

A G E N D A
JAMES CITY COUNTY DEVELOPMENT REVIEW COMMITTEE
REGULAR MEETING
Building A Large Conference Room
101 Mounts Bay Road, Williamsburg, VA 23185
October 26, 2016
4:00 PM

A. CALL TO ORDER

B. ROLL CALL

C. MINUTES

1. Minutes Adoption - September 28, 2016 Regular Meeting

D. OLD BUSINESS

1. C-0031-2016 4501 Noland Blvd., AutoZone

E. NEW BUSINESS

1. C-0051-2016, Forest Glen Section 5

F. ADJOURNMENT

AGENDA ITEM NO. C.1.**ITEM SUMMARY**

DATE: 10/26/2016

TO: The Development Review Committee

FROM: Paul D. Holt, III, Secretary

SUBJECT: Minutes Adoption - September 28, 2016 Regular Meeting

ATTACHMENTS:

	Description	Type
□	September 28, 2016 DRC Minutes	Cover Memo

REVIEWERS:

Department	Reviewer	Action	Date
Development Review Committee	Cook, Ellen	Approved	10/19/2016 - 3:02 PM
Development Review Committee	Secretary, DRC	Approved	10/19/2016 - 3:10 PM
Publication Management	Burcham, Nan	Approved	10/19/2016 - 3:15 PM
Development Review Committee	Secretary, DRC	Approved	10/19/2016 - 3:15 PM

M I N U T E S
JAMES CITY COUNTY DEVELOPMENT REVIEW COMMITTEE
REGULAR MEETING
Building A Large Conference Room
101 Mounts Bay Road, Williamsburg, VA 23185
September 28, 2016
4:00 PM

A. CALL TO ORDER

Mr. Heath Richardson called the meeting to order at 4:00 p.m.

B. ROLL CALL

Present:

Mr. Heath Richardson
Ms. Robin Bledsoe
Mr. Chris Basic
Mr. Tim O'Connor

Absent:

Mr. Rich Krapf

Staff:

Ms. Ellen Cook, Principal Planner
Mr. Jose Ribeiro, Senior Planner II
Mr. Scott Whyte, Senior Landscape Planner II
Ms. Lauren White, Planner
Ms. Tori Haynes, Community Development Assistant

C. MINUTES

1. August 31, 2016 DRC Minutes

Ms. Robin Bledsoe made a motion to approve the August 31, 2016 meeting minutes. On a voice vote the motion passed 4 – 0.

D. OLD BUSINESS

There was no old business.

E. NEW BUSINESS

1. C-0031-2016 4501 Noland Blvd., AutoZone

Ms. Cook presented the application, stating that a conceptual plan had been submitted for the parcel at 4501 Noland Boulevard for demolition of the existing Handel's Ice Cream store and construction of a 7,381-square-foot AutoZone store for retail sales of auto parts and accessories. The case is before the DRC for consideration as an appeal of the Planning Director's determination that the proposal significantly alters the character of land uses and as such is not consistent with the legislatively adopted Master Plan. Ms. Cook noted that staff had evaluated several considerations, including the uses listed on the Master Plan, the square footage proposed, the projected trip generation and the character of the development.

Mr. Richardson asked staff to clarify the square footage of the proposed building and what is shown on the Master Plan.

Ms. Cook stated the amount of square footage allocated to Area 1B on the Master Plan, and noted that in the past a site plan had been turned in and approved for both Handel's and an unbuilt retail building. Ms. Cook explained that staff and the DRC were now in the position of considering consistency of the AutoZone square footage together with the square footage of the unbuilt retail building.

Mr. Richardson asked if this picture of the total square footage was part of what led to staff's finding of a significant alteration of land uses and inconsistency with the Master Plan.

Ms. Cook stated this was correct. Ms. Cook noted that the DRC has the discretion to make this evaluation, and provided information on past DRC cases for this development that had come before the DRC and been approved.

The DRC members and Ms. Cook discussed the current buildings at the site and their locations.

Ms. Bledsoe asked for clarification on the status of Handel's, to which Ms. Cook replied that it would be demolished and staff did not know of any plans for it to be relocated.

Mr. O'Connor noted that the AutoZone footprint would be about three and a half times the size of the Handel's footprint.

Mr. Basic asked about the specific user for the unbuilt retail building, to which Ms. Cook replied that staff was unaware of the specific retailer that would have located there.

Mr. Basic asked about the projected trip generation. Ms. Cook stated that the original traffic study had used an 8,000 square foot restaurant. In looking at the current proposal, the retail uses were projected to generate fewer trips.

The DRC members and Ms. Cook discussed the location of the originally-planned 8,000 square foot restaurant, and confirmed the current request which would amount to around 14,000 square feet in Area 1B.

Mr. Richardson asked staff for their evaluation of the case against the ordinance language regarding consistency. Ms. Cook stated that the proposed use and square footage differed from the Master Plan, and staff regarded the change as significant since the use and square footage changes were not just a minor deviation.

Mr. O'Connor clarified that given the past DRC action to approve up to 9,200 square feet in Area 1B, the current request was really for more like 7,000 additional square feet of area.

Ms. Bledsoe asked to view the AutoZone elevations. Ms. Cook stated that she would defer to the applicant to walk the DRC through the elevations.

Mr. Carmen DiDiano spoke to the DRC about AutoZone as a company, and described the company's proposal for this site. Mr. DiDiano stated that the property owner would be willing to no longer pursue the unbuilt retail building.

Pursuant to the applicant's remarks, the DRC members and Ms. Cook discussed the feasibility of removing the approved but unbuilt retail building square footage, and discussed the process of a site plan amendment that could accomplish this.

Ms. Bledsoe asked about the landscaping proposed for the site. Mr. DiDiano described the landscaping that would remain in place and the new landscaping that would be planted.

Mr. Richardson and Ms. Cook discussed what the DRC was requested to evaluate, which was whether the proposal did or did not significantly alter what the Master Plan proposed.

Mr. Basic stated that looking at the case as a whole, it appeared inconsistent, but that if a site plan were submitted to eliminate the square footage associated with the unbuilt retail building, it would affect the impact to the Master Plan cap. Mr. Basic stated that to him this was only half the equation, however, as the proposed site plan and elevations appeared out of character. Mr. Basic noted the work that had been done over the years to find some architectural consistency in the Richmond Road corridor and surrounding Lightfoot area.

Mr. Richardson agreed with this assessment. He noted that a potential Master Plan amendment was a path available if the proposal were found inconsistent.

Ms. Bledsoe discussed with the property owner the types of businesses that had expressed interest in this site over the years. Ms. Bledsoe questioned if approval of an Autozone with the proposed elevations could potentially discourage a user from going into the back of Area 1B.

Mr. DiDiano walked the DRC members through the proposed elevations and the sides that would be visible from different vantage points. Mr. DiDiano noted that these elevations depicted an AutoZone prototype, and that AutoZone might be able to come back with some changes to materials, colors and other elements.

The DRC members and Mr. DiDiano discussed the process and timing for potential architectural changes to the AutoZone elevations. Mr. DiDiano asked that the DRC not make a determination based on the prototype alone.

Mr. Basic stated that one of his larger concerns was the rear elevation facing eastbound Richmond Road traffic and residents traveling to the neighborhood behind. Mr. DiDiano noted the landscaping would help screen this side, but that some additional architectural changes could be made.

Mr. O'Connor noted the importance of recent improvements to the character of this area of the County. He noted that he'd found examples of AutoZone stores elsewhere that might be more in character for this area.

Mr. DiDiano stated that some changes could be made, as they had been elsewhere. He described some of the possible changes.

Mr. Basic suggested looking at the materials and colors at the nearby Lightfoot Marketplace development, and the adjacent AAA Service Center, which together worked to create a character for this area of the County.

Ms. Bledsoe agreed with the hard work that had been done to improve the character of the area.

Mr. O'Connor discussed the square footage and the need to focus on this issue as a first step. Mr. Richardson concurred.

The DRC, the applicant, and Ms. Cook discussed the possible actions that the DRC could take. Mr. DiDiano suggested that the applicant would bring materials back to the official DRC meeting in October, and hope that the DRC might feel comfortable enough with the application to vote, perhaps with several additional changes to the elevations as conditions.

Mr. O'Connor asked about the amount of square footage that would be left over in Area 1B should the AutoZone use 7,300 square feet of the cap.

Mr. O'Connor and the DRC discussed the concept of approving a certain amount of square footage in Area 1B beyond the AutoZone square footage to allow for a potential building behind it, given that the leftover amount of square footage would likely not be sufficient. The DRC members stated that they acknowledged that the amount of square footage may not be sufficient, but expressed a greater comfort level with making a Master Plan consistency determination at such time as a particular use and square footage is requested by an applicant.

Ms. Bledsoe made a motion to defer with the actions discussed by the DRC regarding the site plan amendment to address square footage and elevation changes.

The motion passed by a vote of 4 – 0.

2. SP-0047-2016. Patriot's Colony Expansion

Mr. Ribeiro presented the staff report stating that the applicant had submitted a site plan for the development of 80 apartment units located in four buildings at the Patriot's Colony site. A stormwater management plan was submitted showing the location of two bioretention basins. The outfall associated with one of these basins encroached into a 50-foot buffer. According to adopted proffers associated with this project, the 50-foot buffer area is to remain undisturbed subject only to appropriate stormwater management and utility improvements and easements as approved by the DRC. Mr. Ribeiro stated that staff and the applicant worked together to minimize the encroachment to the buffer area and that the applicant was able to reduce the encroachment to ±450 square feet. Mr. Ribeiro stated that staff was in support of the proposal contingent on the applicant submitting a re-vegetating plan of the disturbed area and limiting clearing within the buffer area to 10 feet wide.

Ms. Bledsoe asked that the term outfall be explained.

Mr. Jackson stated that the outfall consisted of a 15-inch concrete pipe placed

underneath the ground collecting overflow water from the bioretention basin.

Mr. Richardson asked if Patriot's Colony had a preventive maintenance plan for their BMPs.

Mr. Jackson stated that a preventive maintenance plan will be required for the proposed basins but he was unsure if the existing BMPs on the site had preventive maintenance plans.

Ms. Bledsoe indicated that she wanted to be very clear about the impacts of the outfall encroaching into the buffer area. Ms. Bledsoe stated that she was relieved to learn that the outfall pipe will be buried underground.

Mr. Jackson stated that the location of the outfall follows the lowest point of the site as water naturally drained to the east.

Ms. Bledsoe asked at what point during the review process for this project was the outfall encroachment into the buffer area identified.

Mr. Ribeiro stated that typically this level of detail is shown at the site plan review stage.

Mr. O'Connor asked if the other bioretention basin day-lighted in the property.

Mr. Jackson stated that the other basin day-lighted at the north end of the property and did not encroach into the 50-foot buffer area.

Mr. Richardson made a motion to approve the outfall encroachment into the 50-foot buffer area subject to the conditions stated in the staff report.

The motion passed by a vote of 4-0.

F. ADJOURNMENT

There being no further business, Mr. Richardson adjourned the meeting at approximately 5:10 p.m.

Mr. Heath Richardson, Chairman

Mr. Paul Holt, Secretary

AGENDA ITEM NO. D.1.**ITEM SUMMARY**

DATE: 10/26/2016

TO: The Development Review Committee

FROM: Ellen Cook, Principal Planner

SUBJECT: Conceptual plan for a 7,381 square foot AutoZone retail store.

