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July 28, 2007

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Chief Rose Krasnow, Chief, Development Review
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Montgomery County
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Mr. Anthony Alessi, Development Director
Westfield
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Bethesda, MD 20817

Dear Ms. Moshier, Ms. Krasnow, Mr. Alessi, and Mr. Leggett:

The Montgomery Mall Citizens Advisory Panel (MMCAP) is providing its response to the proposed design of the Westfield Expansion of the Montgomery Mall in Bethesda, Maryland. This design concept was presented to the M-NCPPC, Montgomery County and members of the MMCAP on June 26, 2007.

The MMCAP is a Maryland non-profit organization established to represent the communities that were original signatories to the covenants associated with the rezoning of the Solomon Family land to allow for the development of the Montgomery Mall. Additionally, MMCAP has expanded to include those neighborhoods that will be impacted by any expansion of the Mall.

This response has been prepared by the directors of MMCAP with input from the citizens of the associated MMCAP neighborhood, and provides a detailed understanding of its concerns and some potential recommendations of changes to the design concept. This document provides the insight for the staff of Westfield and its architectural/engineering team to analyze and further develop its concept design with the goal of respecting the communities that surround Montgomery Mall.

The Board of Directors of MMCAP is available to review and discuss all of our concerns with Westfield and its architectural/engineering team in an open format. We welcome the Montgomery County Planning Department's input and professional evaluations in this process.

We look forward to the opportunity of further discussions and I am available to coordinate with Westfield, M-NCPPC, and the Board of Directors of MMCAP.

Sincerely,



Peter J. Downes
President, MMCAP

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Introduction

MONTGOMERY MALL CITIZENS ADVISORY PANEL (MMCAP)

The Montgomery Mall Citizens Advisory Panel (MMCAP) is the confederation of local communities that border and are impacted by the existence and operation of Montgomery Mall. These communities include the original signors of the purchase agreement and covenants associated with the rezoning of land from the Solomon Family to the original Mall developers. Over approximately 50 years, the area around Montgomery Mall has evolved to its current configuration of primarily neighborhood communities of North Bethesda, Bethesda, North Potomac, Potomac, and Rockville, Maryland.

The primary goal of the MMCAP is to work closely with the stakeholders that will be impacted by Montgomery Mall in its current configuration and future expansions. These include Westfield, Montgomery County officials, Montgomery County Council members, and other interested parties. MMCAP's members consider Westfield Montgomery Mall to be a community asset and do not take issue with the plan to expand the Mall in principle. Through a series of meetings and briefings, the MMCAP has established a vision and plan that will mitigate the Mall's expansion with respect to traffic, pedestrian access, aesthetic vision and local neighborhood interaction with the Mall.

WESTFIELD'S VISION FOR MONTGOMERY MALL

Westfield and its architectural/engineering and consulting team have presented two designs over the past six months in briefings to the communities, MMCAP, and Montgomery County National Capital Parks and Planning Commission (MC-NCPPC). The overall motivation for the expansion and modernization of the Montgomery Mall as presented by Westfield and subsequently articulated through the Montgomery County Council is that Montgomery Mall is losing business to Tysons Corner Center and the county and state are losing retail and property taxes as well. Westfield claims that it is imperative to develop a plan to recapture this lost revenue through the expansion and modernization of Montgomery Mall.

The MMCAP respects this goal. However, the expansion of Montgomery Mall must not be to the detriment of the surrounding neighborhoods that constitute MMCAP. MMCAP also believes that the Montgomery Mall and its close proximity to the residential neighborhoods creates a unique situation that must be considered when designing the new expansion.

The original concept of a suburban Mall that services the surrounding neighborhoods was developed for the growing County in the 1950's, 60's and '70's. The County currently has several Malls similar to Montgomery Mall such as White Flint Mall, and Wheaton Plaza Mall. Each of these other Malls has evolved to a level that is equal to the concept proposed by Westfield in its current proposed configuration for the expansion of Montgomery Mall. These include a major theater, restaurant, and concessions area; expansion of structured parking; and the expansion of high-end retail entities. The unique element of the Montgomery Mall location is that unlike these other Malls, the surrounding neighborhoods remain intact. The expansion of residential housing around Montgomery Mall has grown, while the neighborhoods surrounding other Malls, including Tysons Corner Center, have been replaced with large commercial land bays. The commercial land bay expansion around Montgomery Mall has been confined to the area directly across from Westlake Terrace and I-270.

