

**Comments on the  
Proposed Car  
Processing Warehouse  
in  
Southwick, MA  
July 16<sup>th</sup>, 2021**

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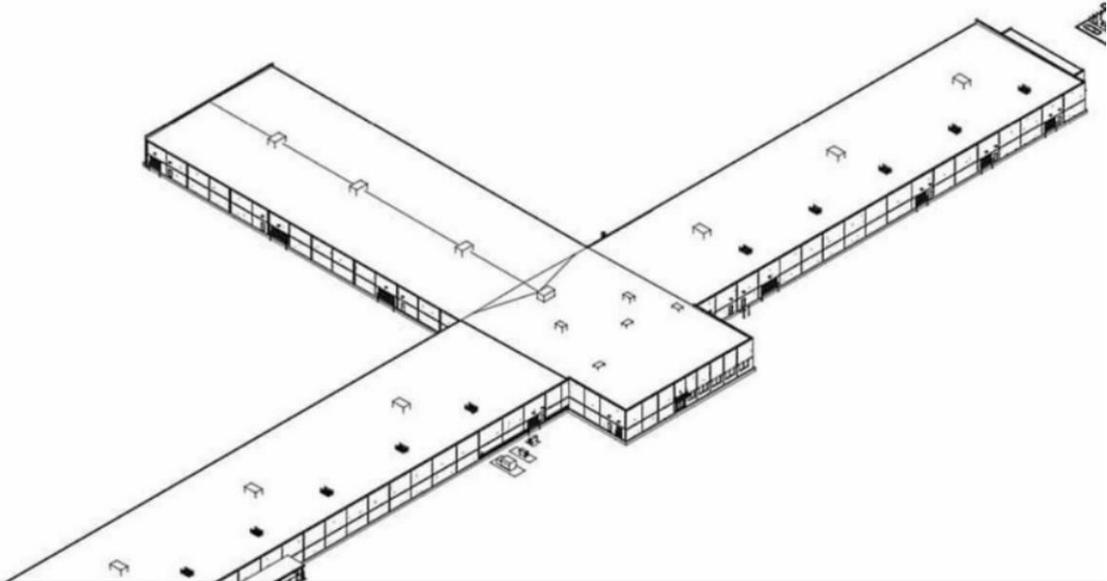
***To be presented to Southwick  
Planning Board at Planning Board  
Meeting on July 20<sup>th</sup>, 2021 at 6 PM***

# Comments on the Proposed Car Processing Warehouse Southwick, MA

Project Number: 21004

Project Name:

## Project Bailey



Graphic of the proposed Carvana warehouse for Southwick, MA

## 1. Introduction

The Town of Southwick's own 2015 *draft* of the Local Natural Hazards Mitigation Plan calls Southwick a "popular bedroom community", and "a community that places great value on the preservation of its natural resources and farming tradition", not an industrial mecca. It discusses "the large areas and variety of natural resources in Southwick that make it a beautiful and desirable place to live", and the recognition of their value. The Plan points to "detailed maps to pinpoint priority resources and make key recommendations for protection." This map includes Slab Brook, which runs through this very property at stake with the Bailey Project, otherwise known as the Carvana site. The Town's Plan further calls out our water bodies and wetlands, again citing Slab Brook, that "contribute greatly to the scenic and rural character of the town" - which is now being considered to be destroyed. Their value is also praised for providing "viable habitat, nesting, food and water for a variety of species. Wetlands also provide filtration of all pollutants that enter them, hence cleaning the water on which all species depend."

Under this same document's Current Development Section, it reads: " Currently, development in Southwick is moderately encouraged by existing zoning regulation to **locate in areas where the infrastructure and environmental conditions can best support growth**. The town's Zoning Bylaw limits development, primarily subdivisions, in areas that are preserved for agriculture and conservation, or in areas that are designated flood hazard zones. However, municipal boards have continued to issue special permits that have allowed new development in these areas, **which is INCONSISTENT with the Zoning Bylaw.**"

Under the document's Zoning Districts Section, it reads: "Zoning is an important tool available to Massachusetts towns for managing development and directing growth to suitable and desired areas **while protecting critical resources and ensuring that development is in KEEPING WITH LOCAL CHARACTER.**" Further, it qualifies the zoning Site Plan Review procedure as giving the Planning Board the authority to review development proposals to **ensure that basic safety and welfare interest of Southwick residents are protected.**

Even if not enacted, this and other documents from the Economic Development, Agricultural, and Historic Commissions, among others, clearly show the intentions of the town leadership in preserving the resources, rural character and charm of this bedroom community. These conventions, these commitments to the community, are the foundation of the bylaws that have been enacted for The Public Good. As will be illustrated further, the scale and design of a 200,000 square foot warehouse is both inappropriate and incompatible with the parcels of land chosen by the applicant.

## Background on the Proposed Tenant and Similar Projects

Carvana, a holding company headquartered in Arizona, has been an online seller of used cars only since 2014. It admits that it does not have a long business history. It has made significant inroads into a very fragmented and decentralized American auto sales

industry, which is characterized by roughly 43,000 used car dealerships. According to its 2020 Annual Report 10-K to the SEC, Carvana sold 244,111 used cars, or an average of 669 used cars sold every day. Carvana is a spin-off of a company



Aerial View of Carvana IRC site, Winder, GA



Aerial view of Carvana IRC site, Tolleson, AZ. Like the one proposed for Southwick, this is a 4 line production facility= 66,700 cars processed per year. Note the lot on the left in the circle is full of thousands of cars in its "loading area."



Entrance View of car loading area at the Carvana IRC Tolleson, AZ.

<https://help.carvanaaccess.com/hc/en-us/articles/360058420533-Tolleson-A>

called Drive Time. Carvana claims it is now the second largest used car retailer in America, and has more than 10,400 employees.

Carvana holds the majority of its car inventory in a logistics network consisting of 11 **Inspection and Reconditioning Centers (IRCs)**, located in the 10 states of Arizona, Arkansas, Florida, Georgia, Indiana, New Jersey, North Carolina, Ohio, Tennessee and Texas. These facilities prepare cars for sale, and require very large outdoor storage areas for cars waiting for transport to potential customers. Carvana has been dependent on Drive Time for many of its warehouse locations. Drive Time built Carvana facilities in Georgia, Texas, Ohio, Tennessee, and New Jersey. It is now the landlord for a number of sites.