ATTACHMENTS:

	Description	Type
□	Staff Memo	Staff Report
□	Attachment 1 Proffer Set	Backup Material
□	Attachment 2 Adopted Master Plan	Backup Material
□	Attachment 3 Proposed Concept Plan	Backup Material
□	Attachment 4 Building Elevation - September Version	Backup Material
□	Attachment 5 Building Elevation - October Version	Backup Material
□	Attachment 6 Proposed Landscape Plan	Backup Material
□	Attachment 7 Letter from Property Owner	Backup Material

REVIEWERS:

Department	Reviewer	Action	Date
Development Review Committee	Cook, Ellen	Approved	10/21/2016 - 12:55 PM
Development Review Committee	Secretary, DRC	Approved	10/21/2016 - 1:07 PM
Publication Management	Babbitt, Katterina	Approved	10/21/2016 - 1:44 PM
Development Review Committee	Secretary, DRC	Approved	10/21/2016 - 1:45 PM

CONCEPTUAL PLAN-0031-2016. 4501 Noland Blvd., AutoZone

Staff Report for the October 26, 2016, Development Review Committee

SUMMARY FACTS

Applicant:	Mr. Kevin Murphy on behalf of AutoZone
Land Owner:	Wessen Properties, LLC
Proposal:	Demolition of existing structure (Handel's Ice Cream) and construction of a 7,381-square-foot store for retail sales of auto parts and accessories. This use will not include auto service bays as no vehicle service or repair is proposed.
Development Review Committee (DRC) Review:	The applicant has requested a deviation from the master plan for the Lightfoot Mixed Use Area dated September 3, 2004. Section 24-516 of the Zoning Ordinance stipulates that development plans that differ from the approved master plan may be approved if the Planning Director concludes that the plan does not significantly alter the character of the land uses or other features or conflict with any conditions. Should the Planning Director disapprove the plan, the applicant may appeal the decision of the Planning Director to the DRC which shall forward a recommendation to the Commission.
Location:	4501 Noland Boulevard
Tax Map/Parcel No.:	2430900001B

Project Acreage:	+/- 1.03
Zoning:	MU, Mixed Use
Comprehensive Plan:	Mixed Use
Primary Service Area:	Inside
Staff Contact:	Ellen Cook, Principal Planner

FACTORS FAVORABLE

1. The total amount of commercial square footage remains under the cap listed on the master plan and with the request to withdraw the square footage for the unbuilt "specialty retail" building, the proposed square footage for the AutoZone is under the Master Plan cap for square footage in Area 1B.
2. The projected trip generation appears to be within the amount projected for Master Plan Area 1B during the rezoning process.

FACTORS UNFAVORABLE

1. The proposal differs from the use in Master Plan Area 1B, as compared with the adopted master plan and with what the DRC had previously found consistent with the master plan.

STAFF RECOMMENDATION

Staff recommends that the DRC affirm the Planning Director's conclusion that the proposal significantly alters the character of land uses and as such, is not consistent with the legislatively adopted master plan.

This staff report is prepared by the James City County Planning Division to provide information to the Planning Commission and Board of Supervisors to assist them in making a recommendation on this application. It may be useful to members of the general public interested in this application.

Changes Made Since Last DRC Meeting

At its September 28, 2016 meeting, the DRC deferred action on this case with the actions discussed by the DRC at the meeting regarding a site plan amendment to address square footage and elevation changes.

Since that time, the applicant has provided several items. First, staff has received a statement committing to abandon the square footage associated with the approved, but unbuilt “specialty retail” building via submission of a site plan amendment (see Attachment No. 7). This statement has been signed by the property owner. Given this document, the DRC could now consider the request to be the 7,381-square-foot AutoZone retail store as the total amount of square footage proposed in Area 1B, rather than the 14,581 square feet that was previously under consideration. This new total is less than the 8,000-square-foot cap assigned to Area 1B on the adopted master plan. The retail use still differs from what had been listed on the master plan, which had listed the uses for this area as “restaurant, office (up to 8,000).” In a previous instance, the DRC had found a retail use for Area 1B consistent with the master plan.

The second set of items provided by the applicant is an updated building elevation and a landscaping plan to show how the building will be screened. Staff had previously noted that there were no elevations or design guidelines submitted or proffered as part of the Lightfoot Mixed Use rezoning. The only criteria for the appearance of the building are found in Proffer 11, which states that “the building walls of all buildings facing Route 60 shall be constructed of brick, glass, masonry or better split faced block, dryvit, stone, manufactured stone, or siding as determined by the Director of Planning. All rooftop mechanical equipment will be screened from view from Route 60.” The applicant had provided an elevation for the DRC’s consideration at the meeting on September 28 (see

Attachment No. 4) and the new proposed elevation is included as Attachment No. 5. The applicant provided information that the following changes were made in the new elevation: use of softer earth-tones, addition of faux windows, addition of vertical pilasters and the use of split-face block in place of plain concrete masonry units (CMU). The landscaping plan showing proposed screening of the building is included as Attachment No. 6.

Of final note, staff had previously provided information on the anticipated trip generation from this area of the site during the original rezoning. At that time, the traffic impact analysis for Area 1A was based on an 8,000-square-foot sit down restaurant, which was listed as generating 1,016 trips per day. For an AutoZone, the trip generation would be projected to generate 448 daily trips, which is less than the trips associated with the original sit down restaurant.

RECOMMENDATION

Staff recommends that the DRC affirm the Planning Director’s conclusion that the proposal significantly alters the character of land uses and as such, is not consistent with the legislatively adopted master plan.

Should the DRC choose not to affirm the Planning Director’s conclusion and find the proposal consistent, staff recommends the DRC consider including conditions such as a commitment to follow-through on the site plan amendment, use of the proposed building elevation (Attachment No. 5), and use of the proposed landscape plan (Attachment No. 6).

CONCEPTUAL PLAN-0031-2016. 4501 Noland Blvd., AutoZone

Staff Report for the October 26, 2016, Development Review Committee

EC/nb

CP0031-16AutoZone-mem

Attachments:

1. Proffer Set
2. Adopted Master Plan
3. Proposed Concept Plan
4. Building Elevation - September 28 version
5. Building Elevation - October 26 version
6. Proposed Landscape Plan
7. Letter from Property Owner Abandoning "Specialty Retail"
Square footage

This staff report is prepared by the James City County Planning Division to provide information to the Planning Commission and Board of Supervisors to assist them in making a recommendation on this application. It may be useful to members of the general public interested in this application.

05D 001464

PROFFERS

THESE PROFFERS are made this 24th day of November, 2004 by NOLAND PROPERTIES, INC., a Virginia corporation (together with its successors in title and assigns, the "Owner").

RECITALS

A. Owner is the owner of a tract or parcel of land located in James City County, Virginia, with an address of 6601 Richmond Road, Williamsburg, Virginia and being a portion of Tax Parcel 2430100035 containing approximately 52 acres as shown on the Master Plan (defined herein), being more particularly described on Schedule A hereto (the "Property").

B. The Property is now zoned B-1, with proffers dated November 15, 1989 and recorded in James City Deed Book 458 at page 126 (the "Existing Proffers"). Owner has applied to rezone the Property from B-1, with proffers, to MU, Mixed Use District, with proffers.

C. Owner has submitted to the County a master plan entitled "Master Plan for Rezoning of Lightfoot Mixed Use Development for Noland Properties, Inc." prepared by AES Consulting Engineers dated September 3, 2004 (the "Master Plan") for the Property in accordance with the County Zoning Ordinance. Owner has submitted to the County a traffic impact analysis entitled "Traffic Analysis for Lightfoot Mixed Use Development" prepared by DRW Consultants, Inc. dated March 3, 2004 (the "Traffic Study") for the Property.

D. Owner desires to offer to the County certain conditions on the development of the Property not generally applicable to land zoned MU.

NOW, THEREFORE, for and in consideration of the approval of the requested rezoning, and pursuant to Section 15.2-2297 of the Code of Virginia, 1950, as amended, and the County Zoning Ordinance, Owner agrees that it shall meet and comply with all of the following conditions in developing the Property. Upon the approval of the requested rezoning, the Existing Proffers are replaced and superceded in their entirety by these Proffers. If the requested rezoning is not granted by the County, these Proffers shall be null and void and the Existing Proffers shall remain in full force and effect.

CONDITIONS

1. **Owners Association.** There shall be organized an owner's association or associations (the "Association") in accordance with Virginia law in which all property owners in the development, by virtue of their property ownership, shall be members. The articles of incorporation, bylaws and restrictive covenants (together, the "Governing Documents") creating and governing each Association shall be submitted to and reviewed by the County Attorney for consistency with this Proffer. The Governing Documents shall require that each Association adopt an annual maintenance budget, which shall include a reserve for

maintenance of stormwater management BMPs, recreation areas, private roads and parking areas, sidewalks, and all other common areas (including open spaces) under the jurisdiction of each Association and shall require that the Association (i) assess all members for the maintenance of all properties owned or maintained by the Association and (ii) file liens on members' properties for non-payment of such assessments. The Governing Documents shall grant each Association the power to file liens on members' properties for the cost of remedying violations of, or otherwise enforcing, the Governing Documents. If there is more than one Association created for the Property the Associations shall enter into a costs sharing agreement allocating responsibility for maintenance and expenses for common areas described above between the Associations.

2. Water Conservation. (a) The Association shall be responsible for developing water conservation standards to be submitted to and approved by the James City Service Authority and subsequently for enforcing these standards. The standards shall address such water conservation measures as limitations on the installation and use of irrigation systems and irrigation wells, the use of approved landscaping materials and the use of water conserving fixtures and appliances to promote water conservation and minimize the use of public water resources. The standards

shall be approved by the James City Service Authority prior to final subdivision or site plan approval.

(b) If the Owner desires to have outdoor watering in the area of the Master Plan designated as Areas 2, 4 or 5 it shall provide water for irrigation utilizing surface water collection from the two surface water ponds that are shown on the Master Plan and shall not use James City Service Authority ("JCSA") water or well water for irrigation purposes, except as provided below. This requirement prohibiting the use of well water may be waived or modified by the General Manager of JCSA if the Owner demonstrates to the JCSA General Manager that there is insufficient water for irrigation in the surface water impoundments, and the Owner may apply for a waiver for a shallow (less than 100 feet), well to supplement the surface water impoundments.

3. Cash Contributions for Community Impacts. (a) A contribution of \$630.00 for each residential dwelling unit on the Property shall be made to the James City Service Authority ("JCSA") in order to mitigate impacts on the County from the physical development and operation of the Property. The JCSA may use these funds for development of alternative water sources or any project related to improvements to the JCSA water system, the need for which is generated in whole or in part by the physical development and operation of the Property.

(b) A contribution of \$382.50 for each residential dwelling unit on the Property shall be made to the James City Service Authority ("JCSA") in order to mitigate impacts on the County from the physical development and operation of the Property. The JCSA may use these funds for development of sewer system improvements or any project related to improvements to the JCSA sewer system, the need for which is generated in whole or in part by the physical development and operation of the Property.

(c) A contribution for each non-residential building on the Property in an amount equal to \$1.53 per gallon per day of average daily sanitary sewage flow as determined by JCSA based on the use of the building(s) shall be made to the JCSA in order to mitigate impacts on the County from the physical development and operation of the Property. Contributions for buildings on Area 1B shown on the Master Plan shall be reduced by a credit based on flows from the prior use of that Area as a restaurant. Contributions for buildings on Area 1D shown on the Master Plan shall be reduced by a credit based on flows from the prior use of that Area as retail shops. The JCSA may use these funds for development of sewer system improvements or any project related to improvements to the JCSA sewer system, the need for which is generated in whole or in part by the physical development and operation of the Property.