The proposed expansion fails adequately to consider the neighborhood edge between Westlake Drive and the western neighborhoods of North Bethesda and Potomac and the transportation impacts associated with the additional vehicular traffic. This expansion directs additional traffic to Westlake Drive, is visually incompatible with the surrounding neighborhood, fails to address pedestrian safety, and makes the community less viable as a walk-able, transit-friendly mixed-use area. This expansion also eliminates a major neighborhood amenity that is provided through the retail and service companies that constitute the tenants of Westlake Crossing

MMCAP members further believe that appropriate design changes can resolve these concerns, while allowing Westfield to expand its commercial space to the magnitude the current plan envisions.

PARTICIPATING COMMUNITIES

The Montgomery Mall Citizens Advisory Panel (MMCAP) is a coalition of communities in North Bethesda and Potomac. When the commercial zone at the site of what is now Westfield Montgomery Mall was first conceived, some of MMCAP's member communities consented to the rezoning in exchange for site design limitations, set forth in 1958 covenants of record. Other MMCAP member communities were built afterwards, but are now part of the same community.

The original signatories to the 1958 covenants include:

- Ayrilawn
- Maplewood
- Marymount
- Luxmanor
- Old Georgetown Road
- Georgetown Village
- Wildwood Hills
- Alta Vista Terrace-Wyngate

Additional communities who are signatories to the MMCAP include:

- Chelsea
- Crestberry
- Devonshire
- Lakeview House
- Seven Locks Civic Association
- West Spring
- Westlake Park "A" (Westlake Park)
- Westlake Park "B" (Westlake Towers)
- Westlake Park "C" (Westlake Terrace)
- Windermere

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VISION FOR MONTGOMERY MALL AS A COMMUNITY MEMBER

MMCAP's vision for the Montgomery Mall expansion is to allow Westfield a viable development that meets its profit and retail mix projections, yet which also recognizes and mitigates impacts to community livability, the urban environment and the pedestrian and vehicular flow of affected residents. The original owners of the site recognized the impacts a large shopping mall would have on the region. Thus the covenants restricted the potential for structures and other elements that would change the massing, view sheds, and vehicular and pedestrian interaction surrounding the Mall. With this in mind, MMCAP has evaluated the Westfield design and has studied the Mall expansion impacts on the surrounding neighborhoods bounded by MD 355 (east), River Road (south), Falls Road (west) and Montrose Road (north).

MMCAP believes that Westfield should utilize the under-developed area between the existing Mall and I-270 to the greatest extent possible. Massive parking structures in particular should be restricted to the east side off the Mall. Locating the bulk of new parking near I-270 will greatly reduce visual impacts to the community and divert considerable traffic away from Westlake Drive. Shifting the bulk of the expansion towards I-270 will also provide space closer to the community for community-oriented retail and the transit center. Finally, shifting parking away from the neighborhood diverts secondary impacts associated with garage parking such as noise and crime.

MMCAP's vision for the western boundary of the Mall focuses on accessibility and livability consistent with mixed-use design principles. Community-oriented retail and transit must be provided in a configuration convenient to neighborhoods. Street-facing retail should include tenants similar to the existing Westlake Crossing, with a coffee shop, dry cleaners, bank, carry-out restaurants and the like. The retail façade and streetscaping should foster a lively, walkable, "main street" environment without barriers between retail and the sidewalk (but with green buffer between street and sidewalk so the sidewalk is inviting and not terrifying). Right-of-way must be provided by Westfield along Westlake Drive to ensure that the street itself supports safe multi-modal travel and crossings in the face of increasing traffic. Westlake Drive should be a traffic-calmed boulevard with a tree-lined median, pedestrian refuges, shoulder space and similar treatments.

MMCAP also envisions moving the transit center closer to Westlake Drive, as clearly called for by the 1992 North Bethesda/Garrett Park Sector Plan.

