

Section 505 & Section 506
SP Land Company

Planning Commission Workshop Index

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Workshop #1

Talking Points for PC Meeting on August 13th, 2008

Tonight's purpose is to refresh memories on the proposed Master Plan as detailed last January and to begin the process of forming a consensus on a conceptual Master Plan to be ultimately reviewed by the Planning Commission pursuant to Criterion 6 of the SVII PUD Review. Tonight, we'll review a conceptual Master Plan for the entire area encompassed by the Ski Village District and the Ski Village II District, and hopefully have time to review the specifics of the Proposed Phase I development and a projected timeline for Phase I completion. In future workshops, we will review the individual criteria for approval of a conceptual Master Plan required by the Town of Killington's PUD regulations. We anticipate that the future workshop meetings will revolve around the following themes:

Workshop #2 - General Guidance Criteria

Workshop #3 - The Plan Requirements Criteria

Workshop #4 - Provisions for Basic Infrastructure Criteria

Workshop #5 – Any additional considerations

Upon completion of these workshops, it is anticipated that an application for review and approval of a conceptual Master Plan will be submitted to the Planning Commission.

Proposed Master Plan Overview

1. **Much Less Density than current Zoning permits and the approved plan of ASC:**

Current zoning under Sections 505 and 506 allows for over 5,000 residential units. Section 506 alone allows 180,000 sf of commercial space. To compare and contrast the maximum densities, the previously approved ACS master plans entailed 4,450 units and 230,000 s.f. of commercial space. Our Master Plan for both the Ski Village and Ski Village II zoning districts consists of 1,935 units, 50,000+/- sf of commercial space, a reduction of in excess of 50%. Additionally, our Master Plan includes a new base lodge and public open space consisting of a Village green, a ski beach, and public space overlooking Snowshed pond.

2. **Village Core-** Higher density within Village and much less dense outside of Village core. Village Core design highlights:

- a. Cohesive New England/Vermont-style village.
- b. A Meeting House with a theatre and exhibition space.
- c. A Village Green.

- d. A right sized Main Street providing pedestrian traffic to lifts.
 - e. Day skier parking convenient to lifts.
 - f. Transportation friendly. Less than a 600 foot walk from bus and shuttle drop off points to base lodge.
 - g. Convenient, safe, drop off area at base lodge for ski school and children's activities.
 - h. Cohesive, pedestrian-oriented village.
 - i. Village incorporates the Killington Grand, Mountain Green, Cascade & Mountain Inn
 - j. Single new unified base lodge.
 - k. An open area Ski Beach directly interconnecting the Ramshead and Snowshed base areas.
 - l. The relocation and depression of Killington Road to unify Ramshead, Snow Shed and KBL.
3. **Parking.** Day skier parking has been maintained at existing levels (the previously approved master plan eliminated the majority of such spaces).
- a. Parking is much more day skier friendly than the previous approved ASC Master Plan. (Powdr felt this was very important and insisted on this).
 - b. Although the shape has been modified, the K-1 parking lot is in essentially the same location as it is currently.
 - c. Upper Snowshed parking lot is maintained next to the new Village
 - d. New parking lots on Parcel 6 (below Mountain Inn) are planned to handle overflow parking.
4. **Relocate Killington Road.** Every land planner we have encountered in the planning process has suggested relocating Killington Road to optimize the configuration and design of the Village, create more public open space, and eliminate a highway bisecting the Village. In addition, the Planning Commission suggested a preference for relocation 8 years ago.
- a. PC "strongly encouraged" moving the lower section of Killington Road to enhance the Village parcel.
 - b. Although it would likely not occur at least until the third phase of development, the elimination of the upper section of Killington Road and the improvement, enlargement, and relocation of Vale Road is environmentally and operationally the right thing to do (it adds open space, greatly improves storm water control and management, enhances skier flow, and connects the Snowshed, Ramshead, and KBL ski areas).