(d) A contribution of \$600.00 for each dwelling unit on the Property shall be made to the County in order to mitigate impacts

on the County from the physical development and operation of the Property. The County may use these funds for any project in the County's capital improvement plan, the need for which is generated in whole or in part by the physical development and operation of the Property, including, without limitation, for emergency services, off-site road improvements, library uses, and public use sites.

(e) A contribution of \$605.00 for each dwelling unit on the Property shall be made to the County in order to mitigate impacts on the County from the physical development and operation of the Property. The County may use these funds for any project in the County's capital improvement plan, the need for which is generated in whole or in part by the physical development and operation of the Property, including, without limitation, for school uses.

(f) The contributions described above shall be payable for each dwelling unit or non-residential building on the Property at the time of subdivision or site plan approval for such unit or building.

(g) The per unit contribution(s) paid in each year pursuant to this Section shall be adjusted annually beginning January 1, 2006 to reflect any increase or decrease for the preceding year in the Consumer Price Index, U.S. City Average, All Urban Consumers (CPI-U) All Items (1982-84 = 100) (the "CPI") prepared and reported monthly by the U.S. Bureau of Labor Statistics of

the United States Department of Labor. In no event shall the per unit contribution be adjusted to a sum less than the amounts set forth in paragraphs (a) through (d) of this Section. The adjustment shall be made by multiplying the per unit contribution for the preceding year by a fraction, the numerator of which shall be the CPI as of December 1 in the year preceding the calendar year most currently expired, and the denominator of which shall be the CPI as of December 1 in the preceding year, In the event a substantial change is made in the method of establishing the CPI, then the per unit contribution shall be adjusted based upon the figure that would have resulted had no change occurred in the manner of computing CPI. In the event that the CPI is not available, a reliable government or other independent publication evaluating information heretofore used in determining the CPI (approved in advance by the County Manager of Financial Management Services) shall be relied upon in establishing an inflationary factor for purposes of increasing the per unit contribution to approximate the rate of annual inflation in the County.

4. Entrances/Taper. There shall be no more than two entrances into the Property to and from Route 60 in the general locations shown on the Master Plan. An eastbound 150 foot right turn taper on Route 60 shall be constructed at the right-in, right-out entrance to the Property from Route 60. The taper

proffered hereby shall be constructed in accordance with Virginia Department of Transportation standards and shall be completed prior to the issuance of the first certificate of occupancy for a building utilizing that entrance.

5. Private Streets. All streets on the Property shall be private and shall conform to VDOT construction standards. Private streets shall be maintained by the Association(s). The party responsible for construction of a private street shall deposit into a maintenance reserve fund to be managed by the Association responsible for maintenance of that private street an amount equal to one hundred and fifty percent (150%) of the amount of the maintenance fee that would be required for a similar public street as established by VDOT - Subdivision Street Requirements. The County shall be provided evidence of the deposit of such maintenance fee at the time of final site plan or subdivision plat approval by the County for the particular phase or section which includes the relevant private street.

6. Updated Traffic Study. (a) If any use is proposed to locate on the Property with a materially higher trip generation based on ITE trip generation figures than the use used in the Traffic Study which results in an overall materially higher trip generation from the Property, then Owner shall submit with the proposed site plan for the new use an updated traffic impact study to the Director of Planning and VDOT based on the new

proposed use for their review and approval and shall implement the recommendations of the approved updated study prior to issuance of certificate of occupancy for the new use.

(b) In any event, the Owner shall submit an updated traffic impact study to the Director of Planning and VDOT for their review and approval prior to the time of the issuance of building permits for (i) 70% of the commercial square footage permitted on the Property under the Master Plan and (ii) 50% of the total number of residential units permitted on the Property under the Master Plan, unless the Director of Planning and VDOT waive such requirement. Both thresholds shall be met before the study is required to be performed. The updated traffic study shall include actual traffic counts from the developed portions of the Property and utilize ITE trip generation figures for undeveloped portions of the Property and shall account for all other traffic utilizing the entrance road into the Property and shall determine whether a traffic signal and/or second left turn lane at the main entrance to the Property are warranted. If the approved updated study determines such a signal and/or additional turn lane are warranted, the County shall not be obligated to issue any further building permits for further development on the Property until such second westbound left turn lane at the main entrance into the Property from Route 60 and/or traffic signal at the main entrance have been installed or their installation commenced and surety for their completion in form acceptable to the County

Attorney have been posted with the County. Any such traffic signal shall include signal preemption equipment for emergency use and , if required by VDOT, shall be coordinated with other traffic signals along Route 60.

7. Landscape Setback. The 20 foot buffer adjacent to Smith Memorial Baptist Church property (Tax Map #(24-3) (1-36) and the Zaharopulus property (Tax Map #(24-3) (1-37A) shall contain enhanced landscaping, defined as 125% of the landscaping otherwise required by the County zoning ordinance. No fence located in the buffer shall be closer than 19 feet to the Property boundary line. The facade of the mini-storage warehouses facing Smith Memorial Baptist Church shall be brick and no road or driveway shall be permitted between the 20 foot buffer adjacent to Smith Memorial Baptist Church and the mini-storage warehouses.

8. Affordable Housing Units. (a) At least 5% (rounded down to the nearest whole unit) of the residential dwelling units on the Property shall be reserved and offered for sale at prices of \$110,000.00, subject to adjustment as provided below, and at least 5% (rounded down to the nearest whole unit) of the residential dwelling units on the Property shall be reserved and offered for sale at prices of \$135,000.00, subject to adjustment as provided below. The maximum price set forth herein shall be adjusted annually as of January 1 of each year by increasing such

prices by the cumulative rate of inflation as measured by the Consumer Price Index - Urban, U.S. City Average annual average change for the period from January 1, 2005 until January 1 of the year in question. The annual increase shall not exceed five percent (5%). The Director of Planning shall be provided with a copy of the settlement statement for each sale at a price at or below the maximum prices set forth above. Owner shall consult with and accept referrals of, and sell to, potential qualified buyers from the James City County Office of Housing and Community Development on a non-commission basis. The units subject to this Condition shall be constructed prior to the County being required to issue building permits for more than 200 residential dwelling units on the Property.

9. Development Phasing. The County shall not be obligated to issue building permits for any residential dwelling units on the Property until the County has issued building permits for at least 25,000 square feet of floor area within areas designated as Area 1 on the Master Plan and construction thereof (defined as footings dug and foundations poured and passed required inspections) has commenced.

10. Environmental Protections. (a) The Owner and/or the owners association shall grant, free of charge, to a County approved land conservation entity and/or the County a conservation easement with terms consistent with these Proffers

over the area designated on the Master Plan as Area 3 generally in the locations shown on the Master Plan. The exact boundaries of the Conservation Area shall be shown on subdivision plats and/or site plans of the Property. The County shall not be obligated to issue land disturbing permits for areas with preliminary plan or plat approval until the County has approved the exact location of the Conservation Area on such plats or plans. The conservation easement over the Conservation Area shown on each individual subdivision plat or site plan shall be granted at the time of final approval thereof by the County. The Conservation Area shall remain undisturbed and in its natural state, preserving indigenous vegetation except as set forth below. The stormwater BMP shown on the Master Plan may be located in the Conservation Area with road crossings/dam structure generally in the location shown on the Master Plan, unless otherwise approved by the County. With the prior approval of the County Engineer or his designee on a case by case basis, (i) dead, diseased and dying trees or shrubbery and invasive or poisonous plants may be removed from the Conservation Area; (ii) select hand clearing and pruning of trees shall be permitted in the Conservation Area to permit sight lines or vistas, and (iii) utilities, pedestrian paths, trails and bridges may intrude into or cross the Conservation Area. If vegetation is removed from the Conservation Area by development activities it shall be replaced by indigenous vegetation that is equally or

more effective in retarding runoff, preventing erosion and filtering nonpoint source pollution and in accordance with the following ratios and sizes: 2:1 for canopy trees (using 1.5 inch caliper tree), 1.5:1 for sub-canopy trees (using 1 inch caliper tree) and 1:1 for shrubs (using 5 gallon container). The Conservation Area shall be maintained by Owner unless the County approved land conservation entity or the County assumes responsibility therefor under its easement or the Conservation Area is conveyed to an owners association, at which time the association shall assume responsibility for its maintenance. The Conservation Area shall be exclusive of lots or dwelling units.

(b) Owner shall submit to the County a master stormwater management plan for the entire Property, including the regional stormwater management facility generally as shown on the Master Plan, for review and approval by the Environmental Division. The master stormwater management plan may be revised and/or updated during the development of the Property with the prior approval of the Environmental Division. The County shall not be obligated to approve any final development plans for development on the Property until the master stormwater management plan has been approved. The approved master stormwater management plan, as revised and/or updated, shall be implemented in all development plans for the Property.

(c) There shall be a 10 foot construction setback adjacent to all Resource Protection Areas on the Property. No building shall be permitted in this setback area. This setback shall be reflected on all development plans for those areas of the Property.

11. Route 60 Community Character Buffer. Owner has submitted to the County a conceptual landscape plan for the fifty foot average width community character corridor buffer shown and described on the Master Plan ("CCC Buffer") along the Route 60 frontage of the property (the "Landscaping Plan"). All site plans for development including any portion of the CCC Buffer shall contain landscaping generally consistent with the Landscaping Plan, with such landscaping to be subject to review and approval by the Director of Planning. All signs located within the CCC Buffer shall be monument signs with a consistent monument structure. The building walls of all buildings facing Route 60 shall be constructed of brick, glass, masonry or better split faced block, dryvit, stone, manufactured stone, or siding as determined by the Director of Planning. All rooftop mechanical equipment will be screened from view from Route 60.

12. Conceptual Review. Prior to submission of a preliminary site plan for any residential development in Areas 2, 4 and 5 of the Property, Owner shall submit a more detailed

conceptual site plan for the development to the Director of Planning for review and approval.

13. Pedestrian Connections. Owner shall provide pedestrian connections with a durable surface between the Property and the adjacent property upon which Williamsburg Outlet Mall is located and between each of Areas 1 - 5 shown on the Master Plan, with the plans, location and materials for such connections subject to review and approval by the Director of Planning and with such connections to be shown on the development plans for the Area in question. Pedestrian connections shall be constructed between Areas shown on the Master Plan at the time of site construction of each of the Areas being connected. The connections shall be either (i) installed or (ii) bonded in form satisfactory to the County Attorney prior to the issuance of any certificates of occupancy for any buildings in each such Area.

14. Streetscape Guidelines. The Owner shall provide and install streetscape improvements on both sides of the main entrance road into the Property in Area 1 as shown on the Master Plan and along the private roads in Areas 2, 4 and 5 as shown on the Master Plan in accordance with the applicable provisions of the County's Streetscape Guidelines policy. The streetscape improvements shall be shown on development plans for that portion of the Property and submitted to the Director of Planning for approval during the site plan approval process.

15. Reserved Right of Way. Owner shall reserve the area shown on the Master Plan as "Possible Future Connections to Adjacent Parcel (Light Duty Only)" for a possible future road connection to the adjacent parcel to the north of the Property. Owner shall have no responsibility to construct a connecting road in this area and shall not be obligated to permit the owner of the adjacent parcel to construct a road in such area unless and until Owner and the owner of the adjacent parcel have entered into an agreement providing for the equitable sharing of the cost of maintenance of such road and the main entrance road into the Property, agreed upon a restriction limiting the use by the adjacent parcel of such roads to cars and light duty trucks and obligating the owner of the adjacent parcel to pay for any required road or traffic signal improvements warranted by the additional traffic from the adjacent parcel.