In saying that MMCAP believes these things, we mean to indicate that these are the consensus views of the communities that make up the MMCAP, established after repeated lengthy meetings involving wide-ranging discussions of the matters at hand and related developments of local, regional, national and global import. MMCAP has canvassed the participating communities through their representatives and has identified specific concerns and recommendations with respect to the Westfield Montgomery Mall expansion design. MMCAP believes that through dialogue and other communications the Mall can be expanded and the community enriched through a thoughtful expansion plan.

Concerns:

INTRODUCTION

On February 22, 2007, the MMCAP prepared a Position Paper (letter) to the Montgomery County Planning Department that articulated the concerns of the proposed Montgomery Mall Expansion as designed by Gensler Architects on behalf of Westfield. A copy of this letter is attached for reference purposes.

Westfield received a copy of this letter from the Montgomery County Planning Department and revised the design to its current configuration as proposed on June 26, 2007. The MMCAP has reviewed the revised drawings and are formally submitting herewith our continuing concerns and potential recommendations for the Montgomery Mall Expansion.

MMCAP has reviewed the concept design as revised and believes that Westfield has sought to respond in theory to the concerns of the communities.

However, the overall presentation does not fully represent or in some cases misrepresents, the future built expansion. The landscape plan



proposed as a visual green screen along Westlake Drive misrepresents the future planting size, both vertically and horizontally. The picture below depicts the actual size of trees proposed to be placed as a “landscaped green” along the façade of the existing garage on Westlake Drive. These 16-year old, mature trees show a maximum height of approximately 15 feet. The plan as proposed by Westfield would require that these trees have a growth at maturity of 35 feet. The rendering of the garage is not to scale for a facility that will ultimately reach a height of 66 feet above grade.

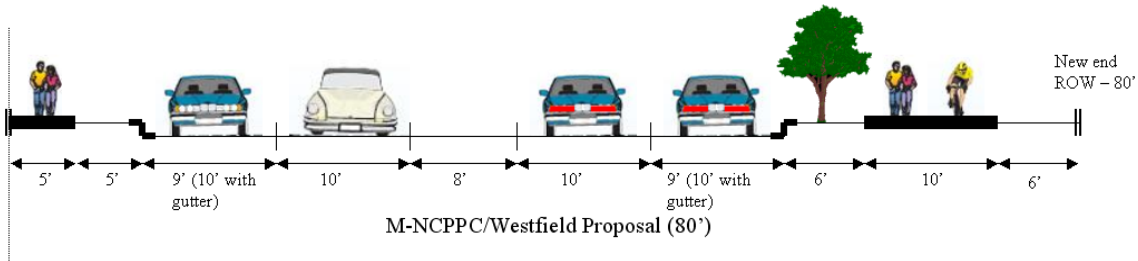
The design also allows for easy future expansion of additional structured parking along Westlake Drive at the location of the existing surface parking. This future parking would reverse the Westfield design that eliminated that portion of the parking garage that would impact the communities abutting Westlake Drive and the Mall.

The MMCAP has received considerable comments relative to the expansion of Macy’s towards Democracy Boulevard. The neighborhood communities of Crestberry and Devonshire are concerned that the building massing will become more obtrusive on the southwest side of the expansion and that the mature trees and landscape screening provided in earlier expansions will be eliminated or damaged.

STREET PLAN (WESTLAKE DRIVE):

Concerns:

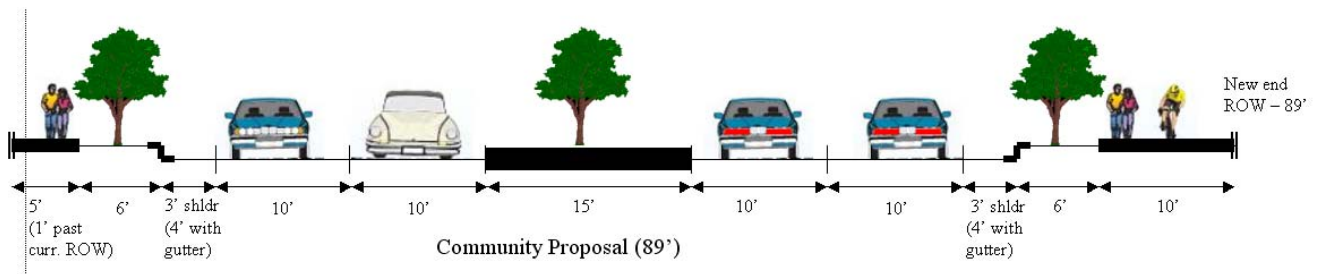
The revised plan (depicted below) omits most of the multi-modal street improvements requested by MMCAP for Westlake Drive. Most of MMCAP's desired improvements have already been supported by DPWT or M-NCPPC's transportation staff.



