FORMER HYOSUNG TIRE PLANT REDEVELOPMENT FEASIBILITY STUDY

PREPARED BY WAUKESHAW DEVELOPMENT INC.

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I. Study Overview and Goals

The intent of this study is to assist the Town of Scottsville in determining the best future use for the former Hyosung tire plant located at 800 Bird St., Scottsville, VA. The plant sits on 61.47 acres along the banks of the James River. Waukeshaw Development was contracted by the Town of Scottsville to prepare a financial and architectural analysis to determine the feasibility of redeveloping the site. To do this, Waukeshaw conducted a review of current zoning ordinances, environmental site conditions, market conditions, and community surveys to provide a holistic approach to redevelopment.

The building was originally constructed in 1944 by the Defense Plant Corporation to produce tire fabric and tire cord used to manufacture tires for the war effort during World War II. At its peak, the plant employed more than 300 people. It remained in use for the purpose of tire material production under various owners until its closing in 2009, which was accompanied by the loss of more than 100 jobs. In 2011, the plant was sold to the Virginia Land Company.

Waukeshaw Development was asked to conduct this redevelopment study with the proposed end-use being a mixed-use development. This is due to the fact that the building is no longer suitable for heavy industrial use, and there are multiple commercial and residential needs in the Scottsville market. Since the facility was built in 1944, industrial development and manufacturing has changed drastically, and the industry at large has begun to evaluate their location decisions based on specific criteria that the Hyosung property does not meet. The Central Virginia Economic Development Partnership toured the building in early 2019 and cited several reasons that support this conclusion.

One key restrictions of the building is ceiling height. The Hyosung building's ceiling height of 15-feet in the manufacturing areas is very low relative to the needs of modern manufacturers. Modern facilities are built with at least 22-foot ceilings to accommodate newer equipment, production and distribution practices. Additionally, the factory location is not ideal for industrial use due to its lack of convenient access to main transportation

arteries such as I-64, I-95, and I-81. Generally, manufacturers locate their facilities two to five miles away from a major transportation route, or at most ten miles if it is located on a 4-lane divided highway. The factory is more than 50 miles from I-81, more than 20 miles from I-64, and more than 40 miles from I-95. The current structure would also require a significant amount of fit-up work to be completed before it would be suitable for a new industrial tenant, and industrial tenants are generally looking for move-in ready buildings where they are required to do very little fit-up work.

Waukeshaw based its study on information about the site and the Scottsville market provided by both the property owner and the Town of Scottsville, along with its own research. It also used information made available by the Thomas Jefferson Regional Planning District, the Piedmont Housing Alliance, and other community partners interested in the future of this project.

Using its experience in adaptive reuse, historic tax credit development, and economic development, Waukeshaw's ultimate goal is to present a redevelopment plan that leads to the creation of a valuable resource for the entire greater Scottsville area, and a plan of finance for a potential developer. The plan endeavors to go beyond providing an option for the town of how to address a blighted property, but rather attempts to harness Scottsville's unique attributes to make it a hub for community and economic development for generations to come.

II. Executive Summary

The former Hyosung building is a classic "white elephant" industrial building in the small, rural community of Scottsville, VA. While the town seeks adaptive reuse of the structure, the challenges are enormous. The size of the building presents an outsized investment relative to the population and existing demand of any kind; the infrastructure and building conditions make it obsolete for manufacturing use; it is located in a flood zone, and protected by a maintenance-heavy dyke; the site will be abnormally expensive to maintain; and it is privately held, with a wide disconnect between the current owner's perceived value of the property, and the actual value of the property when derived from

the total investment required to bring it to its highest and best use, even after all incentives are considered.

Redevelopment will require much creativity, deployment of state and federal historic tax credits and other incentives, a multitude of grants and special financing, and participation and commitment from multiple end users, both residential and commercial. The property should be viewed as an assemblage of many convergent spaces under one roof, and special legal constructs - such as meticulously considered tax credit ownership structures, tax credit development phasing, and the creation of commercial condominiums to facilitate special financing - should all be seriously considered.

Within this analysis, Waukeshaw does not contemplate an outcome with any one large unique end user, such as a hospital, as it would be presumptuous and premature to do so here. Rather, we have looked at the commercial space as housing various 'generic' commercial end users of many kinds, from office to light industrial, and a mixture of Low Income Housing Tax Credit (LIHTC) and market rate housing. Still, were a single end user to lease the space (or a large portion of it) the 'building blocks' of this analysis will remain relevant, and would simply be modified to that outcome.

III. Market Research

A viable redevelopment plan and analysis for this property must take market and community conditions into account. Below is a summary of the data available that has helped inform the proforma.

A. Summary of community surveys and proposed concepts

The Scottsville community has known this property as one that's been vacant and unused for more than a decade. A variety of outcomes and opinions about redevelopment options have been suggested based on perceived community needs. In the summer of 2019, the Town of Scottsville solicited responses from community members to a survey discussing their general satisfaction with certain components of life in Scottsville and the reasons they live there. Below is a summary of survey results and redevelopment suggestions that have been made over the years:

Proposed Uses Apart from 2019 Survey:

- a. Recreational entertainment facility such as paintball, shooting range, skating rink
- b. Medical offices and a potential partnership with Sentara Medical Group
- c. Campus for Piedmont Virginia Community College
- d. Food hub/food production
- e. Mixed-use retail + housing
- f. Mixed-use office + housing
- g. Housing in general at varying age ranges and price points
- h. Affordable Housing
- i. Dining establishments
- j. New small business space, from basic retail to specialty services
- k. Open space and inclusive recreation options for all ages (gym, multisport facility)

Relevant Survey Results Summary:

The survey was shared with the community online and paper copies were mailed to Scottsville residents. 131 people responded to the survey ranging in age from 18 years old to 65+ with the following breakdown:

- 5.3% age 18-25
- 18.6% age 26-35
- 19.38% age 36-45
- 13.95% age 46-55
- 21.71% age 56-65
- 20.93% age 65+

Half of the respondents had lived in Scottsville for more than 15 years at the time was survey was taken, while about 25% had lived there for 6 to 15 years, and nearly 21% had lived there for 2 to 5 years.

When asked why respondents lived in Scottsville, 24% said it was because they were born and raised there, and 20% said because of the rural setting. Another 15% answered they were "attracted to house/property" and 9% answered "affordable housing."