Carvana claims that its 11 car reconditioning warehouses have the capacity to inspect and recondition 600,000 cars per year, which means a typical IRC site could be expected to process 54,545 cars per year, or 4,545 cars per month. The Southwick site, however, will have a larger processing capacity than other facilities, because this site will have 4 production lines. At least 5 of the other Carvana IRCs listed below have only 3 or 2 production lines. The cars that come to an IRC warehouse are sourced from customer trade-ins, and the national used car auction market.

Based on Carvana's data on IRC processing capacity, these warehouses can inspect and recondition 16,666 cars per year per production line. Based on the "Project Bailey" traffic study, which indicates that this warehouse will have 4 production lines, the Southwick facility will have an estimated capacity of 66,700 cars per year. The Southwick plant will therefore receive 66,700 cars annually to the site. Here is the Carvana capacity data from 7 of its existing IRC sites:

No.	IRC Location <sup>(1)</sup>	IRC Launch Quarter	Maximum Production Lines	Estimated Annual Capacity <sup>(2)</sup> (In thousands)
1	Atlanta, GA	Q4 2012	3	50.0
2	Dallas, TX	Q4 2014	3	50.0
3	Philadelphia, PA	Q4 2015	3	50.0
4	Phoenix, AZ	Q3 2017	4	66.7
5	Indianapolis, IN	Q4 2018	4	66.7
6	Cleveland, OH	Q1 2019	2	33.3
7	Nashville, TN	Q2 2019	2	33.3

1. Labeled by nearest major MSA
2. Estimated annual capacity calculation assumes each production line runs 2 daily shifts with a capacity of ~8,333 per line per shift at full utilization.

<https://investors.carvana.com/~media/Files/C/Carvana-IR/investor-materials/carvana-market-launches-population-estimates-and-irc-capacity-15-01-2020.xlsx>

The sites pictured above from Winder, GA. and Tolleson, AZ illustrate the sprawling nature of these projects, with hundreds of cars scattered around the warehouses in open parking lots. These facilities are staging areas for thousands of cars.

Carvana’s proposal to build a 200,000 s.f. IRC in Southwick appears to be the first such facility in New England. A facility of such enormous size---with a footprint the size of 3.5 football fields, not counting the parking areas---requires a large amount of land, in this case roughly 90 acres. Each IRC has “technicians” who do dent repair, painting, washing, reconditioning, and sourcing parts and materials from outside vendors. This facility will process 5,558 cars per month, or approximately 213 cars each day, Monday through Saturday.

Carvana does not solely derive its profit from selling used cars. In describing its business risks to the SEC, Carvana explained: “We depend on the sale of automotive finance receivables for a substantial portion of our gross profit. Customers may elect to finance the vehicle purchases to other parties who may be able to offer more attractive terms, in which case we would lose a source of significant portion of our gross profit.” Carvana also told the SEC: “If Drive Time refuses to continue servicing and collecting on automotive finance receivables originated by us before we sell them, our ability to adequately prepare such receivables for sale may be adversely affected.”

It is important for Southwick to understand that the Planning Board has been asked to issue a **special permit to a Missouri developer—Brinkmann Constructors---not to Carvana**. The developer will presumably own the building, and may sell it at any time to an investor. This is one of single largest land use decisions the town of Southwick will be asked to make. Carvana will be leasing this huge building--not owning it. Carvana has admitted in its SEC filings: “There can be no assurance that we will be able to successfully replicate our business model and achieve levels of success as we enter new markets.”

**Therefore, as part of its due diligence, the Planning Board should ask the developer to produce local municipal planning contacts for the Southwick Planning Board to gather the following information specifically about the 11 Carvana IRC facilities already in operation:**

1. **Local reference statements from the municipalities currently hosting IRCs** as to: the size footprint of the warehouse, their experience with Carvana IRC projects as a neighbor; as a source of property tax revenue to the town and any loss of revenue from existing local car sales businesses; impacts on town infrastructure: such as sewer; water consumption; traffic issues; police, fire demand, etc. Carvana has IRCs in: Winder, Georgia; Delanco, New Jersey; Blue Mound, Texas; Tolleson, Arizona; Greenfield, Indiana; Euclid, Ohio; Nashville, Tennessee; Concord, North Carolina; Heath, Ohio; Haines City, Florida and West Memphis, Arkansas.
2. Any zoning compliance or other enforcement issues with the IRC building owner, if not Carvana.

## **II. Specific Zoning Compliance Concerns: Independent Peer Reviews**

Most of the adverse zoning issues cited below regarding the application from this Missouri developer for a Special Permit and Site Plan approval for a used car Processing Facility are triggered by two factors: 1) the massive scale and design of this proposal. 2) the fact that all the submissions regarding substantive issues such as size of project, warehouse exterior design, stormwater impacts, water infrastructure impacts, traffic impacts, photovoltaic impacts, etc. are all prepared and presented by consultants under a financial contract with the applicant. **Southwick should ask the applicant to submit its studies for peer review analysis of the major engineering systems—at a minimum traffic impact analysis, water capacity, stormwater management, photovoltaics—performed by independent peer reviewers hired by the town and underwritten by the applicant.** Any review of a large-scale development like this should be subject to evidence-based analysis by independent engineers who are **working for the town--not the applicant--**to ensure that the studies' products are accurate and not self-serving to the applicant. Because the Planning Board must base its findings of fact on verifiable data, it is imperative that these engineering reports be assessed by peer reviewers.

## **III. Special Permit Review Criteria**

The following special permit concerns found in section 185-9A are raised:

1. **The proposed use is not “suitably located” in the neighborhood in which it is proposed, and/or the total Town.**

The 137-acre site chosen for this used car processing facility is zoned Industrial – restricted. The property was actively farmed until this year. The site is surrounded by

large tracts that are still actively farmed. Due to closing of the proposed site from active farming, local farmers have been required to look to secure other land to farm. Southwick is a Right to Farm community and it is inconsistent with this purpose to support or allow the destruction of precious farmland- let alone the destruction of farmland to site and build a 65-70 acre used car parking lot.

Further, the site accesses College Highway via Tannery Road by means of an uncontrolled intersection. There are no plans, no contracts, or appropriations to repair and improve the College Highway/Tannery Road intersection. Due to the significant truck traffic which would be entering and exiting at the uncontrolled College Highway and Tannery Road intersection, it is clear that the proposed site IS NOT AN APPROPRIATE SITE FOR THIS USE.