Recommendations:

MMCAP rejects the Westfield response in their briefing of June 26, 2007 "Community Traffic Requests" as wholly inadequate and non-responsive to MMCAP's concerns. MMCAP has updated its requests somewhat based on communications with the County, DPWT, and Westfield.

Reinstate the median (as depicted below). Per our earlier request, install a landscaped center median to replace the continuous two-way left turn lane. The median should be wide enough (14' to 15') to accommodate a 4' to 5' wide pedestrian refuge next to left turn lanes. That way the median can extend up to each intersection, making it a more effective pedestrian refuge (or barrier as warranted) and offering protection to drivers in left turn lanes from oncoming traffic. A wider median will also provide ample space for median trees and provide some measure of traffic calming. As an example, the median on westbound Veirs Mill Road as it approaches Ennalls Avenue is an effective center median with dimensions similar to those proposed by MMCAP for Westlake Drive.



Provide two more crosswalks. Provide two additional marked crosswalks across Westlake Drive between Westlake Terrace and the Mall entrance signal, including one at Lakeview Drive (a source of pedestrians) and one further south. The new plan's attempt to deter pedestrians from crossing anywhere along the 900' stretch of Westlake Drive south of Westlake Terrace is an unacceptable blow to pedestrian mobility. This is a critical segment where street-facing retail is now proposed, where Lakeview Drive enters and where residential density is highest. The

recent DPWT study recommended a midblock crosswalk at the existing southern entrance to Westlake Crossing shopping center, with a median island, and said that a crossing at Lakeview Drive would be feasible but for interference with the southern shopping center entrance, an entrance that is now going away. Clearly these crossings are viable. In addition, the April 6 correspondence we received from M-NCPPC supported a crosswalk at the then-northern mall garage entrance. At the April 12 meeting, DPWT staff spoke cautiously of midblock crossings generally but said such crossings can be provided at approved and designated locations.

Provide 3' shoulders. 3' shoulders (4' including gutter) would serve the quadruple purpose of supporting road cyclists (per the master plan), allowing wide or turning vehicles a "slop" area, creating extra separation between cars and sidewalks (especially where sidewalks cannot be moved), and allowing drivers to avoid (and avoid creating) potholes near the roadway edge. Adding shoulders is preferred over simply widening the car lanes which could invite faster driving. The Countywide Bikeways Functional Master Plan mandates on-road bike accommodations along Westlake Drive and this can be achieved even without further land dedication by marking 3' shoulders.

Provide 6' landscape panels with trees. Provide a 6' wide landscape panel between the street and sidewalk on both sides of Westlake Drive where possible. 6' provides a safety buffer for pedestrians and enough room for street trees. On the community side, we have contacted the organized communities and Lakeview House management, as requested by M-NCPPC transportation staff, to confirm their willingness to have the sidewalk moved further from the street (while avoiding existing trees and fencing).

Provide a sidewalk and shared use path. We endorse the plan to provide a 5' wide sidewalk on the west side of Westlake Drive and a 10' wide shared use path on the east side. However, an 8' path on the mall side is acceptable to us and meets requisite standards, if space doesn't permit a full 10' wide path.

While pedestrian volumes may be somewhat reduced by elimination of Westlake Crossing Shopping Center, there will certainly be ample pedestrian demand to the mall itself, to the transit center, to other retail and to employment destinations. The suggestion that convenient crosswalks and other pedestrian amenities are no longer justified in this mixed-use area is non-responsive to the neighboring communities.

