m. to Spring Creek Barbeque, at 10:40 a.m. to Tatarevich Attorney at Law and 11:00 a.m. to Silver Dollar Winery.

Motioned by Councilmember Turner, seconded by Councilmember Boyter, to approve a resolution authorizing the Beautification Commission to recognize Grubbs Nissan, Spring Creek Barbeque, Tatarevich Attorney at Law and Silver Dollar Winery for maintaining, improving, and/or keeping their property visually attractive to the community.

Motion approved 7-0-0. Mayor Griffin declared the motion carried.

5. Proclamation recognizing October 2017 as Fire Prevention Month in the City of Bedford.

Mayor Griffin read a proclamation recognizing October 2017 as Fire Prevention Month in the City of Bedford. Fire Chief Sean Fay accepted the proclamation.

6. Proclamation recognizing October 23 - 31, 2017 as Red Ribbon Week in the City of Bedford.

Mayor Griffin read a proclamation recognizing October 23 - 31, 2017 as Red Ribbon Week in the City of Bedford. Police Chief Jeff Gibson and Sergeant Doug Crowell accepted the proclamation.

NEW BUSINESS

7. Public hearing and consider an ordinance to amend Ordinance Number 15-3130 of the Bedford Commons Development Code, specific to multiple changes in Chapters 2-10 and the Attachments. The area is generally bound by Forest Ridge Drive to the west, Bedford Road to the north, Central Drive to the east, and Airport Freeway to the south. (PZ-ZONING AMEND-2017-50068)

Council Minutes October 10, 2017

This item was discussed after Item #8.

City Manager Brian Bosshardt stated that the City Council is being asked to consider amendments to the Bedford Commons Development Code. Such revisions are common in local government and community development. In 2012, the City, working with its stakeholders, developed a vision for central Bedford, which came to be known as the Bedford Commons, which was to guide future development in the area. The vision document was approved by Council in June 2013. The next step was to write the specific zoning language to make the vision into a reality. The Code permits the specific uses within the Commons and details design criteria, and was approved by Council in June 2015. Council then gave direction to staff to seek a development team to turn the vision into a reality. Staff met with many developers and settled on Realty Capital Management (RCM), who was identified to have the capacity and interest to make the vision a reality. The requests for revisions are being made by the developer to better facilitate development in the area, and is not an uncommon request. It is up to Council on whether they agree with these changes and if they are warranted to facilitate development of the Commons. They are not being asked to approve apartments with this action, as apartments are an allowed use in the Commons, and was decided upon in 2015 when Council approved the Code. The requested revisions to the design standards would apply to any building in the Commons

Development Director Bill Syblon presented information on the timeline for the development of the Commons. The vision stage consisted of five meetings, as well as a charette process. The Code adoption consisted of a series of public meetings with Council and the Planning and Zoning Commission (P&Z). Staff was directed to seek out developers, which is what economic developers do, and were eventually introduced to RCM, who were enthusiastic with the existing vision. They are very familiar with the market, which helped them to see the potential for the project. Staff gave a draft of the proposed changes to P&Z on August 24, 2017, who then approved the changes at their September 14, 2017 meeting by a vote of 4-3, with the stipulation that the open space ratio for the entire area be brought up to ten percent from RCM's request for five percent. In the vision document, the City did contemplate density, including its velocity. The consultants identified 29 acres, which was called the Central Bedford Urban Center, that encompassed the undeveloped land in central Bedford, much of it City-owned. There was discussion on the Urban Center consisting of lofts, condos, townhomes, and possibly single-family patio homes. The vision document states the residential goal for the area is to maintain an average residential density of approximately 32 units per acre, which is more than that being proposed by RCM. Once the Code was adopted, the Urban Center became the Mixed-Use Character Zone. The use table from the Code shows multi-family being permitted by right in that Zone. The vision document described what is called the Central Bedford Mixed Office Retail/Restaurant Area, which is mainly an area of existing office and retail uses, some of which is ripe for redevelopment, and is envisioned to be the commercial component of the Commons. The area is underdeveloped and RCM's plan is to spur on redevelopment. Staff and RCM met with the owners of State National and Adam Smith's Texas Harley-Davidson about their land on Parkwood Drive and how to kickstart the commercial aspect of the Commons. After those meetings, there was a realization on how difficult it would be to start with the commercial corridor on Parkwood, where the bulk of the commercial and redevelopment was envisioned to be due to its proximity to the highway. It becomes more difficult to bring in commercial activity the further inland away from the highway. There is a study in the vision document that explores the impact of higher density residential in bringing in more buying power to the community. He stated the Commons is not just about the land, but where it is, and discussed the Boys Ranch, the Library, Old Bedford School, Harley and the Commons site being in proximity of 200,000 vehicles per day, with access from Central Drive, Parkwood and Forest Ridge Drive. The amenities are already built in to feed additional and existing retail and office uses. He stated

Council Minutes October 10, 2017

Harley and State National have bought into the vision to the point that Harley has carved off an acre of their property for a future restaurant. State National sees that many of their employees could live in the Commons. In response to a question from Council, Mr. Syblon stated that when the Code was originally being discussed, Gateway Planning proposed a ratio of ten percent for open space. After work sessions with P&Z, there was a move to increase the ratio to 15 percent. When the Code was adopted, there were portions that were ten percent and those that were 15 percent. RCM requested the ratio be brought down to five percent. He stated that there were two single-family home developers interested in the project but there were significant drainage challenges.

Tim Coltart with RCM stated the amendments being requested improve upon the existing Code. Typically, codes are drawn as a framework to be amended and improved as a project becomes closer. RCM shares the vision of the Code, and has been working with Development staff for three years on such items as what the main streets should be, where retail should be located, and what would draw people to the Commons and make it a destination. He discussed a “parks and arts” concept and creating a trail to the Boys Ranch. The trail needs to feel like an open space and not the front lawn of an apartment complex, and be welcoming and a place of interaction. It should be a central connection that connects city hall and the central business hub. There is support for the project from the surrounding stakeholders including State National and Harley, who think it will help increase their business, which is a route to increased sales tax and growth. Phase 1 is an approximately \$50,000,000 project, with the future phases signaling to the surrounding community that Bedford is great place to be. There is an opportunity for Parkwood to be a main street, and for a new city hall to be at the center of the linear trail that runs from Highway 183 to the regional trails north of the Boys Ranch. RCM is proposing a reduction in the number of units on Parkwood, and both an increase in commercial and a requirement for commercial on Forest Ridge Drive. They are not seeking subsidized housing and it will be a market rate project. They are not asking for an increase in the number of residential units and are not requesting a decrease in commercial use. They are adding to, not reducing, the quality standards. There are no changes in the materials, building types and what is used in construction. They tried initially for the project to develop south to north, but it was not possible. There are 53 changes being requested, four of which are major.

Mr. Coltart discussed RCM, including their history of mixed-use developments, with ground floor retail and residential above. He discussed their projects, including Lakeside in Flower Mound, whose zoning allowed them to do 2,200 units on 150 acres. FM 2499, which runs through the site, averages 65,000 cars a day. They were told by retail brokers that retail would not work there, and the only way they were able to get construction for mixed-use was to agree to purchase back the ground floor, of which they have leased 60 to 70 percent. He stated there is a need for people to make retail viable and having vacant retail will kill other retail opportunities. He discussed a project under construction in Mansfield, which they were approved for 550 loft-style units, much like what is being proposed for the Commons. The rents are \$1.51 per square foot, and they are 15 percent pre-leased. He discussed the Venue at Hometown, with mixed-use upfront, and commercial and retail further back, some of which is still vacant. They made an agreement with the city to turn some of the retail back to residential. Rents have increased over the previous ten years. He discussed the Village at Colleyville, which was one of their earlier mixed-use projects. There were some mistakes as it is slightly removed from main road, making it difficult to keep tenants, and rents are lower than anticipated; however, the front of the property leases well. He gave a history of RCM involvement with the Commons project.