A primary purpose of the Southwick Zoning Code is “to lessen congestion.” The proposed use will create significant, new, additional, unwanted, and hazardous traffic and traffic congestion. As detailed below in Section 4, the Proposed Use, per the Developer’s number, will generate approximately 680,000 additional trips per year to and from the site. These trips will impact College Highway (North and South), and an unknown number will impact Route 57 eastbound traffic. Route 57, as a feeder route, was entirely omitted from the traffic study provided by the applicant. All of these roads have single lane traffic in each direction. The commercial traffic accessing the proposed site will be overwhelmingly heavy, commercial truck traffic, coupled with the employee commuter trips, and the road testing trips made by the employees. The existing roadways do not need the stress of this additional traffic which will negatively and directly impact commuter and school traffic as they have to share the same limited roadways.

The Proposed Site is not adequate for the Proposed Use as all of the traffic will be entering and exiting College Highway through the uncontrolled and unimproved Tannery Road intersection. With hundreds to thousands additional daily trips, it is very clear that the non-existent traffic infrastructure at that intersection cannot accommodate the proposed Use. Further there are no defined plans, no contracts or appropriations to repair, improve and upgrade that intersection. Based on the projected traffic volume and the uncontrolled and unimproved intersection, the Proposed Site IS NOT AN APPROPRIATE SITE FOR THIS USE.

**2. The use is not “reasonably compatible” with the character and scale of other uses permitted as of right in the same district.**

For months, the applicant did not identify the proposed tenant for this huge warehouse on farmland in Southwick. Instead, the developer code named it “Project Bailey.” There were no architectural renderings presented by the developer. The only presentation of what the building would look like was a simple line drawing that resembled an airplane that had landed on a huge asphalt airstrip. Once we saw this drawing, we realized that the reason it was being kept under wraps is that the plain box-like architectural design

and scale would be upsetting to many residents of Southwick. It has proven to be so. The building has no character, and does not fit into the rest of the built or natural environment of Southwick. This “airplane” design could land in New Jersey or Arizona. It entails absolutely no sense of place, and is not “reasonably compatible” with any of the character or scale needs of the community of Southwick.

The applicant admits that the proposed warehouse “will be larger than the surrounding uses.” But their assertion that it is “compatible in architectural scale to the existing commercial buildings,” is simply not evidence-based. A 200,000 square foot building is fundamentally not compatible with anything in the district in terms of character or scale. Surrounding businesses include Tractor Supply (16,500 SF building) and Dollar General (8,320 SF). **The used car warehouse is 12 times larger than Tractor Supply, and 24 times larger than Dollar General. These two retail uses combined are dwarfed by the scale of the Carvana building, which is 8 times larger than the combined square footage of the existing retailers. It is impossible to describe such an out-sized project as being “reasonably compatible with the character and scale” of other uses in this neighborhood.**

Additionally, **the applicant did not address the scale of the parking lot.** This proposal includes 66+ acres, or **2.9 million square feet of parking lot, the equivalent of 50 football fields**, which the Board cannot reasonably say is in scale to any property in the district or in the entire town. The applicant has not provided any compliance support for the proposed 5,400 Ready Line Parking Lot per Site Plan Layout Sheet C1.00, nor defined the 1,000 parking spaces labeled as “Sublet”. Therefore, the parking lot(s) also do not comply with **Sections 185-30, 185-30D, 185-30B(4), 185-18, and 185-18(5)7.**

The Board must also consider **Sections 185-10(B)2**, which says, in part: “Design features will integrate the proposed development into the existing landscape, maintain neighborhood character, enhance aesthetic assets.” The board must also consider **Section 185-10C(3)**, which says in part: “Architectural style shall be compatible with the rural/historic character and scale of buildings in the neighborhood and the Town through the use of building materials, screening, breaks in roof- and wall lines and other architectural techniques. Proposed buildings shall relate harmoniously to each other.”

The Board must consider the historical nature and character of the site, including a 2009 joint report entitled **Southwick Reconnaissance Report** by the Massachusetts Department of Conservation and Recreation, the Pioneer Valley Planning Commission and the Franklin Regional Council of Governments, in coordination with the Southwick Historical commission and the Southwick Town Planner. The report describes the site of the proposed Carvana facility as such:

“The open fields at each side of College Highway, populated with well-preserved tobacco barns, are the most scenic and vivid features of the Town’s agricultural past and part of its on-going, though diminished, farming life.”

**686 College Highway, Southwick Massachusetts is also an inventoried Historical Place, Inventory Number SOU.96**, in the Massachusetts Cultural Resource Information System (MACRIS).

The elevation drawings and proposed use are not compatible with the rural/ historic character and scale. Therefore, the Board cannot approve a Special Permit for the project as presented according to the referenced bylaws above.

**3. The Use Constitutes A Nuisance By Reason of An Unacceptable Level of Air or Water Pollution, Excessive Noise or Visually Flagrant Structures and Accessories.**

The developer asserts that “no excessive noise” is expected, and says the “only anticipated noise” is from “loading and unloading of car carrying trucks.” Yet Carvana itself informs job applicants for its “Vehicle Condition Associate” that workers are exposed to “moderate noise level, may be exposed to fumes and odors.” **The Planning Board should insist on seeing the results of actual noise studies done at any of the 11 or more existing IRCs. The developer should be able to easily produce this data.** The applicant has also stated that the existing trees on the College Highway and Tannery Road borders will remain to ensure no visual offensiveness. The applicant must not be aware that those are **all deciduous trees and will be barren from October to late May, a good 8 months of the year.** The applicant also seems unaware that just 3/10 of one mile up Coes Hill Road, one can see this farm field and the barns. Therefore, one would also be able to see nearly the entire paved area, thousands of parked cars and reflective sunlight, and the offensive boxed building from this vista. **The applicant has failed to provide adequate protection against visually degrading elements and offensiveness.**

**4. The proposed use will constitute a “substantial inconvenience or hazard to abutters, vehicular traffic or pedestrians.”**

College Highway is described as a “primary arterial,” which is under the jurisdiction of MassDOT. It is only a two-lane road, with a speed limit of 40 miles per hour, and an unsignalized intersection. Tannery Road currently has a 35 mile per hour speed limit. This convergence of two small roads is not an ideal location for one of the largest warehouses in the region. **A location closer to an interstate highway, or four-lane roadway would better promote the public convenience, and be less disruptive to neighbors.** The developer’s traffic impact analysis mentions 850 daily employees coming to this location. Other information issued by the applicant mentions 400-plus employees in two shifts. The applicant states that employee car trips will be 2,042 per day. Assuming weekday trips only, that’s 522,752 new employee car trips coming to this intersection per year as a result of his project. In addition, 622 “operational trips” per day (car carrier trucks) adds another 159,232 car trips per day. A total of 681,984 car trips are being predicted on an annual basis, or 2,664 car trips per weekday. That’s 1,332

cars entering the intersection, and 1,332 cars leaving each weekday. This includes 45 car hauler trucks each day, plus 10 fixed-body trucks daily, and 250 test-drivers daily.