5. *Committed to Principles of Green Development.* We are committed to improving impaired waters. We are committed to maintaining trees, and foliage, and natural views, and blending non-Village development into the natural environment.
6. *Scale and speed of development-* This is a 15 to 20 year plan.
 - a. We should all have a long term vision to guide us, but we will need to maintain flexibility and proceed as market dictates, consistent with respect for the terrain, the environment, and the economy.
 - b. As future unfolds, we will be bound by market forces, community desires, and economic conditions.
7. *Other Enhancements:*
 - a. Incorporate Snowshed Pond into the Village to provide a waterfront amenity.
 - b. Enhancement of the golf course (golf course improvements, new pro shop, and potential driving range solutions).
 - c. Enhancements to the mountain. (i.e. the new base lodge, new lifts to enhance first impressions, and potentially the relocation of Upper Admin and the Maintenance Facilities.)
 - d. New infrastructure allows for updating old “grandfathered” infrastructure (i.e. parking lots, undersized storm water on roads)
8. *Phasing and Timing.* The Master Plan allows for a dynamic review, approval, and construction process. Once development commences, there should be a concurrent process of:
 - a. reviewing future phases planned over the subsequent three to five years;
 - b. reviewing specific site plans for imminent development; and
 - c. reviewing ongoing construction projects.

Proposed Phase I Overview

9. *A feasible, financeable, market driven plan with much less density than current zoning permits:* Our Phase I Village plan anticipates 157 condominium units, 24 townhomes, 18 single family lots, and 29,300 sf of commercial space, plus significant public open space. The previously approved ASC master plan anticipated 1,100 hotel rooms and suites (approximately the size of the Waldorf Astoria hotel in NYC or almost 3 times the number of hotel rooms developed over the past 28 years at Beaver Creek, Colorado), 160 town houses and 20 single family lots, and 180,000 sf of commercial space.

10. **Village Core**- Simultaneous development of the high density Village and lower density outside of Village core in Ramshead Brook. Phase I Village Core design highlights:
 - a. Self contained Phase I development
 - b. Creates "Sense of Place".
 - c. A central Village Green.
 - d. Main Street with market driven commercial, retail and restaurant space.
 - e. Day skier parking convenient to lifts.
 - f. Skier drop offs within easy walking distance to the base lodge.
 - g. Convenient, safe, drop off for ski school and children's activities.
 - h. Cohesive, pedestrian-oriented village.
 - i. Single, new unified base lodge.
 - j. Ski Beach interconnecting the Snowshed and Ramshead base areas.
11. **Parking**. To the extent possible, maintain close-in parking to the Village on future phase lands. Development of the land for parking behind Mountain Inn will likely be developed in three phases to insure day skier parking counts.
12. **Relocate Killington Road**, The relocation of the lower portion of Killington Road occurs in Phase I. A schedule has been developed to allow winter operation of both ski lodges throughout construction of Phase I.
13. **Committed to Principles of Green Development**. We are committed to improving the impaired waters and maintaining trees, and foliage, and natural views, and blending non-Village development into the natural environment.
 - a. New stormwater management practices will be developed replacing the current situation where Snowshed parking lot has no stormwater system and Ramshead parking lot retention basin is undersized.
 - b. Stream and wetland mapping has now been completed. The Ramshead area has substantial wetlands between the new Killington Road and future development on the Ramshead Brook parcel. The setbacks required by the wetlands creates a natural buffer that will greatly diminish the visual impact of development in the Ramshead Brook area.
14. **Phase I Timing**. See Addendum

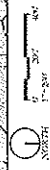
PROPOSED KILLINGTON VILLAGE PHASE 1 TIMELINE

Fall/Winter 2008	Master Plan approval process with Town of Killington and conduct open house meetings for the public
January 2009	Complete Master Plan approval process and, if successful, begin Act 250 process
Winter/Spring 2009	Prepare for Act 250 application – prepare conceptual plans and specs, transportation plans, landscaping plans, economic impact analysis, etc.
June 2009	Submit Act 250 application and begin preliminary submittals to Town of Killington for Phase 1 improvements
Fall/Winter 2009-10	Open house meetings for the public on Act 250
Spring 2010	Complete Act 250 process and, if successful, start pre-development activities, prepare schematic plans and specs, conduct additional market and economic analysis, and submit formal application to Town of Killington for Phase 1 PUD and specific site plan approval
January 2011	Complete PUD and specific site plan approval process, and if successful, prepare detailed plans and specs for infrastructure improvements, 18 SF lots and 24 townhome lots at Ramshead Brook, conduct construction pricing and contracting, and sales and marketing activities
April 2011	Commence construction on vertical infrastructure including temporary Phase I Killington Road realignment and Ramshead Brook Road. Vertical infrastructure construction includes water, sewer, storm water improvements, utilities, grading and bridge over Ramshead Brook.
October 2011	Substantial completion of infrastructure improvements and delivery of the Ramshead Brook 18 SF lots to sales and marketing.
Fall/winter 2011-12	Prepare detailed construction plans and specs for the Village and Ramshead Brook Townhomes, construction pricing and contracting, and continue sales and marketing activities.
April 2012	Commence construction of Phase 1 buildings (157 units and up to 33,500 sf of commercial space) and 24 townhomes at Ramshead Brook.