16. Special Fence Requirement Area. Within the area shown on the Master Plan as "Special Fence Requirement Area" all fencing shall be either wood, dark metal picket fence or dark vinyl coated chainlink fence. If chain link fencing is used in this area it shall be supplemented with evergreen shrubs at four foot spacing along 75% of its length, with the exact location of such shrubs to be subject to the review and approval of the Director of Planning. Barbed wire or similar security fencing

material shall not be used along the top of any fencing in this Area.

17. Lighting. All exterior lighting on Area 1 of the Property shall be recessed fixtures with no bulb, lens or globe extending below the casing. The casing shall be opaque and shall completely surround the entire light fixture and light source in such a manner that all light will be directed downward and the light source is not visible from the side. Modifications to this requirement may be approved by the Planning Director if it is determined that the modifications do not have any adverse impact on the Property or the surrounding property.

18. Recreation. There shall be provided in Areas 2, 4 and 5 recreational facilities meeting the standards set forth in the County's Recreation Master Plan or in lieu of a portion thereof Owner shall make cash contributions to the County in amount determined pursuant to the County's Recreation Master Plan (with the amount of such cash contributions being determined by escalating the amounts set forth in the Recreation Master Plan from 1993 dollars to dollars for the year the contributions are made using the formula in Section 3(f)) or some combination thereof. All cash contributions proffered by this Proffer 18 shall be used by the County for recreation capital improvements. The exact locations of the facilities proffered hereby and the

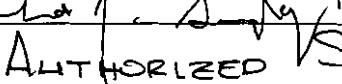
equipment to be provided at such facilities shall be subject to the approval of the Development Review Committee.

19. Archaeology. A Phase I Archaeological Study for the entire Property shall be submitted to the Director of Planning for review and approval prior to land disturbance. A treatment plan shall be submitted and approved by the Director of Planning for all sites in the Phase I study that are recommended for a Phase II evaluation and/or identified as eligible for inclusion on the National Register of Historic Places. If a Phase II study is undertaken, such a study shall be approved by the Director of Planning and a treatment plan for said sites shall be submitted to, and approved by, the Director of Planning for sites that are determined to be eligible for inclusion on the National Register of Historic Places and/or those sites that require a Phase III study. If in the Phase III study, a site is determined eligible for nomination to the National Register of Historic Places and said site is to be preserved in place, the treatment plan shall include nomination of the site to the National Register of Historic Places. If a Phase III study is undertaken for said sites, such studies shall be approved by the Director of Planning prior to land disturbance within the study areas. All Phase I, Phase II, and Phase III studies shall meet the Virginia Department of Historic Resources' *Guidelines for Preparing Archaeological Resource Management Reports* and the Secretary of

the Interior's Standards and Guidelines for Archaeological Documentation, as applicable, and shall be conducted under the supervision of a qualified archaeologist who meets the qualifications set forth in the Secretary of the Interior's Professional Qualification Standards. All approved treatment plans shall be incorporated into the plan of development for the Property and the clearing, grading or construction activities thereon.

20. Residential Units For Sale. All residential units constructed on the Property shall be offered for sale by the developer thereof.

WITNESS the following signature.

NOLAND PROPERTIES, INC.
By: 
Title:  AUTHORIZED SIGNATORY

STATE OF VIRGINIA AT LARGE
CITY/COUNTY OF WILLIAMSBURG, to-wit:

The foregoing instrument was acknowledged this 24th day of November, 2004, by Robert J. Singley, Esq., as Authorized Signatory of NOLAND PROPERTIES, INC. on behalf of the corporation.

Vernon M Geddy III
NOTARY PUBLIC

My commission expires: 12/31/04.

Prepared by:
Vernon M. Geddy, III, Esquire
Geddy, Harris, Franck & Hickman, LLP
1177 Jamestown Road
Williamsburg, VA 23185
(757) 220-6500

SCHEDULE A

ALL that certain piece or parcel of land, situate, lying and being in James City County, Virginia, containing 53.44 acres more or less shown on a plat entitled "ALTA/ACSM LAND TITLE SURVEY A PARCEL CONTAINING 53.44 ACRES +/- OWNED BY EASTERN OREO, INC." dated May 10, 1995, made by AES Consulting Engineers of Williamsburg, Virginia, together with the buildings and improvements thereon, which plat is recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and James City County, Virginia in Plat Book 61, page 79.

LESS AND EXCEPT that certain parcel of land containing approximately 1.4 acres constituting a portion of the property described above shown and set out as "Proposed Chesapeake Bank Site, 1.4 AC." on the Master Plan.

VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY
This document was admitted to record on 17 Jan 05
at 11:32 AM/PM. The taxes imposed by Virginia Code
Section 58.1-801, 58.1-802 & 58.1-814 have been paid.

STATE TAX LOCAL TAX ADDITIONAL TAX

\$ \$ \$

TESTE: BETSY B. WOOLRIDGE, CLERK

By Betsy B. Woolridge Clerk

COMMONWEALTH OF VIRGINIA



OFFICIAL RECEIPT
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT
DEED RECEIPT

DATE: 01/27/05 TIME: 11:32:48 ACCOUNT: B30CLR050001464 RECEIPT: 05000002555
CASHIER: CHB REG: WD45 TYPE: OTHER PAYMENT: FULL PAYMENT
INSTRUMENT : 050001464 BOOK: PAGE: RECORDED: 01/27/05 AT 11:32
GRANTOR: NOLAND PROPERTIES INC EX: N LOC: CD
GRANTEE: JAMES CITY COUNTY EX: N PCT: 100%
AND ADDRESS :
RECEIVED OF : JCCC DATE OF DEED: 11/24/04
CHECK : \$30.00
DESCRIPTION 1: 53.44 AC EASTERN DRED INC PROFFERS PAGES: 20
2:
CONSIDERATION: .00 ASSUME/VAL: .00 MAP:
CODE DESCRIPTION PAID CODE DESCRIPTION PAID
301 DEEDS 28.50 145 VSLF 1.50
TENDERED : 30.00
AMOUNT PAID: 30.00
CHANGE AMT : .00

CLERK OF COURT: BETSY B. WOOLRIDGE

SE RETURN TO:
TY ATTORNEY
LDG. G

DC-18 (1/90)

30.00

2005 JAN 25 PM 3:37

2005 JAN 25 PM 3:37

PERCENTAGE OF DEVELOPABLE AREA (48.5 AC.) SUMMARY

	DESCRIBED AREA	ACRES	% OF NET DEVELOPABLE	% OF OVERALL PROPERTY
NON OPEN SPACE AREAS	ROADS, DRIVEWAYS, SIDEWALKS	8.3	17.1%	15.9%
	BLDG. FOOTPRINTS AND 10' PERIMETERS	13.6	28.0%	26.2%
	COMMERCIAL SITE CONSTRUCTION ENVELOPE *	9.6	19.8%	18.4%
	SUBTOTAL	31.5	64.9%	60.5%
OPEN SPACE	AREAS OF COMMON OPEN SPACE & BUFFERS	7.3	15.1%	14.0%
	OTHER OPEN SPACE IN NET DEVELOPABLE AREA (NOT PART OF ANY ADDITIONAL REQUIRED YARD)	9.7	20.0%	18.7%
	SUBTOTAL	17	35.1%	32.7%
	TOTAL DEVELOPABLE ACRES	48.5	100%	93.2%

PERCENTAGE OF TOTAL PROJECT AREA (52 AC.) SUMMARY

	DESCRIBED AREA	ACRES	% OF NET DEVELOPABLE	% OF OVERALL PROPERTY
OPEN SPACE AREAS	AREAS WITHIN NON-DEVELOPABLE AREAS	3.41	N/A	6.6%
	AREAS WITHIN DEVELOPABLE AREAS	17.0	35%	32.7%
TOTAL PROJECT OPEN SPACE		20.41	N/A	39.3%

THIS PLAN HAS NOT RECEIVED FINAL APPROVAL, AND IS NOT APPROVED FOR CONSTRUCTION.

DEVELOPMENT TABULATION

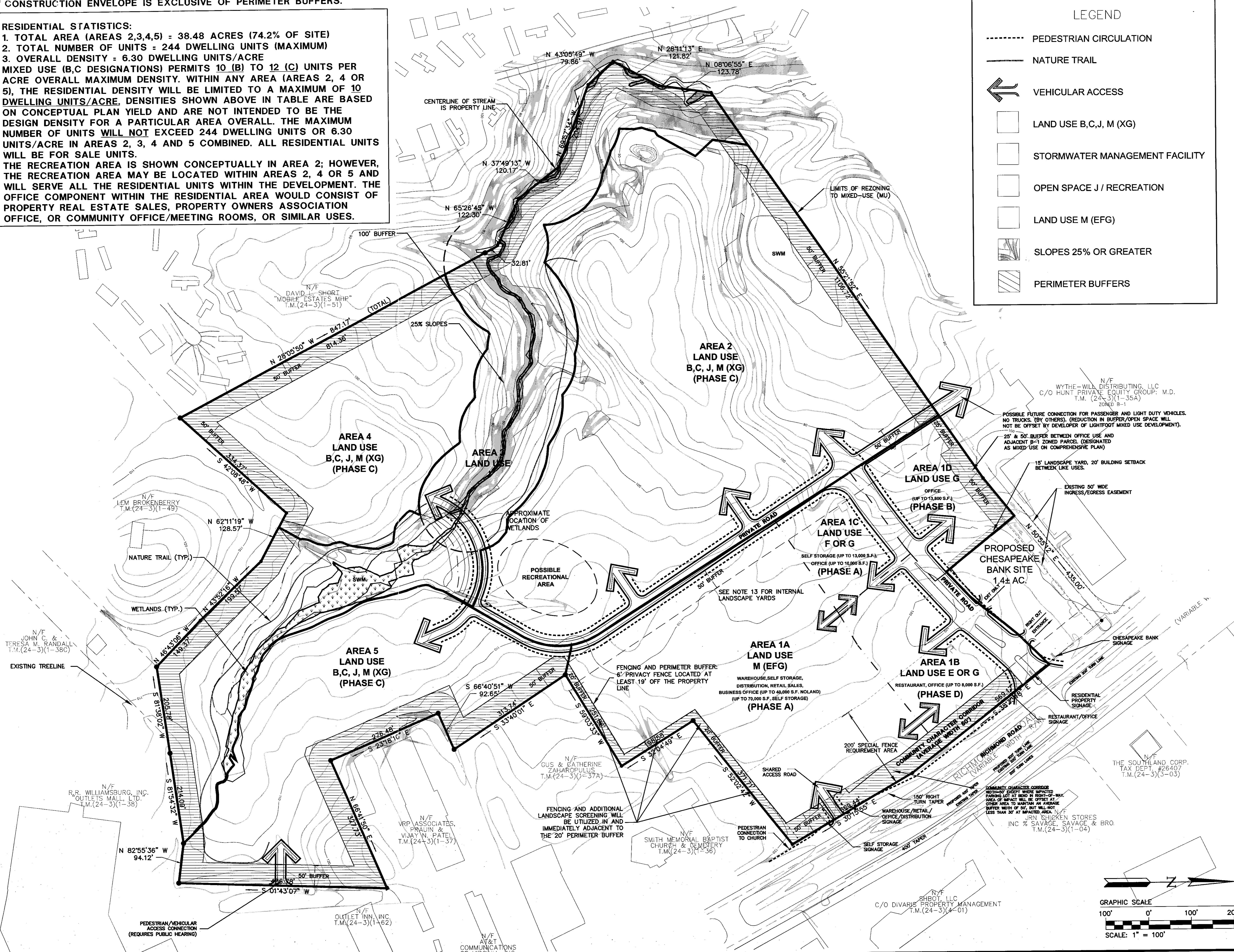
AREA NUMBER	AREA DESIGNATION	PROPOSED USE	AREA IN ACRES	PERCENT OF TOTAL SITE	DENSITY TOTAL UNITS	DENSITY PER GROSS ACRE*	GFA (MAXIMUM)	FLOOR TO AREA RATIO
1	M(FGE)	COMMERCIAL	± 13.5	26.0% **	N/A	N/A	144,800	0.25
1A	M(EFG)	COMMERCIAL	± 8.1	15.6%	N/A	N/A	110,000	0.31
1B	E OR G	COMMERCIAL	± 2.6	5.0%	N/A	N/A	8,000	0.07
1C	F OR G	COMMERCIAL	± 1.2	2.3%	N/A	N/A	13,000	0.25
1D	G	COMMERCIAL	± 1.6	3.1%	N/A	N/A	13,800	0.20
2,3,4,5	B,C,J,M(XG)	RESIDENTIAL/ RECREATION COMMON OPEN SPACE	±38.5 (MAX)	74% (MAX)	244 (MAX)	6.30 (MAX)		
2	B,C,J,M(XG)	RESIDENTIAL/RECREATION	±16.1	30.9%	148	9.8 DU/AC	5,000	
3	J	COMMON OPEN/RECREATION	± 9.4	18.2%	N/A	N/A		
4	B,C,J,M(XG)	RESIDENTIAL/RECREATION	± 5.8	11.1%	44	7.6 DU/AC	5,000	
5	B,C,J,M(XG)	RESIDENTIAL/RECREATION	± 7.2	13.8%	52	7.3 DU/AC	5,000	
					TOTALS	+ 52.0	100.0	244
								N/A
								144,800

