MINUTES OF THE
ROSWELL PLANNING COMMISSION
Tuesday, August 18, 2009
7 p.m.

Members Present: Susan Baur, Laura Light, Loren Conrad, Sarah Winner, Cheryl Greenway and Mark Renier

Members Absent: Karen Geiger

Staff Present: Brad Townsend, Jackie Deibel, Yvonne Douglas and Sylvia Campbell

Chairman Susan Baur called the August 18, 2009 meeting of the Roswell Planning Commission to order at 7:30 p.m. The Planning Commission is comprised of volunteer citizens representing both the business and residential interests of Roswell. The members of the Commission are appointed by the mayor and city council. The Planning Commission is a recommending body only. What the Commission reviews tonight will go before the mayor and city council on the second Monday of next month, which is Monday, September 14, 2009.

A member of the city planning staff will present the application and give the staff's recommendation. Next, the applicant will make a presentation. The public will then be invited to make whatever comments they would like to share with the Commission. After listening to the comments from the public the applicant will be given a chance for rebuttal. The Commission will then close the public portion of the meeting and have a discussion and make a recommendation.

If one is representing a group, the Commission asks that the group get together and discuss the points that they will be presenting. There is a 20-minute limit total for presentations by the public for those in favor of a project or issue and a 20-minute limit total for presentations by the public for those who are opposed to a project or an issue. If one wishes to speak in addition to others speaking on the same topic he should try to bring up new points and not repeat what others have said.

If one is a member of the public and he wishes to speak, he should fill out one of the comment cards that are on the back table and give it to staff so that his name and address will be on the record.

The city has adopted 23 critical guidelines to evaluate a request. Some of the basic guidelines that the Commission will consider are land use plans, surrounding property values, the surrounding neighborhoods, undeveloped land in the surrounding or immediate area and impact on city services. The burden of proof is always on the applicant.

Baur asked everyone to put their cell phones on vibrate or turn them off. This includes members of the Planning Commission. She reminded members of the Planning Commission to please state their names before speaking for the benefit of the audience as well as staff recording the minutes of this meeting.

09-0651
CONDITIONAL USE
CU09-02
GS YUASA LITHIUM POWER, INC/ Thomas Deakin
1150 and 1335 Northmeadow Parkway
Applicant is requesting a conditional use for the purpose of manufacturing and assembly of space and aviation batteries.

Brad Townsend stated that this was a conditional use request for Northmeadow Office Park for a use to manufacture and assembly batteries to be used within the space, aviation and military. On the proposed site in the application, there were two addresses at the time that were being looked at. It is Townsend's understanding from the applicant that they are actually only looking at 1150 Northmeadow Parkway as the proposed location for this evening. They are looking at locating within that building for this operation.

The request for the applicant to assemble batteries contains two parts. The immediate request is to allow for the assembly to batteries for space craft and commercial aviation customers. The second request is to build a prototype lithium-ion cell manufacturing facility also at this location.

Included in the Commission's backup material was extensive information from the company wishing to locate in this spot. The reason for the request is that manufacturing in the I-1 is a conditional use for this location.

Staff is recommending approval of this application with the three conditions and it would be for the location at 1150 Northmeadow Parkway.

Loren Conrad clarified that 1135 is off the table. Brad Townsend stated that was his understanding. In the write up there was talk about either and/or. One of them was going to be used for a marketing location. Townsend stated that he would let the applicant explain his reasoning for taking 1335 off the table.

Susan Baur stated that the information states that there is no residential use in the immediate vicinity. How far away is that residential, the yellow. When she looks at the scale it is about half a mile or so....more than a mile? Brad Townsend stated that was probably the closest apartment complex and that access to Alpharetta Hwy south of Hembree. And from this site it is probably half of a mile or more.

Sarah Winner stated that the one thing that she thinks she knows about lithium is that it is extremely flammable. Are there any special precautions, other than just making sure they conform to whatever Roswell's fire department is going to say is required? She would think that maybe there is some additional conditions to make sure that the building is protected.

Brad Townsend stated that the site is going through the Roswell Building Department for a permit for the interior as well as the fire department reviewing before they occupy. They will all need to meet federal OSHA standards as well as anything dealing with chemical storage, dealing with chemicals or federal guidelines and procedures and controlling how they are handled during the process as well as disposing of them after the process.