October 2012	Completion of 24 Townhomes at Ramshead Brook
2012-13	Construction of Phase 1 Village commercial/residential buildings and amenities.
October 2013	Substantial completion of Phase 1 Village commercial/residential improvements and amenities and begin preparation of detailed plans and specs for new base lodge and new Killington Road alignment and ski beach bridge, and conduct construction pricing and contracting. Begin preliminary work for Phase 2 PUD and Act 250 approvals.
April 2014	Commence construction of the new Killington Road alignment and ski beach bridge, demolish Ramshead base lodge, and commence construction of new base lodge. Submit applications for Phase 2 PUD and Act 250 approval.
2014-15	Construction of new base lodge, new Killington Road and ski beach bridge
Summer 2015	Demolish Snowshed base lodge. Complete Phase 2 Act 250 and PUD process and, if successful, start pre-development activities, prepare schematic plans and specs, conduct additional market and economic analysis, and submit formal application to Town of Killington for Phase 2 specific site plan approval
January 2015	Complete specific site plan approval process, and if successful, prepare detailed plans and specs for Phase 2 improvements, conduct construction pricing and contracting, and commence Phase 2 sales and marketing activities
April 2015	Commence construction of Phase 2
October 2015	Substantial completion of Phase 1 (including new base lodge).

Zoning Issues

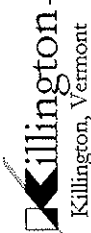
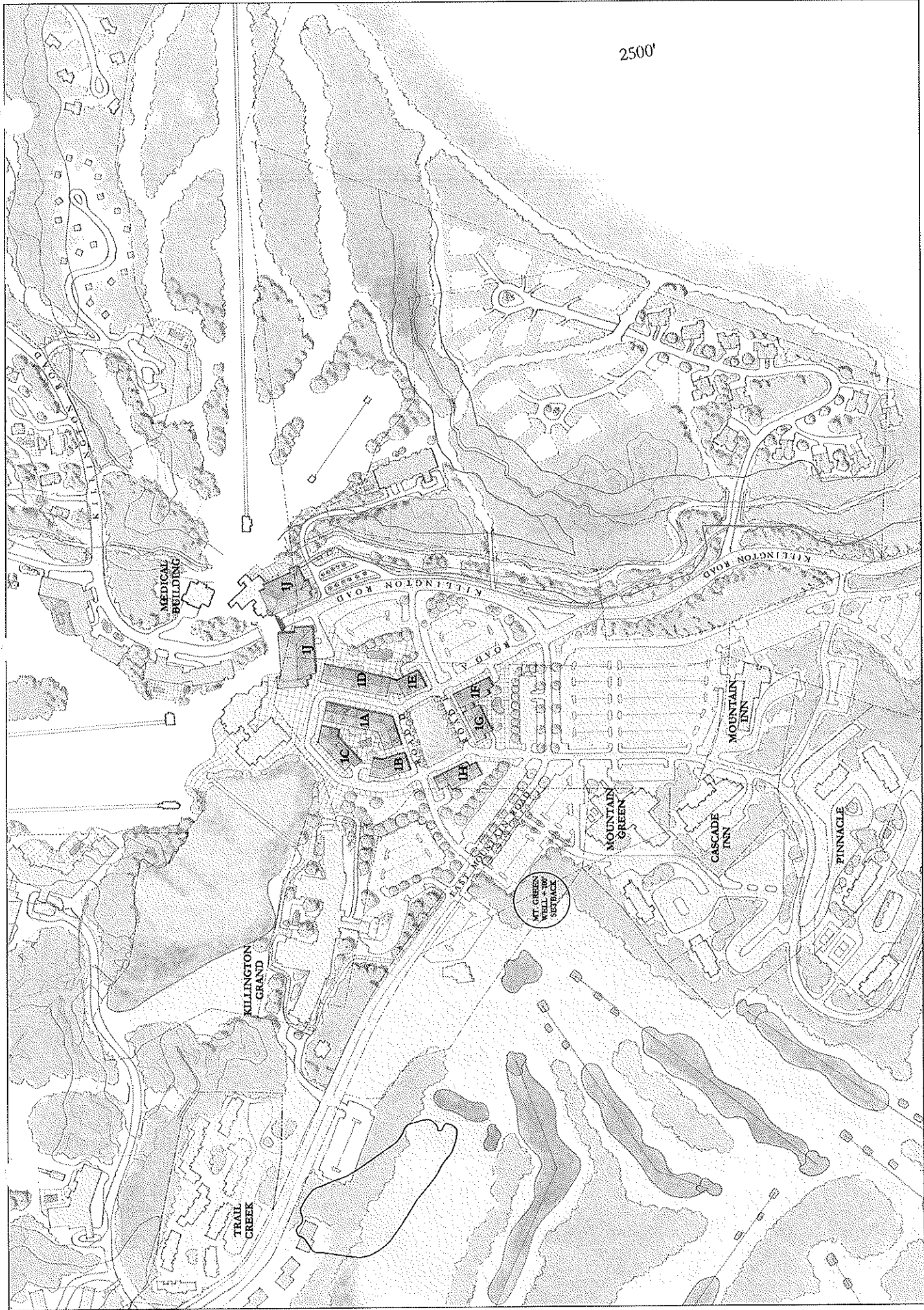
1. The timeline illustrates the problem with a 4 year PUD approval for Phase 1. Phase 1 is a 7 year process from start to completion.
2. The requirement that a C/O cannot be issued until all PUD improvements are completed make this plan uneconomical and infeasible due to the up-front cost of initial infrastructure improvements.



