

TOWN BOARD: TOWN OF NORTH CASTLE
COUNTY OF WESTCHESTER: STATE OF NEW YORK
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In the Matter of the Application of

BRYNWOOD PARTNERS LLC

PETITION

For amendments to Sections 213-3, 213-19 (Schedule of Residence District Regulations) and 213-33 of the Zoning Ordinance of the Town of North Castle (i) modifying the regulations governing “Membership Clubs,” and (ii) establishing “Golf Course Community” as a new special permit use in the R-2A One-Family Residence District, affecting real property owned by Petitioner commonly known as 568 Bedford Road and designated on the Tax Assessment Map of the Town as Section 2, Block 8, Lot 7.C1A.

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Brynwood Partners LLC (the “Petitioner”), by its attorneys DelBello Donnellan Weingarten Wise & Wiederkehr, LLP, hereby petitions the Town Board of the Town of North Castle pursuant to New York Town Law Sections 264 and 265 and Article XIII of Chapter 213 of the Code of the Town of North Castle (the “Zoning Ordinance”), as follows:

THE PETITIONER

1. The Petitioner is limited liability company duly organized and existing under the laws of the State of Delaware (and authorized to do business in the State of New York), having its address at 505 Fifth Avenue, New York, New York 10017. The principal members of the Petitioner are Corigin of New York City, JBM Realty of Greenwich, Connecticut and Florida East Coast Realty, Inc. (“FECR”) of Miami, Florida.

2. Corigin is a vertically integrated real estate company with in-house expertise in acquisition, asset repositioning, adaptive reuse, ground-up development and the disciplines of architecture, construction, sales, marketing, finance, legal and accounting. Corigin has a strong record of success and has invested in numerous development projects in its eighteen year history with over \$2 billion in asset value. Corigin's current transactions encompass more than five (5) million square feet of residential and commercial real estate projects in New York, New Jersey and Florida. Additionally, Corigin is the largest private provider of student housing to New York University ("NYU"), currently housing more than 2,400 of its students in buildings owned and managed by Corigin and net leased to NYU.

3. JBM Realty was founded in 1983 and is a private company focusing on the development, financing and sale of residential and commercial properties. The principal of JBM Realty is Jeffrey B. Mendell. Mr. Mendell has been a resident of the Town of North Castle (the "Town") since 1994. Mr. Mendell's most recent project was the development of Greenwich Shore, a luxury rental apartment project overlooking Long Island Sound in Greenwich, Connecticut. Earlier in his career, Mr. Mendell was an executive with Citicorp Real Estate, Inc. in New York City, President of National Realty & Development Corp. of Purchase, New York, where he was responsible for all aspects of a fourteen (14) million square foot portfolio of shopping centers, office parks and a residential construction business based in New Jersey, and President of RFR/Davis, Davis & Partners and affiliated companies, where he supervised all aspects of the development, construction and management of a portfolio of over 1500 luxury residential apartments in Manhattan.

4. FECR has been developing real estate, primarily in the State of Florida, for over sixty (60) years and is responsible for the development of over sixty (60) million square feet. A

fully integrated, family-owned and operated business under the direction of legendary developer Tibor Halo, FECR constructs and develops single-family homes, residential and commercial high-rises, government buildings, marinas, high-end retail centers, warehouse complexes and telecommunications centers. Among other projects, FECR was the driving force behind the master planned transformation of Miami's Omni/Venetia area into what is now known as the Media and Entertainment District, which covers six square blocks on the northern edge of downtown Miami, and includes residences, hotels, high-end retail space and Sea Isle Marina and Yachting Center, a full-service marina and home of the Miami International Boat Show.

THE PROPERTY

5. The Petitioner is the owner of the real property commonly known as 568 Bedford Road (New York State Route 22) and designated on the Tax Assessment Map of the Town of North Castle as Section 2, Block 8, Lot 7.C1A (the "Property"). The Property is the site of the golf and country club formerly known as "Canyon Club." The Petitioner acquired the Property in December, 2009.