Sarah Winner clarified that it would be over and beyond just the standard "here is where the fire extinguisher goes and here are the exit signs".

Brad Townsend stated that Roswell's fire marshal is chomping at the bit to ensure the safety requirements related to this assembly area.

Mark Renier asked Townsend if there were any other manufacturing uses within this entire node that are actually under a conditional use currently. Townsend stated that the city did an analysis of manufacturing uses. He is not sure they went through the conditional use process or were there before manufacturing became conditional when they changed the code in 2003. Of their understanding there are probably between 10 and 15 existing manufacturing type of operations in the industrial park up there, light manufacturing. As well they have Kimberly-Clark who is seriously into research and development as well as product manufacturing.

Cheryl Greenway asked after the fire marshal has done his inspection and been involved in the initial setup of the operations, how often would someone be going back to check to see how well things are being maintained and how things are going. Brad Townsend stated that as part of their business license agreement there is usually an annual review as well as the fire marshal may set up a more regular program in which he comes back to inspect. Greenway clarified that for right now, as far as they know it is just annually. Townsend stated that it is at least annually.

Susan Baur asked if there were any other questions for staff. Hearing none, she asked to hear from the applicant at this time.

William Moll stated that he was the president of GS Yuasa Lithium Power. His address is 12380 Brookhill Crossing Lane, Alpharetta. Moll stated that he would like to provide the Commission with a little background about the company. He is not sure if they are familiar with them. He will take two minutes for that and then explain what their plans are for the space.

GS Yuasa is currently the second largest battery manufacturer in the world. They take in $3.2 billion annually. In the United States they have really three different entities. Two of them are located in an office in Alpharetta and another one is located in Reading, PA. The operation here is comprised of two parts. Jay Northy is the operation's general manager for the GS Battery USA part. They handle basically commodity lead acid batteries for telecom, UPS and motorcycle. In the applicant's office they don't store any of those. Those are handled through third party warehouses typically down by the airport or some of them off the I-85 corridor. They are mostly a sales office. GS Yuasa Lithium Power is a startup company. They have been in operation in operation since 2006. They were put together from their parent company with the intention of taking the lithium-ion technology that they have had in Japan and try to find uses in the United States for that. Their battery technology is a little bit different from typical laptop and small batteries that one may be familiar with cell phones. They make large cells and their applications are very custom and very high tech. The current battery production plan that they are going to use this factory for is for satellite batteries. In a five-year contract they might make a total of nine or 10 batteries. These are fairly complex systems; they take a long time to put together. They are not talking about a high rate of production.

The second use the applicant asked for is for a lithium-ion prototype cell manufacturing line. That probably won't happen for maybe two years. It is in their plan for 2011. So, for 2009, 2010 they are basically going to be purchasing cells made at their Japanese cell factories, importing them into the United States, buying local components for assembling the batteries into modules and other electronic pieces of hardware and things like that. Then they would be shipping that to their customer. In a nutshell that is what they are doing in this space. They are not going to change any of the exterior. Everything they will be doing will be inside the existing building.

Sarah Winner stated that she had a couple of questions. Moll mentioned three entities, two in Alpharetta, one in Pennsylvania. Did he say that these were sales offices or are these manufacturing facilities? Moll stated that the GS battery office is a sales office. They don't do any manufacturing. They import by the container load large quantities and warehouse them down by the airport and then distribute them to their customers. The Pennsylvania operation is a manufacturing facility. It is a motorcycle battery plant. Their revenue is around $65 million. Winner asked if they are a process similar to what is going to happen potentially in Roswell. Moll stated that they were different. For the battery assembly part it is going to be very similar to what one would see in someone who is assembling electronic components. There will be people working at work stations putting things together by hand, attaching wires and harnesses. There will be a test facility where they would do a test and check out. The future plan for the lithium-ion factory would still be a fairly low rate prototype production where they would do a lot of hand processing. More or less the prototype factory's goal is to allow

them a shorter time to address some of their customer's needs if they have a special requirement. They can make a prototype battery here a lot faster than they would if they had to go back to Japan. Also, a lot of times when they are doing defense work and they can't transfer that information about what they are working on to the Japanese because of technology restrictions.