Participants were asked to rate the characteristics of Scottsville on a scale of "good," "average," or "poor" and the outcome of this question depicts a very useful image of Scottsville's strengths. 76% of those who took the survey rated the Town's "family atmosphere" as "good", while 24% rated it average, and no one rated it "poor." 41% rated Scottsville housing affordable, and 51% rated it as average. Only 7% said that was a poor quality of Scottsville. 45% of respondents said that it has good access to adjacent communities and 44% rated that as average, while only 11% rated that as poor.

Additionally, community members were asked to rate different types of housing in terms of priority for the Scottsville area. 37% said that single-family housing is a high priority and 27.64% responded that a mixed-use apartment and commercial facility is a high priority. Residential housing for those age 55+ and assisted living housing were both rated as high priorities by 30.4% of participants.

Finally, the survey asked participants to rate the priority of recruiting different kinds of commercial functions to town, and there was a wider spread of responses on this question. Interestingly, nearly 55% said that recruiting offices, medical services, and technology to Scottsville was a high priority. 47.5% said that there is a significant need for support for those who operate home businesses and/or telework. 45% responded that basic retail shops and services are the highest priority. Nearly 32% of people said restaurants and night life are a high priority, while almost 27% responded that light manufacturing is a high

priority, and 25% said that tourist-oriented specialty shops and services are a high priority.

Based on these data points, one can draw several conclusions about how the citizens of Scottsville view the direction of the town's future. It is clear that while many people in the Scottsville community were born and raised locally and that is a significant reason for why they still live there, a large portion of the population moved to the area for its family-friendly character, rural attributes, affordable housing prices, unique properties, and convenient location.

Furthermore, while some residents are focused on the next phase of living (55+, assisted living), others may be more focused on homeownership. Some may be just starting out or downsizing and willing to live in an apartment in a mixed-use setting.

What is also fascinating is the mixed response as to which kind of commercial use is most lacking from the community. While many residents have varying opinions about what kind of commercial space is most needed in Scottsville, it is obvious that the community is open to new businesses.

While we always enjoy hearing the wants and desires of the community, success of the redevelopment will ultimately come from attracting businesses that polled members of the community might not yet be able to conceive. A redeveloped property might provide a much cheaper alternative to craft makers and light industrial users currently priced out of the Charlottesville market. It might also serve as a space for homegrown businesses not yet formed. Regardless, given the scale and location of the factory, this site provides Scottsville an opportunity to create a resource that meets many of those needs at once if planned for appropriately.

B. Summary of Housing Market Conditions in the Greater Charlottesville Region

Waukeshaw envisions at least part of the Hyosung building programmed to accommodate one- and two-bedroom apartments. To determine the demand for housing in the market in the greater Charlottesville area, Waukeshaw reviewed the Comprehensive Regional Housing Study and Needs Assessment that was published by the Central Virginia Regional Housing Partnership of the Thomas Jefferson Planning District Commission in March of 2019.

The assessment explains that the housing trend in the region is such that demand for housing has been outpacing supply, despite a great deal of new residential construction occurring in and around the City of Charlottesville. This has caused rents and home prices to rise rapidly as vacancy rates decrease. For context, the assessment states "rent in major apartment complexes in the urban area grew 5.8% annually over the past two years and 4% annually since 2012, averaging \$1,321 per month." This trend has caused many of those making an average income for the area to be edged out of the housing market or has forced them to go beyond their means to pay rent.

These circumstances have inherently made it increasingly difficult for those in need of affordable housing to secure a place to live. For the purposes of the assessment, affordable housing is defined as housing that requires a household to spend 30% or less of their income for housing. Some in need of affordable housing are spending up to 50% of their income on housing. The assessment states that "in the four rural counties, 2,000 renters are paying more than 30% of income, including 940 who are paying half or more of their income in gross rent."

Additionally, the study found that most residents in rural areas commute 10-45 minutes to work. More and more people are moving out of the city to save money on rent. However, this effect has diminishing returns as the distance between work and home grows. With a drive of approximately 19 miles one-way to get to Charlottesville, a tenant saves \$441 on their housing costs on average (assumes a cost of \$.58/mile for 20 days/month). With a distance of 20 miles from

downtown Scottsville to downtown Charlottesville (one way), one could argue that a savings of \$441 per month would be well worth the longer commute.

It is clear that the housing market in the greater Charlottesville area is on an upward trend, and Scottsville has the opportunity to capitalize on this trend and fill a housing gap for those in need of affordable and market-rate housing. It is ultimately up to the eventual developer whether to incorporate low-income housing into the business model, but there is a definite need in the market. Furthermore, some iteration of low-income housing tax credits may financially benefit the project.

C. Summary of Findings in 2018 Mixed-Use Mixed-Income Study

In 2018, consultants Arnett Muldrow & Associates prepared a Mixed-Use Mixed-Income (MUMI) Study for the Town of Scottsville to help provide insight into market conditions in Scottsville and to craft a redevelopment plan for the former tire plant. The study included a variety of data analyses and surveys to understand the commercial and residential markets in Scottsville.

The survey found that most residents own their home and work in Charlottesville, with the next highest number of participants working in Scottsville. There were a variety of proposed uses for the tire plant, including but not limited to indoor recreation and entertainment such as a movie theater, skating rink, YMCA, indoor pool, and brewery. The survey also found that participants were open to a mixed-use building with apartments, office space, retail and recreation. The community identified several services needed in Scottsville including vocational training, a small business incubator, daycare/preschool, and an educational institution of some kind.

The group also conducted a zip code survey to study the origins of people coming through Scottsville. It found that 47% of local business patrons were Scottsville locals, while 13% came from the rest of Albemarle County, and

another 13% came from Buckingham County. According to the study, these results "indicate that while Scottsville's market is growing its overall base remains localized." After analyzing market leakage, the study states that the highest industries for economic opportunity in Scottsville are "general merchandise" followed by restaurants, grocery, health and personal care.

Finally, the MUMI studied the housing market in the greater Charlottesville region and specifically in Scottsville. The outcomes of the MUMI 2018 study and the 2019 Comprehensive Regional Housing Study are similar: Housing costs in Albemarle County and the Charlottesville area have been rising as supply cannot keep pace with demand. There is little new construction going on outside of Charlottesville, and Scottsville has the opportunity to capitalize on this trend by filling the gap in the market for more affordable, dense residential development.