* DENSITY PER GROSS ACRE = DWELLING UNITS/ ACRE

** 28% W/ CHESAPEAKE BANK SITE (1.4 AC.) INCLUDED AS PART OF PARENT PARCEL (+53.48)

* CONSTRUCTION ENVELOPE IS EXCLUSIVE OF PERIMETER BUFFERS.

RESIDENTIAL STATISTICS:
 1. TOTAL AREA (AREAS 2,3,4,5) = 38.48 ACRES (74.2% OF SITE)
 2. TOTAL NUMBER OF UNITS = 244 DWELLING UNITS (MAXIMUM)
 3. OVERALL DENSITY = 6.30 DWELLING UNITS/ACRE
 MIXED USE (B,C DESIGNATIONS) PERMITS 10 (B) TO 12 (C) UNITS PER ACRE OVERALL MAXIMUM DENSITY. WITHIN ANY AREA (AREAS 2, 4 OR 5), THE RESIDENTIAL DENSITY WILL BE LIMITED TO A MAXIMUM OF 10 DWELLING UNITS/ACRE. DENSITIES SHOWN ABOVE IN TABLE ARE BASED ON CONCEPTUAL PLAN YIELD AND ARE NOT INTENDED TO BE THE DESIGN DENSITY FOR A PARTICULAR AREA OVERALL. THE MAXIMUM NUMBER OF UNITS WILL NOT EXCEED 244 DWELLING UNITS OR 6.30 UNITS/ACRE IN AREAS 2, 3, 4 AND 5 COMBINED. ALL RESIDENTIAL UNITS WILL BE FOR SALE UNITS.
 THE RECREATION AREA IS SHOWN CONCEPTUALLY IN AREA 2; HOWEVER, THE RECREATION AREA MAY BE LOCATED WITHIN AREAS 2, 4 OR 5 AND WILL SERVE ALL THE RESIDENTIAL UNITS WITHIN THE DEVELOPMENT. THE OFFICE COMPONENT WITHIN THE RESIDENTIAL AREA WOULD CONSIST OF PROPERTY REAL ESTATE SALES, PROPERTY OWNERS ASSOCIATION OFFICE, OR COMMUNITY OFFICE/MEETING ROOMS, OR SIMILAR USES.



DESIGNATED LAND USE KEY:
 B: ATTACHED STRUCTURES CONTAINING TWO TO FOUR DWELLING UNITS
 C: ATTACHED STRUCTURES LESS THAN THREE STORIES AND CONTAINING MORE THAN FOUR DWELLING UNITS
 E: COMMERCIAL USES
 F: WHOLESALE AND WAREHOUSE USES
 G: OFFICE USES
 J: AREAS OF COMMON OPEN SPACE, WITH RECREATION AREAS NOTED
 M: STRUCTURES CONTAINING A MIXTURE OF USES
 X: OTHER STRUCTURES, FACILITIES OR AMENITIES

GENERAL NOTES:
 1. THE BOUNDARY SHOWN HEREON IS FROM A BOUNDARY SURVEY BY AES DATED MAY 10, 1995.
 2. TOPOGRAPHY SHOWN HEREON IS 2-FOOT CONTOUR INTERVAL BY AES.
 3. ACCORDING TO FEMA MAPPING PANEL 510201-0020B DATED FEB. 6, 1991, THERE IS NO 100-YEAR FLOOD PLAIN ON THIS PROPERTY.
 4. AREA DESIGNATED UNDEVELOPABLE IS A COMBINATION OF 25% SLOPES, RPA AND ASSOCIATED BUFFERS AND WETLANDS. THE ACREAGE INDICATED IS SUBJECT TO CHANGE AS FINAL SITE DATA IS MADE AVAILABLE.
 5. THE OWNER RESERVES THE RIGHT TO LOCATE UTILITIES, BMP FACILITIES, AND RECREATION FEATURES, INSIDE THE OPEN SPACE AREAS. BMP FACILITIES LOCATED WITHIN OPEN SPACE AREAS WILL NOT BE COUNTED TOWARDS MEETING MINIMUM OPEN SPACE REQUIREMENTS.
 6. SIDEWALKS WILL BE LOCATED ON AT LEAST ONE SIDE OF ALL ROADS WITHIN THE DEVELOPMENT.
 7. THE 50' AVERAGE WIDTH COMMUNITY CHARACTER CORRIDOR BUFFER ALONG RICHMOND ROAD WILL BE EXCLUSIVE OF TRANSPORTATION PROJECTS (BUT NOT EXCLUSIVE OF UTILITIES, SIGNAGE, SIDEWALKS AND LANDSCAPING (IN CONFORMANCE WITH JCC ORDINANCES))
 8. NO WETLAND OR ENVIRONMENTAL PERMITTING IS GIVEN WITH THE APPROVAL OF THIS MASTER PLAN.
 9. CONNECTIVITY FOR PEDESTRIAN TRAFFIC SHALL BE ESTABLISHED BETWEEN THE RESIDENTIAL AND NONRESIDENTIAL LAND BAYS. THE PEDESTRIAN TRAIL SYSTEM SHALL BE FINALIZED DURING SUBDIVISION AND/OR SITE PLAN REVIEW.
 10. ALL STREETS (AS DEFINED BY THE COUNTY CODE) WITHIN THE PROPERTY SHOWN HEREON SHALL BE PRIVATE AND SHALL CONFORM TO VDOT CONSTRUCTION STANDARDS. ALL PRIVATE STREETS SHALL BE CERTIFIED TO THE SATISFACTION OF THE COUNTY ENGINEER AS REQUIRED BY SECTION 19-49 OF THE COUNTY ORDINANCES. ALL PRIVATE STREETS WILL BE MAINTAINED BY THE DEVELOPER'S PROPERTY OWNER ASSOCIATION.
 11. SHOULD ADJACENT PROPERTY (T.M. (24-3)(1-35A)) CONNECT TO LIGHTFOOT MIXED USE DEVELOPMENT INTERNAL PRIVATE ROADS, A MAINTENANCE COST SHARING AGREEMENT SHALL BE PROVIDED AND ANY TURN LANE OR TRAFFIC LIGHT IMPROVEMENTS REQUIRED AS A RESULT OF THE ADDITIONAL TRAFFIC WILL BE SOLELY THE RESPONSIBILITY OF THE ADJACENT PROPERTY OWNER.
 12. ADDITIONAL MONUMENT-TYPE SIGNAGE MAY BE LOCATED INTERNALLY ALONG PRIVATE ROAD FRONTS.
 13. A 10' TOTAL WIDTH LANDSCAPE YARD WILL BE PROVIDED BETWEEN USES WITHIN AREA 1A AND 1C EXCEPT ALONG ROADS OF SHARED ACCESS. THE LANDSCAPE YARD MAY BE SPLIT BETWEEN ADJACENT PARCELS OR BE ENTIRELY ON ONE PARCEL. BUILDINGS WILL BE OUTSIDE THE LANDSCAPE YARD. FENCES WILL BE PERMITTED ALONG THE LANDSCAPE YARD.
 14. THE DESIGN OF ALL STORMWATER FACILITIES WILL BE IN ACCORDANCE WITH THE LATEST EDITION OF THE JAMES CITY COUNTY GUIDELINES FOR DESIGN AND CONSTRUCTION OF STORMWATER MANAGEMENT BMP'S.
 15. PERENNIAL STREAM DELINEATION BY WEG HAS BEEN CONFIRMED BY JAMES CITY COUNTY VIA CORRESPONDENCE DATED JULY 14, 2004.
 16. THE HEAD-CUT LOCATED AT THE UPPER END OF THE PERENNIAL STREAM WILL BE ADDRESSED WITH THE PLACEMENT OF THE SWM FACILITY AND ROAD CROSSING INTO AREA 4.
 17. CHANNEL ADEQUACY FOR THE SWM DISCHARGES WILL BE CONFIRMED.
 18. HISTORIC STRUCTURE (047-5235) IS UNDER EVALUATION BY JAMES RIVER INSTITUTE FOR ARCHEOLOGY (JRIA). IN ADDITION TO THIS REPORT DISCUSSIONS OF THE SIGNIFICANCE OF POTENTIALLY HISTORICALLY RELATED SITES 445C124 AND 441C125 WILL BE INCLUDED IN THIS REPORT DUE AUGUST 2004. POTENTIAL HISTORIC CEMETERY 441C191 WAS INVESTIGATED BY JRIA AND DOES NOT EXIST.
 19. EXISTING UTILITY, ACCESS, AND DRAINAGE EASEMENTS ON THE PROPERTY ARE SHOWN ON THE ALTA SURVEY PROVIDED IN THE COMMUNITY IMPACT STUDY.
 20. THE PROPERTY HAS BEEN SURVEYED BY WILLIAMSBURG ENVIRONMENTAL GROUP FOR THREATENED AND ENDANGERED SPECIES INCLUDING THE SMALL WHORLED POGONIA. NO THREATENED AND ENDANGERED SPECIES WERE FOUND. SEE WEG REPORT DATED JULY 7, 2004 INCLUDED IN THE COMMUNITY IMPACT STUDY.
 21. PHASING SHOWN HEREON DOES NOT REPRESENT CHRONOLOGICAL ORDER; HOWEVER, PER THE PROFFERS, 25,000 SQUARE FEET OF THE COMMERCIAL LAND MUST HAVE BUILDING PERMITS ISSUED PRIOR TO THE ISSUANCE OF BUILDING PERMITS FOR RESIDENTIAL DEVELOPMENT.