Loren Conrad asked Moll to describe the components he is talking about. Is he getting basic cells from Japan and assembling them in different package sizes for batteries of specialty needs? Moll stated that was correct. Conrad clarified that there were no liquids or acids....Moll stated that there were not. He has a cell can with him that he can show the Commission if they are curious. Conrad stated that he thinks the concern on some of the chemical issues and things is not how much danger is there in terms of spillage and any kind of gases or corrosive materials or whatever. He asked Moll to address that.

William Moll stated that a lithium-ion cell is not like a lead acid or Ni-Cd battery, it doesn't have an acid inside of it and it is hermetically sealed. A lot of the other batteries like a car battery or a motorcycle battery, even when one charges them, they may say that they are sealed but they can emit gas. These are hermetically sealed. On charging or discharging they never release any gases unless there is some kind of accident or something like. Under normal operation they are sealed.

Sarah Winner clarified that the sample Moll had with him was a lithium-ion cell. Moll stated that it was one cell. Winner asked if this is the same thing as what they would be doing with the satellite batteries or is this different. Moll stated that it was similar. Maybe that is not the same size or shape but it would be similar to what they are doing with the satellite batteries. Winner asked if Moll was proposing to manufacture these. Moll stated that was not correct. Initially for the immediate request they will be buying those from Japan. They will become fully assembled and activated. They will be sealed and there won't be any leaking or spillage if that is the question Winner is getting at. Winner clarified that the first part of their business plan involves satellite batteries coming from Japan fully assembled or batteries for the use in satellites. Is that correct? Moll stated that he had to be careful with terms. They are going to be buying the cells from Japan for satellite and also for aircraft and some military applications. The current contract is satellite but they are trying to do other things as well. All of these applications are not what one would consider high volume. Even in some of the military contracts they might get 1000 batteries over two or three years. But what they will do for those is they will buy that component or something similar to what Winner has in her hand and they we will take those and....a battery is typically a group of eight or 16 of those cells together in a pack. They will build that pack. There are electronics that manage the charging and manage some of the other balancing function in the battery and interface with their vehicle because batteries are as smart as some of the car technology now.

Winner clarified that what Moll is describing is what they are going to do in the first phase. Does that involve the use of chemicals? Are they filling these batteries with any chemicals, any acids, is it an open process? Is it where anything will be exposed to the air? Moll stated that the cells will come sealed. The chemicals Winner was trying to think about would be things like alcohols or acetones for cleaning. It is like electronic assembly. They need to do a lot of clean work. They would use some RTVs or silicone sealants and adhesives and things like that to glue things together. The cells are already manufactured and are fairly complete so as far as the cell assembly, the internal putting together of the cell parts would be done in Japan.

Cheryl Greenway asked William Moll to comment on...that discussion was going along the idea of the chemicals and such, but also certain batteries one can have a greater chance of explosion. She asked Moll to comment on how that would relate to these batteries that they would be assembling at this location. Moll stated that if one knows about lithium-ion in general, that in some cases of mishandling there could be a fire. One has seen the videos for laptop batteries and things like that. These have similar...it is a characteristic of the technology. Part of the systems that they are developing are the electronics to do the measuring to cell voltages, preventing overcharge, preventing over discharge, making sure that the cells in a battery pack or in balance. Part of their design is also that there is a disconnect device like a relay or a contact. In the case where the battery is not being used it is open so one cannot put a short circuit across the battery. The lithium-ion batteries, one has seen the videos, but his one did the same thing to a lead acid battery or a Ni-Cd battery he would maybe not get the same magnitude, but he would get an explosion or fire. A typical handling and storage plan for this battery would be similar to what they use on other batteries that they already have experience with.

Loren Conrad asked Moll to give the Commission a little more information on the two-year out building or manufacturing or designing the ion battery. Moll stated that it is a little fuzzy for him but as long as they were before the Commission they wanted to give them an idea so that they wouldn't tell them something now and then tell them something again later on. They wanted to make sure that the Commission knows what their plans are. They would anticipate putting in some manufacturing for prototype cells maybe up to 5000 cells per year, depending on the size. If they were making big cells, they would make a few; if they were making small cells they would make a lot. That process involves....there is some chemical use in that process.