IV. Plan of Finance, Proforma Cash Flow, and Funding Sources

A. Proforma Cash Flow

To create a financeable business case for redevelopment, we propose attacking the problem by first breaking down the building into commercial and residential components. Within this construct, we envision 12 - 14 potential commercial tenant spaces, further dividing the tenancy (and risk) among many end users, versus one large one. In the residential component of the building, we envision 100 residential units, in the form of one- and two-bedroom units, ranging from 600 +/- SF to 1,000+/- SF. Further, we envision these being financed under the 4% LIHTC program, which offers capped rents for a portion of tenants earning a certain fraction of the median income, and provides important equity to the project that would be difficult to otherwise attract.

An important consideration to this construct is that certain LIHTC financing does not allow for a commercial component. Thus we suggest further structuring the project using a condominium arrangement, with each use (residential and commercial) falling under its own commercial condominium. This would

effectively create two different properties under one roof, each owned by a subentity of a master entity. This way, the tax credits and other incentives would be separately and independently generated by each entity, with the equity then summed and fed back to the master entity.

We have made many assumptions as we estimated the total cost, income and operating expense of the project. Chief among them are the following:

- Unknown and varied commercial end users with B or M-1 uses
- No tenant upfit has been considered. Commercial delivered as 'Warm Shell'
- Generic residential rents at approx. \$800/month, averaged
- Existing infrastructure currently available at the site is adequate
- No additional budgeting for environmental remediation

We are projecting syndication of the federal tax credits in the range of \$0.75 and Virginia state historic tax credits at approximately \$0.80 gross. An equity gap of more than \$2,000,000 has been identified using the existing proforma, requiring Developer equity and/or incentive capital of approximately \$2,232,928.

It is important to note that many developers with speculative projects and/or in unproven markets use tenant upfit incentives, rent breaks, etc. to attract commercial tenants to their projects. There is no equity to account for this in the proforma, and a strong case could be made for necessary additional incentive capital to be attracted to the project to account for shortfalls in the operating income due to commercial tenant incentives and higher than usual vacancy.

Please refer to Exhibit A for the completed proforma.

B. Summary of Potential Funding Sources

The former Hyosung plant may be a good fit for several state funding mechanisms such as grant or loan programs intended to encourage economic development. These kinds of funding sources can help offset the amount of traditional financing or equity a developer needs to incorporate into a project and makes good use of dedicated state and federal dollars intended to attract investment to unlikely communities. Some or all of these incentives could be deployed to assist in offsetting the Developer equity, or tenant incentives, described herein.

It is important to note that several programs administered through the State of Virginia require that the applicant be a local government or economic development authority, although they may permit partnership with private and nonprofit entities. Since the property is currently under private ownership, this should be taken into consideration when determining the way grant and loan applications are structured for this property.

The Industrial Revitalization Fund (IRF), administered by the Virginia Department of Housing and Community Development (DHCD), may be a strong source of funding for this project. The IRF leverages local and private resources to achieve market-driven redevelopment of vacant and deteriorated industrial and commercial properties. The program is targeted toward vacant non-residential structures whose poor condition creates physical and economic blight to the surrounding area in which the structure is located. Eligible properties include those formerly used for manufacturing, warehousing, mining, transportation and power production. An IRF award may be structured as a grant or a loan with a maximum amount of \$600,000.

The site may also be eligible for funds from the Virginia Brownfields Restoration & Economic Redevelopment Assistance Fund (VBAF) to offset the cost of

environmental investigation and remediation work. The program offers Site Assessment and Planning Grants with a maximum amount of \$50,000, and Site Remediation Grants with a maximum amount of \$500,000. More information about this program is available in Section VIII.

The Vibrant Communities Initiative is another potential funding opportunity for this project. The Vibrant Communities Initiative (VCI) combines multiple funding sources to support local or regional transformational community-based projects including affordable housing and community and/or economic development components. An important note for this funding source is the requirement to incorporate an affordable housing component into the project. The funds available for this source change annually, so it is difficult to say what the maximum award amount could be in any given year.

The recently developed GO Virginia program may also be worth investigating as a potential funding source for the project. GO Virginia is overseen by DHCD and has the mission of supporting programs to encourage more high-paying jobs through incentivized partnerships between business, education, and government to diversity and strengthen the Virginia economy. Scottsville and Albemarle County fall within GO Virginia Region 9, which also consists of the City of Charlottesville, and the counties of Culpeper, Fauquier, Fluvanna, Greene, Louisa, Madison, Nelson, Orange, and Rappahannock. Any funding request to the GO Virginia Board would require collaboration with some of the other counties or cities within Region 9.

Finally, Albemarle County has a strong economic development program and may act as a project partner as the structure of this redevelopment is established. Albemarle County is focused on many factors as they enact Project ENABLE, their strategic economic development plan to propel the County forward through 2022. Several goals set forth in Project ENABLE link directly to the Scottsville project. One of these goals is to build awareness among young people of local career opportunities. Creating modern housing will be a huge asset in promoting Albemarle County's offerings for young professionals. Another goal of the plan is to encourage the attraction of private capital and direct investment. This project would certainly meet this goal by attracting investment through the redevelopment of the property.

In addition to the County's planning goals supporting the Scottsville project, it also offers the ENABLE grant program, which is intended to assist projects that infuse private investment into the County. The former Hyosung plant redevelopment project would be considered a "Pinnacle Project" within the context of the ENABLE program, meaning it fits within the County's development area and promotes placemaking, mixed-use, and redevelopment opportunities. At this point in time the Town of Scottsville is not located within the County's mapped development areas, however it could be considered the development area for the southern district of Albemarle County. According to the ENABLE program documents, "the grant program is supported by the net increase in property tax revenue generated by the incentivized project. After all annual installments have been allocated, it is expected that the County will receive the full value in return from the private capital investment - through increased and/or diversified tax base, employment opportunities, "spin off" economic activities, or the like. Grant installments are based on the annual increased tax revenue generated to the Albemarle County. The annual installment is equal to no more than 100 percent of the increased property tax revenue to Albemarle County, while the remaining increased property tax revenue effectively contributes to the County's general revenue collections. It is anticipated that a project aided by an ENABLE Grant otherwise would not have been started or completed ("but for"), or occur timely, or would be significantly different in scope or scale without the incentive."