Mr. Coltart presented a comparison of the approved master plan for the Commons and the proposed changes. Signature elements include a linked trail between the Boys Ranch south to city hall, which would include such elements as water features. There is a change to allow for townhomes and patio homes, while the existing Code allows four to six-story multifamily to be

Council Minutes October 10, 2017

built to the edge of Parkwood. City hall is at the top of the hill at the end of the trail, and would serve as a connection between the commercial and residential portions of the City. Forest Ridge Drive would have café-style retail built out to the sidewalk. There would be the opportunity for higher density commercial along Parkwood, as it has a direct connection to the high traffic area, and there is the opportunity to use State National and Harley land to create a unique type main street. He discussed the plans for L. Don Dodson Drive. He stated there are now two areas that would require commercial use that currently do not have a requirement.

Mr. Coltart discussed the northern portion of the development will be reduced from three phases to two, with the first phase including townhomes and multifamily. Phase Future is the redevelopment of the land owned by community groups. Regarding multifamily, he stated it has been 22 years since there was a new multifamily property built in Bedford. He discussed the differences between garden style multifamily and the proposed urban loft multifamily, which have large buildings, tuck under garages, and several amenities. He stated there are no current properties that would attract higher-income residents who would then attract retail. The urban lofts would be Class A apartments for rent. He discussed a comparison of other multifamily properties in the area, and stated the City is working hard through their standards to uphold the quality of these properties. He stated the type of resident that would live in the Commons would not live in those other properties. The target market includes millennials, and people who rent first when they move into the area and then buy later. He stated companies such as Amazon look at areas that have residential properties to house their workforce. They also target renters who choose to rent. He discussed the Avenue 900 project and stated that 74 percent of the residents have an average age of 34 years and a household income of over \$100,000, which are the type of people to which retailers will come. He stated that younger people do not currently have any options to live in Bedford.

Mr. Coltart displayed pictures and renderings of the Commons project and stated that there have been no changes to the requirements in the design guidelines that outline what materials must be used. They have added two different frontage types. He displayed a site plan under the existing Code with no townhomes and 280 units in four-story buildings. He stated there was discussion on the importance of some form of transition, so they reduced the size of the buildings, costing approximately 80 units, and put in its place 25 townhomes or patio homes. He displayed representative examples of the interior of the units and discussed amenities and unit features.

Mr. Coltart stated the current Code does not require retail north of L. Don Dodson, only retail construction. Four-story apartments could still be built along Parkwood and there are no requirements for townhomes. Open space could include non-landscaped fields. The new plan requires retail on Forest Ridge; for Phase 1 to feature a mix of apartments and owner-occupied townhomes; a new city hall in the center of the project; and the open space in front of city hall connecting with the linear park. Regarding the reasons for no retail in Phase 1, he discussed the traffic counts for other developments and stated traffic will drive retail. The current Code does not require commercial uses in Phase 1, and he stated that they do not see L. Don Dodson as a retail location. Retail there will fail and will be an impediment to future growth. He stated that having more property tax is good, but should be to bring people in to increase sales tax. If the property were to be single-family, it would bring in one-third of the property tax.

Mr. Coltart stated their zoning modifications will not increase the total allowable apartment units; will not decrease the required commercial; and will not reduce the quality standards. The modifications allow single-family along Parkwood Drive; it fine tunes the detailed frontage types, from two to four; requires commercial frontage along Forest Ridge Drive; and it changes the open space. He stated that most of the benefits from the modification go to Phase 2 to make it more buildable, while the change to Phase 1 is minimal.

Council Minutes October 10, 2017

Dan Quinto, the architect for the project, stated the existing zoning would encourage the kind of redevelopment the City wants to get a robust commercially-active downtown. The current Code has two facades, one that has the ability for restaurants on the ground floor with apartments. By having a commercial occupancy, it would need to comply with stringent fire codes, and would essentially be a separate building from the apartment above. The only other type of building is a typical residential building, with an interior corridor and units facing out. They believe there are more gradations in street scape to improve the project. Regarding open space, they are more concerned with quality than the acreage. He displayed renderings of the frontage types and stated they are proposing four frontage types, with Type A along Forest Ridge Drive and the building adjacent to city hall. Type B is a live-work unit on the ground floor, and looks like a commercial building from a pedestrian point-of-view, but will be able to house a residential occupant. Type C is set up like townhomes, and Type D is the internal corridor. In response to a question from Council regarding the changes to the sidewalks, Mr. Quinto stated the existing Code includes several street scapes consisting of three parts: the tree planting zone next to curb and in the City right-of-way; the "clear path" also in the right-of-way; and the setback, which on commercial buildings is a minimum of five feet. They total 16 feet from the curb to the front of the building. The only change is to standardize the tree well to five feet across the project. He discussed the percentage of open space at other projects, including Southlake Town Square at ten percent, Waters Creek at five percent, Legacy Town Center at five percent, Firewheel at 1.5 percent, and Seventh Street at less than one percent. They are asking for eight percent instead of ten to acknowledge what they are showing in their concept plan. The open space they are proposing includes trails with interactive features. Regarding the number of changes, he stated most had to do with changes to the language for the facades throughout the code.

In response to questions from Council, Mr. Quinto stated that no changes were made to the materials or their percentages on the buildings. Mr. Coltart stated that they have outlined that the construction must be consistent with the renderings, and the renderings shown to Council must comply with the Code. City Attorney Stan Lowry confirmed that the motion to approve this item could include language that the review of elevations be part of the site plan review and the renderings be part of the PUD amendment. In response to further questions from Council, Mr. Quinto stated that the definition in the Code for open space is subject to interpretation and there is a list of open space types. RCM defines open space as something that is a true buffer or habitable recreational space. Regarding the open space being for all residents and what amenities would draw in people, Mr. Coltrart stated that it needs to be made accessible by connecting it to the Boys Ranch and the regional trails, as well as making city hall and Parkwood destinations. He discussed ideas for features that could be included in the park; the importance of the layout of parking; having a natural separation between the park and the multifamily units; community involvement; and the possibility of sponsorships. In response to further questions from Council, Mr. Coltart stated that a lot of what is being built at Lakeside is in collaboration with other developers. RCM did all the commercial, as well as the parks and tower, while the multifamily was done by another developer. He stated that single-family is not allowed in the current Code and it was never an option. Single-family is not the best thing to achieve the Commons vision, which is to revitalize existing commercial, and requires a younger generation and those with money to spend locally. He stated that between the first two phases, there would be 650 apartment units. He stated that the changes being requested would mostly affect Phase 2, and they are taking a large risk that the City supports them on Phase 2 as they would be left with a couple of undevelopable acres without more units. There is a need to purchase the land for Phase 2 from the City. He stated there was nothing he could say that would ensure that Phase 2 would happen. The primary concern has been about apartments but he felt that the decision about apartments had been made when RCM entered the process. He discussed the modifications to where commercial-ready construction would be placed.

Council Minutes October 10, 2017

In response to questions from Council, Mr. Coltart stated that there are 12,000 vehicles per day on Forest Ridge. There was discussion on the accuracy of that figure and where it came from; the lack of access to Bedford from Highway 183; having enough traffic to justify businesses; and the depth of commercial in the Lakeside development. Mr. Coltart stated that RCM foresees 12,000 vehicles supporting retail on Forest Ridge, where it would be visible, but not back to the east. They instead foresee that traffic coming from Highway 121 onto Parkwood. In response to questions from Council, Mr. Coltart stated that they have had projects that were underfinanced. He discussed phases for other projects in which they have been involved. He stated that a developer wants to be there for future phases, but it does not mean a city wants one developer to develop every single phase of a project. The fastest way to abandon a project is to make it unsuccessful by having unrealistic expectations. The goal is to have guidelines that whatever is developed in a project is developed in the best possible way. He stated that the change in the facades is to allow ones that are a better quality than what the Code currently allows. There was discussion on misinformation and disinformation causing confusion; getting more sales tax; Bedford being a bedroom community; and being forward-looking. Mr. Coltart stated with comparable demographics to Avenue 900, 455 units in the Commons would have a household income of greater than \$100,000. There was discussion on the long-term care facility being constructed on Highway 121.