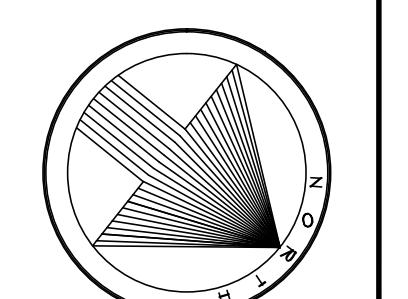


MASTER PLAN FOR REZONING
LIGHTFOOT MIXED USE DEVELOPMENT
for
Noland Properties, Inc.
JAMES CITY COUNTY
STONEHOUSE DISTRICT

1	2	3	4	5
PER DEVELOPER	FER COUNTY COMMENTS	RAC	RAC	BY
1	2	3	4	5
9/17/04	9/3/04			
1	2	3	4	5
REVISION / COMMENT / NOTE	DATE			

5248 Olde Towne Road Suite 1
Williamsburg, Virginia 23188
(757) 253-0040
Fax (757) 220-8994

Designed by JHB Drawn by SCB
Scale 1" = 100' Date 5/28/04
Project No. 9353 Drawing No. 3 OF 3

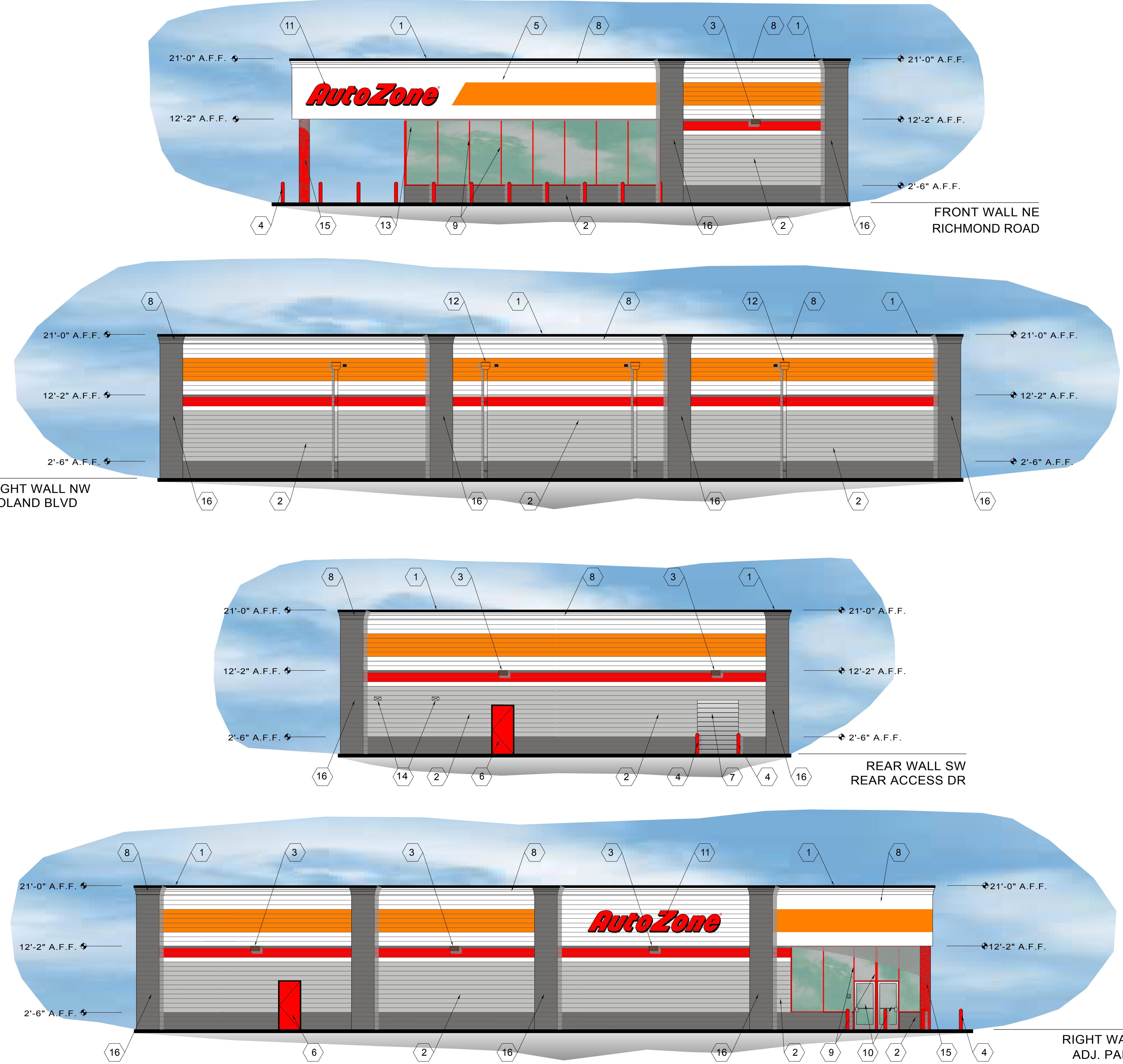


AutoZone STORE DEVELOPMENT

Site No. 6194
4501 NOLAND BOULEVARD
DISTRICT OF STONEHOUSE, COUNTY OF JAMES CITY
COMMONWEALTH OF VIRGINIA

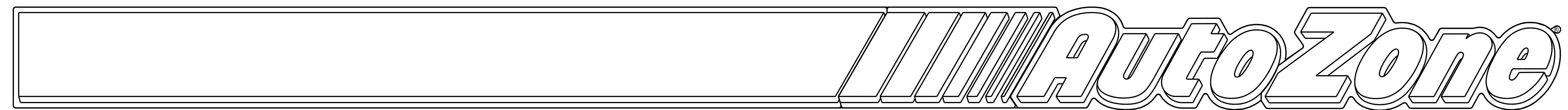
SITE PLAN

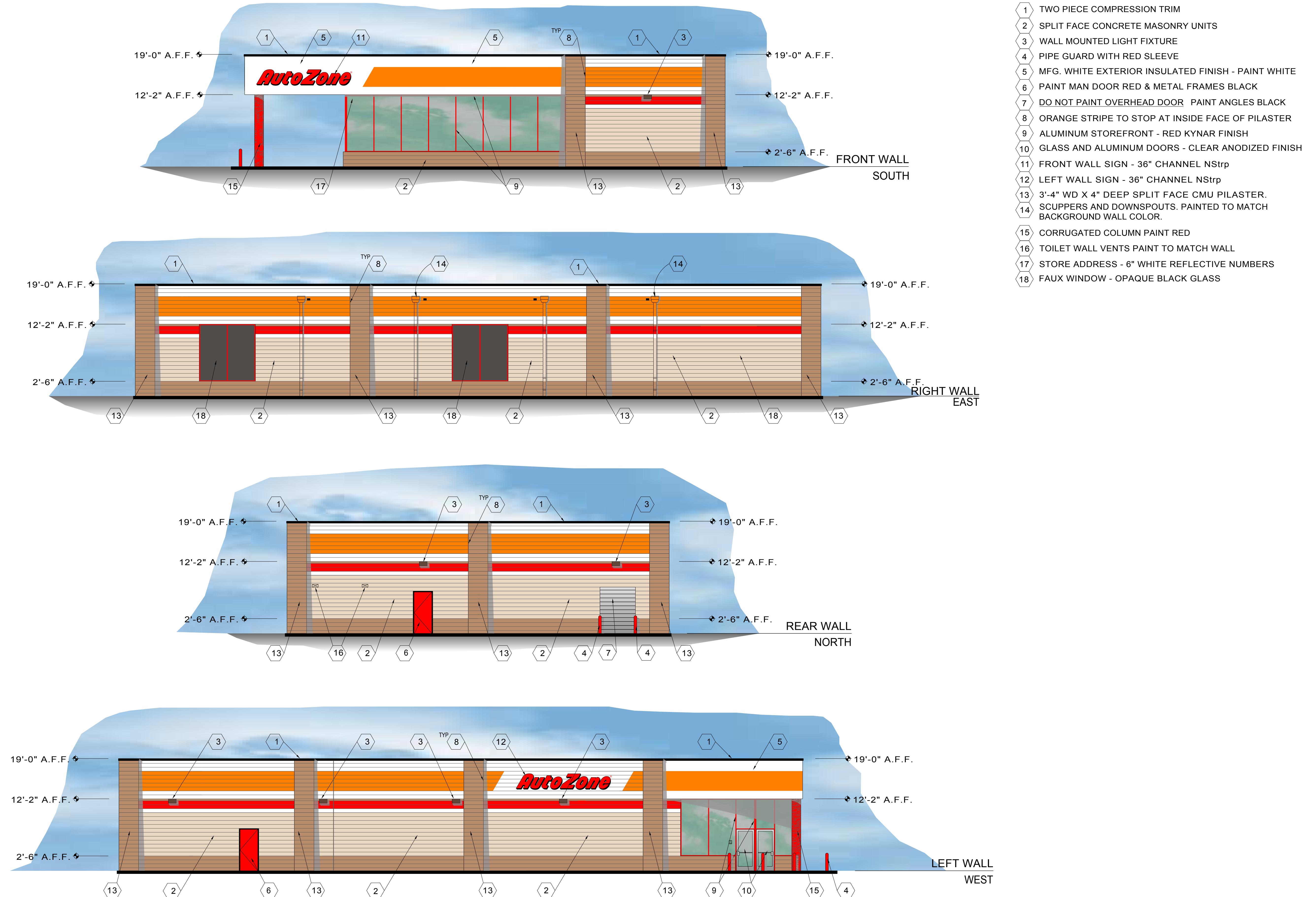
PREPARED FOR:



- 1 TWO PIECE COMPRESSION TRIM
- 2 SPLIT FACE CMU - PAINTED COLOR SCHEME
- 3 WALL MOUNTED LIGHT FIXTURE
- 4 PIPE GUARD WITH RED SLEEVE
- 5 MFG. WHITE EXTERIOR INSULATED FINISH - PAINT WHITE
- 6 PAINT MAN DOOR RED & METAL FRAMES BLACK
- 7 DO NOT PAINT OVERHEAD DOOR PAINT ANGLES BLACK
- 8 DECORATIVE FOAM CORNICE: SEE COLOR SCHEME THIS SHEET
- 9 ALUMINUM STOREFRONT - RED KYNAR FINISH
- 10 GLASS AND ALUMINUM DOORS - CLEAR ANODIZED FINISH
- 11 FRONT & LEFT WALL SIGN - 36" Cloud NStrp
- 12 SCUPPERS AND DOWNSPOUTS. PAINTED TO MATCH BACKGROUND WALL COLOR. ADJACENT 4" H. X 6" W. OVERFLOW SCUPPER. FLOWLINE 2" ABOVE ROOF.
- 13 STORE ADDRESS - 6" WHITE REFLECTIVE NUMBERS
- 14 TOILET WALL VENTS PAINT TO MATCH WALL
- 15 CORRUGATED COLUMN PAINT RED
- 16 3'-4" WD X 4" DP. SPLIT FACE PILASTER - SEE COLOR SCHEME DETAIL THIS SHEET

Color Elevation
AutoZone Store #6194
Williamsburg, Virginia





Color Elevation
AutoZone Store #6194
WILLIAMSBURG, VIRGINIA

AutoZone

Wessen Properties, LLC

2816 Forge Road
Toano, VA 23168

October 20, 2016

James City County Planning Department
Attn: Ellen Cook, Senior Planner II
101 Mounts Bay Rd.
Williamsburg, VA 23185

Re: 4505 Noland Boulevard Modification of Site Plan

Dear Ellen:

Wessen Properties, LLC is the owner of a parcel at 4505 Noland Boulevard (Tax Parcel #2430900001C) and 4501 Noland Boulevard (Tax Parcel #2430900001B). We would like to abandon the 7,200 square foot specialty retail building shown on the site plan for 4505 Noland Boulevard. The purpose of this abandonment would be to permit the construction of a 7,381 square foot AutoZone building on 4501 Noland Boulevard. We will submit a site plan amendment reflecting this either prior to submission of the AutoZone site plan or as part of the AutoZone site plan.