Additionally, there are a variety of tax credit programs that this project may qualify for, depending on how it is developed. One such program is the New Market Tax Credit Program. The NMTC Program is intended to help encourage investment in low-income communities experiencing a lack of investment as evidenced by

vacant commercial properties, outdated manufacturing facilities, and inadequate access to education and healthcare service providers. The NMTC Program attracts private capital into low-income communities by permitting individual and corporate investors to receive a tax credit against their federal income tax in exchange for making equity investments in specialized financial intermediaries called Community Development Entities (CDEs). The credit totals 39% of the original investment amount and is claimed over a period of seven years. The Scottsville census tract qualifies for this program.

Given the age of the building, the project may also qualify for Historic Tax Credits (HTC). To qualify, the building must be listed on the National Register of Historic Places. To do this, it must be associated with a "period of significance" in history. The former tire plant is likely to qualify as it was constructed to help manufacture tires for the war effort during World War II. The products that came out of this building made a tangible contribution to an important time in American and world history. The building must be nominated to be listed on the Register, which requires approval from the Department of Historic Resources. If the nomination is approved, the building is considered eligible for Historic Tax Credits.

It is Waukeshaw's recommendation that any developer new to HTC work consider engaging with an HTC consultant experienced in adaptive reuse projects. It can be challenging for a developer with limited HTC experience to parse out qualified costs and to determine how the tax credits fit into the project capital stack.

One way to accomplish the redevelopment of the former Hyosung plant with HTCs may be to implement a five-year phasing plan for the project. When a project is phased, the tax credits are distributed over a five-year period during which portions of the project are completed until the project is done. Below is an example of how the phases could be broken out to accomplish the project with HTCs:

Phase I: Conduct work to prepare the main factory building on the site. Remediate hazardous materials, perform structural work to secure the building frame.

Phase II: Complete the redevelopment of the residential portion of the main factory building. Lease this space.

Phase III: Complete the redevelopment of the commercial portion of the main factory building. Lease this space.

Phase IV: Conduct work to prepare the ancillary buildings on the site. Remediate hazardous materials, perform structural work to secure the building frames.

Phase IV: Complete the redevelopment of the ancillary buildings into commercial units. Lease this space.

There are many ways to organize a phased project. Developers will sometimes phase a project to help mitigate perceived financial risk for investors. Given the extremely large size of the site and small size of Scottsville, investors may have reservations regarding whether the building will fill up and generate income. They may still be skeptical after reviewing the numerous market studies that have been completed in recent years. By completing the project in phases and leasing each section over time, a developer can produce evidence that a building will generate income and investors are more likely to have confidence and continue to invest in the project. This removes the speculative nature of the investment.

As noted in Section II Part B, there is growing demand for affordable housing in the Charlottesville market. If a developer wants to include affordable housing as part of this project, they may be eligible for Low-Income Housing Tax Credits (LIHTC). The federal LIHTC program is sponsored by the U.S. Treasury Department and administered in Virginia by Virginia Housing Development Authority (VHDA). It encourages the development of affordable rental housing by providing owners a federal income tax credit. It also provides incentive for private investors to participate in the construction and rehabilitation of housing for lowincome families. All of these funding sources may help offset the amount of money a developer would need to invest in this project either out of pocket, or what they will need to request from traditional lending institutions in loans.

C. Branding

One important component that will contribute immensely to the success of this redevelopment project is the ultimate brand of the project. With so many potential uses on one site, it will be important to provide a sense of cohesion to the property to ensure that it feels thoughtful and interesting.

In its experience, Waukeshaw has found that a strong brand can be built on things like quirky community details, property history, or a single powerful idea. Connecting the brand to the local community not only makes the project unique for the end user, but it gives the community itself a sense of ownership and familiarity that can help build support for the project and keep locals engaged in the long-term.

An example of this kind of branding is in Waukeshaw's recently completed mixeduse project in Wilson, NC called Whirligig Station. Wilson is the home of folk artist Vollis Simpson, who specialized in making whirligigs from salvaged materials. His works are featured across the street from Waukeshaw's property in downtown Wilson at a place called Whirligig Park. It is a focal point of the community and a truly unique attraction. Waukeshaw chose a name that speaks to the park and the community's history and then designed a brand theme that honors the essence of Simpson's work. The visual brand is executed in everything from apartment numbers to common spaces to bathroom tiles. The smallest details are designed to exemplify the brand, making it feel like a place that is uniquely Wilson. As has been recognized as part of this study, the former tire plant has a rich history, as does the Town of Scottsville. The developer who takes this project on will have a treasure of ideas to draw on in creating a brand for the property.

V. Preliminary Design Concepts and Basic Rendering Sketches

Waukeshaw is recommending a redevelopment option that plans for one hundred LIHTC (4%) residential units and twelve to fourteen commercial spaces of varying sizes, as illustrated by the proforma. Please see Exhibit B for Waukeshaw's preferred proposed layout.

As evidenced in this layout, the main factory building is divided roughly in half with commercial space closest to the main entryway of the building and residential units behind that. The commercial area has a grand lobby entrance for patrons and employees, while the apartments have several different entry points around the perimeter of the building. The six commercial spaces at the "front" of the building would likely be fit up to cater to office users (including medical offices) or service providers, which would have complementary hours of operation and noise levels for the adjacent apartments.

The "rear" portion of the property where the ancillary buildings are located is designed to remain separate from the main building as to accommodate light industrial commercial uses.

Parking is dispersed throughout the property to facilitate convenient access to different sections of the campus.

When considering visual concepts for this property, Waukeshaw feels that the work completed by the University of Virginia School of Architecture and McDowell Espinosa Architects in 2018 is an excellent example of what could become of the former Hyosung plant (Exhibit C). In Sketch 1 (page 23) in this study, the concept of introducing a "main street" within the building is one that Waukeshaw has

successfully used in multiple adaptive reuse projects in the past. Creating a feeling of being outside while remaining inside a building is a unique way to work with a large building and bring natural light in while complying with requirements set forth by the Virginia Department of Historic Resources (DHR). This technique must be employed carefully and meaningfully if it were to be used.

To comply with DHR requirements, the envelope of the building must remain essentially the same and therefore little would change on the exterior of the building from its current state other than superficial improvements like landscaping.

While the remaining sketches divert from Waukeshaw's recommendation in terms of density by proposing public open spaces, the designs are excellent in providing a visual context for the redeveloped property.

Waukeshaw has also provided three other layouts for the property as options for the Town, however the proforma and cash flow analysis is not based on those layouts. Please see Exhibit D for those additional options.