In response to questions from Council, Mr. Coltart stated that millennials are not looking to buy houses in the suburbs. There was discussion on the average tenancy in the urban loft apartments. Mr. Coltart stated that to be successful, the lease occupancy percentage needs to be in the 90s. Regarding the trigger to start Phase 2, he stated it would be during the construction of Phase 1. The townhomes would be similar to existing construction, with prices between \$280,000 and \$350,000. The townhomes could appeal to families that want lower maintenance on a quiet street with walkable access to trails, city hall and restaurants. Regarding occupancy and profitability, he stated that at a 90 percent occupancy, there would not be an issue meeting debt service payments; however, they probably would not be paying back equity or investors at the planned rate. Developers look for communities that have high barriers for entry, so they would not have somebody beside them building a lower-end product and bringing down rents. There would be just over 30 units per acre throughout the project, depending on the unit size mix. Everything north of L. Don Dodson, including the townhomes, would be 26 units per acre.

In response to questions from Council, Mr. Coltart stated the linear park would have the trail running through it, and they would look to save the trees. Some of the proceeds from the market-rate purchase of land from the City could be used to put in amenities in the park. He stated owned-property would be unfinanceable and lead to an inferior product. There discussion on retail in Phase 1. Mr. Coltart stated Phase 1 would be buildable with the current Code but Phase 2 would be more challenging. RCM would rather spend money on what would drive rents higher and bring a better-quality resident, than on a product that would be there to simply meet a code.

In response to questions from Council, Mr. Coltart stated that in Phase 1, there would be 330 rental units, with up to 25 owner-occupied townhomes, or fewer if they were patio homes. There would be approximately 300,000 square feet of rental space, 50,000 square feet of owner-occupied space, and zero square footage of commercial space; however, there would be work-live units. RCM has some land under contract and would require property from the City for Phase 1. Phase 2 would have approximately 325 apartment units, no townhomes, and approximately 42,000 square feet of commercial, not including city hall. RCM does not own any property for Phase 2, and either the City would have to buy the property and sell it to RCM, or RCM would have to buy it directly. Phase 2 is contingent on them purchasing the city hall property. There was discussion on a future city hall. Mr. Coltart further confirmed that neither the

Council Minutes October 10, 2017

City nor RCM would have control over the remaining Commons property to develop it. There have been discussions with the City on the drainage across the site. He stated the lure to moving into the Lakeside development is its location, trails and amenities, and the biggest challenge for the Commons to become like Lakeside is assembling the land to develop the contingent portion. The City could look to be like downtown Grapevine, with individual buildings built by individual owners or by larger companies. There are no changes to the Code as far as ceiling heights, and the changes to the lower level are to move the construction-type and add two additional frontage types. Mr. Quinto stated they standardized the Code to 12-foot floor-to-floor for consistency, which is the only change to the Type A podium construction and is standard and conducive to commercial and retail. He stated there is no requirement in the Code for commercial occupancy in Phase 1 or 2, but believes there was intent that in the future, residential would be converted to commercial. He believes the people that drew the plans intended the areas along L. Don Dodson and north to have retail stores but there was no intent to have them on Forest Ridge, and there are not the same design standards on the street level. In response to questions from Council, Mr. Coltart stated the Commons project would be successful anywhere with visibility, access and land, and the City should want to show large investors that it can build a project like this and make it succeed. There was discussion on the impact of vacant retail spaces in discouraging development and the impact of Glade Parks. He stated that the Commons is similar to their other projects such as the Mansfield development. There was no consideration for commercial or retail on Bedford Road.

In response to questions from Council, Mr. Syblon stated that the traffic count on Bedford Road may be approximately 15,000 vehicles per day. He confirmed that the design standards were approved in June 2015 and the vision was created in June 2012. Kimley-Horn and Catalyst were hired to help design the vision and Gateway Planning was hired to help write the Code. He stated RCM did not assist in the design standard, and they were introduced to staff in the summer of 2015 after the Code was adopted. In response to questions from Council, Mr. Quinto stated he heard about the Request for Proposal for rezoning in June 2013. Mr. Coltart discussed the difference in retail currently versus in 2012.

Mayor Griffin opened the public hearing at 9:35 p.m.

Deborah Davis, Bedford Parc – Ms. Davis stated she was not aware the Council had approved the multifamily zoning prior to the developer being brought in. She stated the ratio of single-family versus multifamily in the Lakeside development dramatically changes the success of the property, as the impact to surrounding properties is not as much with single-family. She is a licensed realtor and stated that a glut of multifamily diminishes property values, income demographics, and a city's brand. What drives a booming real estate market is location. The most desirable locations in the area are Southlake and Colleyville, whose city management makes decisions based on the premise that building high-end homes improves income demographics, attracts thriving businesses, and creates a prosperous economy. They realize that apartments depreciate significantly in appearance and value, causing an irreversible long-term effect on the economy and perception of a city. Depreciating complexes in Bedford impact the property values of surrounding neighborhoods and the City's overall perception. She asked why Council would consider building apartments on the City's most prime remaining piece of property. She stated the benefits about apartments comes from the developer's sales strategy, who is interested in selling their short-term vision to realize revenue goals, not factually assessing the impact to a city over time. Many of the urban lofts will be filled by current residents from nearby apartments, thus increasing the number of vacant, older units for rent. Those complexes will have to reduce their rent, which will drive down the City's income demographic. The City would be competing with Avenue 900, which is closer to where the target millennials work, and she does not see the area supporting that number of high-end apartments. Revenue dollars from those residents will be earned in neighboring cities where

Council Minutes October 10, 2017

large retailers are located, which Bedford does not attract due its income demographics. RCM estimates that the rental rates would be \$1,500 but if the units are not quickly filled, the rents will be lowered to keep up occupancy. Professional millennials who do rent will eventually move onto neighboring cities to find nice homes to buy. She stated the City needs more beautiful residential neighborhoods to attract families who would make Bedford their permanent home. She asked why not build up-scale homes in the Commons that would increase in value, generate higher property taxes and attract businesses. She asked for a list of home builders who were interested in building in the Commons and stated if they were nervous about the drainage, the City is going to make a major investment in the area. She further asked if the builder was incentivized in that the City would help with the drainage issue. She asked if this was the only RFP out there and if so, why. She asked if Council wants Bedford to be known as the city of apartments and depreciating homes. She wondered why the plan was being pushed through over the strong objections of the citizens and stated that from experience when something is being pushed this strongly over the objections of citizens, it must be because somebody has a personal interest in it going through, which would be a conflict of interest.

Councilmember Fisher stated that there has not been a formal ask from RCM for anything besides the features along the walkway. He asked it to be clear for the record that he and Mr. Coltart have known each other for four years and Councilmember Fisher coached Mr. Coltart's son for one season in little league baseball. This has brought on aspersions that he is somehow connected with Mr. Coltrart and wants the contract to pass so he will get the painting contract when the apartments are built. He is highly offended that people in the community have attacked his personal character about this project. Mayor Griffin asked that those who will be speaking keep their comments to the objections to the project and not innuendos. Ms. Davis said she had not stated that RCM had been incentivized, but rather asked if the City had contacted the interested homebuilder and offered to help with the drainage concerns as an incentive. She further stated she didn't know Councilmember Fisher had a personal relationship with Mr. Coltart but apparently that was the case based upon his comments. She responded to Mayor Griffin by saying she saw nothing wrong with what she had said but would move on with her presentation.

Ms. Davis stated the homes in Bedford Parc represent millions of dollars in value and tax revenue. Many residents are retired and the homes represent a large portion of their assets. The homes are zero-lot line structures sitting close to Parkwood and L. Don Dodson, and have no backyards to serve as buffers. She does not think there are any cities that would build such a large apartment complex in such close vicinity of an established single-family neighborhood. Their home values will be impacted at least through construction, but will be impacted in perpetuity by what is built. Backing single-family or townhomes is different than backing hundreds of depreciating apartments with constant ingress and egress on surrounding streets, and the willingness to ignore these facts reflects a lack of concern for the citizens. She stated the City used Bedford Parc to make the Commons concept more attractive to the developer. Many elected officials have ignored the objections and wellbeing of the Bedford Parc homeowners and surrounding community, and the city should give clear deference to the citizens in their future decisions and if not, the residents will unite and organize during the next election to guarantee those supporting the plan are voted out of office. She proposed the current plan be scrapped and the property zoned for apartments be rezoned for single-family residences. She asked the Council to take seriously their responsibility to make decisions benefiting the residents and rethink the plan.