Please let me know if you need anything further in this regard.

WESSEN PROPERTIES, LLC

By: Mark W. Wessen

Name: Mark W. Wessen

Title: President

AGENDA ITEM NO. E.1.**ITEM SUMMARY**

DATE: 10/26/2016
TO: The Development Review Committee
FROM: Savannah Pietrowski, Planner
SUBJECT: C-0051-2016, Forest Glen Section 5

ATTACHMENTS:

	Description	Type
□	Staff Report	Staff Report
□	Conceptual Plan	Backup Material
□	Planning Division Comments	Backup Material
□	Deputy Zoning Administrator Comments	Backup Material
□	James City Service Authority Comments	Backup Material
□	VDOT Comments	Backup Material
□	Fire Department Comments	Backup Material

REVIEWERS:

Department	Reviewer	Action	Date
Development Review Committee	Cook, Ellen	Approved	10/21/2016 - 2:07 PM
Development Review Committee	Secretary, DRC	Approved	10/21/2016 - 2:08 PM
Publication Management	Babbitt, Katterina	Approved	10/21/2016 - 2:34 PM
Development Review Committee	Secretary, DRC	Approved	10/21/2016 - 2:34 PM

CONCEPTUAL PLAN-0051-2016. Forest Glen Section 5

Staff Report for the October 26, 2016, Development Review Committee

SUMMARY FACTS

Applicant: Mr. Howard Price, AES Consulting Engineers

Land Owner: Forest Glen Associates, LLC

Proposal: To apply for a special use permit for a 44-lot cluster development within the existing Forest Glen subdivision.

Development Review Committee (DRC) The applicant is requesting DRC comments or questions as they prepare to move forward

Review: with a potential special use permit application.

Location: 310 Walker Drive

Tax Map/Parcel No.: 3110100082

Project Acreage: +/- 15.86 acres

Zoning: R-2, General Residential

Comprehensive Plan: Low Density Residential

Primary Service Area: Inside

Staff Contact: Savannah Pietrowski, Planner

PROJECT DESCRIPTION

The applicant has submitted a conceptual plan for an expansion of the existing Forest Glen subdivision. The expansion would consist of a 44-lot cluster development at a gross density of approximately 2.94 units per acre. The subject parcel is currently zoned R-2, General Residential. Cluster developments are permitted in the R-2 district upon issuance of a special use permit by the Board of Supervisors.

In order to achieve the proposed density, the developer must make assurances in a master plan or other documents approved by the County Attorney that the required open space will be provided and that density bonus points will be achieved in accordance with the table in Section 24-549 of the Zoning Ordinance. The applicant has indicated that they wish to obtain several bonus points by providing all units at affordable price points.

Staff reviewed this application for consistency with the Zoning Ordinance in July 2016, and staff's feedback to the applicant is attached. Staff notes that the applicant is also aware that recreational amenities must be provided, and is considering appropriate options.

Staff also notes that the applicant has been in discussion with the James City County Stormwater and Engineering and Resource Protection Divisions regarding the construction of joint stormwater management facilities that would serve the proposed expansion and address current drainage issues in the existing Forest Glen neighborhood.

STAFF RECOMMENDATION

The applicant requests DRC comments or questions as they prepare to move forward with a potential special use permit application.

This staff report is prepared by the James City County Planning Division to provide information to the Planning Commission and Board of Supervisors to assist them in making a recommendation on this application. It may be useful to members of the general public interested in this application.

CONCEPTUAL PLAN-0051-2016. Forest Glen Section 5

Staff Report for the October 26, 2016, Development Review Committee

SP/kb

DRC108216Report

Attachments:

1. Conceptual Plan
2. Planning Division Comments
3. Deputy Zoning Administrator Comments
4. James City Service Authority Comments
5. VDOT Comments
6. Fire Department Comments

This staff report is prepared by the James City County Planning Division to provide information to the Planning Commission and Board of Supervisors to assist them in making a recommendation on this application. It may be useful to members of the general public interested in this application.

MASTER PLAN

LAND USE SUMMARY TABLE

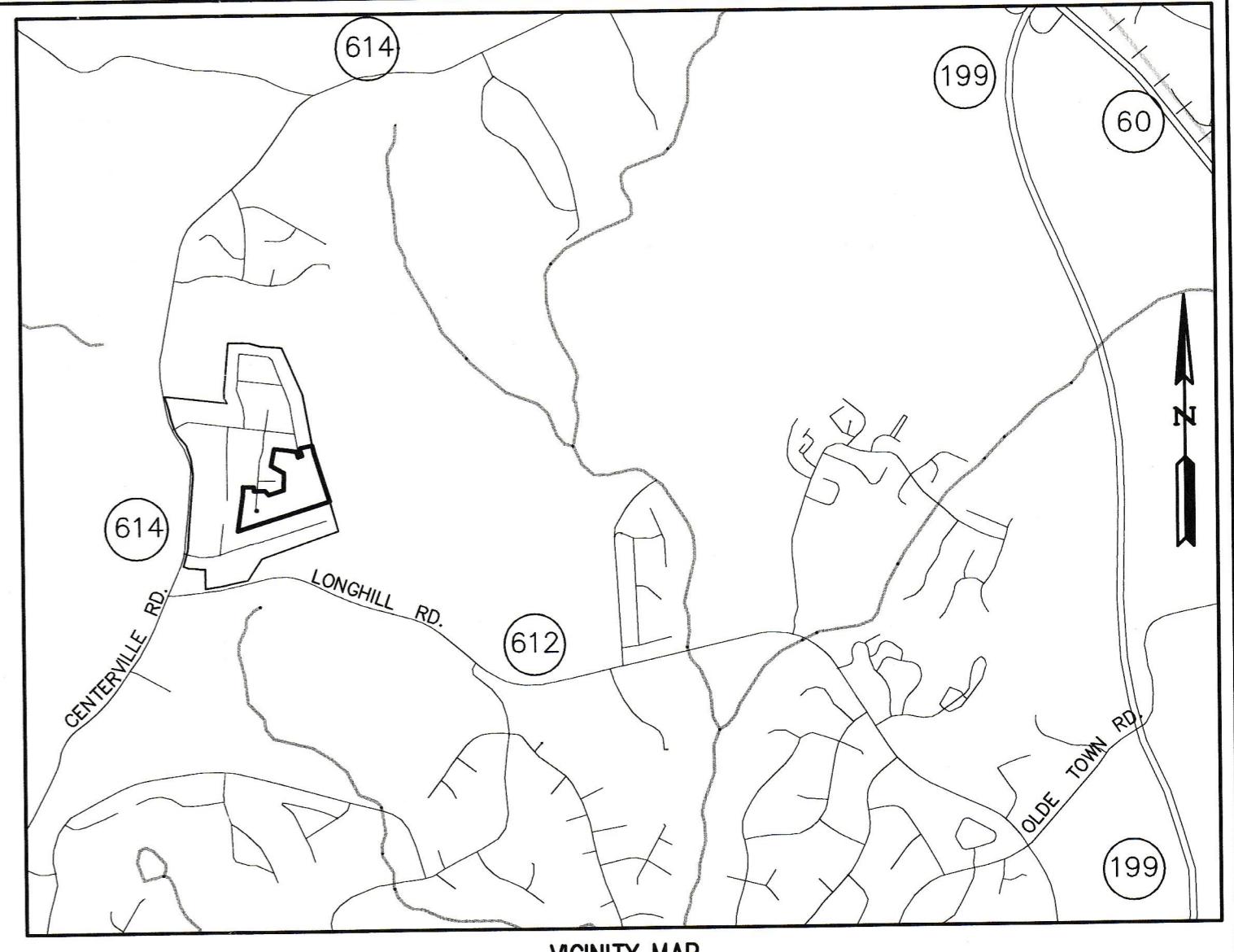
	AC.	%
AREA OF RESIDENTIAL LOTS	5.716	38.2%
AREA OF RIGHT-OF-WAY	2.161	14.4%
AREA RESERVED FOR BMP's & UTILITY EAS'MTS	1.200	8.0%
AREA OF OPEN SPACE	5.889	39.4%
TOTAL AREA SUBDIVIDED	14.966	100%

EXISTING ZONE
PROPOSED ZONE
NUMBER OF LOTS
AVERAGE LOT SIZE
GROSS DENSITY

R2
R2 CLUSTER
44
5,659 SF = 0.130 AC
2.94 LOTS/ACRE

OPEN SPACE REQUIREMENTS

30% REQUIRED OPEN SPACE	4.490 AC
AREA WITHIN 35' PERIMETER BUFFER	3.206 AC
- MAXIMUM ELIGIBLE FOR CREDIT (50% OF REQUIRED OPEN SPACE)	2.245 AC
OTHER ELIGIBLE OPEN SPACE (INCLUDING LANDSCAPE EASEMENT)	2.825 AC
TOTAL OPEN SPACE (INCLUDING LANDSCAPE EASEMENT)	4.490 AC 5.070 AC 33.9%
(REQUIRED)	(PROVIDED)



PLANNING DIVISION

JUN 22 2016

RECEIVED



PRELIMINARY LAYOUT
FOREST GLEN
SECTION 5
OWNER/DEVELOPER: JAMESTOWN LLC
POWHATAN DISTRICT - JAMES CITY COUNTY

Project Contacts: HWP
Project Number: 6195-02
Scale: 1" = 50'
Sheet Title: CONCEPTUAL LAYOUT
Date: 6/9/2016

Sheet Number
1 OF 1

Revised	Date	Description



Development Management
101-A Mounts Bay Road
P.O. Box 8784
Williamsburg, VA 23187-8784
P: 757-253-6671
F: 757-253-6822
Development.management@jamestacitycountyva.gov
jamestacitycountyva.gov

Building Safety and Permits
757-253-6620

Engineering and Resource Protection
757-253-6670

Planning
757-253-6685

Zoning Enforcement
757-253-6671

July 15, 2016

Mr. Howard Price
AES Consulting Engineers
5248 Olde Towne Rd., Ste. 1
Williamsburg, VA 23188

RE: C-0051-2016, Forest Glen Section 5

Dear Mr. Price,

Thank you for the opportunity to review your conceptual application. Upon review, staff offers the below comments for your consideration. Staff notes that this application was discussed at a Development Roundtable meeting on June 27, 2016.