The project will require the construction of the College Highway/Tannery Road intersection improvements. One aspect of that improvement will be the widening of that corner to allow tractor-trailers to access Tannery from the north, as well as the same to enter from Tannery onto College Highway north. It is highly unlikely that these improvements can be completed absent land takings, primarily and probably from abutter John Whalley's land on the north side of Tannery Road. The Town will be forced to spend its Chapter 90 road money to fund the improvements, and there will be costs for any and all land takings. There is no budget for these costs.

The Traffic Study submitted by the Applicant was based on 2 days and 4 hours of information, on Wednesday March 31, 2021 for AM rush hour study information, and Thursday April 1, 2021 for PM rush hour study information. The applicant was aware that these two dates fell in a pandemic period where many businesses were operating at limited, lowered or no capacity. The applicant made a small adjustment upwards of projected vehicle trips due to the pandemic, but it understates the suppressed traffic demand due to covid 19 conditions. Schools also were not in full session. Furthermore, the study only looked at the Tannery Road and Route 10/202 intersection only. **It did not look at other adjacent roads or the major intersection of 10/202 and Route 57 that would also be adversely affected by the applicant's activities.**

In addition, the 250+ daily test drives that would occur have NOT passed the Commonwealth's certified vehicle safety inspection before traveling on the roads.

The information on the applicant's expected vehicle impacts and usage is based on the information that they provided in the application. The Board has not verified the applicant's expected trip levels submitted vs the actual use information from other similar IRC sites that are currently in use at other Carvana locations.

Also the Rail Trail has an access point on Tannery Road. **There is also a roadway crossing on Route 57 that will expose pedestrians, bicyclists and pets to great peril with increased truck traffic in particular.** Were any pedestrian and bicyclist studies done to quantify the safety concerns that are inherent due to this application on either Routes 10/202 or 57, which feed cars into, and away from this site?

**The Planning Board should not grant a special permit for this project until it has reviewed the results of an independent peer review of the traffic impacts on this project, which may constitute a significant hazard for vehicular traffic at the convergence of these two-lane roads---**an intersection that already performs "at a poor level of service" and has been warranted for a traffic signal. This is an unsuitable location for this scale of additional traffic generation. The applicant states that it is "willing to contribute" to an existing mitigation fund for this intersection. **The Planning Board should stipulate that the project, which will cause a disproportionate**

addition to the congestion, should pay for the full cost of traffic signal construction.

5. **Adequate and appropriate facilities have not been provided for the proper operation of the proposed use, including special attention to safe vehicular circulation.**

Due to the traffic concerns cited above, the **Planning Board should insist on an independent traffic impact peer review that makes recommendations regarding safe vehicular circulation both at the project entrance, and along College Highway, and feeder roadways mentioned above.**

## 7. **Special Permit for Earth Excavation**

The applicant has agreed that it needs to **apply separately for a special permit for excavation**. In accordance with the provisions of 185-33, the excavation work should not exceed 1,000 cubic yards, and no excavation should be allowed within 100 feet of a property or street line. Other provisions are required regarding truck access, procedures for removal operations, minimizing noise, etc. The special permit application should be shared with abutters when it is submitted.

This permit requirement also falls under a Federal Law known as the National Pollution Discharge Elimination System (NPDES). These are regulations that control all excavation activities and permanent storm water runoff systems for projects in excess of one acre in size throughout the entire United States. To date, there has been no design documentation on how this law will be satisfied, a permit issued, and how all abutting properties and municipal systems will be protected from adverse effects from the construction of this facility. In all probability, this Special Permit for Earth Excavation would be to authorize the landowner/developer to essentially strip, ship, and sell the valuable and precious topsoil on the site. Simply put, it is corporate raiding targeting Mother Earth.

## 8. **The Proposal Will Create Traffic Congestion**

The applicant has acknowledged that the “proposed use will contribute additional impacts to an intersection which already warrants the need for a traffic signal/roadway improvement under existing conditions.” As noted above in standard #4, we believe that **the traffic impact study submitted by the applicant needs to be independently peer reviewed by a traffic engineer selected by the Planning Board, paid for by the applicant to the town.**

## 9. **Adverse Impact to The Quality of Surface Water or groundwater**

The applicant has not demonstrated any ability to capture, clean, and infiltrate its storm water within the confines of the proposed site, has not provided adequate calculations

of required catch basins and infiltration basins in order to handle the storm runoff from 67 acres of paved impervious pavement plus 200,000 square feet of rooftop, and has currently misinformed the Southwick DPW Director of its intentions in providing adequate systems to capture, clean, and infiltrate all of its storm water without impacting abutting and adjacent properties as is required by the Nation Pollution Discharge Elimination (NPDES) Federal Regulations.

As we have noted, the applicant submitted a plan with only 24 catch basins to capture stormwater runoff. Only because the town DPW commented that the number of catch basins was inadequate to handle this size project, the applicant more than doubled the basins to 50. This illustrates the importance of peer review of these plans. The applicant's catch basin was submitted with less than half the basins necessary to handle the runoff. Either the applicant was trying to do stormwater management 'on the cheap,' or it did not properly assess the needs of a project of this scale.

A third-party review of all of design for this system needs to be completed before the Planning Board can understand and have confidence in the applicant's ability and intention to adhere to this Federal Law.

A report from the Southwick DPW Director directly to the Planning Board should also be made public so that this information is documented, and his approval is noted for the record.

**10. Undocumented Methods of disposal of sewage or other wastes generated by the proposed use.**

The applicant has proposed to dispose of its waste water (sewage) from employee waste, car washing waste, building maintenance waste, and undisclosed waste through floor drains in the proposed building, into the Southwick Sewer Collection System directly to the Sewer Interceptor Pipe that runs under the entire length of the Rails to Trails corridor to the Westfield Water Treatment Plant. The interceptor Pipe handles all of the sewage waste from Southwick every day. Every flush and shower waste, and even every washing machine load in Southwick goes into this pipe, including waste from existing businesses and manufacturing facilities.

Southwick owns only a certain number of gallons per day that can be sent to the Westfield Treatment Plant through the interceptor pipe, and no more without paying a penalty. Southwick tax payers and sewer users pay for each gallon sent.