He can describe simply for the Commission the basic components of the cell. There are three basic things. There is a cathode, an anode and an electrolyte. On a lithium-ion battery, the anode, the negative electrode is basically carbon. It is an inert substance for the most part. The cathode material, there are various different recipes one can use. They all involve a lithium metal oxide. So there is lithium, nickel oxide, lithium manganese oxide, iron phosphate, different versions

of that. Typically those are carcinogenic. Moll is not a material scientist but he can get the Commission the MSDS sheets for those types of materials for those that are interested. The electrolyte is an organic solvent so it is different from most of the other batteries that use a water based solvent. This uses an organic solvent. It is a methyl carbonate, ethyl carbonate, di-methyl carbonate system in some various fashion and that is where the flammable part comes in. That is where the handling and careful operation of the battery is critical. They would have some quantities of those on hand. Moll thinks they have provided estimates of those quantities in part of the package. He thinks they are in the Commission's packets.

Loren Conrad clarified that it would be a pretty low volume operation. Moll stated that was correct. Eventually they are going to have a real production facility here but that is going to be a large operation. It is not going to be able to fit into a park like this. This is more their research and development type operation. It is part of their corporate headquarters and they are going to have an R&D lab. It would not be for production of the cell part. He would estimate for a cell factory they would probably need around 15,000 to 20,000 square feet. They just don't have the space to do what they would do in there. Conrad clarified that what Moll is proposing here is just initial R&D to develop that type of battery. Any major manufacturing would take place somewhere else.

Moll stated that the way this business works typically is they will find a customer that has something that is unique so they would design and build some prototype batteries for them. Typically it is a two-year development process where they do testing and vehicle trials and things like that and then it would go to production. There is a time lag from the prototype stage to the production stage.

Loren Conrad asked what would be in the 1335 building. William Moll stated that they looked at that building and originally they were going to do two different, but they decided with the 40,000 square feet they could take in the 1150 building they can do pretty much what they want to do. The 1335 building does not have a dock high door. It is a drive-in door only so they wanted to have the dock door because a lot of their trucks have to do special order or special delivery with a lift gate and things like that. The space was not as useful for what they thought they could do in the 1150 space. Conrad clarified that the applicant was not going to go their at all. Moll stated that they were not, there were done. When they were looking at space in Northmeadow the landlord had two opportunities for them. When they had to make the application for the Planning Commission they did not know which one they were going to use at the time but now they have decided that it is 1150. They can take the 1335 off the table.

Susan Baur clarified that in the second phase, the lithium ion cell production Moll stated that there would be some chemical use. Are they going to require special ventilation to the outside? Moll stated that typically when they get to the cell manufacturing and even for some of their battery manufacturing what they will

actually do is have a clean room or a dry room where rather than venting, they don't want anything coming into the battery room, so lithium ion cells are made in a dry room. It is almost like a pharmaceutical type atmosphere. It has got to be fairly clean and pristine. As far as venting, Moll stated that there is no venting in the entire manufacturing process.

Loren Conrad asked if the applicant would be occupying that whole building, 1150. Moll stated that they were two-thirds of it. He thinks there are three suites. They will be taking two out of the three. There is a tenant in the other space. Conrad clarified that there won't be any kind of smells or....Moll stated that there would not be. When people think battery plants they have a lot of different ideas about it. This is a little different. He does not want to overuse the word green technology but it is a little bit different manufacturing than what a lot of people are use to. It has to be clean enough. These cells are fairly precise in the way one puts them together.

Sarah Winner stated that she did a little bit of research on the applicant's company on the internet. She is delighted and impressed with what they are doing and that they have chosen Roswell as a location in which to expand his company. Moll stated that he thinks this is a good start for them. If this is going to be their corporate headquarters, which for the lithium group it is going to be, there will be a lot of people coming through Roswell to visit their factory and see what they are doing here. He thinks it is a good opportunity for them. They just won a contract to build a battery that is going to be on the cargo ships going to the International Space Station. That is the one they need the facility for because they have to start manufacturing those in February.

Winner wanted to convey that she is personally delighted that this type of technology is coming to the Roswell community. Moll stated that Jay Northy, the GS Battery Group, they are launching a photovoltaic business that will be operated out of here. They will be selling solar panel systems and other devices that work with that. They might have some electronic labs but they will not have a battery lab. They would be doing PD Energy things. That will be another part that will be in the building.