Mary Anna Callaway, 2216 Cabelle Court, Bedford – Ms. Callaway discussed the murder case of Kaitlyn Cargill. She stated Ms. Cargill and her murderer lived in an apartment complex comprised of 464 units, one of the densest in Bedford, and which is less than a mile from the apartments proposed for Phase 1. She discussed other murders that have occurred in

apartment complexes in Bedford. She stated a 2009 article published in the journal *Criminology* contained information from a study that showed land use matters when predicting violent crime rates, and the rate of violent crime is higher in higher density residential development and commercial properties. Studying the community crime watch reports shows that drugs and family violence are frequently associated with apartments. There is a crime-free multi-housing coordinator position within the Police Department to help apartment communities keep drugs and other illegal activities off their properties. She asked why, in a city replete with 9,000 units and 35 complexes, would the Council want to create another complex when they have campaigned on no more apartments. The apartments would be built in an area already densely populated with 17 other complexes comprising 4,800 units. She stated Council wants people living nearby to walk the linear park, enjoy the pedestrian-oriented spaces, be drawn to the new upscale apartments, and to make the area a hub for people to gather. She stated Council is potentially creating a haven for another drug deal gone bad. She stated if anything good were to come from Ms. Cargill's murder it would be no more apartments. She expressed her adamant opposition to the variations in the zoning changes to the Code and urged Council to disapprove them. Council's vote to approve the standards would facilitate the building of apartments. She asked Council not to sell prime acreage to RCM, which would take away the opportunity to create a commercial venue for the performing arts and festivals, cultural amenities and family gatherings. Even if Phase 1 is accomplished, there is no assurance RCM or anybody else will proceed with Phase 2. She asked about the process and what has been going on with the project over the previous two and a half years. She discussed attracting the new Amazon headquarters to DFW Airport property and the idea that millennials working for the company may live in the Commons. She stated the City cannot bank on that occurring, and even if it did, there is existing desirable housing in surrounding areas that unlike Bedford, have already established restaurants, retail and commercial. Regarding what millennials want, she stated that one source says 66 percent want to buy homes, which is driving the real estate market and empowering the housing market. She stated she reviewed other RCM projects, and the Venue could not be compared to the Commons where the apartments would be buried amid other densely populated apartment complexes. She stated the current product is not a good fit for Bedford and implored Council to go back to the drawing board. The citizens do not want the proposed apartments in Bedford and she quoted the P&Z Commission chairperson as stating that 70 percent of citizens do not just want rental units and that the City can do better. She further quoted the chairperson that this was not how the Commons was supposed to start, with no commercial or civic uses. In researching how development companies and apartments work, companies like RCM come in, build and manage their product, and then sell it, and they are the ones who profit, not the city. She wanted it clarified that her statements about apartments have nothing to do with the quality or the socioeconomic level of the people who live there. She is not against people living in apartments but her concerns are with density and the related issues such as crime. The City has 5,000 people per square mile, one of the highest in Texas. She stated the City cannot change the mistakes of the past but can ensure that they do not happen in the future by not voting for the requested zoning changes. She stated that the citizens expect nothing less from its City leaders and that any Councilmember voting for the changes will be held accountable at the polls. She displayed the City's organizational chart showing the citizens at the top of the chart, right above the Mayor and Council.

Rebecca Andrews, 2008 Charleston Drive, Bedford – Ms. Andrews stated she is a new resident and homeowner, as well as a millennial. She associates with a wide-variety of her millennial peers on a regular basis. She was surprised on the percentage of apartments in Bedford in a small geographic footprint. When she learned another complex was being built, she did research on the potential benefits and costs. These complexes have higher density and higher crime needing public safety services, so though there is an increase in revenue, there is an increase in demand for services. She stated there is a huge difference in the apartments RCM plans on building and the ones currently in the City. These types of complexes that have been

Council Minutes October 10, 2017

built in cities in which she has lived have brought increased revenue and property values. She takes issue with the government-subsidized, low-rent apartments but this development is not those. She would consider living in the complex if she did not have children. She has issues with the area feeling welcoming to her and her family. RCM is listening to the community by proposing adjustments to the housing, including owner-occupied townhomes, and adjusting the location of retail to make more sense for the area. She is excited for a route to bike or walk to the Library with her children. The success of the lofts in the Commons could encourage other developers to redevelop the older apartments complexes. She has family members who do not want to buy, but would not come to Bedford if there were no urban style lofts. Per an article on Zillow, one quarter of millennial homeowners live in an urban area, with half living in suburban communities and 80 percent living outside an urban core. The lawsuit between the City and an apartment complex shows that City management cares about enforcing the upkeep of the current complexes. Tragedies that happen in higher density areas would happen whether they were in Bedford. She asked for real solutions for those living in high density housing, including volunteering and mentoring. She stated that voting against the changes would decrease the value of the project. The apartments were in the proposal from the beginning, and the vote will be if the City wants owner-occupied townhomes or all apartments with retail hidden from traffic, which will likely fail.

Roger Gallenstein, 4013 Fairmont Court, Bedford – Mr. Gallenstein stated that this issue affects people from across Bedford, not just Bedford Parc. The City is 47 percent apartments and does not need any more. He stated the vision for the Commons has changed. He discussed a previous concept called the Central Business District, which had issues attracting a developer. Eventually a developer came in and stated they could build nice apartments, which was what the City got on its prime access to Highway 183. He stated there is a commitment for Phase 1, but none for future phases. He believes most of the audience thought the project was going to be a mixed-use development, with owner-occupied above and retail below. It has now been found out the retail will not work where it was originally located. People across the community are saying that they do not want apartments and he stated that Council needs to remember what they said about apartments while campaigning. He stated this project would never be built in Colleyville, and asked Council if the City needs more apartments, and are the citizens deserve any less than the citizens of Colleyville. The land will develop and the question is what it can be, such as single-family residential like Bedford Parc, or like his neighborhood. He stated single-family can be done even with the drainage issue. There is a need for a new city hall and the City should look at what was done in Lewisville. Council needs to go back to the drawing board, and it is not about not moving forward, but doing what is right and what the citizens are asking Council to do. He stated the Council can and must do better.

Lisa McMillan, 2321 Caldwell Drive, Bedford – Ms. McMillan thanked the Council for being good stewards of the community. In July 2016, a high quality, high rental rate urban loft style multifamily complex with just over 200 units came for approval and not one person spoke in opposition to it at P&Z or Council. The complex is under construction and like RCM, the developer reached out to her neighborhood to mitigate perceived impacts on her subdivision. RCM has done the same thing for this project by providing townhomes as a buffer. The difference is the Commons project is geared towards high-end young professionals, while the one by her house is a senior living complex. Both projects should be welcome in the community. For the tax base and sales tax to grow, there is a need for diversity, including ages, family-types, housing types and business types. The requested changes to the Code still ensure the quality of design and character within the district that will provide for the vision of a higher-density, mixed-use residential, retail and civic uses that will bring higher-income, young professionals to the community. She stated she is in the minority and residents that do not have an issue do not usually come out. She wanted to speak in favor of the both the changes and the project. Regarding apartments being a drain on property values, her home near an apartment

Council Minutes October 10, 2017

complex has risen 65 percent in value since 2003, while a pervious home has increased in value by 65 percent.

Tom Wilder, 3708 Edgewater Drive, Bedford – Mr. Wilder stated he and his wife moved to Bedford in 1972 and bought property in Soto Grande based on the representations of the developer. The entire west side of the development was to be upscale, owner-occupied properties overlooking the lake, with amenities such as tennis courts and a golf course; however, none of it turned out as represented. They ended up building apartments across the street. The homeowner's association sued the developer for fraud and obtained a settlement. He had difficulties selling his house and when he eventually did, lost all the appreciation. The house he is in currently has doubled in value since 1998. He stated that 32 units per acre is dense and the ratio of rental to owner-occupied properties is too high. It would be difficult for a mixed-use development to work there and the developer deserves to make profit on his investment. He discussed Bedford being a magnet for health care providers. He does not expect single family homes to be built there but wants owner-occupied properties. Apartments are built to be sold and he has been through several real estate booms and busts. He urged Council to hold down the non-owner-occupied units and lower the density. He asked if there are any tax abatements, subsidies or other inducements from the City for this project.