Provide additional right-of-way. To permit a 15' wide median, Westfield must dedicate an additional 8 to 10 feet of right-of-way along Westlake Drive beyond the dedication already proposed. General Restrictions #1 of the original covenants placed on the Mall property explicitly grants the Montgomery County Council and M-NCPPC the right to request at a portion of this right-of-way. It states the following:

"1. Upon request of the Montgomery County Planning Board, Maryland-National Capital Park and Planning Commission, Montgomery County Council or the Maryland State Roads Commission, or successor agency, additional right of way for public streets will be dedicated to provide the following right of way widths:"

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Intersection leg	Right of way width	Length of such width from midpoint of intersection	Rate of transition from such width to any narrower width
A. At intersection of New Bells Mill Road (Democracy Boulevard) and Collector Street #5 [Westlake Drive]			
E	150 ft.	340 ft.	6 ft. per 100 ft.
W	138 ft.	340 ft.	6 ft. per 100 ft.
N	140 ft.	300 ft.	6 ft. per 100 ft.
S	125 ft.	250 ft.	6 ft. per 100 ft.
B. At intersection of Collector Street #4 [Westlake Terrace] and #5 [Westlake Drive]			
Each Leg	92 ft.	300 ft.	6 ft. per 100 ft.

PARKING GARAGE

Concern

The proposed parking structure located along Westlake Drive from the Macy's expansion to a midpoint between Democracy Boulevard and Westlake Terrace remains as one of the most obtrusive elements of the Mall expansion. This building mass is unacceptable because it will overwhelm the neighborhoods adjacent to the mall; place greater traffic congestion along Westlake Drive and Democracy Boulevard (closest to the neighborhoods); increase noise and light pollution; and change the aesthetic of the Mall facing the neighborhoods

The proposed parking structure elevation is 65 feet. The contour of Westlake Drive, starting at Democracy Boulevard, declines to an elevation of 288 feet at its lowest point and then inclines towards Westlake Terrace to a level of 301 feet at its highest point. The parking structure will be placed on the existing surface parking at a grade of 301 feet to the top of the fifth floor slab of the proposed garage at an elevation of 366 feet. This does not include the penthouse for the elevators, light poles, or the perimeter wall of the fifth floor garage level. Many of the structures in the communities that abut Westlake Drive on the western side of the street start at an elevation that is equal to the Westlake Drive contour, or 288 feet up to 301 feet. Because the parking structure will be placed along the lowest point of Westlake Drive on a hill, the affect of the building mass will be a structure that rises over 80 feet from the road elevation.

Covenant Issue

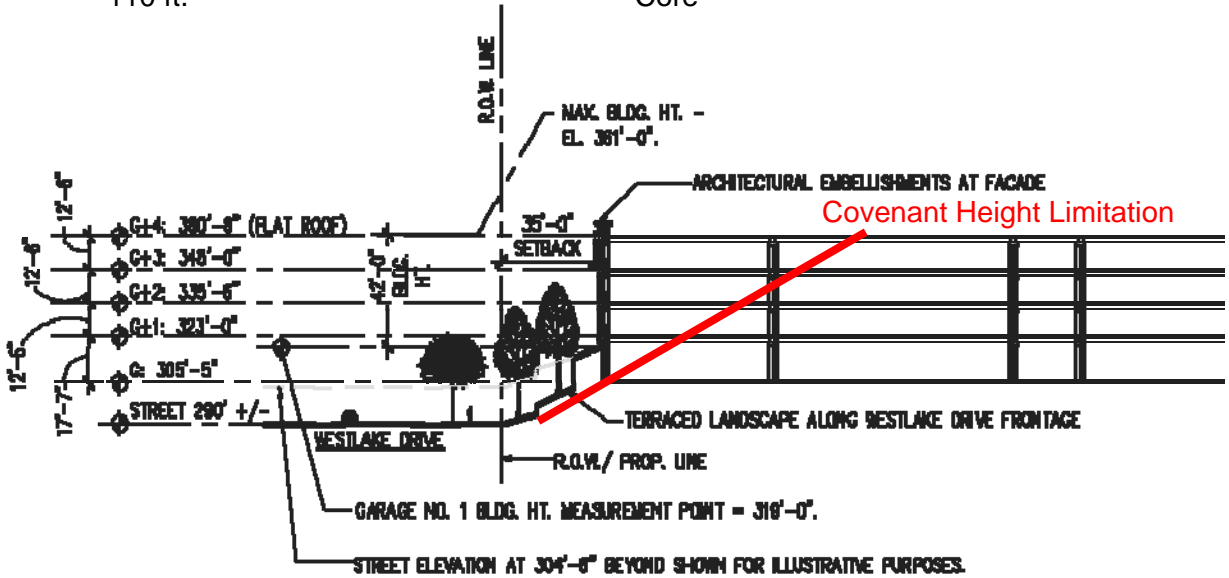
MMCAP believes that the proposed parking structure design violates General Restrictions #11 of the original covenants placed on the Mall property by the land owner, Mr. John H. Solomon, which states the following:

- "11. No structure shall exceed the following height limits:
- A) A height limit determined by a line extending inward and upward at a 45 degree angle to the horizontal from the outer edge of the landscape setback zone.
 - B) The height limit set in the following schedule:

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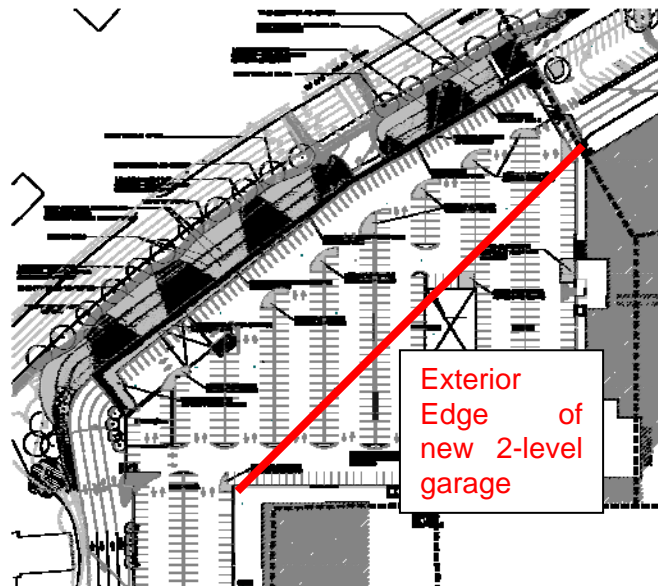
Height Limit	Height Zone
40 ft.	Band 150 ft wide inside the landscaped Setback zone.
80 ft.	Band 150 ft. wide inside the 40 ft. height Zone
110 ft.	Core



Recommendation

MMCAP has several recommendations that can be used to accommodate the Montgomery Mall parking requirement, while respecting the adjacent neighborhoods along Westlake Drive in accordance with the Covenants:

- 1.a Reduce the height of the parking structure to two levels along Westlake Drive to the midpoint of Westlake Drive between Democracy Boulevard and Westlake Terrace (maintain current location); and,



- 1.b. Pull the parking structure back towards the Mall so that the exterior wall of the garage is the hypotenuse of the garage triangle between Macy's and the new Mall expansion. This will greatly reduce the massing along Westlake Drive.

MMCAP understands that this will greatly reduce the number of parking spaces. To offset this reduction in parking spaces, the following alternatives are offered as locations for a large parking structure:

1. Utilize the area at the Northeast corner of the Mall property that includes the location for the new Bus Terminal and the Sears Automotive Center for a new multi-level parking structure. This location is the furthest area from the adjacent neighborhoods and is bounded by I-270 and Westlake Terrace. The first level of the structure could be an elevated floor-to-floor of approximately 24 feet to accommodate a Bus Terminal and the Sears Automotive Center, and allow for additional structured parking above the Bus Terminal. This area is approximately equal to the footprint of the proposed garage along Westlake Drive. This garage could accommodate the maximum FAR allowed by the County.
2. The development of the Mall excludes any expansion towards I-270 from Nordstrom's southeast to Westlake Terrace. The greatest opportunity for expansion with the least amount of disruption to the neighboring communities would be the expansion of the Mall towards I-270, as opposed to its current proposed design towards Westlake Drive. The current parking structure between Nordstrom's and Sears could be expanded without substantially changing the aesthetic along Democracy Boulevard and Westlake Drive.

In summary, Westfield has retained Gensler Architects, one of the largest and most notable design firms in the United States. MMCAP believes that the architectural team, with Westfield, can redesign the Mall expansion towards the Westlake Terrace and I-270 corridor, thus greatly reducing the impact of the adjacent neighborhood communities.