Has the City of Westfield had to have been consulted with, and has it approved the addition of the sewage waste of the magnitude that is proposed for a Carvana facility? It is estimated that Carvana could potentially send 100,000 gallons per day into the Sewage Line.

To date, we have found no documentation or comments from of any meetings with the City of Westfield as to the impacts of the Carvana site presented to the Planning Board through public hearings. The additional sewage waste burden on Westfield's waste water treatment plant will likely be as much as 100,000 gallons per day. A third-party review of the engineering design of the sewage connection would determine this.

Additionally, it is believed, and should be researched through a third-party review of the plans and specifications, that there is a ban on connecting a private sewage line from any house, development, or business directly into the sewer interceptor line. A review of the Sewer Regulations in Southwick and Westfield should be required by the third-party review in order to determine this. There is also a question as to who owns the Sewer Interceptor Line. It is either Westfield or Southwick, and there may be joint ownership along the length of the pipe. This review should be required to determine which municipality needs to vote through their respective Sewer Commissioners to allow Carvana to connect their sewage directly into the Sewer Interceptor to the Westfield Waste Water Treatment Plant.

A report from the Southwick DPW Director directly to the Planning Board should also be made public so that this information is documented, and his approval is noted for the record.

**11. The Proposed Screens DO NOT DEMONSTRATE THAT THE PROJECT SITE IS ADEQUATELY SCREENED OR BUFFERED Through the Use of Screening or Vegetated Buffer Zones.**

**The applicant should be required to show renderings of how much of the 24 foot tall building** that is the size of 3.5 football fields, and a car storage area that may contain thousands of cars (See aerial view of Tolleson, AZ Carvana facility) **will be visible from each compass direction.** It is not evident that the proposed berm, or the "fencing and vegetative buffers" will be adequate. We do not know how the applicant defines "minimum visibility," but it is hard to hide a building of this uncharacteristic scale into the existing landscape.

**12. The project is required to meet all the Site Plan review criteria in section 185-10.**

**See the section below that addresses the lack of Site Plan Criteria compliance.**

**13. Provision for Reduction of Noise Levels By Plantings, Screening, etc.**

**See comments #3 above regarding noise issues.**

**15.The Proposed Use Is Not in Harmony With The General Purposes & Intent of the Southwick Zoning By-law**

Because of the impacts which derive from the huge scale of this project, it is not in compliance with a number of the purposes of the Southwick zoning code, as stated in **Section 185-2:**

**(1) Lessen congestion in the streets.**

The applicant apparently believes this Special Permit requirement only refers to the “Industrial Restricted Zoning District.” **The applicant has made no attempt to reconcile the scale of this project with the purposes of the town’s zoning.** The “this Chapter” refers to the general purpose of the zoning bylaw. **This project will increase congestion in the streets by adding a total of 681,984 new car trips at a two-lane roadway intersection which already has a degraded level of service, and was not constructed to handle this increased level of traffic.** A project of this magnitude should be located closer to a major interstate highway, not an arterial feeder roadway. See comment # 4 above.

**(2) Conserve health**

By burdening the roadway capacity at the proposed intersection, this project is a threat to the safety and health of residents who have to use the affected roadway, in addition to affecting the air quality and noise pollution to the entire town.

**(5) To prevent overcrowding of land**

This very large parcel of land is currently predominately open space/farmland. **A 200,000 s.f. building, with its huge parking area holding several thousand cars, is a major shift in overcrowding of land.** A much-reduced project would lessen the negative overcrowding of the land.

**(8) Facilitate the adequate provision of transportation, water supply, drainage, sewerage, schools, parks, open space and other public requirements.**

**This application substantially reduces open space, creates significant traffic problems, places dramatic new demands on an already restricted water supply, and burdens the municipal ability to process sewage waste. See comments below in section V. 3. Regarding concerns about water capacity, and section V.1. regarding Southwick’s ability to manage a large fire at this kind of facility.**

**(9) Conserve the value of land and buildings, including the conservation of natural resources** and the prevention of blight and pollution of the environment;

**This application destroys active farmland, goes against the conservation of natural resources, creates sprawl by promoting a very large, single story building. If this tenant ever leaves the facility, it could leave the town with a warehouse built to suit a specific tenant, hard to reuse or recycle, resulting in major blighted property in the town.**

**(10) Encourage the most appropriate use of land throughout the city or Town,** including consideration of the recommendations of the Master Plan, if any, adopted by the Planning Board and the Comprehensive Plan, if any, of the regional planning agency;

The scale of this project makes it de facto **NOT** the “most appropriate use of land.”

**(11) Preserve and increase amenities by the promulgation of regulations to fulfill said objective, or to take any other action thereon.**

As stated earlier, most of the objectionable features of the proposal derive from its incompatible scale and design. To prevent the repetition of out-of-scale development in any future retail or industrial zone, the town of Southwick should use this application to stimulate a focused discussion on imposing a “size cap” on the footprint of large-scale retail and industrial uses. Note: **Section 185-2 B.2. of this by-law allows the town to promulgate zoning by-law regulations which “may include...restricting, prohibiting permitting or regulating: size, height, bulk, location and use of structures...”**

## **16. The Public Good Will Not Be Served By the Proposed Use**

The applicant asserts that the Carvana proposal will be “an economic gain” for Southwick because it “will provide additional revenue to the tax base and up to 400 jobs in the community.” But the net financial impact on the town is far from clear. Some of the **jobs created by the project may have an offsetting impact on jobs in car sales elsewhere in the greater trade area. The project may also reduce the value of abutting properties, especially non-industrial uses like residences and farms, which derive much of their value from open space and rural character. There is no data offered to project the cost to the town on its water supply system: how much additional water will be required to serve Carvana’s needs, at what cost to the town, and with what rate impact on town residents? The financial impact on sewage processing, and the impacts on police and fire services to the building and responding to traffic accidents has not been presented.** The developer has not attempted to present an evidence-based economic impact study which presents the net job impact of this project, or the net projected property tax impact. **Given that Carvana is just a tenant, the town also faces considerable financial risk if this project does not prove viable in this location. As Carvana itself has noted in its 2020 SEC Annual Report: “There can be no assurance that we will be able to successfully replicate our business model and achieve levels of success as we enter new markets.”**

The “public good” refers to the residents of Southwick, not the national public. Not the Carvana public. Carvana may employ 10, 20, perhaps even 50 Southwick residents at some point. It will **never** provide what we now know to be 600-800 planned jobs to *Southwick residents*. These “vehicle condition associates” will be low wage workers.