6. Shortly after acquiring the Property, the Petitioner engaged Hart Howerton, an internationally acclaimed team of architects, planners, landscape architects, and interior designers based in New York City, to be the architect and master planner for renovations to existing club facilities and for the proposed new residential community described below; and hired world-renowned Troon Golf of Scottsdale, Arizona as operator of the club and golf course. In April, 2010, the Petitioner completed the first significant renovations to the clubhouse and core amenities in more than forty years, and reopened as Brynwood Golf & Country Club (the "Club"). Approximately fifty percent (50%) of the members of the Club are residents of the Town.

7. The Property fronts on the west side of Bedford Road and consists of approximately 156 acres. The Property is currently improved with an 18-hole golf course with a practice range, putting green and chipping green. There are fourteen (14) outdoor tennis courts located near the clubhouse. The existing structures on the Property include an approximately 65,000 square foot clubhouse with outdoor pool and terrace. The clubhouse contains twenty-two (22) guest suites, a ballroom, restaurant and bar, men's and women's locker rooms, lounge areas, administrative offices and a golf pro shop. Other structures include a detached golf cart storage facility, a maintenance garage attached to the clubhouse, a tennis cabana and golf halfway houses. Related on-site service buildings and facilities include an on-site wastewater treatment facility operated under a New York State Pollution Discharge Elimination System permit.

8. The Property is located in the R-2A One-Family Residence District ("R-2A District") of the Town. "Membership clubs" (which include golf and country clubs and similar recreation facilities) are permitted in the R-2A District upon the issuance by the Town Board of a special permit under Section 213-33.I of the Zoning Ordinance. The Property was first approved for use as a membership based golf and country club pursuant to a special permit granted by the Zoning Board of Appeals of the Town on April 14, 1961. The club was initially known as the Bel-Aire Country Club.

**THE PROPOSED AMENDMENTS TO THE ZONING ORDINANCE REGULATIONS GOVERNING
MEMBERSHIP CLUBS**

9. The special permit for operation of the golf and country club has been amended, extended and re-issued numerous times by the Zoning Board of Appeals, and then under successor zoning codes, by the Town Board, most recently in April, 2000, to permit a professional tennis tournament to be held at the Property in May of that year. The specific

conditions to the use of the Property and operation of the club imposed by the Zoning Board of Appeals and Town Board were last materially amended in June, 1978, to permit the club to “conduct outside affairs such as dinners, dances, weddings, [and] catering to persons who are not primarily members of the club.”

10. The Property has been continuously used and operated as a golf and country club since 1964. In the almost fifty years since, the economics of golf and country clubs have changed significantly, primarily due to the ever-increasing costs of operating a labor-intensive enterprise that in the northeastern United States incurs year-round expenses but can only be fully operated for half the year. These economic changes have made the traditional private “not-for-profit” equity membership model increasingly difficult to sustain, as demonstrated by the recent failures of Hampshire Country Club in Mamaroneck and Ridgeway Country Club in White Plains, among others in the region and elsewhere.

11. To the Petitioner’s knowledge, the Town’s current regulations for membership clubs, which are set forth in Section 213-33.I of the Zoning Ordinance, have not been revised in a considerable time. The regulations permit only the traditional “not-for-profit” equity membership model of club ownership and operation. Thus, the definition of “club, membership” in Section 213-3 of the Zoning Ordinance: (a) defines “membership club” as “land, buildings and facilities operated by a membership corporation, association or fraternal order”; (b) requires the members of the membership corporation, association or fraternal order to have “a financial interest in and method of control of, the assets and management of the club”; and (c) expressly provides that a membership club shall not be operated primarily for profit. In addition to operational control, the special permit regulations for a membership club require the “membership club” to own or lease the club property (Section 213-33.I(5) of the Zoning Ordinance).

12. These traditional regulations are not sufficiently flexible to permit the business model that Petitioner respectfully submits is necessary to ensure the economic viability of the Club and induce continuing capital investment under current and foreseeable economic conditions, in which the Club – including its golf course, recreational facilities and dining amenities – would be operated for the benefit of members (and the public, to the extent permitted under the special permit) by a professional owner/manager for profit. This alternative model differs from the traditional equity model by exposing the club owner, rather than the members, to unknown financial risk and budget overruns.