HART HOWERTON
ARCHITECTS
LANDSCAPE ARCHITECTS
INTERIOR DESIGNERS



CONCEPT CORE AREA
December 18, 2007



Medical
Building

4A

2H

2B

2C

2A

1X

1X

1C

1A

1D

2D

3D

1B

1E

2E

3E

3H

3B

3A

1H

1G

1F

3G

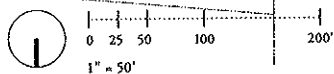
3F

2G

2F

3C

- Skier Services
- Hotel
- Parking
- Retail
- 1 Bedroom Unit
- 2 Bedroom Unit
- 3 Bedroom Unit
- 4 Bedroom Unit



HART HOWERTON

ARCHITECTS

PLANNERS

DESIGNERS

CONSULTANTS

MANAGERS

ENGINEERS

LANDSCAPE ARCHITECTS

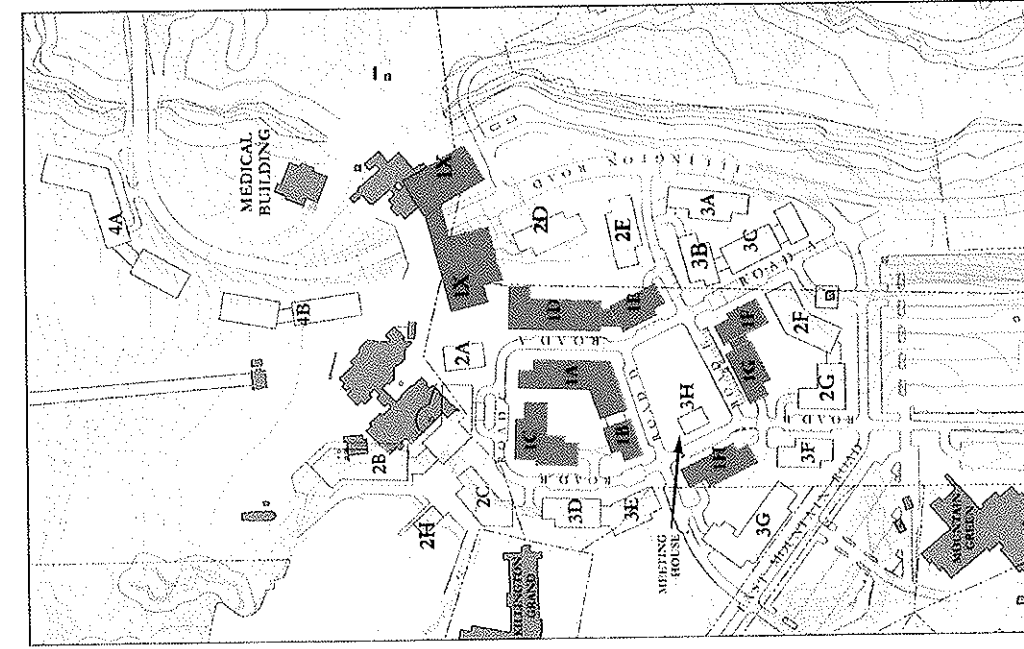


SP LAND
KILLINGTON

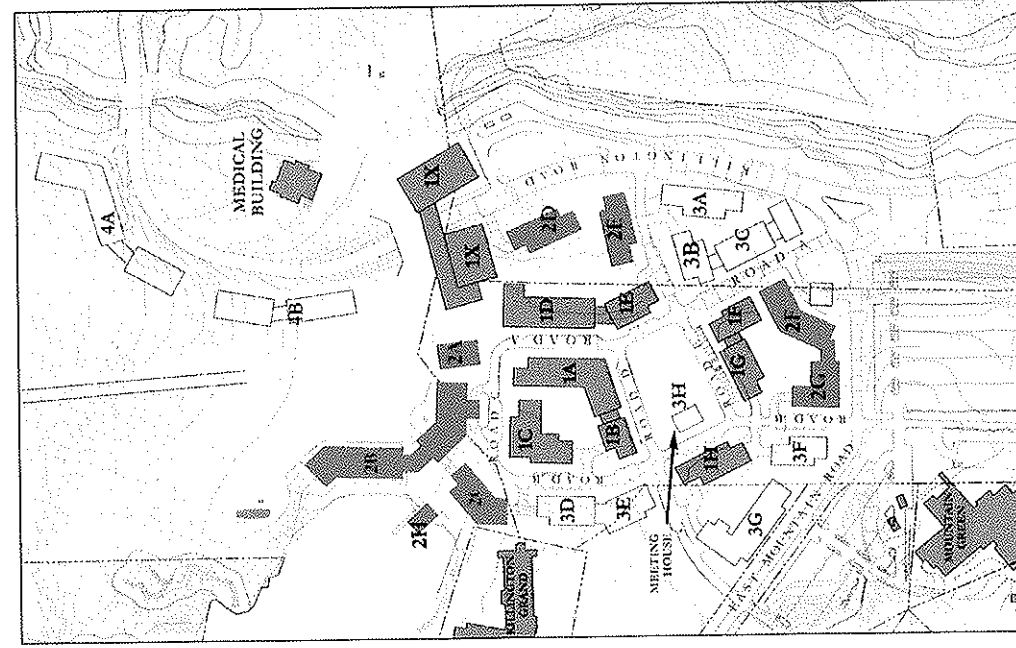
Killington
Killington, Vermont

Ground Floor Plan

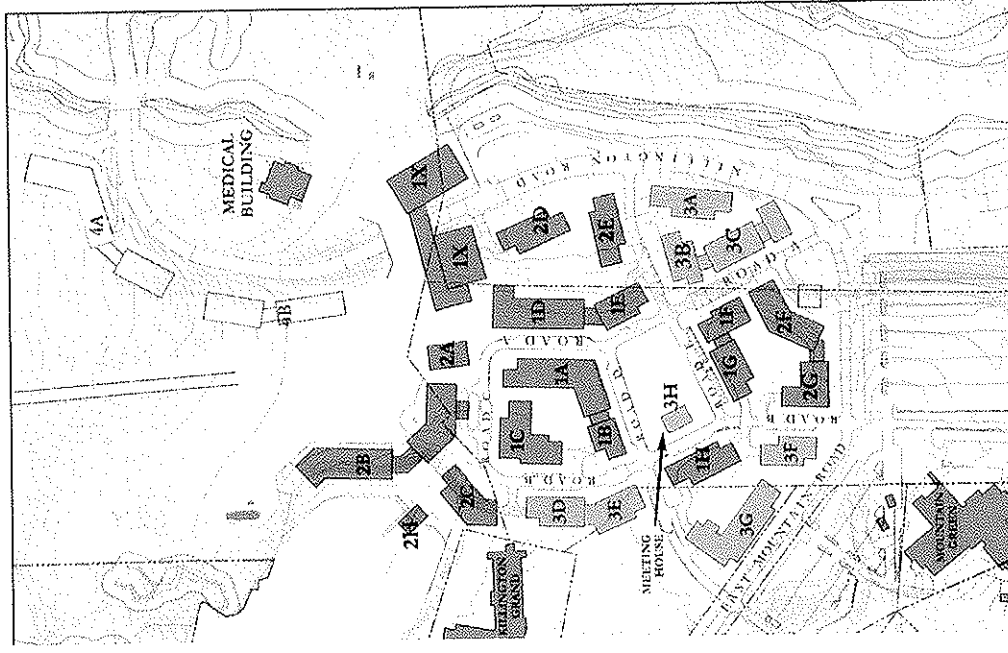
January 2008



Phase 1



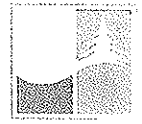
Phase 2



Phases 3 and 4

Note: Existing Ram's Head & Snowshed
Lodges are to remain until replaced by new
skier services lodge (Building 1X)

SP LAND KILLINGTON



Mr. Richard Horner
Town Planner
Town of Killington
Killington, VT 05751

August 28, 2008

Re: Killington Planning Commission Meeting
August 13, 2008

Dear Dick:

I just would like to compare notes about our meeting on August 13, 2008. There were a few items that I heard the Planning Commission was seeking additional input or clarification as we go through the upcoming Village Workshops and Conceptual Master Plan Review. I wrote down the following items:

- 1.) **Road Realignment** - I heard two concerns over the proposed single road access to K-1 Base Lodge and the new residential areas proposed for the area above Snowshed and Ramshead Lodges. First, one Commissioner would like us to investigate emergency access possibilities after going through the new skier underpass. Second, there was some concern over the temporary intersection of the Upper Killington Road and Vale Road.