VI. Code and Zoning Assessment for Proposed Options

A. Current Zoning Assessment

As the zoning ordinance currently stands in Scottsville, there is not enough density permitted to accomplish the highest and best use of the property. As a result of the architectural and financial analysis Waukeshaw has completed, it has been determined that site could accommodate a combination of 100 residential units or approximately 85,000 square feet, and roughly 82,500 square feet of commercial space if it were to be redeveloped as a mixed-use facility.

The current ordinance states that "for a parcel served by both a central water supply and a central sewer system, the minimum area requirements of the district in which such parcel is located shall apply." Therefore, the density permitted in Scottsville is dependent on the district for which the land is zoned.

Based on this information, it is clear that changes need to be made to the zoning ordinance to accommodate the density possible at this site and to be able to maximize its redevelopment potential. Section B will discuss the avenues that the Town can pursue to make these changes and a grant program the Town may pursue to assist with the cost of doing this work.

For reference, below is a summary of some key features of the existing residential and commercial zoning districts as they relate to this project. The content is not all encompassing, but rather intended to show how the current zoning cannot accommodate the best redevelopment option for this property.

- a. VR-Village Residential:
 - There is currently no language allowing "multifamily" development. The highest residential density housing permitted is for single, duplex, triplexes, quadraplexes, townhouses.
 - ii. Gross density allowance is .7 DU/acre in all development areas.
 - iii. The minimum lot size in the conventional development area is 60,000 SF, 40,000 SF in cluster development area, and 7,500 SF in a cluster development area that is served by public water/sewer.
 - iv. Cluster development is defined as an arrangement of structures on adjoining lots in groupings allowing closer spacing than would be generally permitted under ordinance requirements for lot widths or area with the decrease in lot width or area compensated by maintenance of equivalent common open space. In the case of the former Hyosung plant, cluster development would not apply because the kind of residential development in question would be classified as apartments all

located on one property, rather than stand-alone structures located on adjacent lots.

- v. The maximum structure height is 35 FT.
- b. Residential-R3:
 - i. There is currently no language allowing "multifamily" development.
 - ii. The district allows 3 DU/acre in conventional and cluster development areas.
 - iii. The minimum lot size is 14,500 SF in the conventional development area or 9,700 SF in cluster development area. The maximum structure height is 35 Ft.
- c. Commercial District-C
 - The Commercial District allows for by-right zoning of a variety of business functions ranging from retail and eating establishments to offices, public facilities, and service-oriented businesses.
 Additional commercial functions are allowed but subject to Special Use Permits.
 - ii. Housing of any kind in this district may be considered by a Special Use Permit process. There is currently no language allowing "multifamily" development with the exception of an allowance for "garden apartments." The definition of "garden apartments" is not available in the ordinance, but it is defined elsewhere as "a multiple-unit low-rise dwelling having considerable lawn or garden space." This definition would not apply to any residential use at the former Hyosung plant if it were to be an adaptive reuse project. Outside of this reference to multifamily housing, the highest residential density housing permitted is for single, duplex, triplexes, quadraplexes, townhouses.
- d. Light Industry-LI
 - i. The Light Industry district permits the manufacturing of a multitude of products, as well as a variety of other commercial

functions. The zoning ordinance states the LI district is created to "permit industries, offices and limited commercial uses which are compatible with and do not detract from surrounding districts."

- ii. This district allows the presence of dwellings as a special use but does not specify density for those dwellings.
- The district does not currently permit retail or dining establishments.

B. Future Zoning Recommendations

As discussed in Section A, the Town will need to amend the current zoning ordinance to accommodate the highest and best use of the former Hyosung plant. None of the existing zoning districts permit enough density to construct the amount of housing or commercial uses that the site can support. The original ordinance was written in 1996 and has since been amended. This project provides an opportunity to make the most of an important property and amend the code to accommodate modern business and residential functions.

There are several different methods the Town could employ to rezone this property. The site itself is currently zoned Light Industrial, and the building itself is zoned Heavy Industrial. The Town could choose to rezone the building as Light Industrial. The Planning Commission could then amend the Light Industrial regulations to accommodate multi-family housing, dining and retail establishments. While this would be a significant change to the district, the former tire plant is the only property zoned LI in the Town of Scottsville. Therefore, while making changes to the district would inherently alter some of the character of the district, it would only affect this property which is no longer being used in the way for which it was originally zoned. As has been noted earlier in this study, this site provides Scottsville the opportunity to create an economic hub for the region and embracing the chance to maximize the use of this site through zoning changes will make an important impact on

the future of the Town. These changes can depict the vision Scottsville has for itself for generations to come.

The purpose of maintaining the property as Light Industrial rather than changing it to Commercial zoning is to allow for some modern, cottage industries that are still considered "light manufacturing" but can co-exist with other commercial functions and residences. This includes businesses like breweries, small food producers, artisans, etc. The current zoning also allows for professional offices and dwellings but does not specify the density of housing. It will be key to add a provision that permits higher density housing in this zone than is allowed anywhere else in the community. Adding retail and dining establishments would also enhance the commercial functions permitted and give the developer an opportunity to attract businesses in which the community has expressed an interest.

An example of higher density housing could be the allowance of multifamily dwellings on a minimum lot size of 12,000 square feet, with a limitation of 24 dwelling units per acre. This example is taken from the zoning of Vinton, VA, where Waukeshaw recently completed an adaptive reuse project converting a former school into 83 market-rate apartments. While the Vinton community and Scottsville community are very different, the scale of the housing potential at the factory site is comparable to that of which was built in Vinton.

Alternatively, the Town could amend the zoning code to allow for Planned Unit Developments (PUDs). A PUD is a "type of development and the regulatory process that permits a developer to meet overall community density and land use goals without being bound by existing zoning requirements. PUD is a special type of floating overlay district which generally does not appear on the municipal zoning map until a designation is requested. This is applied at the time a project is approved and may include provisions to encourage clustering of buildings, designation of common open space, and incorporation of a variety of building types and mixed land uses. A PUD is planned and built as a unit thus fixing the type and location of uses and buildings over the entire project. Potential benefits of a PUD include more efficient site design, preservation of amenities such as open space, lower costs for street construction and utility extension for the developer and lower maintenance costs for the municipality," (University of Wisconsin Stevens Point, Center for Land Use Education). Given the diversity of commercial uses that the Scottsville community has expressed interest in, creating the opportunity to implement a PUD at the project site could be a great zoning solution.