**This is not a manufacturing plant, and Carvana has boasted that they do not have a union.** Many of these workers will not spend their little disposable income in Southwick, but they *will* contribute to the wear and tear on our roadways, leave trash on our roadsides, park in our parking lots and roadsides to sleep over night, polluting our peaceful country nights with rumbling diesel engine sounds. These 100's of daily vehicles, not to mention the nearly 6,000 that will be on the site daily, will pollute our air with exhaust, and will literally make our kids late for school *every day* on the buses and parent drop offs.

**17. The proposal does not reasonably protect the adjoining premises against possible detrimental or offensive effects from the uses on the site, including, but not limited to, unsightly or obnoxious appearances, air pollution, water pollution, drainage, flooding, noise, vibration and lighting.**

The proposed lighting and photometrics are said to be designed to be “Dark Sky compliant,” and will not allow for light pollution to abutting properties, and refers to the Lighting and Photometrics Plan to be submitted under separate cover, which has not been provided to date. **The Board should request the applicant to underwrite the cost of an independent photometric study or a peer review to the Board in addition to the applicant’s Plan.** The building itself, because of its unprecedented scale, presents itself with an “obnoxious” or eyesore appearance. The noise impact of car carrier trucks being loaded and departing, engines idling, will be offensive noises that carry well-beyond the property during all hours of operation, and potentially overnight.

#### **IV. Site Plan Review Standards: Section 185-10**

- 2. The Development shall be integrated into the existing terrain and surrounding landscape and shall be designed to protect abutting properties and community amenities.**

As we have noted previously, this is one of the largest warehouses proposed for **Western Massachusetts**. It is not possible to hide a building 3.5 times the size of a football field from abutting properties with “screening and vegetative buffers.” You cannot do it with a berm. Once the building is constructed, the entire community has a retained image of what the facility looks like, and it becomes part of the built landscape. This is a major challenge to the intent and goals of the Southwick zoning by-laws: to make property compatible with not only the character and scale of this historic, small community, but to protect abutting properties as well. The fact is, the applicant knows the building is objectionable visually, dropped as it is into the middle of farmland. But even if they built 24 feet high buffers on all four sides of the building, the presence of the building will be objectionable to abutting landowners, including a large owner of farmland who has formally objected to this project.

The Board cannot come up with findings of fact which support that this building is “integrated into the existing terrain and surrounding landscape.” A building of this bulk would be compatible only in an industrial park set-aside for such large scale uses. That is certainly not the Tannery Road landscape.

- 3. Architectural style shall be compatible with the rural/historic character and scale of buildings in the neighborhood and the Town through the use of building materials, screening, breaks in roof and wall lines, and other architectural techniques. Variation in detail, form, and siting shall be used to provide visual interest and avoid monotony. Proposed building shall relate harmoniously to each other with adequate light, air, circulation and separation between buildings.**

The proposed building is an example of what architects refer to as a “low commitment” building. It is characterized by monotonous repetition of elements, no variation in detail or form. It is one long central box with a pair of box-wings at the end, appearing like a airplane resting on a bed of asphalt parking areas. It has little “visual interest.” It is inharmonious with everything else around it, including the small-scale retail stores in the neighborhood, as noted above. This building has no identifiable “architectural style.” The applicant has simply adopted a design that is visually flat, lacking variation, and monotonous. All of these negative impacts are dramatized by the incompatible size of the construction, which dwarfs everything around it, thereby drawing more attention to its scale. There is absolutely no effort here to fit into the “rural/historic character and scale of buildings in the neighborhood and the Town.”

The applicant asserts that “the proposed building is consistent with surrounding commercial buildings.” **But the fact is, the developer has selected a distinctly inappropriate place for a 200,000 s.f. garage. The scale is completely incompatible. The architecture is completely incompatible. That is not the Board’s fault. The Southwick zoning by-law allow the Board to impose restrictions or completely reject a special permit because the facility is not in scale, and the basic information about the project is insufficient or unavailable.**

- 4. The development shall be served with adequate water supply and waste disposal systems.**

See comments regarding water supply issues in Section V. 3.

- 5. The plans shall maximize the convenience and safety of vehicular and pedestrian movement within the site and in relation to adjacent ways.**

As noted above in the Special Permit section, all the Board has seen to date is a traffic impact statement prepared by a firm hired by the applicant, designed to put the best face on traffic levels of service for a location on the corner of an unsignalized intersection of two land roads, already documented as having too much traffic.

**The Board should not proceed with this review until it has in hand an independent traffic engineer's peer review, selected and hired by the Board, underwritten by the applicant.**

- 6. The site plan shall show adequate measures to prevent pollution of surface or ground water, to minimize erosion and sedimentation and to prevent increased potential for flooding. Drainage shall be designed so that runoff shall not be increased, groundwater recharge is maximized and neighboring properties will not be adversely affected.**

As previously noted, the applicant's stormwater management plan initially called for only 24 catch basins. But when Southwick's DPW staff pointed out that this was significantly inadequate, the applicant's response was to more than double the number of catch basins to 50. This is an alarming and concerning miscalculation by the applicant. Was this a budget-saving measure designed to reduce construction costs? **This validates the rationale for the Board to insist on an independent peer review by a consulting engineering firm with stormwater management expertise, paid for the applicant.** The applicant said its first plan was "designed so that runoff shall not be increased." That statement now has no credibility. The Board needs to be assured that the stormwater management plan will work as required by site plan by-law standards.

- 7. The development will place excessive demands on Town services, and infrastructure.**

The applicant asserts that is has had "multiple conversations with town officials and staff" about the "projected demands" on town services and infrastructures." But the response to this Review Standard mentions only unspecified "future roadway/infrastructure improvements" for Tannery Road and College Highway, and unspecified "anticipated investments to utilities."

No narrative has been provided to address many of the major town infrastructure issues that will be affected by this proposal. **Education:** What is the projected impact on the town's educational budget? How many employees of Carvana will live in Southwick, and have children to enroll in Southwick schools? **Fire:** What impact would a major fire at a 200,000 s.f. facility, with gasoline, other flammables and toxic substances have on the budget of the fire department? **Police:** how many traffic accidents, or other emergency police responses, like auto theft, property damage/break-ins, will occur annually? What has been the public safety demands at the other 11 IRCs now in operation? **Water Utilities:** What is the actual experience regarding water consumption at the existing 11 IRC facilities leased by Carvana? What impact will the use of water at this site have on the existing water capacity of the town, which has been imposing water restrictions and limiting new water hookups? **Stormwater management:** what will be the financial risk to homeowners in the stormwater containment plan is inadequate? **Sewage:** What will be the annual cost to the town for processing the sewage generated by this facility? **Wetlands/Wellhead:** What is the financial risk to the town of approving a facility with

gasoline, car oil, and the storage of other hazardous chemicals nearby to a wetland and wellhead area? **Property Taxes:** What does the applicant (or Southwick assessors) believe is a fair market value assessment for the proposed building, in order to determine the property taxes it would pay? Many communities have run into assessment controversies with large developers seeking property tax abatements after construction. **Abandonment:** Will the applicant agree to pay for the cost of demolition of this building if the tenant for any reason leaves the site, and a replacement tenant cannot be found within a specified period of time? (See also the infrastructure concerns mentioned below in section V.3. called "Demand on Infrastructure.")