- 2.) **Transit Centers** - Some of the Commissioners voice their concern that the transit centers need to be sized appropriately and the centers in the Village and at K-1 need to provide better service to the skiers using the transit system.
- 3.) **Parking** - Certain Commissioners would like to know the particulars on Day Skier Parking and the plans to shuttle people from the remote parking areas to the lifts. One Commissioner also raised some concern over parking on Killington Road and was seeking our thoughts on the issue.
- 4.) **Visual Impacts** - I heard two concerns over the visual impact of the low density residential development. More information was desired on our plans for Architectural Control in the single family lot areas. And an additional concern was noted about landscaping requirements including trees and natural landscaping alterations.

PO Box 290
2046 US Route 2
Suite 200
Killington, VT
05751

T. 802.747.9280
F. 802.747.9283

Letter to the Planning Commission
August 27, 2008
Page 2

These were the items I noted of particular interest to at least one or more of the Commissioners. I will share this list with Hart Howerton and we will put extra emphasis on providing sufficient detail in order to respond to these specific concerns.

At this time, do you recall any other items of concern mentioned in the meeting on August 13th? If so, please forward your thoughts and I'll work to include more information in future presentations.

Sincerely,

A handwritten signature in black ink, appearing to read "S. Selbo", with a stylized, flowing script.

Steven P. Selbo
President

cc: Ted Olencki, Planning Commission Chairman
Kathleen Ramsay, Town Manager

Killington Zoning Ordinance Hierarchy

SP Land Company

Planning Commission Workshop on September 10, 2008

1. General Overview.

- (a) I will start off tonight by giving each of you a brief overview of the Killington Town Zoning Ordinance and zoning process.
- (b) At the town level, the regulatory process for land development regulation goes from the general to the specific, as follows: the Zoning Ordinance, and for certain properties, a PUD and Conceptual Master Plan, then a site plan, and a lastly a zoning permit. The town has certain approvals in every step of this process. There are, of course Act 250, state permit, and other requirements as well, but that is not the subject of tonight's presentation.
- (c) The concept that the land regulation process commence with general approvals and requirements and proceed to increasingly more specific approvals and requirements is common to all zoning ordinances in the US.
- (d) It is easy to see why this is so. For example, it would not make sense to require a landowner to prepare detailed plans and specifications for, say, a restaurant, before a regulatory body would approve whether *any* type of restaurant should be permitted at all.
- (e) For the rest of my presentation I will briefly describe the approval process required by the Town of Killington Zoning Ordinance as it applies to the land abutting the ski resort.