Making changes to zoning can be a lengthy and involved process that should be approached thoughtfully. Fortunately, the VHDA makes the Community Impact Grant Program available to Virginia communities, which "offers local governments resources towards community revitalization and encourages the development of mixed-use/mixed-income properties, which often anchor community development efforts and spur economic growth." Scottsville would have the opportunity to apply for Development Code Analysis subset of this grant program, which gives the Town the opportunity to work with the Incremental Development Alliance (IDA) to establish the best course of action for determining and enacting changes to the zoning ordinance. The Development Code Analysis is "the examination of specific lots in a particular neighborhood of a city, or an entire small municipality, to determine what infrastructure or regulatory factors may be inhibiting development goals. A locality must be willing to pull apart their building codes, ordinances, and zoning; and take a deep dive in evaluating inefficiencies." (VHDA). The IDA, which would be a partner in this process, is a group of development professionals that helps communities strengthen their neighborhoods through small-scale real estate projects.

Ultimately, the decision to rezone the property and the manner in which to do it is up to the Town of Scottsville and the Planning Commission, but it is absolutely necessary if the property will be redeveloped into anything other than an industrial site.

VII. Parking Analysis for Proposed Options

A. Current Parking Regulations in Town of Scottsville

To ensure a feasible design is proposed, this report considers existing site conditions including the available parking at the former Hyosung plant, and whether that is enough to comply with the parking requirements set forth in the zoning ordinance as it currently exists. Below is basic information taken from the ordinance explaining the design and density requirements. As the parking requirements in Scottsville are different depending on the use, it is difficult to determine the exact number of parking spaces that will be required once the site is redeveloped and programmed. For the purpose of this study, general parking regulations for commercial retailers, industrial users, office users, and multifamily housing complexes are provided.

The information in this study is simply a sampling of what the developer can expect to provide in parking for potential tenants, and it is not all-encompassing. Given that caveat, Waukeshaw has determined that there is enough space within the current lot acreage for parking to serve a mixed-use building. As a general rule of thumb, parking can be developed at a rate of approximately 300 spaces per acre as needed, contingent upon topographic and other important conditions. Since the property is 61 acres and less than 5 acres of that space is taken up by physical structures, there is enough room to expand parking. The site currently has a large lot of 160 parking spaces. The preferred architectural layout accommodates 239 spaces if new parking is created in existing paved lots. This would meet the needs of the apartments, which will require an estimated 220 parking spaces. Parking on newly cleared land would need to be created to accommodate parking for the commercial uses.

Alternatively, cooperative parking could be permitted by the Scottsville Planning Commission if proper steps are taken to ensure the permanent availability of such space. This would allow for residential and commercial users to share parking spaces. The specific language is available below.

One consideration that the developer must consider when planning space for additional site parking is the Town's open space requirements. The zoning ordinance states that not more than 80% of allocated open space can be located within the FEMA 100-year floodplain (Section 4.6.3.3). As the property currently stands, the entire site is mapped within the 100-year floodplain and will remain as such until further study is completed and a Letter of Map Revision is submitted to FEMA, according to the work completed by Timmons Group.

Please find a sampling of parking design and density regulations below.

- a. Design:
 - i. Parking space required under the provisions of the current parking ordinance may be provided cooperatively for two or more uses in a development or for two or more individual uses, subject to arrangements that will assure the permanent availability of such space as such arrangements are approved by the Planning Commission.
 - ii. The amount of such combined space shall be equal to the sum of the amounts required for the separate uses. The Planning Commission may reduce the amount of space required for a church or for a meeting place of a civic, fraternal or similar organization or other uses under the provisions of a combined parking area by reason of different hours of normal activity than those of other uses participating in the combination.
 - iii. Parking areas shall be designed to facilitate unimpeded flow of on-site traffic in circulation patterns readily recognizable and predictable to motorists and pedestrians. Parking areas shall be arranged in a fashion to encourage pedestrian access to buildings and to minimize internal automotive movement.

Facilities and access routes for deliveries, service and maintenance shall be separated, where practical, from public access routes and parking areas. Direct, unobstructed access ways for emergency vehicles to and around buildings and uses shall be provided as specified by the Town fire official. Speed bumps, gates and other impediments to emergency access shall be prohibited unless otherwise recommended by the fire official in a particular case.

- iv. Where minimum parking or loading space is not specified herein for particular uses/structures or mixes of uses, or where conflicts exist between schedule and general requirements, the Zoning Administrator, in consultation with the Planning Commission, shall determine requirements appropriate to the use/structure guided by characteristics of the proposed use including anticipated employment, number of residents and/or visitors, by requirements for similar uses or mixes and other relevant considerations. More specifically, the Zoning Administrator shall be guided by the following for uses not specified in section 4.11.6.6.2.
- b. Use and Density Examples:
 - For each commercial use of a retail character: One (1) space per employee plus one (1) space per each three hundred (300) square feet of floor area open to the public, but in all cases a minimum of three (3) customer spaces.
 - ii. For uses of an industrial character: One (1) space per employee plus a minimum of three (3) customer spaces.
 - iii. Offices: Business, Administrative, Professional: One (1) space per employee plus one (1) space per five hundred (500) square feet of net office area, but in all cases a minimum of three (3) customer spaces.

- iv. Dwelling, Attached [Multi-family (Apartment Complex); Townhouse; Patio House; Duplex; Quadraplex]: Two (2) spaces per dwelling unit plus ten percent (10%) of the total required per dwelling unit.
- B. ADA Parking Regulations

Another important consideration when evaluating parking needs is the ability to accommodate ADA parking. One limiting factor about the site is that the majority of the parking is located on the far side of the berm that protects the levee system to the south of the plant. Separating this section of parking from the building is a large staircase that goes over the top of the berm. After reviewing ADA parking requirements, it is clear that this parking location is not ADA compliant. Below are the ADA Parking guidelines as issued by the Mid-Atlantic ADA Center, as well as those included in Scottsville's zoning ordinance.

- a. ADA Parking Guidelines:
 - i. The ADA Parking Guidelines Location section, provided by the ADA National Network, states that "An accessible route must always be provided from the accessible parking to the accessible entrance. An accessible route never has curbs or stairs, must be at least 3 feet wide, and has a firm, stable, slipresistant surface. The slope along the accessible route should not be greater than 1:12 in the direction of travel." Therefore, the parking on the far side of the levee cannot qualify as ADA compliant.
 - ii. According to the Town of Scottsville zoning ordinance, the number, location, signage and other specifications of handicapped parking shall be subject to County Building Official approval in accordance with ADA requirements and the Statewide Uniform Building Code.