13. To permit this business model as well as the more traditional model (in which a club property typically is owned by a for-profit entity and is leased to a not-for-profit “membership” corporation), the Petitioner proposes that the definition of “membership club” and the special permit regulations governing membership clubs be amended as set forth in **Exhibit A** attached to this Petition.

14. In addition to the changes to permit alternative business models, the Petitioner also proposes amendments to the special permit regulations to: (a) introduce a provision that expressly identifies the different uses permitted as part of a membership golf and country club, including golf and tennis pro shops, health, fitness and spa facilities, facilities for the operation and maintenance of the club including employee and management housing and buildings for the storage and repair of golf carts, restaurants and other food and beverage service facilities which primarily serve club members and their guests but which may also serve the general public at outings and catered events; (b) permit lodging rooms/suites for use by club members and their guests, guests attending catered special events, and club management and employees; and (c)

permit compact car parking spaces. The text of the proposed amendments is set forth in **Exhibit A**.

THE PROPOSED “GOLF COURSE COMMUNITY”

15. To further ensure the financial stability of the Brynwood Golf and Country Club, the Petitioner proposes to develop at the Property an ownership residential community geared to an active adult lifestyle, in which all homeowners will be required to be members of the Club. As shown on the conceptual plan attached as **Exhibit B** to this Petition, the “Residences at Brynwood” would consist of eighty-eight (88) residences located on an approximately 14.7 acre portion of the 156 acre site, leaving 141 acres of preserved open space. The residential portion of site would be comprised of two parcels: an approximately 14.5 acre parcel in the northeast corner of the Property fronting on Bedford Road (the “North Parcel”), on which all but five (5) of the units would be located, and an approximately 9,000 square foot parcel due west of the Club’s existing parking area and south of the clubhouse (the “South Parcel”). The two (2) residential parcels would be subdivided from the remainder of the site.

16. As shown on **Exhibit B**, the residences would be in nineteen (19) structures on the North Parcel, and one (1) structure on the South Parcel, all generally sited within currently developed areas and located to maximize views of the adjoining golf course. On the North Parcel, five (5) of the structures would be four-bedroom “Golf Cottages,” four (4) of the structures would each contain ten (10) two-bedroom “Golf Residences,” three (3) of the structures would each contain six (6) two-bedroom and two (2) three-bedroom “Golf Residences,” and seven (7) structures would each contain two (2) three-bedroom “Club Villas.” The structure on the South Parcel would contain five (5) three-bedroom “Fairway Residences” and potentially up to four (4) lodging rooms/suites. The Club Villa structures, which would be

designed to emulate single-family homes, would be located nearer to Bedford Road than the higher density Golf Residence structures, which would step down the existing slope away from Bedford Road and toward the golf course. The residences are currently anticipated to range from 1,900 square feet (two-bedroom Golf Residences) to 3,200 square feet (three-bedroom Fairway Residences and four-bedroom Golf Cottages). Sixteen (16) of the Golf Residences would be served by grade level accessory cabanas and “plunge” pools. Each of the residences would be served by two (2) garage parking spaces.

17. The architectural character and massing of the residential buildings would be rooted in the historic building traditions of the Town, Westchester County and surrounding region. Asymmetrical volumes, varying roof types and heights and a combination of materials such as shingles, painted wood and stucco would help create a picturesque arrangement of homes set in a natural landscape. Details would include a variety of wood bracket and rafter designs, window and door arrangements, and porches and terraces. Organized outdoor courtyards, pedestrian paths, and preservation of vegetation in undisturbed areas would encourage a sympathetic relationship of the structures fitting into the land. The landscape treatment along Bedford Road would include the use of stone walls and preservation of partial views to the west and existing large specimen trees.

18. The community would be geared to active adults and homeownership would be burdened by required membership in the Club. Given this, the Petitioner respectfully submits that the community would not generate a significant number of school children. The Petitioner will in due course provide the Town Board with appropriate expert analysis to support this conclusion, which will in turn be supported in part by data from similar golf course communities in Westchester County and the region.