**Due to the lack of meaningful information The Board must deny the Special Permit.**

- 9. Exposed storage areas, machinery, service areas, truck loading areas, utility buildings and structures and other unsightly uses shall be setback or screened to protect the neighbors from objectionable features.**

The applicant says "fencing and vegetative buffers" will "minimize visibility of the facility and outdoor inventory storage" from the adjacent roadways and the Rail Trail. The board should insist on renderings of what parts of the building and outdoor lot will be visible from the roads, and from abutting properties, showing how year-round views will be affected by the choice of vegetative buffers. **As we have indicated, we do not feel it is possible to "hide" a 200,000 s.f. building, 24 feet high, behind a buffer, or an impervious vegetated planting of some sort. An outdoor used car lot, and a big box building are unsightly uses which neighbors will consider objectionable.**

- 10. The site plan shall comply with any and all zoning requirements for parking, loading, dimensions, environmental performance standards and all other provisions of this chapter.**

**The applicant offers a one sentence response to this "all zoning requirements" site plan standard. But issues like parking adequacy and loading requirements should be the focus of an independent traffic engineer's peer review for sufficiency.**

## **V. Other Zoning By-laws Of Concern**

- 1. Section 185-2A(2), Secure Safety from fire, flood, panic and other dangers, 185-9A, -9B, -10B, -10C, and -19D, with subsections noted, and Section 185-36 in its entirety relative to Environmental Performance Standards**

An oral statement was made and a written copy submitted for the record by Save Southwick members at the June 29, 2021 hearing that were specific to the bylaws and

Planning Board duties regarding the Environmental Performance Standards cited above.

In the event of a large-scale emergency at the Carvana site, there are at least two significant factors to consider outside of a typical emergency response plan. Considering the water availability and capacity issues discussed earlier, there would very likely not be enough Southwick water available to fight a fire of the potential magnitude here. A significant fire would release noxious fumes and other potential contaminants, and possible explosions could be very likely. This could require a widespread evacuation - how would the surrounding residents PLUS 400-600 employees (including truckers and ancillary persons) all evacuate on Tannery Road and College Highway in a safe and orderly manner?

The Southwick Emergency Management Department is responsible for categorizing, documenting, and reporting all hazardous material storage facilities within the Town, and having a response plan documented with the Massachusetts Emergency Management Agency (MEMA) in the case of any emergency at any of those facilities. This is Mass State Law. MEMA directly coordinates all of these dangerous storage facilities with the Federal Emergency Management Agency. (FEMA).

There needs to be a documented response plan for each hazardous storage facility in Town with each of these agencies. This plan would involve the input from the Southwick Fire Chief, Police Chief, Emergency Management Director, Public Works Director, Board of Health, Building Department, State MEMA representatives, and The Board of Selectmen, and would describe Southwick's ability to respond to fires, mass contamination, hazardous material spills, flooded facilities, car fires, and any large-scale emergencies of many descriptions.

To date, there has been no documentation provided to the public of any emergency response plan that may have been provided to the Planning Board in consideration of the special permit application by Caravan. And it is hardly feasible that Southwick has the ability within its incurrent Town facilities and Departments to provide any Emergency response to a facility the size of Carvana.

Carvana most certainly will be storing hazardous materials including gasoline, diesel fuel lubricants, solvents, cleaning products, waste oil, waste hydraulic oil, and building cleaning products on a large scale. Additionally, there will be a reported 800 employees at the facility on a daily basis.

Southwick has a volunteer fire department and a relatively small EMT and Police Department. As such, it is unfair to impose on them the duty to respond to a potentially large scale emergency event at the facility.

**Without an Emergency Response Plan and orderly evacuation plan reviewed and approved by the responsible parties and surrounding towns, the Board cannot**

**ensure the health and safety of the community and cannot approve a Special Permit per these bylaws cited.**

Sections 185-2A(2), 185-9A(4), 185-9A(5), 185-9A(9), 185-9A(17), 185-9B(6), 185-10B(1), 185-10B(3), 185-10C(2), 185-10C(6), 185-19D(7)a, 185-19D(7)b, 185-19D(7)d, 185-19D(7)e, and 185-19D(9), and Section 185-36 in its entirety relative to Environmental Performance Standards

## **2. Impact on Historical Landscapes and Structures (Section 185-10(C)(b) and Section 185-10(C))**

This property is the site of **five historic tobacco barns** that are at the root of this community. This site is also included in the **Heritage Landscape Inventory Project** of the Pioneer Valley Planning Commission. It is inventoried as the Chuck's Hereford Steakhouse Area, and also as the north eastern view of the Coes Hill Road Vistas Area, also an inventoried Heritage Landscape Area. The applicant intends to demolish these barns to make way for 66+ acres of impervious asphalt surface. These barns are also specifically inventoried under the **Massachusetts Cultural Resource Information System**, Inventory Number SOU.96.

The Board cannot approve the project for a Special Permit because the proposal does not comply with the above-named sections of the bylaws that state that building sites shall, to the extent feasible:

- (b) Minimize obstruction of scenic views from publicly accessible locations and
- (c) Preserve unique natural or historical features,

and may also be subject to MEPA review based on their historical inventory designations.

## **3. Demands on Infrastructure (Section 185-10C(7) and Section 185-9B(9))**

The Water Commission recently revealed on 6/23/21 that they had only received limited information on this proposal, despite its *stated* projected draw of nearly 3 million additional gallons of water each year. The Water Commission had previously stated on multiple occasions prior to this that the town was at capacity. On June 29, 2021, the applicant revealed that the expected water draw was actually 7,825,000+/- gallons per year. If, as the Water Commission had stated in open public meetings, the town was at capacity during 2020 and has recently denied existing town businesses additional hook-ups for this reason, the Board cannot approve a special permit that would completely overwhelm the town's water resources.