C. Recommendations

The site as it currently sits does not have enough space dedicated to parking to accommodate a mixed-use building. However, there is enough acreage on the property to develop more parking while meeting open space requirements.

Regarding ADA parking, the existing parking space closest to the main factory building should be dedicated as accessible parking spots. The final number of ADA parking spaces required should confirm to the standard defined in the zoning ordinance. As designed, 8 ADA spaces are needed to meet the requirements for the residential section of the building. Additional parking may be required if cooperative parking is not permitted.

Next steps to determining the location and total parking capacity on the site would be to do a topographic survey, and identify strategic, accessible locations around the building that would be ideal for parking. The ADA spaces should be distributed throughout the site to accommodate the variety of locations and entry points on site.

VIII. Environmental Conditions Review and Recommendations

According to the records provided for this study, the former Hyosung plant was subject to two Phase I Environmental Site Assessments (ESAs), one conducted by Environ International Corporation in 2002 and another conducted by Froehling & Robertson Co. in 2011. The reports make clear that what is available for review now is not the full scope of environmental work that was completed on the site. Waukeshaw is operating with the understanding that at least one Phase II ESA was completed on the site by the reference to soil samplings in the Phase I ESAs.

Below is a brief summary of what was found in each environmental investigation.

A. 2002 Phase I Environmental Site Assessment Key Findings

- a. The manufacturing use of the property had the potential to impact the soil and groundwater conditions, testing was recommended.
- In 2002, it was stated that to remove all of the asbestos on site, it would cost \$500,000. To just remove the friable material, it would cost \$6,000 with an annual \$5,000 maintenance cost.
- c. The factory is 170,000 SF for the manufacturing area and 30,000 SF of attached warehouse space. Ancillary buildings include the boiler house, waste oil storage building, emergency firewater pump building, water tower, latex storage building, and miscellaneous storage sheds.
- d. The building flooded twice, once on June 22, 1972 and again on November 6, 1985. A dike was built in the late 1980s. According to existing flood maps in place at the time the ESA was conducted, the building is located within the 100-year floodplain.
- e. There are 3 wetland areas present on the property.
- f. There are two manmade lakes on the site, one is used as a reservoir for fire protection water.
- g. There are natural springs on the site that feed into a creek that runs under the factory.
- h. There are no known wells on the site.
- i. There are no underground storage tanks on site. There were above ground storage tanks used for raw materials, waste and fuels.

B. 2011 Phase I Environmental Site Assessment Key Findings

- a. There was documentation of chlorinated solvent contamination on the property but no record of clean-up. Contamination was at two locations: SB09 in the chemical unloading area and at SB12, which was the former location of underground storage tank used to store hot stretch dip waste. Report states that both underground storage units were closed and decommissioned but made no mention of closure reports.
- B. Report states that chlorinated solvent use was discontinued before 1990.

- c. There are indications of natural degradation of solvents and limited impacts to shallow ground water.
- d. TPH was detected at testing location SB01 in the soil (former varsol tank location). Report states that no groundwater was in contact with impacted soils at that location. The full report including lab results and boring locations was not available.
- e. There is a 2002 LTANKS and LUST listing for one closed pollution complaint (2003-60SS). The complaint was filed due to TPH and DRO concentration of 230 mg/kg reported in the vicinity of a former 250gallon AST. Subsequently, 80.33 tons of petroleum-impacted soils were removed from the site from effected boring locations.
- f. There were no Sanborn fire maps available.
- g. There were some areas of the interior floors that were stained with petroleum. It was recommended those areas be cleaned and potentially that the wooden floors be removed.

C. Phase II Environmental Site Assessment Recommendation

Based on the information available in the Phase I ESAs and the historical use of the property, Waukeshaw recommends that a new Phase II Environmental Site Assessment be conducted to provide current data. This will provide the developer and the Town with a complete understanding of the environmental site conditions and any remediation needed to bring the site within environmental compliance standards.

For a very basic Phase II study, the cost estimate is \$6,785 as prepared by Commonwealth Environmental Associates. Please see Exhibit E for the full proposal. To assist with the cost of this assessment work, the project could qualify for a Site Assessment and Planning grant from the Virginia Brownfields Restoration & Economic Redevelopment Assistance Fund (VBAF), administered by the Virginia Economic Development Partnership. Site assessment and planning funds can be used for several kinds of work including environmental and cultural resource site assessments, development of remediation and reuse plans, necessary removal of human remains, treatment of grave sites, treatment of significant archaeological resources, stabilization or restoration of structures listed on or eligible for the Virginia Historic Landmarks Register, demolition and removal of existing structures, or other site work necessary to make a site or certain real property usable for new economic development. The maximum site assessment grant available is \$50,000.

If an assessment identifies the need for remediation work at the site, there may be an opportunity for the project to also receive a site remediation grant. The maximum remediation grant is \$500,000. It is important to note that only political subdivisions of the Commonwealth of Virginia, including counties, cities, towns, industrial/economic development authorities, and redevelopment and housing authorities, may apply for grants from the VBAF Program. The current private property owner would not be eligible to apply for these funds.

The Phase II proposal was provided by Commonwealth Environmental Associates, Inc. based in Richmond, VA. The proposal includes conducting soil boring at five locations on the property to extract soil and/or groundwater samples and the collection of two soil vapor samples. This sampling is to determine if there is any threat of the infiltration of vapors into the structure from subsurface solvent on the subject property. The proposal also includes a chemical analysis of samples taken.

IX. Additional Limitations and Considerations

A. Building Access

The comment has been made in several different settings that access to the former Hyosung Plant from Route 20 is limited and this could be problematic for redevelopment plans. As noted in Part I Section E, this study assesses the site for redevelopment based on existing infrastructure and does not propose new

infrastructure solutions. However, it should be noted that access to the site and building requires additional consideration by the party that ultimately develops this property.

While the factory was operational, it housed 100-300 employees. Therefore, Bird Street saw a fairly high level of traffic on a daily basis compared to most residential neighborhoods. However, shift-oriented travel by employees is very different than the kind of travel that would result from a mixed-use building. Residential and commercial traffic to and from the building is likely to be much more sporadic and varied throughout the day than the vehicular flow associated with a traditional manufacturing facility.