19. The Petitioner will also provide to the Town Board an analysis of potential fiscal impacts of the proposed development (and of the other improvements to the Club discussed below). This analysis will show that the tax revenues to be generated to the Byram Hills Central School District and the Town would significantly exceed the costs to the taxing jurisdictions of the additional services they would provide to the community above and beyond the services already being provided to the Club.

20. The community and the Club would be served by the existing on-site wastewater treatment facility, which would be improved and expanded as necessary to meet all regulatory requirements, and are proposed to be served by existing and new on-site community water wells. Water would also continue to be drawn from the existing ponds for golf course irrigation.

21. The residential community would be accessed solely from N.Y.S. Route 22 (Bedford Road) at a common entrance with the Club. The Petitioner will provide to the Town Board a traffic impact study prepared by a qualified professional demonstrating that Route 22 and all potentially affected intersections have adequate capacity to serve the traffic that would be generated by the residences and that development of the residences would not cause any significant traffic impacts.

22. The proposed residential community would provide desirable age-targeted housing of a type not currently available in the Town. For all of the reasons discussed above, the Petitioner respectfully submits that the development of the community would not have any significant adverse impacts on the Town and its residents, and would in fact provide numerous net benefits to the Town and its residents.

**THE PROPOSED AMENDMENTS TO THE ZONING ORDINANCE TO PERMIT THE GOLF COURSE
COMMUNITY**

23. Residences at the density proposed by the Petitioner (i.e., 88 residences on a site of approximately 14.7 acres) are not permitted under the existing regulations of the R-2A District.

24. To permit the community to be developed, the Petitioner requests that the Town Board amend the regulations of the R-2A District to add a new special permit use to be known as “golf course community.” Under the proposed definition, a golf course community would be “a residential community designed for and marketed to active adults in which the central focus of the community is an affiliated membership club having an 18-hole golf course and other recreational facilities which adjoins the site of the golf course community.” The definition would also require the owners of all residences in a golf course community to be members of the affiliated club.

25. The definition and the proposed special permit regulations for a golf course community are set forth in **Exhibit C** attached to this Petition. The special permit regulations are designed to restrict golf course communities by requiring the community to be affiliated with a currently existing membership club which has an 18-hole golf course and adjoins the site of the community, which must in turn have frontage on, and be directly accessed from, a State highway.

26. The regulations restate the requirement that all homeowners must be members of the affiliated club. The proposed regulations also acknowledge that the golf course of the affiliated membership club functions as the open space for the golf course community, and that preservation of that open space is the basis for the permitted density of a golf course community. The regulations therefore expressly provide that as a condition of site development plan approval

of a golf course community, the affiliated membership club must record in the Westchester County Clerk's office a declaration of covenants and restrictions pursuant to which the owner of the membership club property agrees that for so long as the affiliated golf course community exists, the property shall be used solely for a membership club in accordance with the requirements of the Zoning Ordinance, and the portion of the property on which the golf course is located shall be maintained either as a golf course or otherwise as open space.

27. The regulations would also establish special bulk, dimensional and parking requirements for a golf course community including a maximum permitted density of one "density unit" (as already defined in the Zoning Ordinance) per 12,000 square feet of the aggregate lot area of all lots comprising the community.

28. To maximize the ability of a golf course community to weather the kind of economic conditions that have been experienced for the past several years and permit the community to respond to other changes in marketplace demand, the regulations would permit certain types of limited design flexibility after site development plan approval is granted without need for additional or amended site development plan approval provided that: (a) overall density (measured in density units) and building coverage are not increased, and minimum yards are not decreased, from the amounts previously approved by the Planning Board; (b) the overall number of off-street parking spaces continues to comply with the Zoning Ordinance; (c) no principal building or structure is located any closer to any property line than under the approved site development plan; (d) the landscape plan approved by the Planning Board for the site frontage on the State highway and all yards and/or designated buffer areas which do not abut the adjoining membership club is not materially changed; (e) the Town Director of Planning determines and certifies to the Town Building Inspector that the overall architectural design and character of the

golf course community is not materially changed; and (f) the Town Director of Planning determines and certifies to the Town Building Inspector that the changes do not present any new or different significant adverse environmental impacts, or significant adverse environmental impacts greater in degree than addressed in the initial review of the golf course community under the State Environmental Quality Review Act, and that any impacts requiring mitigation are adequately mitigated by the measures already imposed in connection with the site development plan approval of the golf course community.