According to public record, the Southwick Water Commissioners, through their meeting minutes, have known about "a large mixed-use facility planned in the open field south of the American Inn" since July of 2020.

The potential applicant was a large water user, and the inability for Southwick to provide Water to the applicant was mentioned through Water Commissioner meeting minutes in

June 2020, July 2020, August 2020 November 2020, December 2020, March 2021, and May of 2021. For the Water Commissioners to say that they have not known of this proposed draw on the water system until June of 2021 is disingenuous.

Also, through their meeting minutes and a review of the Water Statistical Report of the Southwick Water System, Southwick can only use 730,000 gallons per day from the well water sources that provide 90% of the water to the Town. If they go over they are in violation of the Water Management Act State Law. Southwick currently uses 720,000 gallons per day on average according to documents that Southwick has submitted to State Agency Department of Environmental Protection (DEP).

This leaves only 10,000 gallons per day that can be provided to any proposed Carvana site or any other development in Town. It can be reasonably estimated that Carvana will use 75,000 to 100,000 gallons per day on average in direct contradiction to Carvana's submitted estimate of 9,000 gallons per day, which through public hearings, was revealed to actually be in the neighborhood of 25,000 gallons per day.

Southwick cannot provide this water volume, and has gone on record during their water commissioners meeting in July and December of 2020 as not being able to supply half of this water on a daily basis to other applicants.

The estimate of water use calculation by Carvana can be debated during the public hearing, but it can be more accurately determined through a third-party peer review of the special permit application by Carvana. This would include a description of the water use equipment that is proposed for the inside and outside of the Carvana facility, the number of toilets, sinks, showers, washing machines for towels for cleaning of cars, number of car washes, building janitorial sinks, cafeteria food preparation and dish washing equipment, fire sprinklers, exterior irrigation systems, and water use to clean the building facility.

To date, no information has been presented to the public through the Planning Board that accurately describes the water use for the facility. The Planning Board has to have this information in order to vote responsibly on the special permit application.

As noted above under traffic concerns, no independent analysis has been presented relative to the impact on the roadways due to the increased number of passenger, tractor trailer and delivery vehicles traveling on ALL major roads and intersections through the town, not just the immediate College Highway and Tannery Road locations. The applicant states that "multiple conversations have taken place with town officials" regarding projected demands on services and infrastructure and simply suggests that certain (unnamed) future actions "should address any concerns" about the roadways.

An **independent comprehensive water usage impact study**, underwritten by the applicant, must be submitted to the Board with longitudinal projections for Carvana, existing business, agricultural, commercial and residential impact delineated. An

**independent traffic impact analysis report** must be prepared and presented to the Board.

The Board would also have to exercise its right under Section **185-9B(9)** to require the applicant to provide ongoing independent monitoring, at the expense of the applicant, of the water circulating through the site and into the groundwater systems to ensure the continuing cleanliness and safety of the Town's water supply and the surrounding environment.

Without any data and evidence of what these demands on the infrastructure may be, the Board cannot make a finding of fact that this project will comply with **Section 185-10C(7)**.

**4. Off-Street Parking and Loading (Section 185-30 and Sections 185-30D, 185-30B(4), 185-18, 185-18B(7) and 185-10C(10)).**

Approval for a special permit cannot be granted because the applicant has not adequately demonstrated how the proposed development will comply with **Section 185-30**. The applicant submitted a narrative stating that additional areas for the outdoor storage of vehicles are not included in the off-street parking calculation, even though those vehicles are indeed parked off-street. The applicant states that *they* consider these to be 'vehicle storage lots', not parking lots. However, elsewhere in the documents, they refer to them as Ready Line *Parking Spaces*. Site Plan Layout Sheet C1.00 shows 5,400 of these Ready Line Car **Parking Spaces**. Sheet C1.00 also shows an additional 1,000 parking spaces labeled as "SUBLET". The applicant has not included those parking spaces in its counts, has not indicated what a sublet situation would be and what Permitted Use or Accessory Use a sublet would be subject to.

Whether they are vehicle storage lots or car parking lots, the applicant has failed to address their compliance with **Section 185-30D** Loading Space requirements, **Section 185-30B(4)** for the number of spaces for each type of use, **Section 185-18** Industrial Zone Permitted Usage, **Section 185-18B (7)**, Prohibited Uses, Junkyards.

Approval for a special permit cannot be granted **specifically** pursuant to Section **185-18B(7)** Junkyards, because it specifically states that this is:

**"INCLUDING** the **storage of any unregistered vehicles outside of a building** or structure, provided that one unregistered vehicle may be temporarily stored on the premises for a period of time not to exceed three months; penalty for a breach thereof shall be recovered by complaint before a proper court. This section shall not apply to motor vehicles which are designed and used for farming purposes, contractors' equipment and present and future holders of Class 1 and Class 2 motor vehicle licenses in accordance with MGL c. 140, § 58. [Amended ATM 4-15-1980 by Art. 42]"

The applicant has stated repeatedly and definitively in writing and in open public meetings that it will NOT be selling cars from this facility, therefore, **it does not qualify for a Class II motor vehicle license to be issued by the Select Board.**

Without adequate demonstration of compliance to these sections, and the disqualification for a Class II motor vehicle license, the Board cannot make a finding of fact to approve the Special Permit under the Parking, Loading and Storage bylaws cited.

## **VI. Mitigating Special Permit Conditions Available to the Planning Board**

1. In most zoning by-laws, including Southwick, when an applicant submits a proposal which contains certain objectionable features, the Special Permit Granting Authority has significant powers to make the project fit the zoning—rather than make the zoning fit the project.

**We strongly recommend a DENIAL of this Special Permit Application by the Planning Board for all the reasons cited above. We support preservation of farmland and object to the scale and character of this project.**

**We support a Rejection to the proposal that is:**

**Out of Scale: The Board can reject this project because it is incompatible with other buildings in the surrounding area.** The applicant had other sites to consider for this project, but given the choice of site selected here, the Board can use its authority to determine that project does not fit the site.

**Burdens the Town with an incompatible Number of Occupants.** The Board is empowered to reject a proposal that burdens the Town with non-contributing populations of persons (and vehicles).

**Inconsistent as the the Extent of facility:** The Board has the authority to reject a special permit because the applicant is unwilling to reduce the impacts of a larger building.

**NOT compatible and harmonious with the “character and scale” of the town of Southwick.**

**NOT integrated into the existing landscape and screen objectionable features**

**NOT integrated into existing architectural design (tobacco barns)**

**NOT able to maintain neighborhood character, and will NEVER pay its respects to the rural character, scale and history of this small New England town.**