Jennifer Galich, 2605 Pebblestone Lane, Bedford – Ms. Galich stated she is a millennial and asked Council to consider her family and the like in their decision going forward. She is both the age and income bracket being discussed. She and her husband previously lived in a rental in Arlington but found out that once somebody's lease ran out, so did they. They got tired of not knowing their neighbors and not belonging to the city. They purchased a starter home in Bedford and fell in love with the City and feel they get to be a part of the town. She does not feel there is any part of the development that welcomes them. She left a high-density rental market because she wants to know her neighbors and homeowners are invested in the community. She chooses to live in Bedford and wants her money to count toward her family. She stated if the apartments come in and the City becomes an oversaturated rental market, she will know her family has been forgotten about. They will rent out their house and buy one in Colleyville, where they want them to stay and put down roots.

Ed Henderson, 2513 Meadow View, Bedford – Mr. Henderson stated the key on this item is not apartments, but Phase 2, and for that to become a reality, there must be a successful Phase 1. He asked what was the developer's break-even occupied rate. He stated the rate is extremely high and optimistic and asked if the developer will be able to afford Phase 2. He stated Council should take that into consideration because Phase 2 is in jeopardy, and that the City cannot compete with the development in areas such as Glade Parks.

Joy Donovan Brandon, 1745 Woodhill Court, Bedford – Ms. Brandon stated her daughter is a resident of Bedford Parc and along with her husband, are young professionals with children, and do not want apartments, but instead want homes in which to raise families. She stated that the Colleyville Village is a failure, as the restaurants cannot stay and most of the homes are empty. She serves on the Cultural Commission because she wants to make the City vibrant. When she first heard of the Commons, she envisioned a place for everybody to come together to have a concert, a farmer's market, a gazebo like in Grapevine or an art walk like in Keller. She is worried about the density and the percentage of open space. She stated the Commons is not a bad idea, but what is being proposed is not the right idea, and is not the concept about which she was excited.

Dr. Rick Harwell, 2460 Bedford Circle, Bedford – The entire text of Dr. Harwell's presentation is as follows: "Good Evening, Mayor and Council. My Name is Dr. Rick Harwell, I live at 2460 Bedford Circle. I am President of the Bedford Parc Homeowner's Association. Tonight, I am

asking Council to deny the zoning modifications for the Bedford Commons Planned Unit Development Code. I also will be asking you to vote against the sale of city property to Realty Capital when that occasion presents itself in the near future. Tonight when Mr. Coltart stepped up here you realize that to reflect reality, he should have been standing shoulder to shoulder with the Mayor and the City Manager. It is truly a joint, city, staff, and developer team that is making this presentation tonight. The city/developer team had many demographic figures and inferences but none of them have any statistical merit. I'm a statistician, you haven't heard any statistical figures. You've heard inferences and demographics. If something will happen here, then it likely might happen there. But there's no actual probability figures given. I'm not going to bore you with the formulae. Simply put, Realty Capital's presentation is a marketing pitch. It highlights the best aspects of their prior developments while carefully omitting their mistakes and failures. While they show us a glossy PowerPoint with artists renderings of attractive buildings that look very nice, let us consider what they haven't shown us? I have some homework for you Council, I'd like you to send someone who is unbiased...not someone part of the city developer team and look at their completed projects; they...Realty Capital. On their completed projects, do we know the actual cost including the giveaways, tax relief, and economic incentives provided by these other cities? Did Realty Capital perform to their cost objectives? Did they meet schedule? Did they meet quality standards? Has an unbiased person interviewed the city councils of those other projects and asked: How satisfied were you with this developer? Would you use them again? Did they successfully perform to their stated plan? Was the project a success for your city? I would think this council would want to know those answers before selling any land to this developer. If these questions had positive answers, I would expect to see them in the marketing presentation...but they aren't there. Tonight, the council is being asked to approve significant changes to the character of a zoned area without understanding the potential cost to the city. Ask yourself, at this moment, do I know within plus or minus a million dollars what this phase I project will cost the city? I suspect you do not. The city and developer marketing team is quick to tell you how this project will add tax revenue to the city, but they never tell you the whole economic equation...what is the cost to the city? Do you know the city's shared infrastructure cost for water, sewage, drainage, new and modified streets, lighting, electrical? What additional employees will be needed to provide services. What is the value of the land we will sell and how much of that value will we give away to Realty Capital in the form of economic incentives and cost sharing. I have spent much time in thought about the divergence of views between the city and developer team versus the desires of the citizens. I concluded that some of the problem may be a matter of semantics and expectations. So I thought like a millennial and Googled the definition of commons: land or resources belonging to or affecting the whole of a community. We need to rename this project to reflect reality... how about the Bosshardt ultra dense super collider? This name better describes the dense population and number of vehicles packed into a tiny area and paints a more accurate picture of the congestion, pollution, and costly infrastructure requirements. In my opinion the best name for this project is Griffin's Folly... to reflect the lack of vision and the start of yet another city project without understanding the financial impact to the city's long term fiscal health. More broken political promises and doublespeak..more back door deals and secrecy, and ultimately as our millennials would say an Epic Fail...Griffin's Folly Let's get into the details of this zoning modification request. Walkable and walkability are key words in the purpose and intent for Bedford Commons. In a previous discussion at council, the city's vision was to incorporate a linked set of trails between the current property used for Bluesfest, the property of the Old Bedford Schoolhouse and ending at the Boys Ranch. The initial revision request asked P&Z for a reduction in greenspace from 15% to 5%. It asked for a reduction in Civic/Open Space from 10% to 5%. P&Z in their narrow approval modified to 10% greenspace and now the city/developer team is asking you to thumb your nose at P&Z and let them minimize it to 8%. These greenspace reductions are exactly the opposite of what our vision requested. It significantly downgrades the walkability and civic use aspect of the PUD. The revision request proposes a 40 foot wide by 800 foot long linear park that incorporates small interactive water