THE PROPOSED IMPROVEMENTS TO THE GOLF COURSE AND OTHER CLUB FACILITIES

29. The Petitioner also intends to make further improvements to the core facilities and amenities of the Club, continuing the comprehensive renovation that began in 2010 with improvements to the clubhouse interior.

30. As shown on the conceptual plan attached as **Exhibit D** to this Petition, the clubhouse would be completely renovated and would include: (a) a new entry façade with expanded porte cochere facing Bedford Road; (b) a reconfigured service entry; and (c) a new pool with surrounding terraces. The existing clubhouse building would be reduced from approximately 65,000 square feet to approximately 62,000 square feet and would contain all current uses including lodging and new uses such as spa and fitness facilities and employee housing, and additional food and beverage service facilities. The existing tennis courts would be relocated closer to the clubhouse and reduced in number from fourteen (14) to six (6). A new tennis viewing pavilion of approximately 800 square feet would also be constructed. The design of the clubhouse would respond sensitively to the architectural traditions of the Town, County and region and integrate contextually into the established landscape along Bedford Road.

31. To improve on-site traffic movement after Club events, the Petitioner would construct a new exit from the Club parking area, limited to right-turns onto Bedford Road.

32. A new golf course maintenance building would be constructed in the vicinity of the existing wastewater treatment facility, which would be expanded and up-graded to accommodate the demand from the golf course community.

33. The golf course would be renovated and improved under the direction of Rees Jones, Inc. of Montclair, New Jersey, a renowned international golf course design firm that offers a classical approach, decades of experience and a family heritage of excellence. The improvements include adding additional championship and forward tees, select rebuilding of existing tees to improve playability and drainage, installing drainage in twelve (12) of the existing greens, constructing seven (7) new green surfaces and green complexes, rebuilding all greenside bunkers and fairway bunkers, installing ten to twelve (10-12) additional fairway bunkers, relocating three (3) golf holes to improve the golf course experience and minor grading on select fairways. The existing ponds would be expanded to improve storm drainage storage and increase capacity for golf course irrigation.

COMPLIANCE WITH THE STATE ENVIRONMENTAL QUALITY REVIEW ACT

34. Under the State Environmental Quality Review Act and the regulations promulgated thereunder (“SEQRA”), the project and the actions directly and indirectly proposed by this Petition are classified as “Type I.” A full Environmental Assessment Form prepared by VHB Engineering, Surveying and Landscape Architecture, P.C. and dated September 25, 2012 is attached as **Exhibit E** to this Petition for the Town Board’s review and consideration.

35. The Petitioner requests that at its meeting on September 27, 2012, the Town Board declare its intent to serve as lead agency for review of the project under SEQRA, and authorize the circulation of notice of intent to all potentially involved and interested agencies.

CONCLUSION

36. The proposed changes to the permitted business model for membership club ownership and operation would facilitate the significant capital investment that is necessary to sustain a club in difficult economic environments, and that simply cannot be attracted by the traditional not-for-profit model. Permitting the alternative business model would not negatively impact the Town, because the operation of a membership club would in all events remain subject to control through the special permit, regardless of the form of club ownership and management.

37. The Petitioner would comply with any requirements that the Town may adopt for the provision by multi-family residential developers of off-site affordable housing. The Petitioner respectfully submits that the proposed new golf course community would benefit the Town by expanding housing opportunities for adult residents with grown children who wish to remain in the Town but no longer have need for the larger home where their family was raised; and by providing a significant new source of tax revenue to the Town and Byram Hills Central School District that would exceed the costs of services provided by these taxing jurisdictions to the community. The architecture of the community would be consistent with local architectural traditions, and would embrace modern environmentally sensitive design concepts.

38. The development of the golf course community would help ensure the future financial viability and sustainability of the Club, with result in the preservation of one of the Town's significant recreational open spaces.

WHEREFORE, the Petitioner respectfully requests that the Town Board grant this
Petition and amend the Zoning Ordinance as set forth herein.

Dated: White Plains, New York
September 25, 2012

Respectfully submitted,
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