STREET-FACING RETAIL - CONFIGURATION

Concerns:

Westfield has proposed a single access and egress point on Westlake Drive into the expansion's new garage. By locating the garage in its current configuration and demolishing Westlake Crossing the MMCAP's communities are losing the transition from residential to single-story retail to large massing Mall retail.

Recommendations:

MMCAP considers the Mall area located the length of Westlake Drive from the gas station to Westlake Terrace as a potential opportunity to transition the Mall and the residential neighborhoods with a street-facing retail configuration. There are many examples of the new urbanistic and neighborhood friendly retail developments that will provide a buffer between the large Mall expansion, break up the Mall's exterior façade, and provide for the community retail that is currently serviced through the Westlake Crossing tenants. A prime example of this town retail concept is the New Rockville Town Center,

Ultimately, by relocating the monolithic parking garage on Westlake Drive to the potential areas within the Mall closer to I-270, the opportunity to maintain Westlake Crossing becomes far more viable. If the retaining the existing Westlake Crossing does not fit within the Westfield plan, a replacement street-facing retail area could be designed along Westlake Drive.

TRANSPORTATION PLAN AND INTERSECTION UPGRADES

Concerns

Westfield's Transportation Plan and Intersection Upgrades to the surrounding systems is generally acceptable to MMCAP. However, the decision to limit the lanes at the intersection of Democracy Boulevard and Westlake Drive southbound will greatly restrict the amount of vehicular flow from Westlake Drive east onto Democracy Boulevard and through Democracy Boulevard intersection to Westlake Drive and the neighborhoods of Devonshire, Crestberry and Wildwood Hills. MMCAP also believes that the restriction to one left hand turn lane southbound on Westlake Terrace will create vehicular congestion on Westlake Drive.



Recommendations

The recommendation is to maintain the intersection of Democracy Boulevard and Westlake Drive in its current configuration.

LACK OF DEVELOPMENT TOWARDS I-270

Concerns

MMCAP has analyzed the current Mall Expansion and has an overall concern that the new design of the retail expansion along Westlake Terrace is architecturally superior. However, it is placed directly facing the automobile retail establishments and the service side of the Home Depot Expo Center. The new expansion, with its aesthetic façade facing Westlake Terrace and the placement of a monolithic parking garage on Westlake Drive is the antithesis of prudent site planning and design excellence. MMCAP has visited many monolithic garages in Montgomery County and no matter how many trees or landscape screening elements are in place, it cannot hide the architecturally austere elements that make up a parking structure. The original

covenants expressed these concerns through the limitations on the massing of structures on Westlake Drive and recognized the potential for expansion towards I-270. The County's demand that the Transit Center be placed at the northeast corner of the Mall at Westlake Terrace and I-270 is in fact the greatest deterrent to placing additional structured parking in a location that will have the least impact to the residential neighborhoods.

Recommendations

The surface parking that currently exists for the Sears retail and Sears Auto Center is in the location that could be used for major garage structured parking should be re-evaluated. The County's request that the Transit Center be placed in a location that is the least desirable is deterring Westfield's from placing aesthetically devoid parking structures in this location. Westfield could build a parking structure at the location of the Transit Center equal to the size of the proposed parking structure along Westfield Drive with a first floor garage elevation that allows for the movement of buses similar to the North Bethesda Metro Center's Bus Lanes, under the existing office building.

A second option would be to build the new Transit Center approximately within its existing, current location which allows for a new parking structure to be constructed in the northeast corner of the mall, along I-270.

MMCAP also recommends that Westfield evaluate expanding the existing parking structure adjacent to Nordstrom's and I-270 for additional parking to replace the reduced parking structure along Westlake Drive.

Summary

MMCAP has expressed in overview format its concerns and potential recommendations for the expansion of the Montgomery Mall. The members of the MMCAP are available to discuss the multiple ways that a redesign of the Montgomery Mall expansion can both meet the needs of the community and the Business and Functional needs of Westfield. MMCAP would rather discuss these options in an open and productive "Charette" forum and select members are available to meet. An open dialogue between Westfield, the County, and MMCAP, can mitigate the communities' concerns, including:

- the redesign of Westlake Drive;
- providing adequate community-based retail;
- minimizing the intrusion of monolithic parking structures along the residential edge of the Mall; and,
- the reduction in impacts to the increased vehicular and pedestrian traffic