Council Minutes October 10, 2017

features...adjacent to a proposed new north south road connecting L. Don Dodson with Bedford Road and is closely bordered by the non-business frontage of an apartment complex. I would suggest you look closely at the (the picture on page 17 of the developer's presentation) to see how constricted and congested this area is. It is little more than a token attempt to satisfy the original intent of the Bedford Commons concept and is ultimately just a place for the apartment residents to walk their dogs. Councilman Fisher, are you going to get Shannon and the boys and after Church, come to this vibrant walkable sidewalk? Sorry no bistro's here, no brunches, no shops, and you may not be able to find a parking spot due to the 500+ vehicles that the new residents will bring with them. How does this fit with your vision for Bedford Commons? There is a large scope change brought forward in this revision. In nearly every case, the requested revision represents a degradation of the original PUD. It increases parking density and allows street parking. It reduces window sizes, narrows sidewalks, modifies facades, reduces street to sidewalk frontage requirements. Why the changes? Simply put, the developer wants to maximize their profits and make a better case for their investors. All at the expense of the citizens of Bedford. The city/developer team refers to this revision request as a minor building code change. More political doublespeak. It is anything but minor, it changes the character of the entire zone. It takes away ground floor businesses, practically eliminates greenspace and just brings us a nice new apartment complex and parking lots for our phase I effort. This minor building code change is actually a full-blown zoning change taking us in phase I from civic mixed use to mixed use residential. The homeowners in Bedford Parc are vehemently opposed to this phase I concept and ask Council to vote against it. I will close with a comment to each member of the Council. Councilman Sartor, you have been an ardent supporter of our police and fire organizations. A denser population means their services will be stretched even thinner as they serve to protect us. You are the council sponsor for our parks and recreation board. Surely you recognize this elimination of greenspace in phase I will terminate one of the key walking and biking points for our trail system. I urge you to support the police, fire, and parks system by denying this significant zoning modification to Bedford Commons. Councilman Gebhart, you have consistently urged the city staff and council to adopt lean fiscal policies. You know that this project has many costs that are as yet undisclosed. You know as an elected official you have a responsibility to listen to your citizens and act on their wishes. I am confident that you will vote to deny these zoning modifications. Councilwoman Sabol, you are the council sponsor for cultural affairs in our city. The people you work with in Onstage and Trinity Arts have done amazing things for the cultural awareness and quality of life for the citizens of Bedford. The intent of Bedford Commons was to provide a civic and cultural destination for Bedford...a vibrant walkable multi-use space for all the citizens of Bedford to enjoy. But as Joni Mitchell sang...they want to pave paradise and put up a parking lot. I am confident you will vote to oppose these zoning modifications and ultimately the sale of land to Realty Capital. Councilman Boyter, – on the 21st of June in 2013 the Bedford City Council voted to change the zoning of this land to civic mixed use. Only one dissenting vote was cast. Councilman Jim Davvison, a close friend of yours opposed the motion because of his concerns about density. Mr. Davvison had read his charter and knew that one of the duties of the city council is to restrict and regulate the density of population in the city. You know that dense urban development will only add more population to a city that is already too dense and will add to the government burden and cost of providing services. Mayor Griffin, I won't try to change your vote on this matter. But I do want you to know how disappointed I am in the conduct of your duties as mayor of Bedford. You have lost my confidence, lost my trust, and next Spring you will lose my vote. Councilman Fisher, for you, this vote is more than it seems...more than a vote on a zoning modification. You have future political goals. If you choose to ignore the voices of these citizens, every political opponent you face in the future will raise your vote this evening as a point of contention between you and the voters. A vote in favor of apartments aligns you with the Bedford Political Old Guard. I re-read your campaign postcard where Holley Hendrickson says, "Roger is a fearless leader on the Bedford City Council. He is respectful, he listens, he responds, and most importantly he is unafraid to stray from the pack." I am very interested to

Council Minutes October 10, 2017

hear how well you listen and respond. Dr. Turner, you and the mayor are the center of the political machine in Bedford, The Old Guard. You always vote with the mayor. There is nothing I can say or do to change that. I also have parting words for Realty Capital. Mr. Coltart, as the Realty Capital representative, I have a message for you from Bedford Parc. As your closest neighbors, we don't want you here.! Yes, you were invited by the city staff, a staff that has deviated from our direction and violated the trust and support of its citizens. To demonstrate our resolve, we will continue to oppose you at every juncture in this project. We will seek political remedies of referendum, we will increase the magnitude of our social media campaign, we will vote for newly elected officials to bring about a strategy opposed to this project. We want Realty Capital to leave Bedford and not come back.”

John Richmond, 2204 Cachelle Court, Bedford – Mr. Richmond read a letter from Patsy Watson at 2200 Cachelle Court, who was unable to attend. She wrote it was interesting that none of the Council live in Bedford Parc. The residents there have the most at stake if the proposal is passed and it is sobering that the Council, with no personal attachment to Bedford Parc, will decide the fate of 94 homeowners. In 2014, the first “dream” was presented to the citizens, and she considered it bad for the City. She wrote “dream number two” was for a totally revamped Commons, with a 300-unit apartment complex that would swallow Parkwood, to be followed by a 350-unit complex. She asked Council to reconsider the 650 apartments and not sell the last viable land to RCM. Bedford Parc is already expecting heavy traffic from employees and visitors of the transportation company being constructed across from their front gates, and with the proposal, would have to prepare for an unknown number of vehicles vying for street and freeway space. She asked if there were really renters waiting to sign long-term leases and stated Bedford is in competition with the affluence of other cities. She asked how the City would handle the traffic congestion and how would Bedford Parc residents exit onto L. Don Dodson without a dedicated traffic signal. She asked if there were members of Council true to their word about voting against the proposal. She further asked if the City would first need to fortify its public safety by hiring more employees; whether more money would be required to cover the incumbent extension of other City services; and whether the additional payrolls and City services would have priority over any new monies that may be filtered down to other causes. She wrote that Council's choice is either that of maintaining Bedford's ambiance as a calm and peaceful city within a normal and expected growth rate of change and construction or, conversely, the start of an upheaval of changes and massive construction with impassible streets until Bedford's physical makeup is changed forever. She cautioned that “dream number 2” could fail as did “dream number one”, taking with it the hope of a positive legacy. Mr. Richmond stated that two gated apartment complexes on L. Don Dodson had 185 and 149 police incidents respectively over one year. He discussed an article about a hotel being constructed in the area that described the Commons without mentioning apartments.

Dr. Robert Gagliardi, 3821 Cambridge Circle East, Bedford – Dr. Gagliardi stated he lives and works in Bedford, and has the opportunity to speak to a lot of residents. He has asked the residents about what to do with the little piece of land left in Bedford, and when he asks about more apartments, the response is always “why”. He does not know if the answer to what to do with the land is more apartments.

Gina Day, 1317 Brookshire Drive, Bedford – Ms. Day stated she does not live in Bedford Parc but did want to speak for all of Bedford. She is concerned about building more apartments. During the last election, she sent out a survey to the candidates, which included a question about how they felt about the Commons. Councilmember Boyter responded by stating he was not happy with how it was currently constituted and did not want more apartments. It needed to have a large element of mixed family residences, and there is a need for unique businesses to attract people to come in from the highway to spend money in Bedford. She received an email from Councilmember Boyter stating he was voting no to the zoning revisions. Ms. Day asked

Council Minutes October 10, 2017

him to stand up for the citizens and what they want for the City. They are against the zoning revisions, and the City can and must do better. She asked the rest of Council to respect what residents want for the last piece of land left, not to sell the land for the development of apartments, and to vote no to the zoning revisions that will lead to more apartments.

Cliff Wollum 3205 Shady Brook Drive, Bedford – Mr. Wollum stated he was enrolled in an executive MBA program and was in a class that included representatives of different industries and institutions. They learned strategic leadership and the elements to build urban development. He discussed how millennial demographics are broken out. The first group are the “no-grads”, who either did not graduate or did so but have a large amount of debt, and therefore have low disposable income. The second group are successful graduates that make in excess of \$100,000 and who gravitate towards city centers where there is already a significant development, so the chances of them coming to a suburban area are low. The final group are millennials with families who look for houses. He stated the Commons area would be well pursuing the last group. The City still has affordable housing but needs to provide a draw. He would like to see the City develop something to draw in millennial families, such as an indoor recreational facility.

Darryl Day, 1317 Brookshire Drive, Bedford – Mr. Day stated that after attending many presentations on the Commons, he grew skeptical about the multiple changes to the vision. He attended many P&Z meetings, where the term apartment was used but then revised to multifamily units, townhomes or single-family homes when this issue was pressed. As a realtor, he is aware of the negative impact on having too many apartments on the residential resale market, due to crime and the drain on the school district. He discussed the transient nature of apartment residents, including that 80 percent of the students at a recent talk at Trinity High School said they live in apartments and have moved multiple times. Being 47 percent apartments is a major concern for prospective home buyers as they do not want to be close to apartments. As the City is 97 percent built out, the remaining three percent is precious real estate. He ran for mayor in 2015 and a main pillar of his campaign was no more apartments. He and his supporters went door-to-door explaining to residents about the proposed apartments coming to the Commons and the number one question they received was what the Commons is and where it would be located. Less than 15 percent had heard of the Commons but were against more apartments. He stated that this being what the citizens wanted is not true. He fell 235 votes short of being elected mayor in one of the largest turnouts for a local mayoral election in recent history, but his success was due largely to his stance of no more apartments. He discussed the members of Council who were campaigning with the incumbent Mayor and what was being said about there being no apartments in the Commons. He stated that at the last P&Z meeting, RCM said they were recruited by the City two and a half years ago, with Phase 1 being upscale apartments that would attract millennials to Bedford, and that two and a half years ago was immediately following the 2015 mayoral election. He discussed the City Manager's presentation at the HEB Chamber's State of the Cities Breakfast, where there was mention that the facility on Highway 121 was not apartments but no mention was made of the Commons or apartments. At the League of Women Voters candidate forum, all the newly elected members of Council went on the record as being against more apartments, and stated it will be found out who are the ones who say what they need to at the time to get elected. He stated the item is about integrity and keeping one's word. He discussed campaign materials from Mayor Griffin about not supporting more apartments in Bedford and the Commons. He stated the election was May 9, 2015 and in June, there were changes to the Code to allow for multifamily, and apparently to attract a developer to come, the proper zoning for the Commons was to allow for apartments. He asked for those on Council that said he was lying about apartments coming to the Commons to revisit that, to consider not selling the land to RCM, and to honor their word on what they said at the candidate forum and to the voters.