Planning Division:

SUP and Master Plan Submittal Requirements and Review Procedure:

1. This proposal would require the issuance of a special use permit (SUP), which involves public hearings before the Planning Commission and Board of Supervisors, thus approval is not guaranteed.
2. A Community Impact Statement and master plan shall be submitted with any SUP application. Please refer to [Section 24-23](#) of the Zoning Ordinance for the submittal requirements for each of these items (Several of these items will coincide with the policies adopted by the Board of Supervisors in Comment #4 below.)
3. In addition to the submittal requirements in Section 24-23, master plans for cluster developments are required to contain the additional elements outlined in [Section 24-556](#).
4. Please be aware of the following policies adopted by the Board of Supervisors. Any SUP application would be reviewed for consistencies with these policies:
 - a. [Adequate Public Schools Facilities Test](#)
 - b. [Archaeological Policy](#)
 - c. [Environmental Constraints Analysis for Legislative Cases Policy](#)
 - d. [Natural Resource Policy](#)
 - e. [Streetscape Guideline Policy](#)
 - f. [Supplemental Submittal Requirements for SUP's and Rezonings Policy](#)
 - g. [Traffic Impact Analysis Submittal Requirements Policy](#) (should the project be expected to generate 100 or more weekday peak hour trips).
 - h. [Water Conservation Guidelines Policy](#)
5. During consideration of any SUP application, staff, the Planning Commission and the Board of Supervisors consider the land use designation of the property on the 2035 Comprehensive Plan for compatibility with the proposed use. This property is designated Low Density Residential. It may be beneficial to your application to provide a narrative describing how your application meets the Residential Development Standards adopted in the [Comprehensive Plan](#) (see page 180).

6. As recommended in Section 24-556(b)(2), the applicant is strongly encouraged to have this application reviewed by the Development Review Committee (DRC) prior to submission of the SUP application. The DRC will provide a recommendation on the conceptual plan based upon its findings regarding the extent that the proposed cluster development meets the requirements of the ordinance and is in accordance with the development standards in the Comprehensive Plan. Please let me know if you would like to be placed on an upcoming agenda.
7. Staff recommends discussing your proposal with adjacent property owners, as they will be notified in advance of the public hearing and will be able to provide comment at the meetings.

Open Space:

8. The land use table shows a total of 5.889 acres of open space. The open space requirements data shows a total of 5.070. Please clarify the discrepancy between these two numbers. It would be helpful to label the acreage on each open space portion to help verify the calculations.
9. Please be aware that stormwater management facilities cannot exceed 20% of the developable open space requirement. Based on the land use table provided, it appears that the BMP area is not included in your open space calculations. Is this correct?
10. As part of the conceptual and/or review process, the applicant shall demonstrate through a narrative document or exhibit that the requirements in [Section 24-550\(e\)\(1-2\)](#) were considered when designing the open space. Please note that this section states that cluster developments shall adhere to the adopted parks and recreation master plan guidelines.

Other Comments:

11. This application is proposing a density of 2.94 units per acre. To achieve this density, four (4) density bonus points would be required, in accordance with [Section 24-549](#). In order to provide assurances for obtaining the bonus points, the applicant's plan for achieving the points should be provided on the master plan.
12. *Front Setback:* The minimum setback from the right-of-way shall be shown on the development plan and recorded plat. The minimum setback from internal streets may be reduced to zero (0), provided that no building in a residential cluster shall be closer than 25 feet to the internal edge of the perimeter buffers.
13. *Side/Rear Setback:* The rear and side setbacks may also be reduced to zero (0), subject to the conditions in [Section 24-547](#).
14. The perimeter buffers shall be landscaped in accordance with [Section 24-96](#).
15. As part of the conceptual and/or review process, the applicant shall demonstrate through a narrative document or exhibit the design elements outlined in [Section 24-551](#) were considered when designing the development.
1. Staff notes that the applicant is involved in discussions with the Stormwater Division regarding stormwater management on this site and the existing sections of Forest Glen. Please help keep the Planning and Engineering and Resource Protection Divisions abreast of these conversations to ensure that all agencies are on the same page.
2. Staff notes that the County's Real Estate records indicate that the current parcel is 15.86 acres. The total acres shown on the conceptual plan is 14.966. Please verify and ensure that the correct acreage was used to calculate all requirements for density/open space/recreation, etc.
3. Do you intend to have the new lot incorporated into the existing Forest Glen HOA, or will this new section have its own HOA?

Deputy Zoning Administrator, JCSA, VDOT, Fire: Please see comment letters in [CaseTrak](#).

Engineering and Resource Protection: Comments are outstanding and will be forwarded upon receipt.

Please note that these comments are preliminary in nature and intended to serve as general guidance. Staff may have additional comments if a special use permit application is submitted. If you have any questions regarding your application, please do not hesitate to contact me at (757) 253-6882 or savannah.pietrowski@jamecitycountyva.gov.

Respectfully,

Savannah Pietrowski

Savannah Pietrowski
Planner I

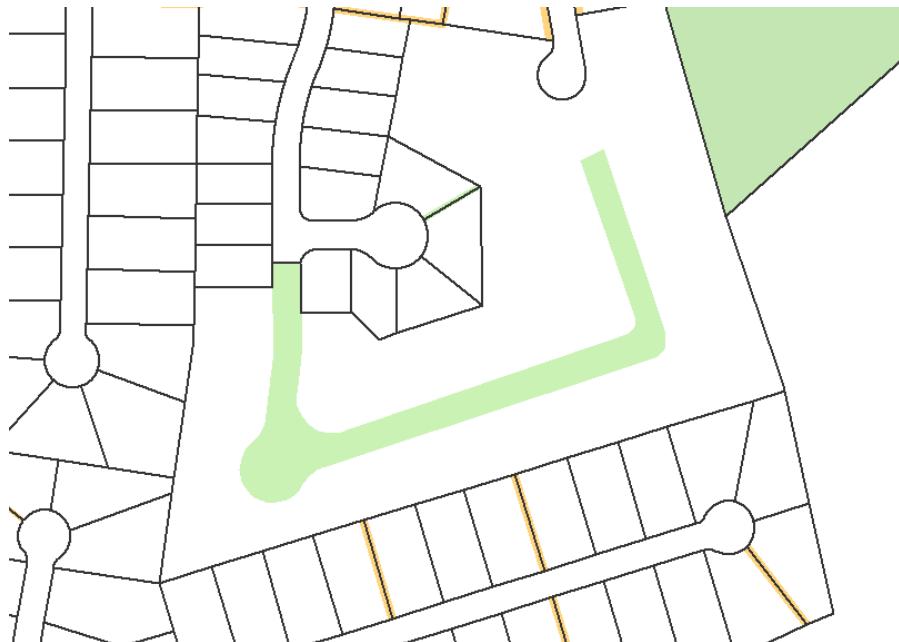


MEMORANDUM

TO: Savannah Pietrowski, Planner
From: Christy Parrish, CZA, Deputy Zoning Administrator (Proffers/Flood)
Date: 6/24/2016
Re: C-0051-2015, Forest Glen Section 5

I have reviewed C-0051-2016 and offer the following comments:

- I am unaware of any existing proffers or special use permit conditions.
- It appears this proposal will require a special use permit and meet all applicable ordinances (cluster).
- The property does not appear to be located in a special flood hazard area – FEMA FIRM 51095C0108D.
- There appears to be an existing access easement on the property. This may need to be verified and vacated in some areas.





MEMORANDUM

Date: June 27, 2016
To: Savannah Pietrowski, Planner
From: Dion Walsh, JCSA Civil 1
Subject: C-0051-2016 Forest Glen Section 5

James City Service Authority has reviewed these plans for general compliance with the JCSA Standards and Specifications, Water Distribution and Sanitary Sewer Systems and has the following comments for the above project you forwarded on June 24, 2016 We may have additional comments when the site plan incorporating these comments is submitted.

JCSA recommends preliminary approval.

General Comments:

1. Some of the water and sanitary sewer mains are close to property lines. JCSA requires access to JCSA mains up to 10' on each side of the mains. Show easements where necessary outside of the right-of-way.
2. No manholes are to be in the sidewalk. JCSA would prefer the sanitary sewer in front of lots 26-44 to be in the road.
3. Sewer laterals shall cross the road at perpendicular angle. An additional manhole may be required.
4. Label the existing manholes with the JCSA manhole numbers.
5. Show and label all existing JCSA Utility easements and provide their recordation references. If the easements were not recorded, provide easements as required by the JCSA Design Criteria Section 2.5.
6. There are existing JCSA easements to be extinguished. The existing JCSA easements to be extinguished will require JCSA Board approval which involves Public Notification. The advertisement should be two weeks prior to the Board meeting. JCSA requires Applicant to provide an exhibit for of the location and size of the JCSA easements to be extinguished. The notices and memorandums need to be written by JCSA. JCSA will charge the Applicant/Developer an administrative fee to advertise and present the case to its Board. Fee shall be made payable to JCSA once the plat documents are submitted for the Public Hearing process. The fee in the past has been \$300 - \$400. Check with Stephanie Luton for the current fee. The easement extinguishment shall be done prior to this plat getting approval.

SUP Conditions:

1. The Owner shall be responsible for developing and enforcing water conservation standards to be submitted to and approved by the James City Service Authority prior to final site plan approval. The standards shall include, but shall not be limited to such water conservation measures as limitations on the installation and use of irrigation systems and irrigation wells, the use of approved landscaping materials including the use of drought resistant native and other adopted low water use landscaping materials and warm season turf where appropriate, and the use of water conserving fixtures and appliances to promote water conservation and minimize the use of public water resources.

Please call me at 757-259-5457 if you have any questions or require any additional information.



COMMONWEALTH of VIRGINIA

DEPARTMENT OF TRANSPORTATION
1700 North Main Street
SUFFOLK, VIRGINIA 23434

Gregory A. Whirley
Commissioner

July 6, 2016

Savannah Pietrowski, Planner
James City County Planning
101-A Mounts Bay Road
Post Office Box 8784
Williamsburg, Virginia 23187

RE: Forest Glen section 5
Mildred Dr (Route 1535, adt 240)
County Plan C-0051-2015
James City County (lat, long 37.320246, -76.783931)

VDOT has completed its review of the plan received by the VDOT Land Development Office on 27 June 2016. The following comments are provided.

1. The curvature of the roadway does not appear to meet state minimum requirements of the Road Design Manual.
2. Conceptual plans should show more of the existing conditions and how the new development will transition. Transitioning from the proposed curb and gutter section to the existing road may be problematic. In addition, the drainage plan appears to go against grade, and discharging through the existing neighbourhood may also be problematic.
3. It appears a 24ft street width is proposed, which would require one side to be marked for no-parking. This is typically an enforcement issue in residential settings, and the normal 29ft wide section is recommended.
4. As discussed in the round table meeting, the sewer should not run longitudinally under the road or sidewalk. The sidewalk could be moved to the opposite side of the road to accommodate. Or the buffer vegetated strip could be used, and the street trees moved to the back of the sidewalk.

General Comments;

- A) For resubmittals, approvals and with the Land Use Permit, an electronic PDF file of the plan and supporting documents must be provided. Please include a detailed narrative which addresses

each specific comment listed above. Any revisions beyond those necessary to address the review comments should be clarified.

- B) Where work will be necessary within existing state maintained right of way, please provide an engineer's cost estimate with final plans. This will be used to set the surety amount for the required Land Use Permit to work within the right-of-way.
- C) Upon final plan approval, a Land Use Permit will be required prior to construction of any work within state maintained right of way limits or easements (including for temporary or permanent driveways and entrances). Additional information about Land Use Permitting as well as the required forms can be found on the VDOT website at: <http://www.virginiadot.org/business/businessLandUsePermits.asp>

If you have any questions, please contact me at Glenn.Brooks@vdot.virginia.gov.

Sincerely,

Glenn Brooks, P.E.
Area Land Use Engineer
Virginia Department of Transportation
Hampton Roads District

FIRE

C-0051-2016, Forest Glen Section 5

FM, Kendall L. Driscoll Jr.

June 29, 2016

Approved as a conceptual plan only.

kld