2. Zoning Ordinance.

- (a) The ski resort and surrounding land owned by SP Land is located in 2 zoning districts: The Ski Village District and Ski Village II District.
- (b) In general, the Killington Zoning Ordinance permits landowners rights for certain general uses on a given piece of property located in designated zoning districts in Killington, subject to the satisfaction of certain, more specific requirements and conditions.
- (c) The uses permitted in the Ski Village District are governed by Sections 240.6 and 505 and permitted uses in Ski Village II is governed by Sections 240.12, 505, and 506 of the zoning ordinance. The uses permitted in Ski Village and Ski Village II depend, in part, on whether

the property is within a PUD (residential only in SV without a PUD, and parking and outdoor recreation only in SV II without a PUD).

- (d) Significant changes or amendments to the zoning ordinance are approved by a vote of the town.

3. PUDs.

- (a) Unlike many other zoning districts in Killington, Ski Village and Ski Village II require PUD approval for most uses.
- (b) PUDs permit more specific uses of the property, and usually show general areas of permitted development and frequently have more specific requirements.
- (c) There are currently 2 PUDs that affect the property we are talking about today.
- (d) The Ski Village District is currently governed by PUD 400, which PUD was created under Zoning Ordinance Section 505, and the Ski Village II District is governed by PUD 408, which PUD was created under Section 506.
- (e) Development under both PUDs must satisfy 18 "Criteria" under 505. Development in the Ski Village District must meet these criteria.
- (f) For PUDs created under 506, that is, the Ski Village II District, 28 criteria must be met, in addition to any criteria under Section 505, although about 15 of these 28 criteria are redundant with the criteria of Section 505.
- (g) PUDs 400 and 408 expire this month, but the zoning districts themselves (Ski Village and Ski Village II) as well as Sections 240.6, 240.12, 505 and 506 of the Zoning Ordinance all remain in place, regardless of the expiration of the PUDs.
- (h) We will be applying for a new PUD under Section 505 for the Ski Village District, and Section 506 (which includes criteria under 505) for Ski Village II. Section 505 (criteria #8) and Section 506 (criteria #12) contemplate that one PUD may encompass more than one zoning district. This is probably what we will do here.
- (i) PUDs are reviewed and approved by the Planning Commission after a public hearing.

4. Conceptual Master Plan.

- (a) A "Conceptual Master Plan" is required to create a PUD under Section 506 (Ski Village II District) (see Criteria #6). Section 505 does not use

the term “conceptual Master Plan”, but the requirements for a site plan under Section 505 are essentially similar to the requirements for a conceptual master plan under 506.

- (b) A Conceptual Master Plan shows the general areas of development, proposed uses, and their relationship with each other. It is the conceptual master plan that guides future development, but a conceptual master plan is not intended to be specific enough to permit actual development and the zoning ordinance so provides. Master Plans are frequently amended in the site approval process which I will talk about in a minute.
- (c) It is important to note that approval of a PUD and Conceptual Master Plan does not, in and of itself, permit a developer to build anything. There are several more layers of approval, (such as site plan approvals and zoning permits) in addition to Act 250, which have additional requirements and which require increasing levels of specificity.
- (d) A Conceptual Master Plan requires a public hearing and must be approved by the Planning Commission.
- (e) As part of the PUD approval process, we will first be applying for approval of a new conceptual master plan, as required by (Criteria #6 of) Section 506 of the Town’s Zoning Ordinance.

5. Site Plan.

- (a) Section 510 requires an approved site plan as a condition to most development in Killington. Sections 505 and 506 have more requirements for site plans for any development under a PUD.
- (b) A site plan generally requires a detailed survey of the subject property including showing the boundaries and general topographical features of the property, and a site plan showing locations of proposed buildings, and proposed floor plans and building elevations, streets, proposed land use areas, drainage, landscaping, fences, traffic circulation, parking, and other requirements.
- (c) A site plan review requires a public hearing and must be approved by the Planning Commission. We will not be providing site plans for any specific areas of the property for approval, of course, until after the more general PUD and Conceptual Master Plan approvals.

6. Zoning Permit.

(a) After Site Plan approval, Sections 610, 505, and 506 require any development under a PUD to apply for a "zoning permit".

(b) A zoning permit requires a detailed plot plan, floor plans and elevations drawn to scale, and a waste water permit, among other requirements.

(c) A zoning permit under 610, 505 (criteria #18) and 506 (criteria #4) must be approved by both the Zoning Administrator (Dick Horner) and the Planning Commission. Obviously, applications for zoning permits will not be submitted until we have obtained, PUD, Conceptual Master Plan, and site plan approvals.