Council Minutes October 10, 2017

Richard McCook, 3220 Vintage Way, Bedford – Mr. McCook read a letter from Mary Nelson, a 16-year-old resident. She wrote that Council has a responsibility to be accountable to all citizens. After studying the issue, she concluded that more apartments would not be beneficial and would instead be devastating. Bedford has less than three percent of its land left to develop. More business is needed as they would supply tax dollars necessary for police, the Boys Ranch redesign, and restoration of the Old Bedford School. If the City does not do something about its economic situation, it will soon be out of funding. Apartments raise crime rates and bring in questionable people. The City currently has a low crime rate but she fears that more apartments would cause it to skyrocket. Criminals are more likely to rent an apartment than buy a home. The situation would force law-abiding citizens out of the City and make it more inviting for criminals. Having 47 percent of citizens in apartments makes for a weak economic situation where homeowners will soon be a minority. Home ownership is the backbone of the American dream. Approving more apartments will lower property values and force Council to raise taxes. She wrote that she would hate to see her hometown fall apart and asked Council to keep their promises on no more apartments.

Bill Reese, 720 Rankin Drive, Bedford – Mr. Reese stated he has served on various boards including the stakeholders committee and P&Z. When P&Z recommended approval of the Commons, they recognized it was a framework that would require tweaking. He is a commercial real estate broker and the project was meant to be kicked off, not lay fallow. He brought in RCM, who he has known for 20 years, and can speak to the quality of their projects and their integrity. Because of their projects in other cities, they are a match for what the City envisions. He believes the Commons will benefit from RCM's quality and integrity, and highly recommends that Council approve their request.

Ruth Culver, 2309 Bedford Circle, Bedford – Ms. Culver stated she was taken aback that two previous P&Z members talked to Council. She attends almost every Council meeting and has never come to the Council after having listened to a P&Z case. She finds what has happened reprehensible and stated that Council should discount the comments of those two members. She requested that P&Z members keep their comments to themselves.

Don Culbertson, 1421 Circle Lane, Bedford - Mr. Culbertson stated he looked at the Villages of Colleyville and discussed the empty buildings in the development. He stated a friend that lives in Colleyville told him the only thing the project did was to raise his taxes. With the number of children living in the apartments in the Commons, there are no provisions for school or public safety. He recommended that the City land not be sold.

Mayor Griffin closed the public hearing at 11:55 p.m.

Mayor Griffin clarified the vote was on zoning, that pass or fail, multifamily is still a component of the Commons, and the vote on additional City land as part of the Commons would come later.

Mr. Coltart stated that 50,000 people live in Bedford, and there are 95 homes next door to the project that are vocal, including about their concerns about value. All he has heard is that nobody wants to rent or come to Bedford, the Commons will not get the rents, and the project will fall apart. As he has guaranteed the loan, if anybody thinks the Commons will get the rents, it better be himself. He stated he has been accused of things that are not worthy of defending, and that they are fear tactics. The people in Bedford Parc only want to see a green field there, and there will never be more sales growth. The changes being sought are improvements. The apartments being discussed are the same apartments that were already approved, and the most successful cities in north Texas are doing projects like this. The Metroplex grows by 1,000,000 people every ten years and he asked where does the City want the next generation to buy homes. Taking occupancy away from old apartments would be a good thing so they can

Council Minutes October 10, 2017

be bought for less and converted. He stated he is the kind of developer the City wants because he will be honest in that he cannot guarantee Phase 2 will happen. He discussed other corporations coming into the area and what real estate developers do. He stated that he took Council on a tour of the Villages of Colleyville and discussed its faults and what they would have done differently. People need to see that there is investment in the City, which would encourage underdelivering developments to change. RCM has spent a lot of time and money on the project, and has come up with great ideas, but wants more, which will come as they work on the project. He stated the occupancy rate in Dallas-Fort Worth is 95.7 percent, while in Bedford it is 96 percent. RCM wants to make sure they can get the highest rents they can and that the retail they build works. The average home value in the Villages of Colleyville is \$500,000. They could look at doing the project how it is currently allowed but that would not make people happy. He stated their video has been viewed 5,000 times and if people were so against the project, there would be more people saying not to do the project.

City Manager Brian Bosshardt stated the Fire Chief had no concerns about staffing to respond to incidents in the Commons. The Police Chief reached out to Colleyville, North Richland Hills and Flower Mound and they had no concerns about providing services to such developments.

Mayor Griffin stated the Commons has always been and still is a mixed-use development. The market dictates what happens in terms of what can be built. Part of being a mayor is having a vision and seeing where the City can go, and what can be done to make the City better, vibrant and a destination. The City has taken the effort to rebrand itself and marketing itself as being strategically placed between Dallas, Fort Worth and Arlington. There is a need for ideas, concepts and developments to bring in new people to grow the City beyond his lifetime, and it has never been about creating a legacy for himself. He lives in the City and pays taxes and is completely invested in the community. He discussed new developments in the City, including three new hotels, a new motorcycle business, the \$25,000,000 assisted living facility, new professional medical offices on Bedford Road, a new logistics business on L. Don Dodson, a new business going in an old shopping center on Brown Trail, a new entertainment/restaurant going into the old Movie Tavern, several new infill housing developments, and a Chick-fil-A restaurant. He discussed Wal-Mart trainees staying at hotels and spending money in Bedford. He stated that Council has created a new strategic plan, including a tenant on redeveloping old shopping centers, and staff is working on the necessary work plans to implement it. He stated that Harley and State National have bought into this plan.

Councilmember Sartor stated the Council is being asked to approve changes to the Code requested by RCM. After the Code was approved in 2015, the City approached multiple developers and RCM was the only company to express interest in project. They have said the changes are necessary for the Commons to be a profitable venture. He was elected to represent the citizens, which includes listening anytime a developer comes in to request code changes and decide on the positive and negatives effects of those changes. Regarding emails he has received, he was criticized for sending a "copy-and-paste" response, which was done to acknowledge receipt of the emails as it was not possible to send a personal response to each one. In response to accusations in some of the emails, he stated he has never in the past, nor will in the future, compromise his integrity by accepting any type of compensation for Council votes. He finds the accusations and language insulting and disappointing that anyone would attack his character with no basis. No decisions have been made in secret and all meetings have been open and available for anyone to attend or watch from home. The integrity of Council is good. Moving the meeting to the Library so more people could attend on the surface sounds like a good idea, but it would actually limit the number of people able to watch as the meetings in the Council Chambers are broadcast live. The City ensured that alternative locations were available for people to view the meeting. Regarding renters not paying taxes, he stated apartment owners pay taxes, which is then included as part of the rent. He stated he was

Council Minutes October 10, 2017

disappointed that a mailer card that could have been used for information, was used instead to put a negative image on the entire Council. As the City ages, there is a need for new ideas to attract a younger generation. The project has some merit but he has serious concerns with RCM's proposal as presented. Phase 1 has no retail as proposed in the original design, and is not the design discussed over the last few years. Phase 2 has no trigger and no guarantee it will become a reality. RCM may not be the developer for Phase 2, which may introduce changes in the design from the vision proposed by RCM. If Phase 2 is triggered, he has concerns that additional changes to the Code may be made. The costs to the City for infrastructure have not been established, and how the City will cover those expenses has not been discussed. His vote will be in opposition to the proposed changes.