Susan Baur asked if there were any other questions from the Commission for the applicant. Hearing none she opened the meeting up for public comment. Baur asked if there was anyone from the public who would like to speak in favor of this application. No one came forward. She asked if there was anyone from the public that would like to speak in opposition to this application. Hearing no comments from the public Baur closed the public comment portion of the meeting.

Yvonne Douglas, deputy director of Public Works/Environmental was present to answer questions from her department. Susan Baur asked Douglas how she feels about the way the first condition is written. It says that all environmental requirements regarding the storage and disposal of any chemicals shall be

approved by the city of Roswell Environmental Department. Does Douglas think that is all encompassing? The words are storage and disposal. What comes to mind to Baur is handling, processing, other things but she does not know. She is not an environmental specialist.

Yvonne Douglas stated that as far as permitting and regulatory, that is handled by the state of Georgia EPD, the Environmental Protection Division. The applicant would have to go through a process to get permits if it is required by their operations and that would be handled by EPD as far as the permitting, doing site visits, etc. By Federal Guidelines they have to follow the OSHA rules for safety rules. For disposal of any materials on site, the city does not handle chemicals as far as the sanitation department goes. That would have to be contracted out if it is anything beyond regular office materials, food waste, that type of thing. But they do not dispose of any battery components or any electronic industrial waste through Roswell's transportation or at the land fill.

Susan Baur stated that according to this condition, Roswell Environmental's role would be in making sure environmental requirements are fulfilled. Yvonne Douglas stated that was not correct. That would be handled by the state of Georgia EPD.

Sarah Winner stated that she was confused. Do they need this condition? It doesn't seem to apply. Yvonne Douglas stated that as far as disposal of the chemicals, Roswell does not pick up. That is handled by a private contractor and would be handled by that caller. As far as their environmental compliance, Roswell does have an Environmental Compliance Officer that would do site visits and can make sure that everything is being properly disposed of, that there is proper education for the applicant to make sure that they don't dispose of materials into the Dumpsters.

Winner asked Douglas if in her professional opinion, is condition no. 1 necessary? Douglas stated that it was. Winner assumed that condition no. 2 could also be removed. Winner stated that her question was directed to Brad Townsend.

Brad Townsend stated that they could just take the last address out. The location of business must be located within 1150 Northmeadow Parkway.

Susan Baur asked if there were any other questions for Yvonne Douglas.

Loren Conrad asked Douglas what is the process? She mentioned that stated EPD gets involved. How does that process work? Does she start that process with them? How do they know that they have got to comply with the other?

Yvonne Douglas stated that through their operations they have to make sure that they go through EDP and require that since they are an industrial company they would have to go through that process through the state.

Loren Conrad asked if they didn't do it, how would anybody know.

Yvonne Douglas stated that if they didn't do it, if there were any chemicals or any reports of any of the surrounding areas being impacted probably the neighbors in residential areas would probably contact the environmental compliance officer. He does do rounds and goes around the city of Roswell inspecting things. Code Enforcement of the community development department would handle site visits. There are oversight procedures. The fire marshal would make periodic visits; OSHA would be involved in that as well. There is a lot of oversight in there.

Loren Conrad stated that maybe that first condition does need to be there to say that Roswell will be the key to any environmental process. Yvonne Douglas stated that they do not have oversight of that. They don't have scientists out there to....Conrad stated that it seems to him that out to be there based on the responsibility of Roswell and to make sure that anybody in the city limits is complying with EPD.

Sarah Winner stated that she thinks the actual wording of it was "shall be approved by the city of Roswell." It is really more that Roswell might notice there is a problem and report it to the approving authorities. It is her understanding that Roswell does not have the responsibility to set the requirements, enforce the requirements, penalized if there are violations. That is all done through the state.

Yvonne Douglas stated that environmentally that was correct.

Loren Conrad suggested that maybe they ought to change the wording.

Sarah Winner stated that is probably redundant given that for their business permit that is all going to be part of their requirement anyway.

Cheryl Greenway asked from a permit standpoint, would the process not take care of that through the city and the different permits that would be needed? Is there is not something in there to make sure that they have met the compliance with the state for what they have to do? Would that not cover that area?

Brad Townsend stated that after they get a certificate of occupancy it will also be a business license requirement in which they would have to secure and provide to the city of Roswell proper licensing from the state. Greenway clarified that is where that would get double checked. Townsend stated that was correct.

Susan Baur asked if there were any further questions for Yvonne Douglas. There were none.