7. Other Requirements. In addition to these requirements, there are, as I've said, Act 250 requirements, and other state permit requirements.

8. Ending. This is a general overview of Killington's zoning process as it applies to the property abutting the ski resort. Before I turn this over to Steve Selbo, are there any questions on this?

KILLINGTON VILLAGE
Ski Village II District ("SVII")

Workshop #2 - General Guidance:

1. **Section 506 Criterion #2 (Section 505 Introduction)** - Purpose - *The purpose of the Ski Village II District ("SVII") Zoning Regulations are to allow for orderly and innovative development within the lands placed into private ownership as a result of the acquisition by Killington, Ltd. from the State of Vermont, consisting of 408 acres. Development shall include high density, mixed use commercial, public open space, residential and lodging uses in the core area of new development at Snowshed, Rams Head and Killington Base areas, low density residential development away from the core area of development.*

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2. **Section 506 Criterion #1 (Section 505 Criterion #9)** - *Mixed commercial and residential uses shall be so arranged or designed to insure visual and acoustical privacy to residents in the development.*

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3. **Section 506 Criterion #10 (Section 505 Criterion #6)** - *The Planning Commission may allow for a greater concentration of density or intensity of residential or other land use within some sections of the development than upon others, which shall be offset by a lesser concentration in any other section.*

Notes -

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4. **Section 506 Criterion #6 (Section 505 Criterion #1)** - *All development within the SVII shall be consistent with a conceptual master plan ("Master Plan") which has been reviewed and approved by the Commission under the Planned Unit Development ("PUD") and/or Site Plan Review.*

a. Concurrent development of lodging units and commercial, retail and other amenities and attractions is required under the PUD review. All PUD applications for independently occupied units shall include plans for the concurrent construction of commercial/retail space which are open and accessible to the general public. Commercial/retail space which has frontage on a public street or walkway or is in a public space within a hotel and is open to the general public shall not be considered an accessory use to a hotel. For every independently occupied unit or dwelling unit approved under PUD review, a minimum of fifty (50) square feet of commercial/retail uses shall be required to also be approved. A Certificate of Occupancy shall not be issued for the independently occupied units or dwelling units until all parts of the application, approved under PUD review, including required concurrent commercial/retail development, have been constructed.

b. Commercial/retail uses shall be space open to and reasonably accessible to the general public 100% of the time during normal hours of operation providing goods or services in at least one of the following categories:

*Retail Store which is not an accessory use to a hotel, motel or lodge.
In-door water park, arcade, virtual games center or similar uses.
Restaurant and nightclub.
Personal Services.
Museum and art gallery.
Cinema and performing arts venue.
Other uses which the Commission has determined to be reasonably
similar in character and use to those noted above.*

c. Public commercial/retail space which is located outside the SVII but which is clearly a part of the core village area of the Master Plan may be considered a part of the concurrent requirement.

d. If commercial/retail development exceeds fifty (50) square feet per lodging unit then the applicant may be credited for this space in future applications as concurrent development for independently occupied units.

Notes -

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5. Section 506 Criterion #17 (Section 505 Criterion #13) - All open space shall be designed to add to the visual amenities of the area by maximizing its visibility for persons passing the site or overlooking it from nearby properties.

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6. **Section 506 Criterion #18 (Section 505 Criterion #12)-** *Unique natural features of the site shall be inventoried and preserved.*

Notes -

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7. **Section 506 Criterion #5, part 1** - *Each individual application for development within the SVII shall be accompanied by a list detailing competitive business opportunities which will be made available in the SVII as a result of approval of the application.*

Notes -

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8. **Section 506 Criterion #5, part 2** - *Killington, Ltd. or its successors or assigns shall be required to be the applicant for all Planned Unit Development Review within the SVII.*

Notes -

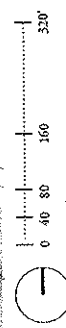
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9. **Section 506 Criterion #11 (Section 505 Criterion #7)** - *The Commission may issue PUD approval for a proposed development for a specified period of time, not to exceed four years.*

Notes -

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HART HOWERTON
 PLANNERS • ARCHITECTS
 LANDSCAPE ARCHITECTS
 INTERIOR DESIGNERS

Killington
 Killington, Vermont

RAMS HEAD
 September 8, 2008