Councilmember Gebhart stated that despite having disagreements on several occasions, he has never heard or witnessed anything of low character from other members of Council. There are no back room deals and he believes the votes being taken on this item are out of their own conviction that this is the best opportunity for Bedford. Mr. Coltart and RCM have been upstanding businessmen and have been transparent about their mistakes. Mr. Coltart is taking personal risks for the venture. He believes that the Bedford leadership is going to commit an act of hubris against the citizens and RCM. He attended a facilitated meeting on the Commons project in 2012, which was guided to a desired outcome, and the discussion was not about whether the public wanted the project or not. He stated there is a small minority in Bedford, heavily weighted in City leadership, that thinks the project is a great idea, while a majority of citizens think it is a horrible idea. Council will be judged by the vote on this item. He has great concerns for the whole project as he likes Bedford being a bedroom community, which does not mean he is down on the future of the City. There are a lot of things that can be done to improve the City, to bring in business and revitalize neighborhoods, that does not involve urban lofts. A vote in opposition is not a vote for mediocrity or that the City is failing. He stated Money magazine ranked Bedford as the 23rd most popular place to live in the country, but nowhere in the article did it mention urban style living but instead touted parks and the art. With this project, there is no place to hold BluesFest. He discussed the project being common and similar to other nearby projects.

Councilmember Sabol stated she watched every Council meeting about the Commons. It was a huge process and each of the players had a goal and purpose, and an understanding of their own vision, but there was also a collective vision. At a meeting on June 23, 2015, praise and thanks were given to P&Z for their work on the project and Council could not have been prouder. She asked the rest of Council if they are forgetting about their standards, about losing control of the City's destiny if the Code changes are allowed, and about giving up on what P&Z worked on so diligently. She asked if the Council forgot the worries from previous Council such as former Councilmember Jim Davisson who was opposed to the plan due to his and his constituents concerns about density. She too is worried about density. The City has very little land available to develop and the changes to the Code do not meet her qualifications and standards for the City. Council has received 150 to 200 emails opposed to the project. The Council has an obligation to the residents but asked if they will ignore the ones that vote and that pay attention. She will vote against the Code changes as well as the property being sold to RCM.

Councilmember Boyter stated his vote will be based on a larger picture outside of such things as apartments, real estate or potential crime. Attending stakeholder committee meetings as a Councilmember-elect, he remembered the planning consultant talking about heavy and box retail. He asked at the time what the numbers had to be to encourage those types of retailers to come to the City. He was resistant but as the progress continued, the conversation changed to less an emphasis on retail and more emphasis on condos and townhomes. At the heart of the conversation was a mixed-use development with a communal aspect that lent the project some

Council Minutes October 10, 2017

character. Coming back onto Council, he found the conversation had completely changed. From his memories of the stakeholder and Council meetings, there was no discussion of apartments. He felt the City has lost its way and that there needs to be a conversation about what Bedford is to be. The discussion on this item is not about design standards, but the direction that the collective community wants for the City, what it can become and how to make it happen. There are 183 acres left to develop, with 29 in the Commons. The City must get these things right and he is not comfortable saying the project is right or wrong. While there are good things happening, there are things on the horizon to be aware of, such the loss of a major source of sales tax revenue, the loss of a grocery store, and the future loss of another major employer. The City is challenged and must make the most of its available resources and opportunities. He stated doing things the same way has gotten the City where it is currently, and the City needs to be creative and to create a vision for what the City can be. He believes Bedford can set an example for neighboring cities. He wants to channel the energy in the audience to energize the City. He discussed the definition of community and stated leadership is not always about leading, but is sometimes about listening and following.

Councilmember Turner stated he has labored over the issue. One of his goals when first elected to Council was to recreate and redevelop the Boys Ranch. He also wanted Bedford to become a destination and has been a strong supporter of the Commons as a focus of the City as it moves forward. He believes a yes vote will take the City into the future, while voting no will be a step backwards. He understands the resistance to some of the elements but the City needs to move forward on the whole concept. Some of the details are yet to be fulfilled but eventually will be. He will continue to work for the betterment of the City. He stated he supports the ordinance.

Councilmember Fisher stated that the representatives from RCM were treated unfairly and apologized to them. They put forward strong enhancements to the plan and he likes the changes. He believes in the free market, which dictates what the City does, and if the land were to be single-family residences, it would already be single-family residences. He agreed with Councilmember Boyter on a vision but stated the bigger problem with Council is communication, at which they are terrible. He appreciated Dr. Harwell for meeting with him, as well as for his defense for his neighbors and friends. He stated Council got the audience's point with the P&Z meeting, emails, the mailer, signs and speeches. He stated the Mayor and himself have not agreed on a lot lately but he was not sure the Mayor deserved what happened during the meeting. He stated the easy decision would have been to say several weeks ago that he would vote no on this item. He did not know that some people felt this way about the City. This project could be a great catalyst, along with the bond package and SWIFT projects, for revitalizing the City, and Council is trying to make the City better.

Councilmember Gebhart apologized to the representatives from RMC for the bill of goods they were sold that the project would be welcomed.

Motioned by Councilmember Turner, seconded by Councilmember Fisher, to amend Ordinance No. 15-3130 of the Bedford Commons Development Code, as recommended by the Planning and Zoning Commission, with the following additions: that a detailed site plan and elevations for each phase or sub-phase be reviewed by the Planning and Zoning Commission and approved by the City Council, to be in substantial compliance with this Ordinance.

Motion failed 2-5-0. Mayor Griffin declared the motion failed.

Voting in favor of the motion: Mayor Griffin and Councilmember Turner

Voting in opposition to the motion: Councilmember Sartor, Councilmember Gebhart, Councilmember Sabol, Councilmember Boyter and Councilmember Fisher

8. Consider all matters incident and related to the issuance and sale of "City of Bedford, Texas, Combination Tax and Surplus Revenue Certificates of Obligation, Series 2017" including adoption of an ordinance authorizing the issuance of such certificates of obligation.

This item was discussed before Item #7.

Interim Assistant City Manager Cliff Blackwell presented information regarding this item. In January, staff approached the Council asking for approval to pursue the second step for the SWIFT program. In August, the City got approval on the financing agreement and published two notices of intent on August 30 and September 6, 2017. This item is the ordinance for the Certificates of Obligation. Upon Council's approval, the adopted water and sewer rates approved the previous month include the anticipated debt service associated with this item. By issuing debt through the SWIFT program, the state practically serves as the underwriter, so there are interest cost savings. The City was notified on September 28, 2017 of the interest rates from the Texas Water Development Board. The true interest costs for this item is 2.65 percent. If the City had competed in the open market, the true interest cost would have been 3.58 percent. This represents an interest savings over the next 30 years of \$3,459,334. In response to questions from Council, Mr. Blackwell stated the final component of the process is the closing scheduled for November 14, 2017. Regarding the SWIFT funds, he stated the state has a rainy-day fund of \$2.7B available for financial assistance to promote water conservation. The City has a plethora of water mains that have aged beyond their useful life. The program gives the City the opportunity to work with the state to issue debt at discounted rates to replace water infrastructure over an eight-year period. The City initially qualified in July 2015 for \$90,000,000, and issued the first \$30,000,000 in December 2015, which has been used to fund the Automated Meter Reading project, and work done on Brown Trail and in the Loma Verde subdivision. Many cities have been awarded these funds, but Bedford was one of the first to qualify.

Motioned by Councilmember Fisher, seconded by Councilmember Sartor, to approve an ordinance authorizing the issuance and sale of "City of Bedford, Texas, Combination Tax and Surplus Revenue Certificates of Obligation, Series 2017.

Motion approved 7-0-0. Mayor Griffin declared the motion carried.

9. Report on most recent meeting of the following Boards and Commissions:

No reports were given.

10. Council Member Reports

No reports were given.

11. City Manager/Staff Reports

No report was given.

12. Take any action necessary as a result of the Executive Session.

No action was necessary as a result of the Executive Session.

ADJOURNMENT

Mayor Griffin adjourned at 1:06 a.m.

ATTEST:

Jim Griffin, Mayor

Michael Wells, City Secretary