It has also been noted that vehicular traffic on Route 20 has increased significantly since the factory stopped operating in 2009. Therefore, it would be more difficult for potential users of the site to turn onto Route 20, which has the opportunity to cause backed-up traffic on Bird St. on a regular basis, especially at peak travel hours. It is Waukeshaw's recommendation that the Town and the ultimate developer of this site consult with the Virginia Department of Transportation on these issues.

B. Acquisition Cost

The former Hyosung plant has been under private ownership by the Virginia Land Company and its subsidiary, Lower Bird Street LLC, since 2011. The current owners have expressed an interest in selling the property and do not appear to have plans to pursue redeveloping the property at the time this study is being conducted.

Waukeshaw is operating under the assumption that the owner will want to sell the building to any future owners or developers. The entity that ultimately pursues the redevelopment of this property should take a few factors into consideration when negotiating an acquisition price.

First is the cost to carry the factory site. Based on information provided by the current property owner, carrying costs associated with the ownership of this property include property taxes, emergency flood services, landline phone service (required for fire safety), and landscaping costs. These costs total approximately \$37,000 annually.

Another factor to consider is the current state of the property. Anyone purchasing the property must take into consideration any deterioration of the site that has occurred over the last decade, including roof conditions, the cost of environmental remediation, or other factors that may require a substantial initial investment to bring the building out of disrepair.

It is ultimately up to a prospective buyer to determine what the factory site is worth. Developers will inevitably determine acquisition prices by 'backing into' a valuation based on a proforma detailing the cost of constructing a project to its highest and best use. In our test case proforma, there is an equity shortfall of more than \$2,000,000 using an acquisition price of \$850,000, or just under \$5/SF in shell condition. If additional equity can be attracted to the project to close the gap, the acquisition price might be justified. Otherwise, it is likely near or below \$0.

C. Floodplain Location

According to existing FEMA flood maps from 1976, the former Hyosung plant is currently entirely located in the 100-year floodplain and would be inundated in the event of a flood. Timmons Group reviewed the data available and determined that further investigation and a new flood study are required to determine if the plant is actually protected by new flood mitigation infrastructure that was implemented after 1976. If Timmons' new models were to determine that the site would be protected in the event of a flood, a Letter of Map Revision (LOMR)

would need to be submitted to FEMA and approved. According to Timmons, this process typically takes 6-12 months.

Ultimately, owning and developing a property in the 100-year floodplain with modern weather patterns is risky and another factor that detracts from the overall value of the property. It is difficult to consider the viability of a development without concrete information about the property's flood risk. Waukeshaw recommends that the floodplain investigation be done early on in the redevelopment process so that any developer taking on this project understands the flood risk to the property. This will also have impacts on the project costs in relation to flood insurance and potentially design and materials choices in the construction process.

D. Ownership Structure and Partnership

If developed according to what is proposed in this study, the redevelopment of the former Hyosung plant is likely to cost at least \$25 MM. As outlined in Part IV Section C, the goal is to bring down the cost of development compared to the ultimate value of the building. Private developers have the ability to tap into the tax credits listed, however many state grant programs are not open to private entities. Generally, only political subdivisions of the Commonwealth of Virginia, including counties, cities, towns, industrial/economic development authorities, and redevelopment and housing authorities are authorized recipients of these grants.

Therefore, if a developer chooses to pursue grants to offset the cost of redevelopment, they will need to partner with an entity that is able to accept those grant funds. The most natural partner is the Town of Scottsville, which has commissioned this study and encouraged the community to engage with the redevelopment of this property. Other partners could include Albemarle County Economic Development or the Central Virginia Partnership for Economic Development. Additionally, if it were determined that affordable housing would be a major project component, the Piedmont Housing Alliance (PHA) could be a project partner. The PHA already has a presence in Scottsville with the Scottsville School Apartment property.

Ultimately, a creative ownership structure will need to be established to allow a private developer to conduct the project and the partner entity to accept the funds. In its experience, Waukeshaw Development has entered into these partnerships in several different ways. Often times, the community will own the building while the capital stack is compiled, and it then transfers ownership of the property to the developer when construction begins.

Regardless of how the project funding is established, a partnership between the Town of Scottsville and the developing entity will be crucial to the success of this project. This partnership will be key when determining a plan for financing, building road access, zoning, and continuing to build community support for the project.

Generally speaking, Waukeshaw proposes that the building be split into two commercial condominiums, each owned by a separate entity that will transact its own 'deal' and syndicate its own tax credits. Each entity then shall either employ a 'master-tenant' structure for syndication, or a 'single-tier' structure, with the choice dependent on the overall evaluation in consultation with experienced tax credit attorneys and CPAs.

X. Conclusion

The former Hyosung plant in Scottsville exemplifies a question that communities across the country are grappling with: whether to let their unused industrial sites languish or give them a second life. Many white elephant sites have successfully been redeveloped. Whether this is possible for the former tire plant will be dependent on several factors.

While it is clear that there is community support and demand potential in the greater Scottsville market for a mixed-use building, those factors are not enough to bring a project to fruition. It will be key to attract a developer who is willing to take on the risk of this project and collaborate with the Town to make this project a success.

Furthermore, all important analyses of the property must be done first to help the developer identify that level of risk and understand the full scope of what it will take to accomplish this project.

First and foremost, the new floodplain analysis must be completed. This will inform what can be done to the building with the risk of flooding and will have an impact on project costs. A Phase II Environmental Site Assessment must be completed as well to identify any potential environmental or hazardous material issues and remediation needs. Additionally, the Town will need to determine how it would like to address zoning the property. As discussed, there are several ways to accomplish higher density zoning for that site. This may be an area where the Scottsville Planning Commission and a developer can collaborate to achieve the zoning that will make the best use of the property.

The financial analysis shows that syndicating tax credits and deploying traditional bank financing does allow the potential for a successful outcome at the property. While there are many funding sources that can help enhance the equity available to the project, in order to allow for some tenant upfit, incentives, etc., there still may be a portion of the budget that a developer would need to invest to see the project through to a successful outcome.

The Town and the Scottsville community have done a great deal of work to show that they are invested in seeing Scottsville succeed and that they have a vision for the future. Ultimately it is up to the individual developer whether it is worth it to take on this project and if the long-term revenue will make it a profitable choice.